



# SHAKTI PUMPS (INDIA) LIMITED

REGD. OFFICE: 401,402&413, INDUSTRIAL AREA, SECTOR-III, PITHAMPUR, DIST-DHAR – 454774 (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 **Monday, October 20, 2014** at the Registered Office of the Company at 401,402&413, INDUSTRIAL AREA, SECTOR-III, PITHAMPUR, DIST-DHAR – 454774 (M.P.) at 11.00 A.M. to transact the following business:-

### SPECIAL BUSINESS

I. To consider and, if thought fit, to pass the following resolution with or without modifications as a **SPECIAL RESOLUTION**:

#### To Increase the Authorized Share Capital of the Company

**“Resolved That** pursuant to under section 13 (1) & 61 (1) (a) of the Companies Act, 2013, and other applicable provision(s), the consent of the members be and is hereby accorded to increase the authorized capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) to Rs.40,00,00,000 (Rupees Forty Cores Only) which consist of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) Equity Capital divided into 2,50,00,000 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) Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each.

**Further Resolved That** clause VII of the Memorandum of Association is hereby altered accordingly.

**Further Resolved That** the Board be and are hereby authorized to do all such acts, deeds, matters and thing as it may consider necessary, expedient, usual or proper to give full effect to this resolution.”

II. To consider and, if thought fit, to pass the following resolution with or without modifications as a **SPECIAL RESOLUTION**:

#### To Issue Share on a Preferential basis

**“RESOLVED THAT** pursuant to Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and/or Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**) and / or the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company’s shares are listed, or any other relevant authority from time to time and/or Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and/or the rules / regulations / guidelines, notifications, circulars, press notes and clarifications issued from time to time by Government of India, the Reserve Bank of India, to the extent applicable and subject to (i) execution of definitive agreements and the conditions therein specified if any and (ii) approvals, consents, permissions and sanctions as might be required and (iii) such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorized to accept, the Board be and hereby authorized to create, issue, offer and allot, for cash upto 15,00,000 (Fifteen Lakhs) Compulsory Convertible Preference Shares (**“CCPS”**) on a preferential basis to AFHoldings, a company incorporated under the laws of Mauritius (the **“Investor”**) at a nominal value of Rs.100/- each at a premium of Rs.200/- each aggregating to Rs. 45,00,00,000/- (Rupees Forty Five Crores) and convertible into 16,36,363 (Sixteen Lakhs Thirty Six Thousand Three Hundred and Sixty Three Only) Equity Shares of Rs.10/- (Rupees Ten each) at a premium of Rs.265/- (Rupees Two Hundred Sixty Five Only) of the Company at a conversion ratio of 1:1.0909 which price will be subject to compliance with the SEBI ICDR Regulations as in force for preferential allotment.

**RESOLVED FURTHER THAT** the CCPS shall be issued on *inter alia* the following terms and conditions :

1	Dividend	1.1	Each CCPS shall be entitled to a cumulative preferential dividend in preference to any dividend on the Equity Shares of the Company, equal to the higher of:
	cash	a.	15% per annum;;or
	date	b.	If the Company declares any dividend or other distribution to its holders of Equity Shares, in or otherwise, the holder shall be entitled to the aggregate amount of dividend or other distribution which such CCPS holder would have received if, on a dividend yield basis, on the record for each distribution made during the Financial Year during which the dividend or other distribution is made (including the record date for the dividend or distribution at stake), it were the of the maximum number of Equity Shares into which its CCPS can be converted on the record date for such distribution.
	holder	1.2	In any given Financial Year the Company may not declare any dividend or other distribution to its holders of Equity Shares unless it has first declared the preferential dividend for such Financial to the holder of the CCPS. If in any given Financial Year the Company has not declared the preferential dividend, CCPS holder shall (notwithstanding that the CCPS may have been converted) have the right, subject to applicable law, to receive the preferential dividend for such given Financial in the following Financial Year.
	Year		
	Year		

