



RM Drip
& Sprinklers Systems Ltd.

**16TH (SIXTEENTH) ANNUAL REPORT
OF
R M DRIP AND SPRINKLERS SYSTEMS
LIMITED
FOR F.Y. 2019-2020**

NOTICE OF THE 16TH (SIXTEENTH) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th (SIXTEENTH) Annual General Meeting of the members of R M DRIP AND SPRINKLERS SYSTEMS LIMITED (CIN: L27200MH2004PLC150101) will be held on Thursday, 24th September, 2020 at 12.00 Noon (IST) through Video Conference (VC) / Other Audio Visual Means (OAVM) Facility at the Registered Office of the Company situated at Gat No. 475, Village Gonde, Taluka Sinnar, Nashik - 422113, Maharashtra, India, to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2020 including Balance sheet as at 31st March 2020, the statement of profit and loss and Cash Flow statement for the year ended on that date and the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint Director in place of Mr. Vijaykumar Hanmant Kshirsagar (DIN: 00816360) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as ordinary resolution:

"RESOLVED THAT Mr. Vijaykumar Hanmant Kshirsagar (DIN: 00816360), whose period of office is liable to determination by retirement of directors by rotation and who has offered himself for re-appointment, be and is hereby re-appointed as director of the company."

SPECIAL BUSINESS:

3. To consider and approve the payment of remuneration to Mr. Shyam Sundar Dash, Managing Director of the Company for a period of 1 (One) year i.e. from 10th July, 2020 to 9th July, 2021 of his continuing tenure of 5 years and if thought fit, pass the following resolution as Special Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration within the maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 to Mr. Shyam Sundar Dash, (DIN:07502666) Managing Director of the Company for a period of 1 (One) year i.e. from 10th July, 2020 to 9th July, 2021 of his continuing

tenure of 5 Years till 9th July 2022 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the 2nd Supplemental Agreement and as set out in the explanatory statement attached to this Notice and the board of directors hereby authorised to vary such terms and conditions of remuneration so as not to exceed the limits specified in schedule V to the Companies Act 2013 as may be agreed to by the board of directors and Mr. Shyam Sundar Dash."

4. To consider the alteration in the Objects Clause of Memorandum of Association (MOA) of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 13(9) of the Companies Act, 2013 and all the other applicable provisions, if any, of the Companies Act, 2013 and subject to such amendments as may be made therein, approval of shareholders of the company be and is hereby accorded for alteration of the Main Object Clause (III) (A) 1 of the Memorandum of Association of the Company by substituting the existing Main object Clause III (A) 1 with New Main object Clause No III (A) 1 as stated below :

Existing Main object Clause III (A) 1:

To carry on the business by adopting world class technology, to manufacture & fabricate the HDPE Sprinkler Pipes with Fittings & Drip Irrigation Systems producing from the **State of the Art Equipments** by having latest automation and to supply the world class products to the Indian Farming Community to maximize the Farming Productivity.

Substituted and New Main Object Clause III (A) 1:

To manufacture and fabricate by adopting World Class Technology and State of the Art equipments and to design, supply, distribute, market, import and export and otherwise deal in Flat Drip & Cylindrical Drip Systems, HDPE Sprinkler Pipes with Fittings and PVC Pipes as a part of the Irrigation Systems with latest automation & supplying products to the Indian and global Farming Community to maximize the farming productivity.

"RESOLVED FURTHER THAT Mr. Shyam Sundar Dash (DIN: 07502666), Managing Director and Mr. Vijaykumar Kshirsagar (DIN: 00816360), Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the



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end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of Board,
For R M DRIP AND SPRINKLERS SYSTEMS LIMITED

Anita Pagare
Company Secretary & Compliance Officer

Registered Office:

