

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

CIN L27200MH2004PLC150101

Registered Address: Gat No. 475, Village Gonde, Taluka Sinnar Nashik 422113 Maharashtra, India
Corporate Office: Plot No. 22, Bramhanand, Krushnaban Colony, Sadguru Nagar Road, Koshiko Nagar, Nashik-422009,
Maharashtra, India

Email Id: cs@rmdrip.com | Website: www.rmdrip.com | Contact: Contact: +91 92265 09809

NOTICE OF POSTAL BALLOT & E-VOTING

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]**

To all the Shareholders of R M DRIP And Sprinklers Systems Limited

Notice is hereby given pursuant to and in compliance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions appended below be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

An Explanatory Statement pursuant to Sections 102 and 110 of the Act, read with the rules framed thereunder pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”), as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. Nuren Nirmal Lodaya (ACS 60128), proprietor of M/s. Nuren Lodaya & Associates Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e- voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Bigshare i-Vote E-Voting System (“BIGSHARE”) for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Pvt Ltd, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e- mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Friday, 14th June 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. Friday, 14th June 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

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:

APPOINTMENT OF MR. ATHARVA NIVRUTTI KEDAR (DIN: 09713023) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Mutual Funds) Regulations, 1996 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Atharva Nivrutti Kedar (DIN: 09713023) who was appointed by the Board of Directors as an Additional (Non-Executive and Non-Independent) Director with effect from 12th April 2024 and in respect of whom the Company has received a notice in writing from a member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive

and Non-Independent Director of the Company liable to retire by rotation and entitled to receive reimbursement of expenses for attending the Board/ Committee meetings.

“**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.”

For & behalf of R M Drip and Sprinklers Systems Limited

Anita Vasant Pagare
Company Secretary
FCS F12565
Date: 14th May 2023
CIN: L27200MH2004PLC150101
Registered Address: Gat No. 475,
Village Gonde, Taluka Sinnar,
Nashik 422113.
Email Id: cs@rmdrip.com
Website: www.rmdrip.com

NOTES TO THE NOTICE OF POSTAL BALLOT:

1. A statement pursuant to Sections 102 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below and forms part of the Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday 10th May 2024** (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.
3. The Postal Ballot Notice is hosted on Company's website at www.rmdrip.com and also on website of the stock exchange i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>.
4. The Board of Directors of the Company (“the Board”) has appointed Mr. Nuren Nirmal Lodaya (ACS 60128), proprietor of M/s. Nuren Lodaya & Associates Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.
6. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.
In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.
7. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
 - i) Deletion of name of the deceased shareholder(s)
 - ii) Transmission of shares to the legal heir(s) and
 - iii) Transposition of shares

Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAR Number by the shareholders to be considered as a valid PAN.

Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd. for registration against their respective folio(s):

Identity proof: Copy of PAN Card/ AADHAR Card

Address proof: Copy of AADHAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.

Bank details: Copy of the cancelled cheque stating the name of the shareholder as an account holder.

Contact details: Mobile number, email id

Nominations: Please provide form SH 13 duly filled and signed.

In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.

8. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and to Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.
9. To support “Green Initiative”, the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with Satellite Corporate Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration facility to its shareholders through Satellite Corporate Services Pvt. Ltd, for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.
10. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e - voting i.e. **Friday 10th May 2024**. Any person or entity acquires shares of the Company and becomes a shareholder after sending Postal Ballot Notice and holding shares of the Company as on cut-off date for e - voting i.e. **Friday 10th May 2024**, can refer to this Notice and other relevant communication including remote e - voting instructions, hosted on Company’s website at www.rmdrip.com.
11. The e-voting period commences on **Thursday, 16th May 2024** (9:00 a.m. IST) and ends on **Friday, 14th June 2024** (5:00 p.m. IST). Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
12. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
13. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Friday, 14th June 2024**, i.e., the last date specified for receipt of votes through the e-voting process.
14. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by NSDL.
15. The Scrutinizer will submit his report to the Executive Director after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before **Saturday, 15th June 2024** and will also be hosted on website of the Company (www.rmdrip.com) besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had 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/ DP. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.