2	Conversion Shares	Subject to the Adjustment provisions below and applicable law each CCPS will convert into Equity at a conversion ratio of 1:1.0909. Subject to the Adjustment provisions below and applicable law, on conversion of 15,00,000 (Fifteen Lakhs) CCCPS, the holder shall be entitled to get 16,36,363 (Sixteen Lakhs Thirty Six Thousand Three Hundred Sixty Three) Equity Shares at a nominal value of Rs.10/- (Rupees Ten each) at a premium of Rs.265/- (Rupees Two Hundred Sixty Five Only) .
3	Pricing	The price at which the CCPS will be issued will be at or above the minimum price calculated as per Regulation 76 of the SEBI ICDR Regulations, 2009
4	Conversion Period	CCPS are convertible at any time at the option of the holder into Equity Shares but notwithstanding anything contained herein, all CCPS which remain outstanding as on the expiry of 18 (eighteen) months from the date of their issue and allotment, shall be compulsorily converted into Equity Shares (“ <b>Conversion Period</b> ”) in accordance with the terms hereof and the investments Agreement.
5	Conversion Shares	Upon conversion, the equity shares issued to the holder of CCPS shall be fully paid-up and shall rank <i>pari passu</i> in all respects with the existing equity shares of the Company. Upon conversion the Equity Shares will be subject to receipt of necessary approvals, be listed and traded on the Stock Exchanges where the current equity shares of the company are listed and traded
6	Lock-in	The CCPS shall be locked in for such period as may be specified under the SEBI ICDR Regulation,2009.
7	Relevant Date	The relevant date for the preferential issue, as per the SEBI ICDR Regulations,2009 for the determination of applicable price for the issue of the CCPS shall be a period of 30 days prior to the date of the Extra Ordinary General Meeting (October 20, 2014) i.e. September 20, 2014.
8	Adjustments	If there is any increase in the equity shares of the company after the date of allotment of the CCPS as a result of a bonus issue, sub division, split or additional shares issued by the Company without any consideration, then the conversion ratio of the CCPS shall be adjusted in proportion to such increase in the equity shares
9	Voting Rights	CCPS will have no voting rights other than as provided for under applicable law.

Additionally upon issuance the Investor will have inter alia the following rights:

1	Pre-emptive Right	The Investor shall have the right to participate on a pre-emptive basis in all offering of equity shares, compulsorily convertible preference shares and compulsorily convertible debentures made by the Company.
2	Nominee Director	The Investor shall have a right to appoint one nominee director on the Board of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized, in its entire discretion, to do all such acts, matters, deeds and things and to take all such steps and to do all such things and give all such directions, as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the issue), to prescribe the forms of application, allotment, to enter into any agreements or other instruments, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to settle any questions or difficulties that may arise in regard to the proposed preferential issue of CCPS and appoint consultants, valuers, legal advisors, advisors and such other agencies as may be required for the preferential issue of the CCPS without being required to seek any further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by the above resolutions to any Director(s) or to any Committee of the Board or any other Officer(s) of the Company to give effect to the aforesaid resolution.”

**RESOLVED FURTHER THAT** Board be and are hereby severally authorized for and on behalf of the Company to finalize, sign and issue private placement offer letter and to take all steps and do all things and give all such directions as may be required, necessary, expedient or desirable for giving effect to the proposed preferential issue including but not limited to filings necessary forms and intimations to Registrar of Company or any other regulatory body.”

**RESOLVED FURTHER THAT** the Board of the Company be and are hereby authorised to take necessary steps and actions to negotiate, finalize and execute the definitive agreements as may be required for the purposes of the preferential issue in accordance with the terms of the proposed preferential issue of CCPS and such other terms as are customary.”

#### **Explanatory statement pursuant to Section 102 of the Companies Act, 2013**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice dated September 17, 2014 and shall be taken as forming part of the notice.

With the growing expansion of the Company's business it is desirable to bring the authorized capital of the Company in proper correlation with the magnitude of the Company's resources. It is, therefore, considered advisable to increase the authorized capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) to Rs.40,00,00,000 (Rupees Forty Cores Only) which consist of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) Equity Capital divided into 2,50,00,000 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) Compulsory Convertible Preference Shares of Rs.100/- (Rupees Hundred Only) each.

The proposed increase of the authorized share capital of the Company requires the approval of the Members in General Meeting. Consequent upon the increase in Authorized Capital of the Company, the Memorandum of Association of the Company would also be altered to reflect the increase in authorised share capital.

The Board recommends the Special resolution be passed by the members of the Company.

None of Director or Key Managerial Personal or their relatives of the company is either directly or indirectly interested or concerned financially or otherwise in the proposed resolution.

