

**NOTICE OF POSTAL BALLOT & E-VOTING
PURSUANT TO SECTION 108 & 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 &
RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION RULES), 2014**

Dear Shareholders,

Notice is hereby given that pursuant to the provisions of section 108 & 110 of the Companies Act, 2013 read with Rule 20 & Rule 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular No. 14/2020 dated 8 April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December 2021, General Circular No. 20/2020 dated 5th May 2022 and General Circular No. 10/2022 dated 28th December, 2022 respectively (collectively termed as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and pursuant to applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and as amended from time to time any statutory modification or re-enactment thereof for the time being in force, to transact the Special Businesses set out in this notice as Special Resolutions & Ordinary Resolution through Postal Ballot by the members of **R M Drip and Sprinklers Systems Limited** (“The Company”) only through Remote E-voting.

The proposed resolutions and explanatory statements pertaining to the said resolutions, pursuant to sections 102 and 110 of the Companies Act, 2013 setting out the material facts concerning each item and the reason thereof is appended herewith for your consideration.

As permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope (BRE) will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its shareholders, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form. The instructions for remote e-voting are appended to the Notice. The shareholders can vote on the resolutions through remote e-voting facility. Assent (FOR) or Dissent (AGAINST) of the shareholders of the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA circulars.

The Company has engaged the services of Bigshare i-Vote E-Voting System to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the Bigshare i-Vote E-Voting System platform. Instructions on E-voting are enumerated as part of the Notice.

E-voting facility is available at the link ivote.bigshareonline.com from **Sunday 16th April 2023 9.00 a.m.** (IST) onwards to **Monday, 15th May, 2023, 5.00 p.m.** (IST). Shareholders are requested to read carefully the e-voting instructions given in the Notes forming part of the Postal Ballot Notice, before logging into the e-voting link.

The Board of Directors of the Company, at its meeting held on Thursday, 13th April, 2023 has appointed Mr. Poonamchand Kanojia, practising Company Secretary as the Scrutinizer for conducting the Postal Ballot (only through Remote E-voting process) in a fair and transparent manner. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter, the results of the Postal Ballot would be announced by the Chairperson of the Company on or before **17th May, 2023** at the Company's registered office. In addition to the results being communicated to BIGSHARE the results along with Scrutinizer's report will also be placed on Company's website viz. www.rmdrip.com and shall also be available at the Company's registered office. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot or e-voting i.e., **Monday, 15th May, 2023**.

The resolutions for the purpose as stated herein below are proposed to be passed by Postal Ballot (only through Remote E-voting):

SPECIAL BUSINESS:

ITEM NUMBER 1

MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE/SME EXCHANGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED AS WELL AS ON MAIN BOARD OF BSE LTD:

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

Note: In accordance with Regulation 277 and 280(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, the below mentioned Resolutions shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to Regulation 277 and 280(2) of SEBI (ICDR) Regulation 2018 and section 108 and 110 of the Companies Act 2013 and other relevant provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the applicable Laws and by-laws and rules and regulations of National Stock Exchange of India Limited, BSE Limited and subject to the approval of other statutory authorities, if any, the consent of the members of the Company be and is hereby accorded for Migration of Listing / Trading of Equity Shares of the Company having a face value of Rupees 10/- per Equity Share (which are currently listed on **NSE EMERGE/SME EXCHANGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED AS WELL AS ON MAIN BOARD OF BSE LTD** and upon Migration, the said Equity Shares be get listed and traded on the Capital Segment (Main Board) of BSE Ltd as well as on Main Board of National Stock Exchange of India Limited, from the date of Migration / getting listed and admitted to deal on Main Board of BSE Ltd as well as on Main Board of National Stock Exchange of India Limited. Company shall make an application to both the stock exchanges and the approval for migration shall solely be taken by stock exchange.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to above and to fulfil all such legal formalities in the connection and to form any committee if it thinks and deem fit, delegate all or any of the power herein conferred to any of such Committee of the Directors or to any Director/ officer of the Company and to appoint any such attorney/ person to represent before the concerned authority and to delegate such power to such person/ representative, to give effect to this resolution.”

ITEM NUMBER 2

TO APPOINT MS. KAVITA PANDARE [DIN 09109027] AS AN NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 11TH MARCH 2023.

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, the consent of the members is hereby accorded for appointment of Ms. Kavita Pandare [DIN 09109027] as a Non-Executive Independent Women Director of the Company for a term of 5 years.”

“RESOLVED FURTHER THAT Ms. Kavita Pandare [DIN 09109027] has submitted a declaration that she 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 “Non-Executive Independent Director” of the Company for a term of 5 (five) years commencing from 11th March 2023, 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.”