Gat No. 475, Village Gonde,
Taluka Sinnar, Nashik - 422113,
Maharashtra, India

Email: [rmdrip.india@gmail.com/](mailto:rmdrip.india@gmail.com)

rmdrip@gmail.com/

info@rmdrip.com

Contact: +91 77200 94737

Web: www.rmdrip.com

Date: 25/08/2020

Place: Nashik

NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts concerning the business under Item No. 2 (Ordinary Business) and Item No. 3 and 4 (Special Businesses) of the accompanying Notice, is annexed hereto.
2. The Board of Directors of the Company at its meeting held on 25th June 2020 and 25th August, 2020 respectively considered that the special business under Item Nos. 3 and 4 respectively, being considered unavoidable, be transacted at the 16th AGM of the Company.
3. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 16th AGM of the Company is being conducted through Video Conferencing (VC) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 16th AGM shall be the Registered Office of the Company.
4. In view of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 16th AGM. However, in pursuance of Section 112 and Section 113 of the

Act, corporate members are required to send the company at rmdripinvestors@gmail.com a certified true copy of Board resolution, authorizing their representatives to attend and vote at the meeting through Video conferencing (VC).
Accordingly, the Proxy Form and Attendance Slip are not annexed to this notice.

5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th day of September, 2020 to Thursday, 24th day of September, 2020 (both days inclusive) for the purpose of 16th Annual General Meeting.
7. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the electronic copy of the notice of the 16th AGM along with the Annual Report for the financial year ended on 31st March 2020, consisting of Audited Financial Statements for year 2020 including Board Report, Auditors Report and other documents required to be attached therewith being annexures have been sent only to those Members whose e-mail ids are Registered with the company of Registrar and Share transfer agent or depository Participant(s) through electronic means and no physical copy of the notice has been sent by the company to any member. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 16th AGM and the Annual Report for the year 2020 and all other communication sent by the Company, from time to time, can get their email address registered as per instructions mentioned in point no. 16 of this notice.
8. The Notice of the 16th AGM and the Annual Report for the year 2020 including therein the Audited Financial Statements for the year 2020, will be available on the website of the Company at www.rmdrip.com and website of National Stock Exchange of India Limited "Emerge Platform."
9. Member attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The Cut-off date for determining the names of shareholders eligible to get notice of Annual General Meeting is Friday, 28th August, 2020.
11. In case of joint holders attending meeting only such joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.
12. The Shareholders seeking any information, posing queries, seeking any clarification with regard to the accounts or any matter to be placed at the 16th AGM are requested to

write to the Company on rmdripinvestors@gmail.com at least seven days in advance of the meeting so that the answers may be made readily available at the meeting.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the 16th AGM, members seeking to inspect the register can send an email to rmdripinvestors@gmail.com.
14. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form at the Meeting on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the ensuing Meeting; members seeking to inspect the register can send an email to rmdripinvestors@gmail.com.
15. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be available on the Company's website www.rmdrip.com.



16. INSTRUCTION FOR UPDATING OF EMAIL ID:

- A. The members who have not registered their email ids with the company may contact Company Secretary of the company at rmdripinvestors@gmail.com or Phone No. +91 9890996589 for registering their email ids on or before (cut of date). The company shall send the notice to such members whose email ids get registered within aforesaid time enabling them to participate in the meeting and cast their votes.
- B. If there is change in e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company by writing an email on rmdripinvestors@gmail.com or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
- C. Members holding shares in Demat mode may kindly note that any request for change of address or change of email-id or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from members holding shares in Demat mode.
- D. The Company has appointed M/s. Bigshare Services Private Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as "R M DRIP AND SPRINKLERS SYSTEMS LIMITED."

17. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC ARE AS UNDER:

- 1) Members may kindly note that, In accordance with the aforementioned MCA Circulars, the Company is providing the VC facility to the members for participating in the Meeting.
- 2) Members may note that the Video conferencing (VC) facility, provided by **Zoom** as allows participation of 500 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 16th AGM without any restriction on account of first-come-first-served principle.
- 3) The members are requested to follow the following instructions in order to participate in the Meeting through Video conferencing (VC) mechanism:
 - A. The login-id and password for joining the meeting has been separately provided along with this Notice;
 - B. The facility for joining the Meeting shall be kept open 15 minutes before the time scheduled to start the meeting i.e. [11.45] a.m. and 15 minutes after the expiry of the said scheduled time i.e. till [12.15] p.m.;
 - C. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the Meeting;
 - D. Participation of single member shall only be allowed at a time;
 - E. Members are requested to e-mail at rmripinvestors@gmail.com or call at +91 9890996589 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
 - F. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through attached credentials.
 - G. Shareholders are encouraged to join the AGM through Laptops / IPads for better experience.