**Item 2: To Issue Share on a Preferential basis**

The Company is in the process of expanding its business. To meet the requirement of funds for the proposed capital expansion plan, the Board of Directors at their meeting held on September 17, 2014, had approved the offer and issuance of 15,00,000 (Fifteen Lakhs) Compulsory Convertible Preference Shares ("CCPS") on a preferential basis to AFHoldings at a nominal value of Rs.100/- each at a premium of Rs.200/- each aggregating to Rs. 45,00,00,000/- (Rupees Forty Five Crores) and convertible into 16,36,363 (Sixteen Lakhs Thirty Six Thousand Three Hundred and Sixty Three Only) Equity Shares of Rs.10/- (Rupees Ten each) at a premium of Rs.265/- (Rupees Two Hundred Sixty Five Only) of the Company at a conversion ratio of 1:1.0909.

CCPS shall be issued on *inter alia* the following terms and conditions:

1 Dividend	<p>1.1 Each CCPS shall be entitled to a cumulative preferential dividend in preference to any dividend on the Equity Shares of the Company, equal to the higher of:</p> <ul style="list-style-type: none"> <li>a. 15% per annum;;or</li> <li>b. If the Company declares any dividend or other distribution to its holders of Equity Shares, in cash or otherwise, the holder shall be entitled to the aggregate amount of dividend or other distribution which such CCPS holder would have received if, on a dividend yield basis, on the record date for each distribution made during the Financial Year during which the dividend or other distribution is made (including the record date for the dividend or distribution at stake), it were the holder of the maximum number of Equity Shares into which its CCPS can be converted on the record date for such distribution.</li> </ul> <p>1.2 In any given Financial Year the Company may not declare any dividend or other distribution to its holders of Equity Shares unless it has first declared the preferential dividend for such Financial Year to the holder of the CCPS. If in any given Financial Year the Company has not declared the preferential dividend, CCPS holder shall (notwithstanding that the CCPS may have been converted) have the right, subject to applicable law, to receive the preferential dividend for such given Financial Year in the following Financial Year.</p>
2 Conversion	Subject to the Adjustment provisions below and applicable law each CCPS will convert into Equity Shares at a conversion ratio of 1:1.0909. Subject to the Adjustment provisions below and applicable law, on conversion of 15,00,000 (Fifteen Lakhs) CCCPS, the holder shall be entitled to get 16,36,363 Equity Shares at a nominal value of Rs.10/- (Rupees Ten each) at a premium of Rs.265/- (Rupees Two Hundred Sixty Five Only) .
3 Pricing	The price at which the CCPS will be issued will be at or above the minimum price calculated as per Regulation 76 of the SEBI ICDR Regulations,2009
4 Conversion Period	CCPS are convertible at any time at the option of the holder into Equity Shares but notwithstanding anything contained herein, all CCPS which remain outstanding as on the expiry of 18 (eighteen) months from the date of their issue and allotment, shall be compulsorily converted into Equity Shares ("Conversion Period") in accordance with the terms hereof and the investments Agreement.
5 Conversion Shares	Upon conversion, the equity shares issued to the holder of CCPS shall be fully paid-up and shall rank <i>pari passu</i> in all respects with the existing equity shares of the Company. Upon conversion the Equity Shares will subject to receipt of necessary approvals, be listed and traded on the Stock Exchanges where the current equity shares of the company are listed and traded.
6 Lock-in	The CCPS shall be locked in for such period as may be specified under the SEBI ICDR Regulations.2009
7 Relevant Date	The relevant date for the preferential issue, as per the SEBI ICDR Regulations, for the determination of applicable price for the issue of the CCPS shall be a period of 30 days prior to the date of the Extra Ordinary General Meeting (October 20, 2014) i.e. September 20, 2014.

8 Adjustments	If there is any increase in the equity shares of the company after the date of allotment of the CCPS as a result of a bonus issue, sub division, split or additional shares issued by the Company without any consideration, then the conversion ratio of the CCPS shall be adjusted in proportion to such increase in the equity shares
9 Voting Rights	CCPS will have no voting rights other than as provided for under applicable law

Additionally upon issuance the Investor will have inter alia the following rights:

1 Pre-emptive Right	The Investor shall have the right to participate on a pre-emptive basis in all offering of equity shares, compulsorily convertible preference shares and compulsorily convertible debentures made by the Company.
2 Nominee Director	The Investor shall have a right to appoint one nominee director on the Board of the Company.

