

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

Email : rmdrip@gmail.com Web : www.rmdrip.com Contact : +91-77200 94737

CIN : L27200MH2004PLC150101



Dear Shareholder,

SUBJECT: CORRIGENDUM In Continuation To The Notice & Explanatory Statement Attached Thereto Dated 18th February 2023 Convening The Extra Ordinary General Meeting OF R M DRIP AND SPRINKLERS SYSTEMS LIMITED TO BE HELD ON TUESDAY, 14TH MARCH 2023 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY.

The Company vide notice dated 18th February 2023 scheduled the Extra Ordinary General Meeting on Tuesday, 14th March 2023 at 11.30 am at the registered office of the company, This Corrigendum is issued in continuation to the Notice and Explanatory Statement annexed thereto dated 18th February 2023 which was mailed to all the shareholders and uploaded on the Websites of the Company & National Stock Exchange of India Limited on 20th February 2023.

The Company had applied for In-principal approval of National Stock Exchange of India Limited for issue and allotment of upto 36,00,000 (Thirty-Six Lakhs) Equity Shares and upto 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) fully convertible warrants ("Warrants/ Convertible Warrants") into Equity Shares on preferential basis under Regulation 28(1) of the SEBI (LODR) Regulations, 2015.

The National Stock Exchange of India Limited vide letter dated 21st February 2023 informed that the valuation report of the Registered Valuer does not have all 3 methods of valuation - asset approach, income approach & market approach & as the valuation has not been done according to income approach instructed the Company to provide revised valuation report considering all 3 methods and provide the details of revised valuation report under EGM Notice by issuing a corrigendum to notice.

The Company accordingly has obtained the revised valuation report from the Registered Valuer having all 3 methods of valuation i.e. asset approach, income approach & market approach, and has inserted the Addendum to valuation report, in the place of the existing valuation report, under point number 3 & 4 of Item number 2 & point number 3 & 4 of Item number 3 of the Explanatory Statement.

The Company through this communication wishes to bring to the notice of the Shareholders, following changes in the said EGM Notice.

Changes to the Explanatory Statement to Item Number 2

Point Number 3.

Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made: The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE SME'). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provision of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, 10th February 2023 i.e. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

We have obtained the revised valuation report from the Registered Valuer having all 3 methods of valuation i.e. asset approach, income approach & market approach. The revised valuation report of the Registered Valuer can also be accessed on the company website on the following link www.rmdrip.com/Certificate.pdf

Point Number 4.

Name and Address of Valuer who performed Valuation: Bhavesh M Rathod (Chartered Accountants, Registered Valuer - SFA, Insolvency Professional) Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066. Email: info.cabhavesh@gmail.com; Mobile 9769113490.

We have obtained the revised valuation report from the Registered Valuer having all 3 methods of valuation i.e. asset approach, income approach & market approach. The revised valuation report of the Registered Valuer can also be accessed on the company website on the following link www.rmdrip.com/Certificate.pdf

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Changes to the Explanatory Statement to Item Number 3

Point Number 3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made: The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE SME'). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, 10th February 2023 i.e. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

We have obtained the revised valuation report from the Registered Valuer having all 3 methods of valuation i.e. asset approach, income approach & market approach. The revised valuation report of the Registered Valuer can also be accessed on the company website on the following link www.rmdrip.com/Certificate.pdf

Point Number 4. Name and Address of Valuer who performed Valuation: Bhavesh M Rathod (Chartered Accountants, Registered Valuer - SFA, Insolvency Professional) Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066. Email: info.cabhavesh@gmail.com; Mobile 9769113490.

We have obtained the revised valuation report from the Registered Valuer having all 3 methods of valuation i.e. asset approach, income approach & market approach. The revised valuation report of the Registered Valuer can also be accessed on the company website on the following link www.rmdrip.com/Certificate.pdf

All other particulars and details remain unchanged.

The corrigendum shall be read in conjunction with the Notice dated 18th February 2023 together with explanatory statement.

This corrigendum is also available on the company's website (www.rmdrip.com), and on the website of National Stock Exchange of India Limited (www.nseindia.com).

For R M Drip and Sprinklers Systems Limited

Nivrutti Pandurang Kedar
DIN 06980548
Director
Place: Nashik



NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING (“EOGM”) OF THE MEMBERS OF R M DRIP AND SPRINKLERS SYSTEMS LIMITED WILL BE HELD ON TUESDAY, 14TH MARCH 2023 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT GAT NO. 475, VILLAGE GONDE, TALUKA SINNAR, NASHIK 422113, MAHARASHTRA, INDIA, TO TRANSACT THE FOLLOWING BUSINESS: -

SPECIAL BUSINESSES:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of section 61,13 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.”

“RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any of the Companies Act, 2013 and rules made thereunder, consent of the members of the Company be and is hereby further accorded for alteration of Clause V(a) of the Memorandum of Association of the Company by substituting the following new Clause V(a) as under:

“V(a). The Authorized Share Capital of the Company is Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

2. TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit and pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [“SEBI

(ICDR) Regulations”, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 36,00,000 (Thirty Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs Twenty Thousand Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of proposed to be allotted
1	Chirag Jitendra Shah	Non-Promoter	1,00,000
2	Harshad Rasiklal Sheth	Non-Promoter	4,50,000
3	Hitesh N Kawa	Non-Promoter	4,50,000
4	Kunal Haresh Mehta	Non-Promoter	4,50,000
5	Mukta Tukaram Kedar	Non-Promoter	4,50,000
6	Natwarlal K. Kawa HUF	Non-Promoter	3,50,000
7	Rushabh Sevantilal Sanghavi	Non-Promoter	4,50,000
8	Shaila Sakharan Kedar	Non-Promoter	4,50,000
9	Smita Mehta	Non-Promoter	4,50,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares & Warrant fully convertible into Equity Shares is Friday, 10th February 2023 i.e. 30 days prior to the date of Passing of the Special Resolution. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023.

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

a) The Allottee shall be required to bring in 100% of consideration, for the relevant equity shares to be allotted on or before the date of allotment hereof.

b) The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.

c) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted there under;

- d) Allotment of the Equity Shares shall only be made in dematerialized form;
- e) The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval.
- f) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any.
- g) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE.

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

3. TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS:

To consider and if thought fit and pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [“SEBI

(ICDR) Regulations”, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), Regulations”] and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [“SEBI (Takeover) Code”] (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time, and rules and regulations made thereunder, if any, as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”), the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 1,58,10,000 (One Crore Fifty Eight Lakhs Ten Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company (“Equity Shares”) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share for each warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 32,72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs Sixty-Seven Thousand Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of proposed to be allotted
1	Brijesh Jitendra Parekh	Non-Promoter	1,86,000
2	Deepakbhai Ganeshbhai Patel	Non-Promoter	6,30,000
3	Harshad Rasiklal Sheth	Non-Promoter	8,24,000
4	Hitesh N Kawa	Non-Promoter	9,54,000
5	Hitesh N Kawa HUF	Non-Promoter	5,00,000
6	Kaushal Mohanlal Gohil	Non-Promoter	2,00,000
7	Kunal Haresh Mehta	Non-Promoter	36,00,000
8	Meet N Mehta	Non-Promoter	6,30,000
9	Mukta Tukaram Kedar	Non-Promoter	10,74,000
10	Natwarlal K. Kawa HUF	Non-Promoter	4,00,000
11	Patel Mayankkumar Dipakbhai	Non-Promoter	6,30,000
12	Raj Narendra Mehta	Non-Promoter	6,30,000
13	Roopal H Kawa	Non-Promoter	25,00,000
14	Rushabh Sevantilal Sanghavi	Non-Promoter	8,24,000
15	Shah Sapna Devang	Non-Promoter	2,00,000
16	Shaila Sakharam Kedar	Non-Promoter	10,74,000
17	Smita Mehta	Non-Promoter	9,54,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares & Warrant fully convertible into Equity Shares is Friday, 10th February 2023 i.e. 30 days prior to the date of Passing of the Special Resolution. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants and Equity Shares to be allotted on exercise of the Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under the applicable laws:

- a. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- c. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- j. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- k. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- l. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement offer cum application letter (In the format of 'Form PAS-4') immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the stock exchanges i.e. NSE.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottee through private placement offer cum application letter in Form PAS- 4 as prescribed under the Companies Act, 2013, without being required to seek any further Consent or Approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

4. TO APPOINT MR. NIVRUTTI PANDURANG KEDAR AS MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE PAYMENT OF REMUNERATION:

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and relevant provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mr. Nivrutti Pandurang Kedar (DIN 06980548) as Managing Director, designated as an Executive Director, for a period of 3 (five) years from 18th February 2023, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit.”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under

Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

5. TO APPOINT MR. MAYUR BHARATBHAI BHATT AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18TH FEBRUARY 2023 TO 17TH FEBRUARY, 2028.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors Mr. Mayur Bharatbhai Bhatt (DIN: 08715614) who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an “Independent Director” of the Company for a term of 5 (five) years commencing from 18th February 2023 to 17th February, 2028, not liable to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. TO APPOINT MR. HIREN SURENDRA MAKWANA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18TH FEBRUARY 2023 TO 17TH FEBRUARY, 2028.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors Mr. Hiren Surendra Makwana (DIN: 10048026) who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an “Independent Director” of the Company for a term of 5 (five) years commencing from 18th February 2023 to 17th February, 2028, not liable to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. TO APPOINT MR. SOMNATH KHANDERAO DATE AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors Mr. Somnath Khanderao Date DIN 09843323 and who is eligible for appointment under the provisions of the Companies Act, 2013 and the Rules framed thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, be appointed as an “Non-Executive & Non-Independent Director” of the Company with effect from 04th January 2023 liable to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company or the Chief Financial Officer of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board