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- H. Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- I. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- J. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their requisition in advance atleast 2 days prior to the meeting mentioning their Name, Demat Account Number / Folio Number, Email Id, Mobile Number at rmdripinvestors@gmail.com.
- K. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their Name, Demat Account Number / Folio Number, Email Id, Mobile Number at rmdripinvestors@gmail.com, these queries will be replied by the Company suitably by e-mail.
- L. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- M. Electronic copy of all the documents referred to in the accompanying Notice of the 16th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at <https://www.rmdrip.com/investors.html>.

18. INSTRUCTION FOR VOTING THROUGH EMAIL ON DESIGNATED EMAIL ID / REMOTE E-VOTING:

- A. Pursuant to MCA Circular, If the numbers of members attending the 16th Annual General Meeting through Video conferencing (VC) is below 50 (Fifty), then Chairman may decide to conduct voting through show of hands, while, If the poll is demanded on resolution(s) to be transacted in the 16th AGM and/or if the total number of members attending meeting exceeds 50 (Fifty), then the Shareholders have to cast vote on items considered in the meeting by sending their votes in favour or against the resolution by clicking on link <https://forms.gle/zCjtujAEoGa5tnz89> (**press allow**) and sending vote casted on designated email address i.e. rmdrip.agm20voting@gmail.com. The Voting through the designated email-id shall be verified by the Scrutinizer.
- B. Voting rights of the members for voting through remote e-voting provided in the Meeting itself shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 17th September, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting provided in the Meeting.
- C. The board of directors of the company has appointed M/s MDSB AND CO LLP, (AAP - 4949), Firm of Practicing Company Secretaries, Nashik as a Scrutinizers to scrutinize the remote e-voting process for the 16th Annual General Meeting in a fair and transparent manner.
- D. Pursuant to MCA Circular, the company shall be providing the facility of voting through E-mail which shall be sent to designated email id of the company i.e. rmdrip.agm20voting@gmail.com.
- E. During the course of the meeting the Chairman of the meeting will make an announcement for voting lines open and then shareholders by clicking on link given herewith <https://forms.gle/zCjtujAEoGa5tnz89> (**press allow**) may cast their vote on resolutions proposed in the 16th AGM and sending vote casted on designated email id of the company i.e. rmdrip.agm20voting@gmail.com.
- F. The voting period will be half an hour and during voting period, Shareholders of the Company, holding shares as on the Cut-off date i.e. 17th September, 2020 may vote by clicking on link given herewith <https://forms.gle/zCjtujAEoGa5tnz89> (**press allow**) and sending vote casted on designated email id of the company i.e. rmdrip.agm20voting@gmail.com by the company and that a person who is not a

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member as on the cut-off date should treat this notice for information purposes only.

G. The details of the process and manner for voting by sending an email to Designated Email-Id are explained below:

Step No 1:- The Shareholder should click on the link <https://forms.gle/zCjtujAEoGa5tnz89> (press allow).

Step No 2:- Fill the Personal details as below:-

- Name: _____
- PAN No. _____
- Beneficiary ID/DPID followed by CLID: _____
- Status: Individuals/ HUF/ NRI/ Corporate Shareholder/ Institutional Shareholder / Other (Specify)

Manner of holding shares i.e. Demat or Physical	
Your User ID is: (NSDL or CDSL) or Physical	
a) For Members who hold shares in Demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For Example if your DP ID is IN500*** and Client ID is 13***** then your user ID is IN500***13*****
b) For Members who hold shares in Demat account with CDSL	16 Digit Beneficiary ID For Example if your Beneficiary ID is 14***** then your user ID is 14*****
c) For Members holding shares in Physical form	Enter Folio Number registered with the Company

H. After filling the personal information, you will see below “Resolution Description”. Read the respective Item-wise resolution(s) as per Notice of Annual General meeting and cast your vote by clicking on options “assent/dissent” for casting vote.

I. After casting vote on all resolution(s) serially, click on the “Submit” button.

J. Once you “Submit” your vote on the resolution, you will not be allowed to modify your vote.

K. Upon confirmation the message "submitted successfully will be displayed."

L. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may follow the same instructions as mentioned above.