In terms of section 55, 62 read with section 42 of the Companies Act, 2013 and the SEBI ICDR Regulations, the proposed preferential issue of CCPS requires approval of the members of the Company by way of a special resolution. The Board, therefore, seeks approval of the members for the special resolution set out in the notice, by way of a special resolution.

The disclosures in accordance with the Companies Act, 2013, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

**(a) The object of the issue:**

To finance the capital expenditure plans including to make investment for meeting the long-term business requirements, ongoing capital expenditure plans, of the Company.

**(b) Intention of the Promoters / PAC / Directors / Key Management Persons to subscribe to the offer:**

No Promoters/PAC/Directors/Key management persons intends to subscribe to this offer

**(c) Shareholding pattern:**

The shareholding pattern of the Company (A) prior to the preferential issue (B) upon conversion of the outstanding warrants and (C) upon conversion of the CCPS and all outstanding warrants and all other outstanding compulsorily convertible instruments is set out in "Annexure - A"

**(d) Proposed time limit within which the allotment shall be complete:**

The allotment of CCPS on preferential basis shall be completed within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

**(e) 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 CCPS into fully paid equity shares is as under:

Sl. No.	Name of the Proposed Allottee	Category	Pre-Issue no. of Equity Shares / Preferential Shares	Number of CCPS to be issued	Post Issue capital on conversion of Proposed CCPS	% of Holding upon conversion of all proposed CCPS and conversion of all outstanding warrants and other outstanding Compulsorily Convertible Instruments
1.	AFHoldings	Non-resident Investor	Nil	15,00,000	16,36,363	8.90 %

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

**(f) Undertaking:**

This is to undertake to re-compute the price of specified securities in terms of provision of these regulations where it is required to do so.

This is to undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

**(g) Lock in:**

The CCPS shall be locked in for such period as may be specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

**(h) Change in the Control or Composition of the Board**

There is likely to be a change in the composition of the Board (i.e. with the right of the allottee to appoint a nominee director) on account of the proposed preferential allotment, though there will not be any change in control. However, there will be corresponding changes in the shareholding pattern consequent to preferential allotment. No change in voting rights will be there, until the conversion of the CCPS into equity shares and / or in accordance with applicable law.

(i) **Issue price and relevant date:**

It is proposed to issue, offer and allot up to 15,00,000 (Fifteen Lakhs) Compulsory Convertible Preference Shares on a preferential basis to the AFHoldings at a nominal value of Rs.100/- each at a premium of Rs.200/- each convertible into 16,36,363 (Sixteen Lakhs Thirty Six Thousand Three Hundred and Sixty Three Only) Equity Shares of Rs.10/- (Rupees Ten each) at a premium of Rs.265/- (Rupees Two Sixty Five Only). The issue price shall at all times be subject to the SEBI ICDR Regulations and for the purpose of the above SEBI ICDR Regulations the relevant date is September 20, 2014. In the event the issue price stated above is lower than the minimum price prescribed under SEBI ICDR Regulations the issue price shall be re-computed to comply with the SEBI ICDR Regulations. The subscriber(s) to Compulsory Convertible Preference Share shall, on the date of allotment, pay total amount equivalent to the total consideration per Compulsory Convertible Preference Share. The conversion of Compulsory Convertible Preference Share into equity shares shall be at the option of the Investor, provided however all compulsory Convertible Preference Shares will have to be mandatorily converted within a period of 18 months from the date of allotment of such Compulsory Convertible Preference Shares.

(j) **Auditors' Certificate:**

A copy of the certificate of the Company's Statutory Auditor as per SEBI Regulations, 2009 shall be placed before the Shareholders at the Extra-ordinary General Meeting and will also be open for inspection by the Members.

(k) **Shareholders Consent:**

Pursuant to the provisions of Section 62 of the Companies Act, 2013, 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 the Notice submitted to the Meeting.

None of the Directors or Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the proposed resolution.

(l) **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 diligence reports in connection with the proposed issuance of CCPS will also be available for inspection at the Extra-ordinary General Meeting.