R M Drip and Sprinklers Systems Limited

Sd/-

Saloni Vilas Gangwal

Company Secretary and Compliance Officer

ICSI Membership Number A58061

Date: 18th February 2023

Place: Nashik

Registered Office: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113

CIN: L27200MH2004PLC150101

Website: www.rmdrip.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 (“the Act”), in respect of the special businesses mentioned in the Notice of this Extra ordinary General Meeting (“EOGM”) (“Notice”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE VALID, THE PROXY FORMS MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
4. Corporate members are requested to forward a certified copy of board resolution authorizing their representatives to attend and vote at the extra ordinary general meeting.
5. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to fill and send form 2B (Copy of which will be made available on request).
6. Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting.
7. Proxy form(s) and certified copy of board resolution(s) authorizing representative(s) to attend and vote at the meeting shall be sent to the registered office of the company and addressed to the “Secretarial Department”.
8. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
9. The Company has designated an exclusive email address cs@rmdrip.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.
10. Members attending the meeting are requested to bring with them the Attendance slip attached to the notice duly filled in and signed and handover the same at the entrance of the hall.
11. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
12. In terms of circulars issued by Securities Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN Card to the Registrar and Share Transfer Agent in case of Transfer of Shares, Deletion of name, Transmission of Shares and Transposition of Shares. Shareholders are requested to furnish copy of PAN card for all above mentioned transactions.
13. The Ministry of Corporate Affairs (‘MCA’) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Bigshare Services Pvt. Ltd, S6 – 2 Pinnacle Business Park, Mahakali Caves Road, Next to Ahura Centre, Andheri (E), Mumbai 400093, Maharashtra for sending the document in electronic form. The form is enclosed with Annual Report, which is available on website of the company.

14. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with Bigshare Services Pvt. Ltd for facilitating e-voting to enable the shareholders to cast their votes electronically.
16. The Board of Directors in their meeting held on 18th February 2023 have appointed CS Sujata R. Rajebahadur Practicing Company Secretaries, to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
17. The Scrutinizer shall after the conclusion of voting at the EOGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two working days of the conclusion of the EOGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.
18. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.rmdrip.com and on the website of RTA the results shall simultaneously be communicated to the Stock Exchange.
19. The voting rights of Members shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company.
20. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date Tuesday 07th March 2023.
21. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday 07th March 2023, may obtain the login ID and password by sending a request at Issuer/ RTA.
22. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to attended the EOGM.
23. A member may participate in the EOGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EOGM.
24. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs@rmdrip.com till the last day of voting.
25. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company ("RTA") in case the shares are held in physical form.

Bigshare i-Vote E-Voting System

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on **Saturday 11th March 2023 at 09.00 AM** and ends on **Monday 13th March 2023 at 05.00 PM** 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page.

	<p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **LOGIN** under **CUSTODIAN LOGIN** tab and further Click on **Forgot your password?**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.
 - Click on **“DOCUMENT TYPE”** dropdown option and select document type power of attorney (POA).
 - Click on upload document **“CHOOSE FILE”** and upload power of attorney (POA) or board resolution for respective investor and click on **“UPLOAD”**.

Note: The power of attorney (POA) or board resolution has to be named as the **“InvestorID.pdf”** (Mention Demat account number as Investor ID.)
 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

By Order of the Board

R M Drip and Sprinklers Systems Limited

Sd/-

Saloni Vilas Gangwal

Company Secretary and Compliance Officer

ICSI Membership Number A58061

Date: 18th February 2023

Place: Nashik

Registered Office: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113

CIN: L27200MH2004PLC150101

Website: www.rmdrip.com

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

Item Number 1

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten only) each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on Saturday, 18th February 2023, had accorded its approval for increasing the Authorised Share Capital from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 26,50,00,000/- (Rupees Twenty-Six Crore Fifty Lakhs Only) divided into 2,65,00,000 (Two Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration/substituted so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association & Articles of Association of the Company requires approval of shareholders.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in the Notes of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board recommends the **Ordinary Resolution** set out at **Item number 1** of the accompanying Notice in the interests of the Company.

Item Number 2

The Company is in the business of 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. The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to support the expansion of business and for general corporate purposes and working capital requirements and repayment of existing loans. Such fund requirements can be met by the Company either through capital fund or borrowed fund. Hence, to ensure the smooth flow of the business and no further increase in borrowed funds of the Company, the Board of Directors of the Company in their meeting held on Saturday 18th February 2023 subject to the necessary approval have considered and approved raising of funds by issue of up to 36,00,000 (Thirty-Six Lakhs) Equity Shares at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs Twenty Thousand Only) on preferential basis.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 36,00,000 Equity shares on preferential and private placement basis requires Shareholders Approval.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs@rmdrip.com till the last date of voting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement. **Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:**

1. Objects of the Preferential Issue: The object of the issue are: -

- To meet expansion of business & working capital requirements of the Company- Not less than Rs. 2,58,90,000/- (Rupees Two Core Fifty-Eight Lakhs Ninety Thousand Only), and
- To repay existing loans Not less than Rs. 3,00,00,000/- (Rupees Three Crore Only) and
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 1,86,30,000/- (Rupees One Crore Eighty-Six Lakhs Thirty Thousand Only).