- M. In case you have any queries or issues regarding voting, you may write to the Company Secretary at Company's email address rmdripinvestors@gmail.com.
- N. The result of remote e-voting provided in the meeting shall be aggregated and declared in the meeting of the company by chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting and after declaration of result of voting, the 16th AGM will get concluded.
- O. If the process of counting of votes requires the more time then Chairman shall take call to adjourn the 16th AGM in pursuance to Companies Act, 2013 and in adjourned meeting the result of voting shall be declared.
- P. The results declared along with the report of the scrutinizer shall be placed on the Company's website immediately after the result is declared by the Chairman. Due to the current lockdown situation in the wake of COVID 19 pandemic, the result shall not be displayed on the Notice Board of the Company at its Registered Office.
- Q. The Notice of the AGM shall be placed on the website of the Company till the date of AGM. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.rmdrip.com/investors.html> immediately after the declaration of result by Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the Shares of the Company are listed.
19. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions.

Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore, Company is not providing e-voting facility to its shareholders but conducting voting through a link <https://forms.gle/zCjtujAEoGa5tnz89> (**press allow**) and sending vote casted on a designated email id i.e. rmdrip.agm20voting@gmail.com considering MCA circular for conducting the meeting through video conferencing in COVID 19 situation.

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The details of directors' appointment or re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Particulars	Mr. Vijaykumar Hanmant Kshirsagar
DIN No.	00816360
Date of Birth	17 th July, 1955
Date of Appointment on current position	20 th December, 2004
Qualification	Bachelor of Commerce from R. A. Podar College of Commerce and Economics, Matunga, Mumbai.
Expertise in specific functional areas	He has experience as a Banker, Teacher, an active Social Worker & past President of The Builders Association of India, Kalyan Chapter. He further ventured & specialized into the field of Micro Irrigation.
List of other Companies in which directorship is held as on 31st March, 2019	N.A.
Chairman/Member of Committee of other Company	N.A.
Shareholding in the company	820661 Equity Shares
No of meetings attended during the Financial year	4 Board Meetings
Relationship with other directors and key managerial personnel	NIL
Terms and conditions of appointment	To enable compliance by the company with the provisions of section 152 of the companies Act 2013, Mr. Vijaykumar Hanmant Kshirsagar is being made liable to retire by rotation.

EXPLANATORY STATEMENT PURSUANT TO SEC. 102(1) OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS:-

ITEM NO. 2:- TO APPOINT DIRECTOR IN PLACE OF MR. VIJAYKUMAR HANMANT KSHIRSAGAR (DIN: 00816360) WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

As per the provisions of Section 152(6) of the Companies Act, 2013, two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in general meeting. At the first Annual General Meeting of a public Company held next after the date of the general meeting at which first directors appointed and at every subsequent annual general meeting one-third of such of the directors for the time as are liable to retire by rotation or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.

Accordingly, Mr. Vijaykumar Hanmant Kshirsagar, has been longest in the office since his last appointment, is liable to retire by rotation in the ensuing Annual General Meeting. He offers himself for re-appointment and consent to act as a Director as well as disclosure for non-disqualification as required under the Companies Act, 2013 have already been received from Mr. Vijaykumar Hanmant Kshirsagar.

BRIEF PROFILE OF MR. VIJAYKUMAR HANMANT KSHIRSAGAR:

Mr. Vijaykumar Hanmant Kshirsagar is Resident Indian, his age is 65 years. He is a director in the company. He has experience as a Banker, Teacher, an active Social Worker & past President of The Builders Association of India, Kalyan Chapter. He further ventured & specialized into the field of Micro Irrigation.

As on the date of notice, Mr. Vijaykumar Hanmant Kshirsagar hold 820661 Equity Shares in paid up share capital of the Company in his individual capacity.

Except Mr. Vijaykumar Hanmant Kshirsagar being an appointee director none other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in resolution set out at Item No. 2 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 2 to the Notice for approval of Members.

SPECIAL BUSINESS:-

ITEM NO. 3:- TO CONSIDER AND APPROVE THE PAYMENT OF REMUNERATION TO MR. SHYAM SUNDAR DASH, MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF 1 (ONE) YEAR I.E. FROM 10TH JULY, 2020 TO 9TH JULY, 2021 OF HIS CONTINUING TENURE OF 5 YEARS.

