

R M DRIP AND SPRINKLERS SYSTEMS LIMITED

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

CIN : L27200MH2004PLC150101



Date: 04th March 2026

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051, Maharashtra, India
NSE SYMBOL: RMDRIP

To,
BSE Limited,
Corporate Relationship Department
25th Floor, P J Towers
Dalal Street, Fort, Mumbai – 400 001
BSE Scrip Code: 544456

Dear Sir/Madam,

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of Directors of the Company, at its meeting held on 28th February 2026, has inter alia approved the Postal Ballot Notice.

In this regard, please find enclosed herewith the Postal Ballot Notice along with the Explanatory Statement, which has been circulated to the Members of the Company whose names appear in the Register of Members / List of Beneficial Owners as on 27th February 2026.

The remote e-voting period shall commence at 09:00 a.m. (IST) on 05th March 2026 and shall conclude at 05:00 p.m. (IST) on 03rd April 2026.

You are requested to kindly take the above information on record.

For, R M Drip And Sprinklers Systems Limited



Atharva Nivrutti Kedar
DIN 09713023
Managing Director

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 M/s Nuren Lodaya & Associates, Practicing Company Secretary, 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 is 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. The e-voting will commence from on **09:00 a.m. (IST) 05th March 2026** and the e-voting will end on **05:00 p.m. (IST) 03rd April 2026** and the e-voting facility will be disabled by Bigshare Services Pvt Ltd 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 two working days 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. **03rd April 2026** 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:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 61,13 and other applicable provisions if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re- enactment(s) thereof, for the time being in force) and the rules made thereunder, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as required, consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 31,50,00,000 (Thirty-One Crore Fifty Lakhs) Equity Shares of Rs. 1/- (Rupee One only) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs.1/- (Rupee One only) each.”

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

“V(a). The Authorized Share Capital of the Company Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs.1/- (Rupee One only) each.

The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013”

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

ITEM NUMBER 2:

APPROVAL FOR THE ISSUE OF BONUS EQUITY SHARES.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 63, 179 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary from appropriate authorities, and subject to such terms and conditions as may be prescribed while granting such approvals, consent of the Members of the Company be and is hereby accorded for capitalization of such sum standing to the credit of the Securities Premium Account and/or Retained Earnings of the Company, as may be determined by the Board, for the purpose of issuance and allotment of Bonus Equity Shares of Re. 1/- (Rupee One only) each, credited as fully paid-up equity shares, to the holders of existing fully paid-up equity shares of the Company whose names appear in the Register of Members or in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 07th April, 2026 (Record Date), in the proportion of 5:7, i.e., 5 (Five) new fully paid-up equity shares of Re. 1/- (Rupee One only) each for every 7 (Seven) existing fully paid-up equity shares of Re. 1/- (Rupee One only) each held by them,

and that the Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase in the paid-up share capital of the Company.

RESOLVED FURTHER THAT the Bonus Equity Shares so allotted shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date and shall be subject to the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in terms of the SEBI ICDR Regulations, the Bonus Equity Shares shall be allotted in dematerialised form only and shall be credited to the respective demat accounts of the Members with their respective Depository Participant(s).

RESOLVED FURTHER THAT the issue and allotment of Bonus Equity Shares to Non-Resident Members, Foreign Portfolio Investors (FPIs), Foreign Institutional Investors (FIIs) and other eligible foreign investors shall be subject to such approvals, if any, as may be required under FEMA or any other applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company ("Board") be and is hereby authorised to take all necessary steps for listing of the Bonus Equity Shares on the Stock Exchange(s) where the equity shares of the Company are presently listed, in accordance with the SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable, including delegation of all or any of the powers conferred herein to any Director(s) or Key Managerial Personnel of the Company, to settle any questions, difficulties or doubts that may arise in regard to the issue and allotment of the Bonus Equity Shares, to apply for and obtain requisite approvals, to sign, execute and file necessary forms, returns and documents with the Registrar of Companies, Stock Exchange(s), Depositories and other authorities, and to take all incidental and ancillary steps necessary to give full effect to this Resolution, without requiring any further approval of the Members."