**By Order of the Board**

**Dinesh Patidar**

(Chairman cum Managing Director)

**Place : Pithampur**

**Date : September 17, 2014**

**Notes**

1. **A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of this meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting.**

**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.**

2. Electronic copy of the Notice of the EGM *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the EGM *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
3. Members may also note that the Notice of the EGM will also be available on the Company's website at [www.shaktipumps.com](http://www.shaktipumps.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 1.00 P.M.) on all working days , up to and including the date of the EGM of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [secretarial@shaktipumpsindia.com](mailto:secretarial@shaktipumpsindia.com)

4. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members' facility to exercise their right to vote at the EGM by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). **The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> <li>◆ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>◆ In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>◆ Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of SHAKTI PUMPS (INDIA) LIMITED.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ◆ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ◆ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - ◆ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - ◆ The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - ◆ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on **October 14, 2014 at 9.00 A.M. and ends on October 16, 2014 at 6.00 P.M.** 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 September 17, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. Mr. Manish Maheshwari, proprietor M/s M. Maheshwari & Associates, Company Secretaries (Membership No. FCS 5174, CP No. 3860) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The Results shall be declared on or after the EGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.shaktipumps.com](http://www.shaktipumps.com) and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company and communicated to the Exchanges.

**By Order of Board  
For Shakti Pumps (India) Limited**

Place: Pithampur  
Date: September 17, 2014

**Dinesh Patidar  
Chairman Cum Managing Director**

**Annexure - A - Shareholding Pattern**

S.N.	Category of Shareholder	Pre-Issue as on September 17, 2014		* Post-Issue		** Post-Issue	
		Total number of shares held	% age of share holding	Total number of shares held	% age of share holding	Total number of shares held	% age of share holding
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>						
<b>1</b>	<b>Indian</b>						
(a)	Individuals/HUF	0	0.00	0	0.00	0	0.00
(b)	Central Govt./ State Govt.(s)	0	0.00	0	0.00	0	0.00
(c)	Bodies Corporate	35500	0.22	35500	0.21	35500	0.19
(d)	Financial Institutions/ Banks	0	0.00	0	0.00	0	0.00
(e)	Any Others(Specify)						
(e-i)	Directors Relatives	2516000	15.73	3266000	19.51	3266000	17.77
(e-ii)	Directors	5083688	31.79	5083688	30.36	5083688	27.66
	<b>Sub Total(A)(1)</b>	<b>7635188</b>	<b>47.74</b>	<b>8385188</b>	<b>50.08</b>	<b>8385188</b>	<b>45.62</b>
<b>2</b>	<b>Foreign</b>						
a	Individuals (NRI/Foreign Individuals)	0	0.00	0	0.00	0	0.00
b	Bodies Corporate	0	0.00	0	0.00	0	0.00
c	Institutions	0	0.00	0	0.00	0	0.00
d	Qualified Foreign Investor	0	0.00	0	0.00	0	0.00
e	Any Others(Specify)	0	0.00	0	0.00	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>7635188</b>	<b>47.74</b>	<b>8385188</b>	<b>50.08</b>	<b>8385188</b>	<b>45.62</b>
<b>(B)</b>	<b>Public shareholding</b>						
<b>1</b>	<b>Institutions</b>						
(a)	Mutual Funds/ UTI	408500	2.55	408500	2.44	408500	2.22
(b)	Financial Institutions / Banks	0	0.00	0	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0.00	0	0.00	0	0.00
(d)	Venture Capital Funds	0	0.00	0	0.00	0	0.00
(e)	Insurance Companies	0	0.00	0	0.00	0	0.00
(f)	Foreign Institutional Investors	100300	0.63	100300	0.60	100300	0.54
(g)	Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0.00	0	0.00	0	0.00
(i)	Any Other (specify)	0	0.00	0	0.00	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>508800</b>	<b>3.18</b>	<b>508800</b>	<b>3.04</b>	<b>508800</b>	<b>2.76</b>
<b>B 2</b>	<b>Non-institutions</b>						
(a)	Bodies Corporate	3622142	22.65	3622142	21.63	3622142	19.71
(b)	Individuals						
I	Ind-Hold nominal shr capital upto Rs.1L	2736313	17.11	2736313	16.34	2736313	14.89
II	Ind-Hold nominal shr capital in excess of Rs.1L	1116808	6.98	1116808	6.67	1116808	6.08
(c)	Qualified Foreign Investor	0	0.00	0	0.00	0	0.00
(d)	Any Other (specify)						
(d-i)	Others						
(d-ii)	Clearing member	106594	0.67	106594	0.64	106594	0.58
(d-iii)	NRIs	267948	1.68	267948	1.60	267948	1.46
(d-iv)	NRI Corporate Bodies	0	0.00	0	0.00	0	0.00
(d-v)	Foreign Corporate Bodies (including FDI)	0	0.00	0	0.00	1636363	8.90
(d-vi)	Customers	0	0.00	0	0.00	0	0.00
(d-vii)	Suppliers	0	0.00	0	0.00	0	0.00
(d-viii)	Foreign Nationals	0	0.00	0	0.00	0	0.00
(d-ix)	Trust	0	0.00	0	0.00	0	0.00
(d-x)	Foreign (Promoters)	0	0.00	0	0.00	0	0.00
(d-xi)	Directors	0	0.00	0	0.00	0	0.00
(d-xii)	Director Relatives	0	0.00	0	0.00	0	0.00
(d-xiii)	Foreign Individuals (including FDI)	0	0.00	0	0.00	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>7849805</b>	<b>49.08</b>	<b>7849805</b>	<b>46.88</b>	<b>9486168</b>	<b>51.62</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>8358605</b>	<b>52.26</b>	<b>8358605</b>	<b>49.92</b>	<b>9994968</b>	<b>54.38</b>
	<b>TOTAL (A)+(B)</b>	<b>15993793</b>	<b>100.00</b>	<b>16743793</b>	<b>100.00</b>	<b>18380156</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>						
1	Promoter and Promoter Group	0	0.00	0	0.00	0	0.00
2	Public -	0	0.00	0	0.00	0	0.00
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>15993793</b>	<b>100.00</b>	<b>16743793</b>	<b>100.00</b>	<b>18380156</b>	<b>100.00</b>