Mr. Shyam Sundar Dash had been appointed as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 10th July, 2017 in the Annual General Meeting held on 10th July, 2017 and remuneration was fixed up for period of 3 years and has been drawing the minimum remuneration of Rs. 24 Lakhs p.a. since last 3 (Three) years as per the prevailing Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval granted in the Annual General Meeting held on 10th July, 2017.

Mr. Shyam Sundar Dash, aged 56 years is presently designated as and Managing Director of the Company.

He is a Postgraduate with Marketing from Osmania University, Hyderabad and Bachelor in Industrial and Production Engineering from Utkal University, Bhubaneswar, by qualification and professional businessman by acumen. He started his career with Nagarjuna Fertilizers and Chemicals Limited and ended as Head Operations for Micro Irrigation Division, before joining R M Drip and Sprinklers Systems Limited. During his 22 years of experience in Micro Irrigation business he has established different manufacturing facilities around the country with the collaboration with lot of Multinational Companies like MetzerPlas, Lego, Plasim of Israel, Maillefer of Switzerland, Crussmaffei of Germany and Davis Standard of USA. He has wholesome exposure on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

As on 31st March, 2020, he holds 6,12,923 (9.16%) equity shares in the Company.

Further, the Board of Directors in its meeting held on 17th January, 2020 revised the payment of remuneration to Mr. Shyam Sundar Dash, Managing Director from Rs. 24 Lakhs p.a. to Rs. 30 Lakhs p.a. for remaining period i.e. From January 2020 till 9th July, 2020 and the same remuneration was fixed in the Board Meeting held on 25th June, 2020 for the further period of Next 1 year i.e. from 10th July, 2020 to 9th July, 2021 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013.

Approval of the Members is being sought for remuneration payable to Mr. Shyam Sundar Dash for period of 1 year i.e. till 9th July 2020 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013 being recommended by Nomination and Remuneration Committee.

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The material information on remuneration as contained in the 2nd Supplemental agreement is given below:

1. For para 2(b)(i) of the Principal Agreement dated July 10, 2017 substitute the following paragraph:-

Remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to be paid w.e.f. 10th July, 2020 upto 9th July, 2021 inclusive of all permissible allowances and perquisites.

2. All other terms and conditions in the said Principal Agreement dated July 10, 2017 shall remain unaltered.

Minimum Remuneration:

Notwithstanding anything herein contained, in the event of loss or inadequacy of profits in any financial year during the period of his office as the Managing Director, the Company will, subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Shyam Sundar Dashas provided herein above.

Except Mr. Shyam Sundar Dash, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice of the 16th AGM. Mr. Shyam Sundar Dash is not related to any Director of the Company.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) of Institute of Company Secretaries of India.

ITEM NO. 4:- TO CONSIDER THE ALTERATION IN THE OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY

Clause III (A) 1 of “Main Objects Clause” of Memorandum of Association (MOA) of the Company is proposed to be substituted as follows:

Clause III (A) 1:

To manufacture and fabricate by adopting World Class Technology and State of the Art equipments and to design, supply, distribute, market, import and export and otherwise deal in Flat Drip & Cylindrical Drip Systems, HDPE Sprinkler Pipes with Fittings and PVC Pipes as a part of the Irrigation Systems with latest automation & supplying products to the Indian and global Farming Community to maximize the farming productivity.

The company has proposal to enter into and do the business of manufacture and fabrication of PVC pipes as a part of Irrigation system alongside existing main object being an activity which can be easily and advantageously combined with exiting main object/ activities of the company. Accordingly, the Board of Directors of the company has given their accord for the alteration of Main object clause III (A) 1 by substituting it with New Main object clause III (A) 1as detailed in the Item No 4 of this notice.

The company forecasts revenue generation from new activity will help and support the company to increase the turnover and profitability of the company in near future.

In terms of Section 13 of the Companies Act, 2013, alteration of the Objects Clause of the Memorandum of Association (MOA) of the Company requires approval of the Shareholders of the Company by a Special Resolution.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. 04 of the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution as set out in Item No. 04 of the notice.