ITEM NUMBER 3:

APPOINTMENT OF MR. ATHARVA NIVRUTTI KEDAR DIN 09713023 AS THE MANAGING DIRECTOR OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory 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 Audit Committee and approval of the Board of Directors, and subject to such approvals, permissions and sanctions as may be required, consent of the Members be and is hereby accorded for the appointment of Mr. Atharva Nivrutti Kedar (DIN: 09713023) as Managing Director of the Company for a period of 3 (Three) years with effect from 29th January 2026 up to 28th January 2029 (both days inclusive), liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Atharva Nivrutti Kedar (DIN: 09713023) shall be paid remuneration of Rs. 5,00,000/- (Rupees Five Lakhs only) per month (inclusive of salary, perquisites, benefits, incentives and other allowances) for the aforesaid period of 3 (Three) years, on such other terms and conditions as may be decided by the Board of Directors, with liberty to the Board of Directors or Nomination and Remuneration Committee to alter, vary or modify the terms and conditions of the said appointment, including remuneration, in such manner as may be agreed between the Board and Mr. Atharva Nivrutti Kedar, within the limits prescribed under Schedule V of the Companies Act, 2013 or any statutory amendment(s) or re-enactment(s) thereof.

RESOLVED FURTHER THAT in the event of any statutory amendment(s), modification(s) or relaxation(s) by the Central Government to Schedule V of the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration (including minimum remuneration), i.e., salary, perquisites, allowances, etc., within such prescribed limits, subject to such approvals as may be required under the law.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, consider necessary, expedient or desirable, and to settle any question, difficulty or doubt that may arise in relation thereto, and to determine the break-up of remuneration within the aforesaid maximum permissible limits in order to give effect to the foregoing resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining statutory or other approvals in relation to the above and to sign and execute all documents and file requisite forms

R M Drip and Sprinklers Systems Limited
CIN L27200MH2004PLC150101
Email Id: cs@rmdrip.com
Website: www.rmdrip.com
Contact: Contact: +91 9226509808

NOTICE OF POSTAL BALLOT MEETING

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

with the Registrar of Companies or other authorities, and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

ITEM NUMBER 4:

APPOINTMENT OF MS. NEHA KAREKAR PRAMOD (DIN: 07892245) AS NON-EXECUTIVE, INDEPENDENT WOMEN DIRECTOR.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION.

“**RESOLVED THAT** pursuant to the provisions of Sections 149 read with Schedule IV, 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and applicable provisions of Regulations 17, 25(2A) and other relevant regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Ms. Neha Karekar Pramod (DIN: 07892245) as a Non-Executive, Independent Woman Director of the Company for a term of five consecutive years with effect from the date of her appointment on the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149(13) of the Companies Act, 2013, the office of Ms. Neha Karekar Pramod as an Independent Director shall not be liable to retire by rotation during her tenure.

RESOLVED FURTHER THAT the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, and a declaration from Ms. Neha Karekar Pramod confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT Ms. Neha Karekar Pramod shall be entitled to receive remuneration by way of profit-related commission, if any, within the permissible limits under Section 197 of the Companies Act, 2013, as may be determined by the Board from time to time, and reimbursement of expenses for participation in the meetings of the Board and/or Committees thereof, and sitting fees as applicable.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution, including filing of requisite forms with the Registrar of Companies and other statutory authorities.

For and on behalf of R M Drip and Sprinklers Systems Limited

Sd/- Nivrutti Pandurang Kedar

Chairman & Director

DIN: 06980548

Date: 28th February, 2026

Place: Nashik

Enclosures:

- 1. Notes to the Notice of Postal Ballot**
- 2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013**

NOTES TO THE NOTICE OF POSTAL BALLOT:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business Items No.1 forms part of this Postal Ballot 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 **27th February 2026** ("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(s).
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. Bigshare 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 Bigshare 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 Bigshare 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 Bigshare 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. **27th February 2026**. 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. **27th February 2026**, 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 **09:00 a.m. (IST) 05th March 2026** and the e-voting will end on **05:00 p.m. (IST) 03rd April 2026**. 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 **03rd April 2026**, 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 **04th April 2026** 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 Bigshare Services Pvt Ltd for any assistance in this regard.