ITEM NUMBER 3

TO APPROVE THE REQUESTS RECEIVED FROM VIJAYKUMAR HANMANT KSHIRSAGAR, SHUBHANGI VIJAYKUMAR KSHIRSAGAR, ARJUN RAMJI MAKANI, LILABEN ARJUN MAKANI, VINOD ARJUN MAKANI & SHIVLAL ARJUN MAKANI PERSONS BELONGING TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY, FOR RE-CLASSIFICATION FROM THE ‘PROMOTER AND PROMOTER GROUP’ CATEGORY TO ‘PUBLIC’ CATEGORY SHAREHOLDER.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“Listing Regulations”) including any statutory modification(s) or re-enactments thereof, for the time being in force and other relevant provisions, and subject to necessary approvals from NSE Limited (hereinafter referred to as Stock Exchange), and such other statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded for re-classification of the following persons from the ‘promoter and promoter group’ category to the ‘public’ category shareholders.”

Name	Category	Number of equity shares held at the time of Request.	% of shareholding
Vijaykumar Hanmant Kshirsagar	Promoter	214661	03.21
Shubhangi Vijaykumar Kshirsagar	Promoter	69738	01.04
Arjun Ramji Makani	Promoter	3027	00.045
Lilaben Arjun Makani	Promoter	104	00.0016
Vinod Arjun Makani	Promoter Group	104	00.0016
Shivlal Arjun Makani	Promoter Group	104	00.0016

“RESOLVED FURTHER THAT the above Outgoing persons from the ‘promoter and promoter group’ category confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Listing Regulations have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with the conditions mentioned under sub-regulation (4) of Regulation 31A of Listing Regulations post reclassification from “Promoter / Promoter Group” to “Public”.”

“RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the above Outgoing persons from the ‘promoter and promoter group’ category, the Company shall effect such reclassification in the Shareholding pattern filed from immediate succeeding quarter under Regulation 31 of Listing Regulations and compliance to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT any of the Directors (including any committee thereof or the officers authorised by the Board in this regard), Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized, to perform and execute all such acts, deeds, matters and things including but not limited to submit requisite application(s), requisition(s), intimation/ fillings, undertakings, seeking approvals from the Stock Exchanges, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.”

For & behalf of R M Drip and Sprinklers Systems Limited

Somnath
Khanderao
Date

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Somnath Khanderao
Date:
Date: 2023.04.13
17:12:13 +05'30'

Somnath Khanderao Date

Director & Chairperson

DIN 09843323

Date: 13th April 2023

CIN: L27200MH2004PLC150101

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

Email Id: cs@rmdrip.com

Website: www.rmdrip.com

NOTES:

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has engaged the services of Bigshare i-Vote E-Voting System to provide the e-voting facility. Accordingly, members shall have to cast their vote electronically through the Bigshare i-Vote E-Voting System platform.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday 14th April 2023 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday 14th April 2023.
4. In terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
 - i. In case shares is held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@rmdrip.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@rmdrip.com.
 - iii. Alternatively shareholder/members may send a request to ivote@bigshareonline.com for procuring user id and password for e-voting by providing above mentioned documents.
5. The Shareholders are requested to note that in terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Anita Pagare Company Secretary & Compliance Officer of the Company, with respect to the voting by remote electronic means at: Email id: cs@rmdrip.com or to BIGSHARE at ivote@bigshareonline.com.
7. The members must vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their votes during **Sunday 16th April 2023 09:00 AM (IST)** onwards to **Monday 15th May 2023 05:00 PM (IST)** (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on **Friday 14th April 2023** ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by BIGSHARE after the last date and time.
9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.
11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.rmdrip.com and e-voting website viz. www.iboss.bigshareonline.com and at the corporate announcement sections of the websites of the NSE Ltd on which the equity shares of the Company are listed.
12. The Board of Directors have appointed Mr. Poonamchand Kanojia, practising Company Secretary as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
13. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot or e-voting i.e.,

Monday, 15th May, 2023 and The result of the voting will be declared on or 17th May 2023 at the Registered Office of the Company.

14. The Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
15. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Bigshare Services Pvt Ltd at sujit@bigshareonline.com Registrar and Share Transfer Agent of the Company.
16. Documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the Registered Office of the Company on all working days (except Saturday & Sunday) from 11:00 am to 5:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot.

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Sunday 16th April 2023 09:00 AM** and ends on **Monday 15th May 2023 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 **Friday 14th April 2023** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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,

	<p>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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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. 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>	<p>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.</p> <p>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</p> <p>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>
<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.