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement. The said proceeds will be used within a span of 3 months from the date of receipt or from the date the receipts can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing: The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 36,00,000 (Thirty-Six Lakhs) Equity Shares at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs Twenty Thousand Only) on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on Saturday, 18th February 2023.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made: The Equity Shares of the Company are listed on National Stock Exchange of India Limited (‘NSE SME’). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provision of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, 10th February 2023 i.e. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

4. Name and Address of Valuer who performed Valuation: Bhavesh M Rathod (Chartered Accountants, Registered Valuer – SFA, Insolvency Professional) Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066. Email: info.cabhavesh@gmail.com; Mobile 9769113490.

5. Amount which the Company intends to raise by way of issue of Equity Shares: Upto Rs. 7,45,20,000/- (Rupees Seven Crore Forty-Five Lakhs).

6. Principal terms of Assets charged as securities: Not Applicable

7. Intention/ Contribution of promoters/directors/key managerial personnel to subscribe to the offer: None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows: Please refer “Annexure – A” to this Notice for details.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed: The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

10. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue: There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year i.e. from April 01, 2022, no preferential allotment has been made to any person by the Company.

12. Valuation for consideration other than cash: Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:
Not applicable.

14. Lock-in: The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

15. Listing: The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

16. Certificate: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.rmdrip.com/investors.html>.

17. Undertakings: The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

18. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

19. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity and exercise of warrants*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Chirag Jitendra Shah	Non-Promoter	--	0	00.00	1,00,000	1,00,000	00.38	Non-Promoter
2	Harshad Rasiklal Sheth	Non-Promoter	--	0	00.00	4,50,000	12,74,000	04.88	Non-Promoter
3	Hitesh N Kawa	Non-Promoter	--	0	00.00	4,50,000	14,04,000	05.38	Non-Promoter
4	Kunal Haresh Mehta	Non-Promoter	--	0	00.00	4,50,000	40,50,000	15.52	Non-Promoter
5	Mukta Tukaram Kedar	Non-Promoter	--	0	00.00	4,50,000	15,24,000	05.84	Non-Promoter
6	Natwarlal K. Kawa HUF	Non-Promoter	Natwarlal K. Kawa	0	00.00	3,50,000	7,50,000	02.87	Non-Promoter
7	Rushabh Sevantilal Sanghavi	Non-Promoter	--	0	00.00	4,50,000	12,74,000	04.88	Non-Promoter
8	Shaila Sakharam Kedar	Non-Promoter	--	0	00.00	4,50,000	15,24,000	05.84	Non-Promoter
9	Smita Mehta	Non-Promoter	--	0	00.00	4,50,000	14,04,000	05.38	Non-Promoter
Total				0	00.00	36,00,000	1,33,04,000	50.97	

***Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of existing issue of Equity shares & Warrants.**

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in **Item No. 2** in the accompanying notice for approval by the Members.

Item Number 3

The Company is in the business of 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. The Company requires infusion of funds for enhancement of its capital base and to augment the long-term funding needs viz., to invest in companies, body corporates for future expansion plans & activities, financing future growth opportunities & to meet working capital requirements. Such fund requirements can be met by the Company either through capital fund or borrowed fund. Hence, to ensure the smooth flow of the business and no further increase in borrowed funds of the Company, the Board of Directors of the Company in their meeting held on Saturday 18th February 2023 subject to the necessary approval have considered and approved raising of funds by issue of up to 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) Fully Convertible Warrants ("Warrants/ Convertible Warrants") at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 32,72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs & Sixty-Seven Thousand Only) on preferential basis.

In accordance with Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI (ICDR) Regulations and the SEBI (LODR) Regulations as amended from time to time, issue and allotment of upto 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) Fully Warrants/ Convertible Warrants on preferential and private placement basis requires Shareholders Approval.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

A Copy of Memorandum & Articles of Association and other necessarily documents of the Company are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cs@rmdrip.com till the last date of voting.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants/ Convertible Warrants, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("SEBI (ICDR) Regulations ") are as follows:

1. Objects of the Preferential Issue: The object of the issue are: -

- To invest & grant loans in companies, body corporates for future expansion plans & activities, financing future growth opportunities & working capital requirements of the Company-Not less than Rs. 24,54,50,250/- (Rupees Twenty-Four Crore Fifty Four Lakhs Fifty Thousand Two Hundred & Fifty Only) and;
- To meet general corporate purpose which shall not exceed 25% of the Issue Size i.e. Not exceeding Rs. 8,18,16,750/- (Rupees Eight Crore Eighteen Lakhs Sixteen Thousand Seven hundred & Fifty Only).

Any amount in excess unutilised portion of the receipt under general corporate purpose will be utilised by the Company for meeting its working capital requirement. The said proceeds will be used within a span of 3 months from the date of receipt or from the date the receipts can be utilised, whichever is later. Till the time the proceeds are not utilised by the Company, it will be kept in the Bank Account of the Company. The above amount has been mentioned assuming receipt of full amount on conversion of warrants into Equity.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing: The resolution set out in the accompanying notice authorises the Board to create, offer, issue and allot from time to time, in one or more tranches up to 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) at an issue price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) at a premium of Rs. 10.70/- (Rupees Ten & Seventy Paise Only) per share aggregating to Rs. 32,72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs & Sixty-Seven Thousand Only) on preferential and private placement basis and resolution for the same has been passed by the Board of Directors in their meeting held on Saturday, 18th February 2023.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made: The Equity Shares of the Company are listed on National Stock Exchange of India Limited (‘NSE SME’). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 20.70/- (Rupees Twenty & Seventy Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, 10th February 2023 i.e. Since, Sunday, 12th February 2023 falls on weekend, the trading day preceding the weekend is reckoned as relevant date i.e. 10th February 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

4. Name and Address of Valuer who performed Valuation: Bhavesh M Rathod (Chartered Accountants, Registered Valuer – SFA, Insolvency Professional) Address: 12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066. Email: info.cabhavesh@gmail.com; Mobile 9769113490.