E-VOTING INSTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **09:00 a.m. (IST) 05th March 2026** and ends on **05:00 p.m. (IST) 03rd April 2026**. 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 **27th February 2026** 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.

NOTICE OF POSTAL BALLOT MEETING

R M Drip and Sprinklers Systems Limited
 CIN L27200MH2004PLC150101
 Email Id: cs@rmdrip.com
 Website: www.rmdrip.com
 Contact: Contact: +91 9226509808

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

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	<p>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.</p> <p>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.</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>
Individual Shareholders holding securities in demat mode with NSDL	<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.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.</p> <p>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</p> <p>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	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

Depository Participants	name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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:

NOTICE OF POSTAL BALLOT MEETING

R M Drip and Sprinklers Systems Limited
CIN L27200MH2004PLC150101
Email Id: cs@rmdrip.com
Website: www.rmdrip.com
Contact: Contact: +91 9226509808

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

- 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.

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

Item Number: 1

The authorised share capital of the Company is Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 31,50,00,000 (Thirty-One Crore Fifty Lakhs) Equity Shares of Rs. 1/- (Rupee One only) each. In order to facilitate the issue of bonus shares in the ratio of 5:7, i.e., 5 (Five) new fully paid-up equity shares of Re. 1/- (Rupee One only) each for every 7 (Seven) existing fully paid-up equity shares of Re. 1/- (Rupee One only), the Board of Directors, at its meeting held on 28th February 2026, recommended an increase in the authorised share capital of the Company from Rs. 31,50,00,000/- (Rupees Thirty-One Crore Fifty Lakhs Only) divided into 31,50,00,000 (Thirty-One Crore Fifty Lakhs) Equity Shares of Rs. 1/- (Rupee One only) each to Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 50,00,00,000 (Fifty Crore) Equity Shares of Rs. 1/- (Rupee One only) each, and the consequent alteration of the Capital Clause of the Memorandum of Association of the Company.

Pursuant to the applicable provisions of Companies Act, 2013, read together with Rules framed thereunder, and subject to applicable statutory and regulatory approvals, and Memorandum and Articles of Association of the Company, Issue of Bonus Equity Shares of the Company and Alteration of the Capital Clause (Clause V) of the Memorandum of Association requires the approval of the Members of the Company. Accordingly, approval of the Members of the Company is hereby sought by way of Ordinary Resolutions as set out in Item Number 01 of this Postal Ballot Notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Number 01 of this Postal Ballot Notice except to the extent of their shareholding (including outstanding stock options, if any) in the Company, if any.

Item Number: 2

The Board of Directors ("Board") of the Company at its meeting held on 28th February 2026 has approved the issue of bonus equity shares in the ratio of 5:7, i.e., 5 (Five) new fully paid-up equity shares of Re. 1/- (Rupee One only) each for every 7 (Seven) existing fully paid-up equity shares of Re. 1/- (Rupee One only) each, held by the Members as on the Record Date, by capitalising a sum not exceeding Rs. 17.84 crore out of the Securities Premium Account and Retained Earnings of the Company, subject to the approval of the Members.

The proposed bonus issue is intended to reward Members for their continued support and confidence in the Company and to enhance the liquidity of the Company's equity shares by making them more affordable in the market.

The Board is of the opinion that the proposed issuance of bonus equity shares appropriately recognises the steadfast support and loyalty of the shareholders throughout the Company's growth and transformation journey. Accordingly, at its meeting held on Saturday, 28th February 2026, the Board, after considering the available reserves and subject to the consent of the Shareholders and other requisite approvals, permissions and sanctions, approved and recommended capitalisation of a sum not exceeding Rs. 17.84 crore standing to the credit of the Securities Premium Account and Retained Earnings for issuance of bonus equity shares to the eligible Shareholders whose names appear in the Register of Members/List of Beneficial Owners as on the Record Date.

The proposed issue of bonus shares is authorised by the Articles of Association of the Company. Pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013, the Articles of Association of the Company and other applicable statutory and regulatory requirements, approval of the Members is being sought by way of an Ordinary Resolution under Item No. 2 of this Postal Ballot Notice.