**Note: -**

- 1) The above shareholding pattern has been prepared on the basis of shareholdings as on September 17, 2014 and the 7,50,000 equity shares issued pursuant to the conversion of 7,50,000 warrants
- 2) \* The above shareholding pattern is based on the assumption that all the 7,50,000 warrants have been converted into equity shares of the Company.
- 3) \*\* The post-issue shareholding pattern has been arrived on the assumption that the entire 15,00,000 CCPs proposed to be issued to AFHoldings would be converted into 16,36,363 equity shares and upon conversion of all outstanding warrants and all other outstanding compulsorily convertible instruments.

**PROXY FORM****SHAKTI PUMPS (INDIA) LIMITED**

CIN: L29120MP1995PLC009327

Registered Office: Plot No. 401, 402 & 413, Industrial Area, Sector-III, Pithampur-454774, District-Dhar, Madhya Pradesh, India  
Email:secretarial@shaktipumpsindia.com[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

<b>Name of the member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No/Client ID</b>	
<b>DP ID</b>	

I/We, being the member(s) of ..... Shares of the Shakti Pumps (India) Limited, hereby appoint

S.N.	NAME	ADDRESS	EMAIL ID	SIGNATURE	
1					Or failing him
2					Or failing him
3					Or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Monday, October 20, 2014 at 11.00 A.M. at the Registered Office of the Company, Plot No. 401,402 &amp; 413, Sector-III, Industrial Area, Pithampur-454774, Dist. Dhar (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	RESOLUTIONS		
		For	Against
1	To Increase Authorized Capital of the Company		
2	To issue Shares on preference basis		

Signature of Shareholder

Signature of Proxy holder(s)



# SHAKTI PUMPS (INDIA) LIMITED

(CIN: L29120MP1995PLC009327)

Registered Office: Plot No. 401, 402 & 413, Industrial Area, Sector-III, Pithampur-454774,

District-Dhar, Madhya Pradesh, India

Email: secretarial@shaktipumpsindia.com

## ATTENDANCE SLIP

Extra-Ordinary General Meeting on Monday, October 20, 2014 at 11.00 A.M at the Registered Office of the Company

DP/ID NO.		FOLIO NO.	
CLIENT ID		NUMBER OF SHARES HELD	

Mr./Mrs./Miss .....I certify that I am registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on Monday, October 20, 2014 at 11.00 A.M at the Registered Office of the Company at Plot No. 401, 402 & 413, Industrial Area, Sector-III, Pithampur-454774, District-Dhar, Madhya Pradesh, India

.....  
Proxy's Name in Block letters

.....  
Member's/Proxy's Signature

### NOTES:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to Meeting and handover at the entrance after affixing their signature on them.
2. Shareholders are requested to bring their copy of the Notice along with them to the Extra-Ordinary General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of Notice.
3. If it is intended to appoint a proxy, the Form should be completed and deposited at the registered office of the Company at least 48 hours before the Meeting.

**Book-Post**

To,

\_\_\_\_\_  
\_\_\_\_\_

*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.