5. Amount which the Company intends to raise by way of issue of Warrants/ Convertible Warrants: Upto Rs. 32,72,67,000/- (Rupees Thirty-Two Crore Seventy-Two Lakhs & Sixty-Seven Thousand Only).

6. Material terms of issue of Warrants/ Convertible Warrants: The issue of Warrants shall be subject to the following terms and conditions:

i. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;

ii. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);

iii. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;

iv. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;

v. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;

- vi. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- vii. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;
- viii. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- ix. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.
- x. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.
- xi. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- xii. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority.

7. Principal terms of Assets charged as securities: Not Applicable

8. Intention/ Contribution of promoters/directors/key managerial personnel to subscribe to the offer: None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

9. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows: Please refer “Annexure – A” to this Notice for details.

10. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed: The allotment of Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s). Further, upon exercise of the option by the allottee to convert the warrants, the company will ensure that the allotment of equity shares pursuant to exercise of warrants should be completed within 15 days from the date of such exercise by the allottee.

11. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue: There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: During the year i.e. from April 01, 2022, no preferential allotment has been made to any person by the Company.

13. Valuation for consideration other than cash: Not applicable.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed: Not applicable.

15. Lock-in: The Equity Shares shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations

16. Listing: The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

17. Certificate: As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practising Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.rmdrip.com/investors.html>

18. Undertakings: The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above Equity shares shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;

19. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower: It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

20. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of shares to be issued	Shareholding post allotment of Equity and exercise of warrants*		Post-issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1	Brijesh Jitendra Parekh	Non-Promoter	--	0	00.00	1,86,000	1,86,000	0.71	Non-Promoter

2	Deepakbhai Ganeshbhai Patel	Non-Promoter	--	0	00.00	6,30,000	6,30,000	2.41	Non-Promoter
3	Harshad Rasiklal Sheth	Non-Promoter	--	0	00.00	8,24,000	12,74,000	4.88	Non-Promoter
4	Hitesh N Kawa	Non-Promoter	--	0	00.00	9,54,000	14,04,000	5.38	Non-Promoter
5	Hitesh N Kawa HUF	Non-Promoter	Hitesh N Kawa	0	00.00	5,00,000	5,00,000	1.92	Non-Promoter
6	Kaushal Mohanlal Gohil	Non-Promoter		0	00.00	2,00,000	2,00,000	0.77	Non-Promoter
7	Kunal Haresh Mehta	Non-Promoter	--	0	00.00	36,00,000	40,50,000	15.52	Non-Promoter
8	Meet N Mehta	Non-Promoter	--	0	00.00	6,30,000	6,30,000	2.41	Non-Promoter
9	Mukta Tukaram Kedar	Non-Promoter	--	0	00.00	10,74,000	15,24,000	5.84	Non-Promoter
10	Natwarlal K. Kawa HUF	Non-Promoter	Natwarlal K. Kawa	0	00.00	4,00,000	7,50,000	2.87	Non-Promoter
11	Patel Mayankkumar Dipakbhai	Non-Promoter	--	0	00.00	6,30,000	6,30,000	2.41	Non-Promoter
12	Raj Narendra Mehta	Non-Promoter	--	0	00.00	6,30,000	6,30,000	2.41	Non-Promoter
13	Roopal H Kawa	Non-Promoter	--	0	00.00	25,00,000	25,00,000	9.58	Non-Promoter
14	Rushabh Sevantil Sanghavi	Non-Promoter	--	0	00.00	8,24,000	12,74,000	4.88	Non-Promoter
15	Shah Sapna Devang	Non-Promoter	--	0	00.00	2,00,000	2,00,000	0.77	Non-Promoter
16	Shaila Sakharam Kedar	Non-Promoter	--	0	00.00	10,74,000	15,24,000	5.84	Non-Promoter
17	Smita Mehta	Non-Promoter	--	0	00.00	9,54,000	14,04,000	5.38	Non-Promoter
Total				0	00.00	1,58,10,000	1,93,10,000	73.98	

***Post Issue % Holding is calculated on post issue capital of the Company i.e. after allotment of existing issue of Equity shares & Warrants.**

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the **Special Resolution** as set out in **Item No. 3** in the accompanying notice for approval by the Members.