Therefore, to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact Satellite Corporate Services Pvt. Ltd for any assistance in this regard.

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Thursday, 16th May 2024 09:00 AM** and ends on **Friday, 14th June 2024 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 10th May 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, 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. 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>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.nSDL.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.nSDL.com. Select “Register Online for IDeAS” “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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</p>

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

Anita Vasant Pagare

Company Secretary

FCS F12565

Date: 14th May 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. 24,98,00,000/- divided in to 2,49,80,000 Equity Shares of Rs. 10/- per share.

The Board of Directors of the Company, at its meeting held on 14th May 2024 discussed that the Company desires to widen the scope of business and for future expansion plans & activities, financing future growth opportunities & working capital requirements of the Company which may be through fund raising by way of issue of securities.

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 5 years from the date of listing i.e., on or after 04-Oct-2017 on NSE Emerge / SME exchange platform and the paid-up capital may exceed 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:
APPOINTMENT OF MR. ATHARVA NIVRUTTI KEDAR (DIN: 09713023) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY.**

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and the Articles of the Association of the Company, the Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee has appointed Mr. Atharva Nivrutti Kedar (Din: 09713023) as an Additional (Non-Executive & Non-Independent) Director with effect from 12th April 2024, liable to retire by rotation, subject to the approval of the members of the Company.

As per Regulation 17(1C) of Listing Regulations, the Company is required to obtain approval of shareholders for appointment of a person on the Board of Directors at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the members is being sought for the appointment of Mr. Atharva Nivrutti Kedar as a Non-Executive & Non-Independent Director.

The Company has received from Mr. Atharva Nivrutti Kedar

(i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and

(ii) intimation in Form DIR-8 pursuant to the Companies (Appointment and Qualification of Directors) Rules, 2014, stating that he is not disqualified under Section 164(2) of the Act.

The Company has also ensured that he is not debarred from holding the office of a director by virtue of any SEBI order or any such other authority.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Atharva Nivrutti Kedar for appointment as a Non-Executive & Non-Independent Director of the Company.

Mr. Atharva Nivrutti Kedar will be entitled to receive reimbursement of expenses, if any incurred for participating in various Board and Committee meetings of the Company.

The Board, accordingly, recommends passing of the ordinary resolution as set out in this Notice, for the approval of the Members.

The brief profile of Mr. Atharva Nivrutti Kedar in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as mentioned below:

Name	Atharva Nivrutti Kedar
DIN	09713023
Designation	Non-Executive Non-Independent Director
Nationality	Indian
Age	24
Qualification	Mr. Atharva Nivrutti Kedar is a B. Tech in Civil Engineering from Manipal Institute of Technology and having experience in the field of real estate business and irrigation industry

Experience/ Expertise in specific General Functional area	Mr. Atharva Nivrutti Kedar is a B. Tech in Civil Engineering from Manipal Institute of Technology and having experience in the field of real estate business and irrigation industry.
Terms and conditions of appointment / re-appointment	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.
Details of Remuneration Sought to be paid	N.A.
Last Remuneration Drawn	N.A.
Date of First Appointment on the Board	N.A.
Shareholding in the Company	4000
Relationship with other Directors/ Managers and Key Managerial Personnel	Mr. Atharva Nivrutti Kedar is the son of Mr. Nivrutti Pandurang Kedar, Managing Director
No. of Board meetings attended during financial year 2024-2025	2
Other Directorship	Director In Sujal Infraspaces Private Limited
Chairman/ Member of the Committee of the Board of Directors of the other Company	None

Except for Mr. Atharva Nivrutti Kedar & Mr. Nivrutti Pandurang Kedar and his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

For & behalf of R M Drip and Sprinklers Systems Limited

Anita Vasant Pagare
Company Secretary
FCS F12565
Date: 14th May, 2023
CIN: L27200MH2004PLC150101
Registered Address: Gat No. 475,
Village Gonde, Taluka Sinnar,
Nashik 422113.
Email Id: cs@rmdrip.com
Website: www.rmdrip.com