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
RMDRIP AND SPRINKLERS SYSTEMS LIMITED

- *I The name of the Company is R M DRIP AND SPRINKLERS SYSTEMS LIMITED
- II. The registered office of the Company will be situated in the state of MAHARASHTRA i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

III. The objects for which the Company is established are:-

A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- **1. To manufacture and fabricate by adopting World Class Technology and State of the Art equipments and to design, supply, distribute, market, import and export and otherwise deal in Flat Drip & Cylindrical Drip Systems, HDPE Sprinkler Pipes with Fittings and PVC Pipes as a part of the Irrigation Systems with latest automation & supplying products to the Indian and global Farming Community to maximize the farming productivity.

B. OBJECTS CONSIDERED NECESSARY IN FURTHERANCE OF THE MAIN OBJECTS.

2. To arrange finance for industrial enterprise, firm, person, to subsidise finance or assist in subsidizing or financing the sale and maintenance of goods, merchandise and consumer durables of every description.
3. To undertake obligation of every kind and description and to negotiate loans, underwriting contracts, mortgages, equal participation, cash credits, other financial facilities from banks, financial institutions, Government or semi Government bodies and others or on behalf of companies, firms, societies, associations and others.
4. To deal with moneys of the company those are not needed immediately in the near future.

*The Name of the Company was Changed subject to conversion vide EOGM dated 25th July, 2017

**The objects of the company were altered in the EOGM of the members of the company held on 25th July, 2017.

* *The Objects of the Company were altered in 16th AGM of the members of the Company held on 24th September, 2020 by passing special resolution.

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5. To take over as going concern or otherwise acquire or to purchase, take on lease or in exchange, hire or otherwise any building, houses, flats, office premises, shops, godowns, warehouses or other properties for the purpose of the business of the Company and to pay for the same by the shares, cash or otherwise.
6. To acquire by purchase or otherwise to erect, build construct, improve, maintain, develop, alter, enlarge, pull down, replace work or manage any buildings, houses, shops, workshops, offices, warehouses, showrooms, refreshment rooms and other conveniences cottages and any other buildings and for the comfort and accommodation of working people and other works and convenient for the purpose of the business of the company.
7. To pay for any rights or properties acquired to be acquired or being acquired by the Company, either in cash or partly in cash and partly in kind (in the form of the shares of otherwise) or fully in kind.
8. To enter into agreements and contracts of all types with foreign individuals, non residents of Indian origin, Companies and other organizations, for technical or any other assistance for carrying out all or any of the objects of the Company.
9. To establish, maintain, conduct, discontinue or close branches and appoint representatives in any part of the world for the conduct of the business of the Company or for purchase or sale or for delivery or for service to be rendered or service being rendered or for services already rendered, or for future transactions in plants, machinery, products, commodities, goods, live stock articles and things dealt with by the company.
10. To enter into collaboration agreements with foreign firms, companies or other organizations or persons on such terms and conditions, including payments of royalties on exchange ratio, as may deem fit.
11. To purchase, take in exchange or lease, rent, hire, occupy, allow to be occupied or otherwise and use any freehold, leasehold and other immovable property and other lands, estates shops, warehouses, showrooms, workshops, offices, buildings, premises, machinery, plants and works, stock-in-trade, water ways, easements, root permits or other rights or interest in any land, buildings, premises or other immovable and movable properties, either personal or impersonal, or any kind of right with the Company, as and when deemed to be necessary or convenient for the purpose of business of the Company, either in consideration of gross sum or rent charged in cash, services or in kind or on perpetual lease rent in any manner of aforesaid or partly in other.