Members are further requested to note that in terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialised form only.

Pursuant to proviso to Regulation 295 of the SEBI ICDR Regulations, the bonus issue shall be implemented within two months from the date of the meeting of the Board of Directors held on 28th February 2026, wherein the decision to announce the bonus issue was taken, subject to Members' approval. Accordingly, the Company shall take all necessary steps to implement the aforesaid corporate action within the prescribed statutory timelines.

The Board recommends the resolution as set out in this Postal Ballot Notice for approval of the Members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Number 2 of this Postal Ballot Notice, except to the extent of their respective shareholding (including outstanding stock options, if any) in the Company.

ITEM NUMBER 3

The Board of Directors of the Company vide resolution passed on 29th January 2026 and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to appoint Mr. Atharva Nivrutti Kedar as Managing Director of the Company subject to further approval of the Shareholders of the Company.

The details of terms of appointment and remuneration payable to Mr. Atharva Nivrutti Kedar are given below:

Particulars	Mr. Atharva Nivrutti Kedar DIN 09713023
Tenure of re-appointment	3 years with effect from 29th January 2026 up to 28th January 2029 (both days inclusive)
Remuneration	
Salary Inclusive of all allowances and incentives	Mr. Atharva Nivrutti Kedar DIN 09713023 be paid a monthly remuneration of Rs. 5,00,000/- per month (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 29th January 2026 up to 28th January 2029 and on terms and conditions as decided by the Board with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Sandeep Dsilva within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.
Perquisites and allowances in addition to salary	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
Retirement Benefits	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule. B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be en-cashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
Other Benefits	A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company. B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.
Minimum Remuneration	The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law. Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Managing Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.

INFORMATION REQUIRED UNDER SECTION II, PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I. General information:				
(1) Nature of industry	Basic Industry-Plastic Products			
(2) Date or expected date of commencement of commercial production	Not applicable (Company is an existing company).			
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
(4) Financial performance based on given indicators Amount in lakhs	Particulars	31st March 2023	31st March 2024	31st March 2025
	PBT	7.74	713.54	3,213.64
	PAT	2.89	541.03	2,392.63
(5) Foreign investments or collaborations, if any.	(a) Foreign Investment: NIL (b) Foreign Collaboration: NIL			

	(c) Investment in Foreign Bonds: NIL
II. Information about the appointee:	
(1) Background details	Mr. Atharva Nivrutti Kedar holds a Bachelor of Technology (B.Tech) degree in Civil Engineering from the Manipal Institute of Technology. He possesses hands-on experience in the real estate sector as well as the irrigation industry, with exposure to project execution, infrastructure development, and operational aspects of these businesses. His academic background, combined with practical industry experience, enables him to contribute effectively to projects involving planning, development, and execution.
(2) Past remuneration	Nil
(3) Recognition or awards	NA
(4) Job profile and his suitability	Mr. Atharva Nivrutti Kedar holds a Bachelor of Technology (B.Tech) degree in Civil Engineering from the Manipal Institute of Technology. He possesses hands-on experience in the real estate sector as well as the irrigation industry, with exposure to project execution, infrastructure development, and operational aspects of these businesses. His academic background, combined with practical industry experience, enables him to contribute effectively to projects involving planning, development, and execution.
(5) Remuneration proposed	Mr. Atharva Nivrutti Kedar DIN 09713023 be paid a monthly remuneration of Rs. 5,00,000/- per month (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 (Three) Years w.e.f. 29th January 2026 up to 28th January 2029 and on terms and conditions as decided by the Board with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board and Mr. Sandeep Dsilva within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The appointment and remuneration of Mr. Atharva Nivrutti Kedar was duly recommended by the Nomination & Remuneration Committee, and approved by the Board of the Company subject to approval of the shareholders. In comparison, the overall remuneration paid to Mr. Atharva Nivrutti Kedar is comparable to the remuneration being paid in Dredging industry.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Atharva Nivrutti Kedar has pecuniary relationship with the Company in terms of the remuneration proposed at Item Number 3 of this Notice.
III. Other information:	
(1) Reasons of loss or inadequate profits	The Company expects to grow in terms of turnover and profitability. But in future profits may become inadequate due to dredging scenario requiring aggressive marketing strategies. It is therefore, possible that there could be a situation of inadequacy of profit computed in the manner prescribed under Section 198 read with 197 of the Act. However, the same would be within the limits specified in Schedule V, Section II, Part A of the Act.
(2) Steps taken or proposed to be taken for improvement.	The Company has taken various initiatives. It is expected that the performance of Company will further improve during the next financial year.
(3) Expected increase in productivity and profits in measurable terms.	The Company has taken numerous initiatives to improve its financial position, and will continue endeavour although it is difficult to quantify the same in this regard at this juncture. The steps taken / to be taken by the Company are expected to improve further the Company's performance and profitability in the future.