Annexure – A for Item number 2 & 3

The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding		Post- issue shareholding*	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	3751077.00	56.07	3751077.00	14.37
	Sub Total	3751077.00	56.07	3751077.00	14.37
2	Foreign	0.00	0.00	0.00	0.00
	Sub Total (A)	3751077.00	56.07	3751077.00	14.37
B	Non-Promoter Holding				
B1	Institutions	-	-	-	-
B2	Non – Institutions	-	-	-	-
1	Individuals (share Capital up to Rs. 2 lakhs)	11,06,000.00	16.53	11,06,000.00	4.24
2	Individuals (share Capital in excess of Rs. 2 lakhs)	9,02,000.00	13.48	1,90,62,000.00	73.03
3	Directors and their relatives (excluding independent directors and nominee directors)	6,92,923.00	10.36	6,92,923.00	2.65
4	Others:				
a.	Body Corporates	50,000.00	0.75	50,000.00	0.19
b.	NRI	88,000.00	1.32	88,000.00	0.34
c.	HUF	-	-	12,50,000.00	4.79
d.	Any Other	1,00,000.00	1.49	1,00,000.00	0.38
	Sub-Total (B)	29,38,923.00	43.93	2,23,48,923.00	85.63
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C	Non-Promoter – Non-Public	-	-	-	-
	Grand Total	66,90,000.00	100.00	2,61,00,000.00	100.00

Notes:

Details inserted in Post Issue equity shares is assumed after considering the allotment of 36,00,000 Equity Shares & 1,58,10,000 Equity Shares allotted upon exercise of right attached to all the Warrants, if any in the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly.

Item Number 4

The Board of Directors of the Company at its meeting held on 18th February 2023 has, subject to approval of Members, appointed Mr. Nivrutti Pandurang Kedar as a Managing Director, for a period of 3 (five) years from from 18th February 2023, on terms and conditions including remuneration as recommended by the Board or any committee of the Board.

Members’ approval is sought for the appointment of and remuneration payable to Mr. Nivrutti Pandurang Kedar as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 (the “Act”) & SEBI LODR Regulations 2015.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Nivrutti Pandurang Kedar is stated in the employment agreement and brief particulars are mentioned as under:

Salary, Perquisites and Allowances per annum:

Salary, Perquisites and Allowances shall not any time in any financial year during his tenure, shall not exceed Rs. 60 lakhs Per Annum. The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical.

The said perquisites and allowances shall be determined, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be determined at actual cost.

Commission/performance linked incentive:

Mr. Nivrutti Pandurang Kedar shall not be entitled to any Commission/performance linked incentive.

Annual Leaves:

Earned/Privilege leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Leave accumulated shall be encash able at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Reimbursements:

Mr. Nivrutti Pandurang Kedar shall be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

Minimum Remuneration:

Where in any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites not exceeding the limits as specified above. The Board of Directors shall have liberty to alter and vary the aforesaid terms and conditions relating to remuneration in line with such amendments as may be made from time to time to the Companies Act, 2013.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	Basic Industry-Plastic Products			
(2) Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
(4) Financial performance based on given indicators	Particulars	31st March 2020	31st March 2021	31st March 2022
	PBT	2,01,52,942	29,13,950	(53,09,872)
	PAT	2,80,47,171	10,87,481	(94,33,419)

(5) Foreign investments or collaborations, if any.	Not applicable
II. Information about the appointee:	
(1) Background details	Mr. Nivrutti Pandurang Kedar, is the Promoter and Executive Director of our Company. He has been on the Board of our Company since September 25, 2014. He has completed the course of B.SC. Agriculture from Mahatma Phule Agricultural University. He looks after the financial activities of the Company.
(2) Past remuneration	Not Applicable
(3) Recognition or awards	Not applicable
(4) Job profile and his suitability	Considering his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Nivrutti Pandurang Kedar should be available to the Company.
(5) Remuneration proposed	Rs. 60 lakhs Per Anum.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Mr. Nivrutti Pandurang Kedar has vast experience in sales operations. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Nivrutti Pandurang Kedar is the promoter of the Company & not related to any Director on the Board of the Company as on date.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position
(2) Steps taken or proposed to be taken for improvement	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance.
(3) Expected increase in productivity and profits in measurable terms	The Company has drawn up an Annual Business Plan which it will endeavor to achieve.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Mr. Nivrutti Pandurang Kedar
Brief Profile	Mr. Nivrutti Pandurang Kedar, is the Promoter and Executive Director of our Company. He has been on the Board of our Company since September 25, 2014. He has completed the course of B.SC. Agriculture from Mahatma Phule Agricultural University. He looks after the financial activities of the Company.
Director Identification Number (DIN)	06980548
Date of Birth (DD/MM/YYYY)	01/06/1970
Age (in years)	52 years
Nationality	Indian
Date of original appointment (DD/MM/YYYY)	25/09/2014
Percentage of Shareholding in the Company	44.56
Qualification	B.SC. Agriculture from Mahatma Phule Agricultural University

Nature of expertise in specific functional areas	He has been on the Board of our Company since September 25, 2014. He looks after the financial activities of the Company.
Number of Equity Shares held in the Company	29,81,131
Number of Board Meetings attended during the Financial Year 2021-2022	4
Directorships held in other Companies (*)	Savc Medical and Research Centre Private Limited
Memberships of Committees in other Companies (*)	None
Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	Mr. Nivrutti Pandurang Kedar is the promoter of the Company & not related to any Director on the Board of the Company as on date.
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Broad particulars of the terms of appointment of and remuneration payable to Mr. Nivrutti Pandurang Kedar is stated in the employment agreement and brief particulars are as mentioned above.