For & behalf of R M Drip and Sprinklers Systems Limited

Somnath
Khanderao
Date

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Somnath Khanderao Date
Director & Chairperson
DIN 09843323

Date: 13th April 2023

CIN: L27200MH2004PLC150101

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

Email Id: cs@rmdrip.com

Website: www.rmdrip.com

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

ITEM NUMBER 1:

MIGRATION OF LISTING / TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE EMERGE/SME EXCHANGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED AS WELL AS ON MAIN BOARD OF BSE LTD:

Note: In accordance with Regulation 277 and 280(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, and section 108 and 110 of the Companies Act 2013 the Resolutions in Item No. 1 of this Notice shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

The Equity Shares of the Company are listed and traded on NSE Emerge / SME Exchange platform of NSE Ltd w.e.f. 04-Oct-2017. As on date of this notice the paid-up capital of the Company is Rs. 6,69,00,000/- divided in to 6690000 Equity Shares of Rs. 10/- per share. The Company in its Board meeting held on 18th February 2023 considered and approved the issue of up to 36,00,000 (Thirty-Six Lakhs) Equity Shares & 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) fully convertible warrants ("Warrants/ Convertible Warrants") into Equity Shares on preferential basis subject to approval of Share Holders. The shareholders of the Company in the Extra Ordinary General Meeting held on Tuesday, 14th March 2023 at 11.30 am at the registered office of the company have approved the special resolution for issue of up to 36,00,000 (Thirty-Six Lakhs) Equity Shares & 1,58,10,000 (One Crore Fifty-Eight Lakhs Ten Thousand) fully convertible warrants ("Warrants/ Convertible Warrants") into Equity Shares.

By virtue of the above-mentioned preferential issue the post-issue face value capital will be more than ten crore rupees and up to twenty five crore rupees, further pursuant to Regulation 277 of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, The Company may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such Company fulfils the eligibility criteria for listing laid down by the Main Board.

So, the Company wishes to migrate its specified securities listed on a SME exchange to the Main Board and seek listing of the specified securities proposed to be issued on the Main Board. The Company has been performing consistently and has increased its business operations year by year. The listing of Equity Shares of the Company enhanced transparency in the functioning and the Company has been benefitted. Over the period, the Company gained a good experience of compliances, Board procedures, corporate governance practices on account of SME listing and the Company are geared up for moving on to the Main Board of NSE Limited and BSE Limited.

Our Company has completed 2 years from the date of listing i.e., on or after 04-Oct-2017 on NSE Emerge / SME exchange platform and by virtue of above-mentioned increase in the paid-up capital exceeding the threshold limit and in view of the same the Company shall be eligible to make an application to NSE Limited for migration on Main Board of NSE Limited as well as on Main Board of BSE Ltd as per the guidelines specified by SEBI under Chapter IX of SEBI ICDR Regulations, 2018 and criteria laid down by NSE and BSE for Migration and subject to all applicable provisions of SEBI (Listing Obligations & Disclosures Requirements), Regulations, 2015, applicable guidelines/circulars/notifications issued by the NSE and BSE, approvals of Statutory/Regulatory Authorities, if any and subject to approval of Shareholders by way of Special Resolution.

The proposed migration of Equity Shares of the Company on Main Board of NSE and BSE will not only act as a catalyst in the growth and expansion of the Company apart from taking company to a different league altogether with enhanced recognition and will also result in participation of a larger pool of potential investors thereby help to increase the liquidity of Shares of our Company.

The members are, therefore, requested to accord their approval for Migration of Listing/ Trading of Equity Shares of the company from NSE Emerge platform to Main Board of NSE as well as BSE as set out in the resolution. The Listing of the Equity Shares on the Main Board would need to be approved by the Shareholders of the Company by passing a special resolution through Postal Ballot.

Further, as per Regulation 277 and 280(2) of SEBI (ICDR), and also pursuant to section 108 and 110 of the Companies Act 2013, the resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal shall amount to at least two times the number of Votes cast by shareholders other than promoter shareholders against the proposal.

The Company would approach both the Stock Exchanges with necessary application for Migration upon receipt of approval of the Public Shareholders. It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board.

The Board recommends the matter and the resolution set out at **Item Number 1** for the approval of the Members by way of passing Special Resolutions which requires requisite majority as per Regulation 277 and 280(2) of SEBI (ICDR).

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

ITEM NUMBER 2:

TO APPOINT MS. KAVITA PANDARE [DIN 09109027] AS AN NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS COMMENCING FROM 11TH MARCH 2023.

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 11/03/2023, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Ms. Kavita Pandare as Additional Director [Non-Executive Independent Women Director], based on her skills, experience, knowledge, and expertise. In the opinion of the Nomination and Remuneration Committee and the Board of Directors of the Company, Ms. Kavita Pandare 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 she is 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, Ms. Kavita Pandare 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, Ms. Kavita Pandare 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. The Company has received a declaration from Ms. Kavita Pandare confirming that she 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	Mrs. Kavita Ashish Pandare
Brief Profile	Mrs. Kavita Ashish Pandare is a Bachelor in Commerce & has over a decade of experience in the field of Finance & Accounting.
Director Identification Number (DIN)	09109027
Date of Birth (DD/MM/YYYY)	28/08/1990
Age (in years)	32 years
Nationality	Indian

Date of original appointment (DD/MM/YYYY)	11th March 2023
Percentage of Shareholding in the Company	Nil
Qualification	Bachelor in Commerce
Nature of expertise in specific functional areas	has over a decade of experience in the field of Finance & Accounting.
Number of Equity Shares held in the Company	None
Number of Board Meetings attended during the Financial Year 2022-2023	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.