Except Mr. Atharva Nivrutti Kedar and his relatives for Item Number 3, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

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 “**Annexure A**”.

However, in the event of inadequacy of profits, during the tenure of Mr. Atharva Nivrutti Kedar, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors therefore recommends the resolution as set out in Item Number 3 of the Notice for approval of members of the Company by way of Special Resolution.

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

ITEM NUMBER 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (“Board”) at its meeting held on 29th January 2026 had appointed Ms. Neha Karekar Pramod (DIN: 07892245) as Additional Directors (Non-Executive, Independent) of the Company for a first term of three (5) years effective from 29th January 2026, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Ms. Neha Karekar Pramod (DIN: 07892245):

- (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and
- (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The brief profile of Ms. Neha Karekar Pramod (DIN: 07892245) 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 “**Annexure A**”.

The Board of Directors therefore recommends the resolution as set out in Item Number 4 of the Notice for approval of members of the Company by way of Special Resolution.

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

ANNEXURE A

Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.

1.	Name of Director	Atharva Nivrutti Kedar	Neha Karekar Pramod
2.	Brief Resume of the Director	Mr. Atharva Nivrutti Kedar holds a Bachelor of Technology (B.Tech) degree in Civil Engineering from the Manipal Institute of Technology. He possesses hands-on experience in the real estate sector as well as the irrigation industry, with exposure to project execution, infrastructure development, and operational aspects of	Ms. Neha Karekar is the Proprietor of Neha Karekar & Associates, a firm of professional consultants specializing in Company Secretarial, Legal, and Cost & Management Accounting services. Backed by a team with a combined corporate experience of over three decades, the firm is committed to delivering high-quality, client-centric solutions. We work

		these businesses. His academic background, combined with practical industry experience, enables him to contribute effectively to projects involving planning, development, and execution.	closely with our clients to understand their needs and support them in achieving their business objectives. Ms. Karekar brings over 35 years of extensive experience in secretarial and compliance practices, with strong professional expertise in the banking sector, including project report preparation, loan approvals, and ROC-related work. She has successfully handled the incorporation and ongoing compliance of 100+ companies, earning a reputation for reliability, precision, and regulatory excellence.
3.	Nature of Expertise in specific functional areas	He possesses hands-on experience in the real estate sector as well as the irrigation industry, with exposure to project execution, infrastructure development, and operational aspects of these businesses. His academic background, combined with practical industry experience, enables him to contribute effectively to projects involving planning, development, and execution.	Ms. Karekar brings over 35 years of extensive experience in secretarial and compliance practices, with strong professional expertise in the banking sector, including project report preparation, loan approvals, and ROC-related work. She has successfully handled the incorporation and ongoing compliance of 100+ companies, earning a reputation for reliability, precision, and regulatory excellence.
4.	Inter-se relationships with directors and Key Managerial Personnel	Mr. Nivrutti Pandurang Kedar is the father of Mr. Atharva Nivrutti Kedar	None
5.	Listed companies in which he holds directorship and committee membership	None	None
6.	Listed Entities from which he has resigned as Director in past 3 years	None	None
7.	Shareholding in the Company (either by self or as beneficial owner)	40,000	Nil
8.	Details of remuneration to be paid, if any	None	None
9.	Date of first appointment to the Board	12/04/2024	29/01/2026
10.	Skills and capabilities required for the role and the manner in which Director meets such requirements:	None	None