(*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Nivrutti Pandurang Kedar himself is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item Number 4 of the Notice for approval by the Members.

Item Number 5 & 6

The Company is required to have 50% (fifty percent) Independent Directors on its Board pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

The Board of Directors of the Company, by a resolution passed on 18th February 2023, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Mayur Bharatbhai Bhatt & Mr. Hiren Surendra Makwana as “Independent Director” of the Company for a term of 5 (Five) years commencing from 18th February 2023 upto 17th February 2028, based on their skills, experience, knowledge, and expertise, subject to approval of the Shareholders by way of special resolution.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mayur Bharatbhai Bhatt & Mr. Hiren Surendra Makwana fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the SEBI Listing Regulations, for their appointment as an “Independent Director” of the Company and they are independent in the opinion of the Management.

Further, in the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Mayur Bharatbhai Bhatt & Mr. Hiren Surendra Makwana possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering their rich qualifications, experience and expertise as mentioned in the Brief Profile provided hereunder.

In conformity with the Company’s Nomination and Remuneration Policy, Mr. Mayur Bharatbhai Bhatt & Mr. Hiren Surendra Makwana will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any,

is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

Pursuant to Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to the approval of the Members by way of a Special Resolution and where a Special Resolution for the appointment of an Independent Director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an Independent Director shall be deemed to have been made under the said Regulation 25(2A).

The Company has received a declaration from Mr. Mayur Bharatbhai Bhatt & Mr. Hiren Surendra Makwana confirming that they meet the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Mr. Mayur Bharatbhai Bhatt	Mr. Hiren Surendra Makwana
Brief Profile	Mr. Mayur Bharatbhai Bhatt, has pursued Masters of Commerce & also completed Chartered Accountant intermediate course. He has an overall experience of 5 years in the field of Income Tax Audit & GST Audit.	Mr. Hiren Surendra Makwana, has pursued Bachelor of Commerce & also completed Chartered Accountant intermediate course. He has an overall experience of 8 years in the field of Income Tax Audit & GST Audit & currently he is working in a stock broking firm.
Director Identification Number (DIN)	08715614	10048026
Date of Birth (DD/MM/YYYY)	01/11/1991	22/03/1986
Age (in years)	31 years	36 years
Nationality	Indian	Indian
Date of original appointment (DD/MM/YYYY)	18 th February 2023	18 th February 2023
Percentage of Shareholding in the Company	Nil	Nil
Qualification	Masters of Commerce & also completed Chartered Accountant intermediate course	Bachelor of Commerce & also completed Chartered Accountant intermediate course
Nature of expertise in specific functional areas	Audit & Taxation	Audit & Taxation
Number of Equity Shares held in the Company	None	None
Number of Board Meetings attended during the Financial Year 2021-2022	Not Applicable	Not Applicable
Directorships held in other Companies (*)	Genpharmasec Limited	None
Memberships of Committees in other Companies (*)	Genpharmasec Limited	None
Names of the Listed Entities from which the appointee has resigned in the past three years	Transglobe Foods Limited Date of cessation 06/09/2021	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	None	None
Terms and conditions of appointment / re-appointment along with details of	entitled to receive remuneration by way of	entitled to receive remuneration by way of

remuneration sought to be paid and remuneration last drawn by such person	sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.	sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.
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(* The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the Resolution set out at Number 5 & 6.

The Board of Directors recommends the **Special Resolution at Item Number 5 & 6** for approval of the Members by way of Special Resolution.

Item Number 7

The Company is required to have an optimum combination of executive and non-executive directors pursuant to the Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and consequent to the changes in the constitution of the Board of Directors, the Company is required to appoint Non-Executive & Non-Independent Director on its Board, to comply with the requirement mentioned under Regulation 17 of the SEBI Listing Regulations.

The Board of Directors of the Company, by a resolution passed on 04th January 2023, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Somnath Khanderao Date as “Non-Executive & Non-Independent Director” of the Company subject to approval of the Shareholders by way of special resolution.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Somnath Khanderao Date fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder and also the SEBI Listing Regulations, for her appointment as an “Non-Executive & Non-Independent Director” of the Company.

In conformity with the Company’s Nomination and Remuneration Policy, Mr. Somnath Khanderao Date will be entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder.