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12. To buy, install, work, alter, improve and/or otherwise deal in all kinds of plant, machinery, wagons, containers, stocks, apparatus, tools, utensils necessary and/or convenient for carrying on the business and profession of the Company.
13. To acquire by purchase, lease, concession, grant, license or otherwise such lands, buildings, minerals, water works, plants, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of the Company, howsoever acquired, such facilities, workshops, warehouses, offices, residence and other buildings and to erect such machinery and construct such roads, ways branches or sidings bridges, reservoirs, water storage, hydraulic works, jetties, ports, docks, and other anchoring facilities for offshore vessels.
14. To enter into contract or agreement for more efficient conduct of the business of the Company or any part thereof or sublet any contract or any part thereof and to sublet any contract of the Company from time to time.
15. To search for and to purchase or otherwise acquire from Government, State or Authority, license/s, concession/s, grant/s, decree/s, right/s, power/s and privilege/s whatsoever which may seem to the Company capable of being tuned to account in connection with its business and to work, develop, carry out exercise and to turn to account the same.
16. To establish and maintain agencies, branches, places and local registers and procure the Company to be recognized and to carry on business in any part of the world.
17. In connection with and for the purpose of the business of the Company to carry on all kinds of agency business and as buying and selling agents of all products so as to attain the objects of the Company.
18. To purchase or buy or by any other means acquire protect, prolong and/or renew, whether in India or elsewhere in the world, any patents, rights, inventions, licenses, protections and concessions which may appear to be advantageous or useful to the Company and to use and turn to account and/or manufacture or grant licenses or privileges in respect of the same and to spend money either in cash or in kind in experimenting upon and testing and improving or seeking to improve any patents inventions or rights which the Company may acquire or propose to acquire in connection with its business and profession.

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19. To enter into partnership or into any agreement for sharing profits, amalgamations, union of interest, co-operation, joint ventures, reciprocal concessions or otherwise with any person or Company, carrying on or being engaged in or about to carry on or being engaged in any business, profession or transaction which this company is authorized to carry on.
20. To adopt such means of display boards, hoardings, advertising in press, magazines and periodicals, printing and distribution of circulars, brochures, publication of books, magazines, purchases or exhibition of works of art, granting prizes rewards and donations subject to the provisions of the Companies Act,2013.
21. To lend out, deposit, invest and deal with the money of the Company not immediately required with or without interest or security, in such manner and upon such terms and condition as may from time to time be determined by the directors.
22. To borrow or raise or secure the payment of money in such a manner as the Company shall think fit, and in particular buy mortgage, or by the issue of debenture or debenture stock perpetual or otherwise charged upon all or any of the Company's property and assets (both, present and future) including its uncalled capital and to purchase, redeem and pay off any such securities.)
23. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities or other investments, whatsoever upon such terms and conditions as may be thought proper and from time to time, vary such investments in such manner as the Company may think fit.
24. To make, draw, endorse, accept, execute and issue all types of negotiable instruments in connection with the business of the Company within the bracket of the Negotiable Instruments Act.
25. To undertake and/or execute any trust, which are through to be beneficial for the interests of the Company.
26. To promote or undertake to promote the formation of any private or public limited company having similar objects within the orbit of the Companies Act.
27. To obtain any act or order of legislature necessary for the running of the business of the Company.
28. To open bank accounts of all nature including overdraft account and to operate the same and to make, accept, endorse, discount, execute and issue promissory

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- notes, bills of lading, warrants and the other negotiable or transferable instruments and to deal with all documents mercantile or otherwise, in the Ordinary course of business.
29. To distribute any of the Company's property amongst the members of the Company within the provisions of the Companies Act, 2013, In the event of winding up.
30. To undertake, carry out, promote sponsor or assist, directly or indirectly an agricultural activity, business or program including any program for rural and social development.
31. To purchase, take on lease or hire or in exchange with on hire or otherwise acquire any real or personal property and any rights or privileges that the Company may think necessary or convenient for the purpose of its business and in particular land, building easements, machinery, plants and stock in trade.
32. To take over running business of M/s. J. K. Industries located at Plot No.W-237, MIDC Area, Ambad, Nashik-422 010.
33. To carry on the business as assessors, valuers, appraisers, brokers in all types of properties, both real and personal, and to take stock and property investors.
34. To carry on the business of Computer Programmers, system developers, system analysis as also to take to take on hire and/or purchase and give out the computers as well as the software on hire to customers for consideration in cash or otherwise in kind.
35. To carry on the business as buyers, sellers, resellers, importers, exporters, dealers indentures, agents in general merchandise.
36. To manufacture, assemble, repair, construct electronic and electrical products and to market them.
- IV The liability of the members is limited.
- V. a)***** The authorized share capital of the Company is Rs10,00,00,000/- (Rs. Ten Crores Only.) divided in to 1,00,00,000 equity shares of Rs.10/- each.
- b) The paid-up capital of the company shall be minimum of Rs.1,00,000/- (Rs. One Lac only.)