Pursuant to Section 161 1 of the Company Act, 2013 Ms. Kavita Pandare shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier and 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).

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 Item Number 2.

The Board of Directors recommends the Special Resolution at Item Number 2 for approval of the Members by way of Special Resolution.

ITEM NUMBER 3:

TO APPROVE THE REQUESTS RECEIVED FROM VIJAYKUMAR HANMANT KSHIRSAGAR, SHUBHANGI VIJAYKUMAR KSHIRSAGAR, ARJUN RAMJI MAKANI, LILABEN ARJUN MAKANI, VINOD ARJUN MAKANI & SHIVLAL ARJUN MAKANI PERSONS BELONGING TO THE PROMOTER AND PROMOTER GROUP OF THE COMPANY, FOR RE-CLASSIFICATION FROM THE ‘PROMOTER AND PROMOTER GROUP’ CATEGORY TO ‘PUBLIC’ CATEGORY SHAREHOLDER.

The Company had received separate request letters dated 16TH February 2023 from the following persons belonging to the promoter and promoter group of the Company for re-classification from the ‘promoter and promoter group’ category to ‘public’ category shareholder in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”):

Name	Category	Number of equity shares held at the time of Request.	% of shareholding
Vijaykumar Hanmant Kshirsagar	Promoter	214661	03.21

Shubhangi Vijaykumar Kshirsagar	Promoter	69738	01.04
Arjun Ramji Makani	Promoter	3027	00.045
Lilaben Arjun Makani	Promoter	104	00.0016
Vinod Arjun Makani	Promoter Group	104	00.0016
Shivlal Arjun Makani	Promoter Group	104	00.0016

Each of the aforesaid promoters have in their respective request letters informed the Company that they are neither a part of the Board of Directors of the Company nor hold any Key Managerial Position in the Company. Further, they had confirmed in their letters that they do not participate in the management of the Company in any manner or capacity and do not have any special rights in the Company through formal or informal arrangements, including any shareholder agreement.

Pursuant to the provisions of Regulation 31A(3)(b) of the Listing Regulations, the aforesaid promoters, in their respective request letters, have separately confirmed that each of them along with the persons related to them:

- (a) do not hold more than 10% of the voting rights in the Company;
- (b) do not exercise control over the affairs of the Company directly or indirectly;
- (c) do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- d) are not represented on the Board (including not having a nominee director) of the Company;
- (e) are not acting as Key Managerial Personnel in the Company;
- (f) are not 'willful defaulter' as per the Reserve Bank of India Guidelines; and
- (g) are not fugitive economic offenders.

In view of the above, and on the basis of the rationale and the confirmations received from each of the above mentioned promoters, the Board of Directors of the Company, at its meeting held on 18th February 2023, analysed the requests made by each of the above mentioned promoters and in compliance with Regulation 31A of the Listing Regulations, approved the request for re-classification, inter alia subject to approval by the members, the stock exchange where the shares of the Company are listed namely BSE Limited and/or such other approval, if any as may be necessary in this regard.

As required under Regulation 31A(8) of the Listing Regulations, the Company has intimated the Stock Exchanges of receipt of reclassification request from each of the above mentioned promoter and the extract of the minutes of the meeting of the Board of Directors of the Company approving the re-classification was submitted to the Stock Exchange on 18th February 2023.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from the 'promoter and promoter group' category to the 'public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution.

Therefore, the aforesaid request for re-classification of Vijaykumar Hanmant Kshirsagar, Shubhangi Vijaykumar Kshirsagar, Arjun Ramji Makani, Lilaben Arjun Makani, Vinod Arjun Makani & Shivlal Arjun Makani persons belonging to the promoter and promoter group of the company, for re-classification from the 'promoter and promoter group' category to 'public' category shareholder are being placed before the members of the Company for approval by way of an ordinary resolution.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchanges and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges or the depositories. Further, the promoter(s) seeking reclassification and persons related to them shall not vote to approve such reclassification request. The Board of Directors of the Company recommends the resolution as set out in item number 3 of the Notice for the approval of the members of the Company as an ordinary resolution. None of the directors or key managerial personnel of the Company or their relatives, are in anyway concerned or interested in the proposed resolution as set out in item number 3 of the Notice.