In terms of Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is provided hereunder:

Name	Mr. Somnath Khanderao Date
Brief Profile	He is qualified Engineer having expertise in Production. He comes with a rich experience of 28 years in renowned companies where he headed various projects.
Director Identification Number (DIN)	09843323
Date of Birth (DD/MM/YYYY)	01/06/1967
Age (in years)	55 years

Nationality	Indian
Date of original appointment (DD/MM/YYYY)	04/01/2023
Percentage of Shareholding in the Company	Nil
Qualification	B.E. (Production)
Nature of expertise in specific functional areas	Production
Number of Equity Shares held in the Company	Nil
Number of Board Meetings attended during the Financial Year 2021-2022	Not Applicable
Directorships held in other Companies (*)	None
Memberships of Committees in other Companies (*)	None
Names of the Listed Entities from which the appointee has resigned in the past three years	None
Relationships between Directors of the Company inter-se or with Key Managerial Personnel	None
Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	entitled to receive remuneration by way of sitting fees for attending the Meetings of the Board of Directors and Committees thereof of which membership, if any, is held, reimbursement of expenses for participation in the Meetings subject to the overall limits as specified under the Companies Act, 2013 and the Rules framed thereunder

(*) The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives other Mr. Somnath Khanderao Date himself is in any way concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the **Special Resolution** set out at **Item Number 7** of the Notice for approval by the Members.

By Order of the Board

R M Drip and Sprinklers Systems Limited

Sd/-

Saloni Vilas Gangwal

Company Secretary and Compliance Officer

ICSI Membership Number A58061

Date: 18th February 2023

Place: Nashik

Registered Office: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113

CIN: L27200MH2004PLC150101

Website: www.rmdrip.com



R M DRIP AND SPRINKLERS SYSTEMS LIMITED

CIN: L27200MH2004PLC150101

Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik Nashik 422113.

Telephone Number: +91 2551 295242

Website: www.rmdrip.com Email: cs@rmdrip.com

ATTENDANCE SLIP

TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Tuesday 14th March 2023 at 11.30 am at the Registered Office of the Company situated at Gat No. 475, Village Gonde, Taluka Sinnar, Nashik 422113.

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

CIN: L27200MH2004PLC150101

Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik Nashik 422113.

Telephone Number: +91 2551 295242

Website: www.rmdrip.com Email: cs@rmdrip.com

PROXY FORM

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

I/We, being the member (s) of _____ shares of the above-named Company, hereby appoint

- Name: _____
Address: _____
Email-id: _____
Signature: _____ or failing him
- Name: _____
Address: _____
Email-id: _____
Signature: _____ or failing him
- Name: _____
Address: _____
Email-id: _____
Signature: _____ 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 R M Drip And Sprinklers Systems Limited to be held on Tuesday 14th March 2023 at 11.30 am at the Registered Office of the Company situated at Gat No. 475, Village Gonde, Taluka Sinnar, Nashik 422113 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	RESOLUTIONS	OPTIONAL	
	SPECIAL BUSINESS	For	Against
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY		
2	TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS		
3	TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS		
4	TO APPOINT MR. NIVRUTTI PANDURANG KEDAR AS MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE PAYMENT OF REMUNERATION		
5	TO APPOINT MR. MAYUR BHARATBHAI BHATT AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18 TH FEBRUARY 2023 TO 17 TH FEBRUARY, 2028		
6	TO APPOINT MR. HIREN SURENDRA MAKWANA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18 TH FEBRUARY 2023 TO 17 TH FEBRUARY, 2028		
7	TO APPOINT MR. SOMNATH KHANDERAO DATE AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY		



Signed this..... day of.....2023
Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp

Note:

(i) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

(ii) For the resolutions, explanatory statements and notes, please refer to the notice of 36th Annual General Meeting.

(iii) It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate (iv) Please complete all details including details of member(s) in the above box before submission.

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

CIN: L27200MH2004PLC150101

Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik Nashik 422113.

Telephone Number: +91 2551 295242

Website: www.rmdrip.com Email: cs@rmdrip.com

ASSENT/ DISSENT FORM FOR VOTING ON RESOLUTIONS

1.Name(s)& Registered Address of the sole / first named member	
2.Name(s) of the Joint-Holder(s):(if any)	
3. i)Registered Folio No: ii)DPID No & Client ID No. (Applicable to members holding shares dematerialized form)	
4. Number of Shares(s) held	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice at the Extra Ordinary General Meeting of R M Drip And Sprinklers Systems Limited to be held on Tuesday 14th March 2023 at 11.30 am at the Registered Office of the Company situated at Gat No. 475, Village Gonde, Taluka Sinnar, Nashik 422113 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	RESOLUTIONS	OPTIONAL	
	SPECIAL BUSINESS	For	Against
1	INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY		
2	TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS		
3	TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS		
4	TO APPOINT MR. NIVRUTTI PANDURANG KEDAR AS MANAGING DIRECTOR OF THE COMPANY AND APPROVE THE PAYMENT OF REMUNERATION		
5	TO APPOINT MR. MAYUR BHARATBHAI BHATT AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18 TH FEBRUARY 2023 TO 17 TH FEBRUARY, 2028		
6	TO APPOINT MR. HIREN SURENDRA MAKWANA AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 18 TH FEBRUARY 2023 TO 17 TH FEBRUARY, 2028		
7	TO APPOINT MR. SOMNATH KHANDERAO DATE AS NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR OF THE COMPANY		

Place
Date

Signature of the Shareholder Authorized Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form is 5.00 pm on 13th March 2023.
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

ROUTE MAP OF THE MEETING

Venue: Gat No. 475, Village Gonde, Taluka Sinnar Nashik Nashik 422113.