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*The authorized share capital of the company is Rs.50,00,000/- (Rs. Fifty Lacs Only) divided in to 5,00,000/- equity shares of Rs.10/- each. This change was made by Special Resolution passed in the EOGM of members of the company held on 12th Aug, 2014.

**The authorized share capital of the company is Rs.2,00,00,000/- (Rs. Two Crores Only) divided in to 20,00,000 equity shares of Rs.10/- each. This change was made by Special Resolution passed in the EOGM of members of the company held on 8th Feb,2016.

***The authorized share capital of the Company is Rs 2,50,00,000/- (Rs. Two Crores Fifty Lakhs Only) divided in to 25,00,000 equity shares of Rs.10/- each. This change was made by Special Resolution passed in the EOGM of members of the company held on 22nd November, 2016.

****The authorized share capital of the Company is Rs 3,50,00,000/- (Rs. Three Crores Fifty Lakhs Only) divided in to 35,00,000 equity shares of Rs.10/- each. This change was made by Special Resolution passed in the EOGM of members of the company held on 10th April, 2017.

*****The authorized share capital of the Company is Rs 10,00,00,000/- (Rs. Ten Crores Only) divided in to 1,00,00,000 equity shares of Rs.10/- each. This change was made by Special Resolution passed in the EOGM of members of the company held on 17th July 2017.



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VI. We the several persons whose names addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite our respective names.

Sr. No.	Name ,address, description and occupation of the subscriber	Signature of subscriber	No of equity shares taken by each subscriber	Signature of the witness and their addresses, description & occupation.
1.	Shri Vijaykumar Hanmant Kshirsagar S/o Hanmant Kshirsagar 'Atharva' New Ashwini Society, Ashwin Nagar, CIDCO, Nashik 422 009	Sd/-	5000 (Five Thousand)	Mr.SunilS.Patki Company Secretary 12, Sah Bhagirathi Co-Operative Housing Society, College Road Patil Lane No.4 Nashik-422 005.
2.	Mrs.Shubhangi Vijaykumar Kshirsagar w/o Vijaykumar Hanmant Kshirsagar 'Atharva' New Ashwini Society, Ashwin Nagar, CIDCO, Nashik 422 009	Sd/-	5000 (Five Thousand)	Mr.SunilS.Patki Company Secretary 12, Sah Bhagirathi Co-Operative Housing Society, College Road Patil Lane No.4 Nashik-422 005.
			10000 (Ten Thousand)	

Date: 29/11/2004

Place: Nashik



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A. GENERAL INFORMATION

i) Nature of Industry:

To manufacture and fabricate by adopting World Class Technology and State of the Art equipments and to design, supply, distribute, market, import and export and otherwise deal in Flat Drip & Cylindrical Drip Systems, HDPE Sprinkler Pipes with Fittings and PVC Pipes as a part of the Irrigation Systems with latest automation & supplying products to the Indian and global Farming Community to maximize the farming productivity.

ii) Date or expected date of commencement of commercial production

The Company was incorporated on December 20, 2004 under the Companies Act, 1956 and it started commercial production soon thereafter.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

iv) Financial performance of the Company for F.Y. 2019-2020 based on given indicators
Particulars (Amount in Lakh)

Particulars	Amount (in Lakh)
Turnover (Net Sales)	2323.64
Operating Profit	297.65
Net Profit Before Tax	201.53
Debt Equity Ratio	0.96
Current Ratio	1.96
Net Worth	1354.13

B. FOREIGN INVESTMENTS OR COLLABORATIONS, IF ANY: N.A.

By Order of Board,
For R M DRIP AND SPRINKLERS SYSTEMS LIMITED

Anita Pagare
Company Secretary & Compliance Officer

Registered Office:
Gat No. 475, Village Gonde,
Taluka Sinnar, Nashik - 422113,
Maharashtra, India
Email: rmdrip.india@gmail.com/
rmdrip@gmail.com/
info@rmdrip.com
Contact:+91 77200 94737
Web: www.rmdrip.com

Date: 25/08/2020
Place: Nashik