

Madhya Pradesh Stock Exchange Ltd. Indore
 Inward No. Dt.
 Inward by:
MPSE

List of details/ documents required for grant of In-principle approval (Preferential Issue) for listing under Clause 24(a) of the Listing Agreement

Sr. No.	List of Documents/ details to be submitted	Yes/No/Not Applicable
1	Certified copy of the resolution passed by the Board of Directors approving the preferential issue.	Yes - 1
2	Certified true copy of the notice convening the AGM/EGM/Postal Ballot of shareholders along with the explanatory statement annexed thereto where the proposal for issue is to be put for approval.	Yes - 2
3	Certified copy of the resolution passed by the shareholders at the AGM/EGM/Postal Ballot approving the issue.	N.A.
4	Confirmations from the Company as per the format enclosed in Annexure I	Yes 2-(1)
5	Certificate from Statutory Auditors / Practicing Chartered Accountant / Practicing Company Secretary Confirming: a) The entire pre-preferential holding of the allottee(s) and that the same is in dematerialized form. b) The Pricing of the issue along with the detailed working of the same.	Yes - 3
6	Certified true copy of Statement of Holding of the allottee(s) as on the relevant date issued by the Depository Participant.	N.A.
7	NSDL/CDSL confirmation for corporate action for lock in of pre-preferential holdings.	N.A.
8	If the lock in does not commence from the relevant date: a) Confirmation from the Company to the effect that the proposed allottee(s) having pre-preferential holdings have not sold any shares of the Company from the relevant date till the date of commencement of lock-in. b) Transaction statement of the Beneficiary A/c of the proposed allottee(s) having pre-preferential holdings from six months prior to the relevant date till the date of commencement of lock-in.	N.A.
9	If the allottee(s) belong to promoter / promoter group. Confirmation from the Company that: a) No person belonging to promoter(s) or the promoter group has sold his equity shares during the six months preceding the relevant date till date b) No person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations. c) In case of preferential allotment to promoters, their relatives, associates and related entities, for consideration other than cash, the valuation report of an independent qualified valuer valuing the assets in consideration of which securities are proposed to be issued.	Yes - 4

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10	In case if the Pre-preferential holding of the allottee is under pledge with banks/ financial institution(s), provide an undertaking/ confirmations as per format enclosed in Annexure II : i) Banks/ financial institutions ii) Company iii) Allottee(s)	N.A.
11	Certified copy of approval letters/orders of Regulatory Authorities (RBI, CDR, FIPB, BIFR, etc), if applicable	N.A.
12	Details as per Annexure III	Yes - 5
For Shakti Pumps (I) Limited,		 Manoj Maheshwari Company Secretary ACS-24368

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EXTRACT OF MEETING OF BOARD OF DIRECTORS OF SHAKTI PUMPS (INDIA) LIMITED HELD ON DECEMBER 11, 2013 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY TO ISSUE OF PREFERENTIAL WARRANTS.

SPECIAL BUSINESS

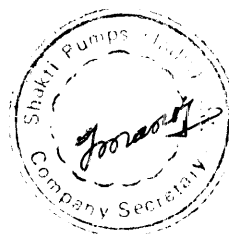
Issue of preferential warrants

To consider and if thought fit to pass with or without modification the following resolution as a special resolution:

“RESOLVED that pursuant to Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto or re-enactment thereof), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and the rules / regulations / guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (GOI), the Reserve Bank of India (RBI), and Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations) and / or prescribed by the Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's shares are listed, or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as might be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) is hereby authorised to accept, the Board be and hereby authorised to create, issue, offer and allot upto 15,00,000 (Fifteen Lakhs) Equity Warrants on a preferential basis to Promoter and Promoter group-Directors Relatives with each warrant convertible into Equity Share of the Company of nominal value of Rs.10/- each at a price to be determined in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (SEBI (ICDR) Regulations) as in force for preferential allotment of Equity Shares/ warrants.

RESOLVED FURTHER that the equity shares issued on conversion of the said warrants shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend with the existing fully paid up equity shares of the Company.

“RESOLVED FURTHER THAT the ‘relevant date’ in relation to the issue of Warrants in accordance with the SEBI ICDR Regulations, would be December 10, 2013, being the date 30 days’ prior to the date of passing of this resolution.



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FURTHER RESOLVED THAT the issue of Warrants, if any, as above, shall be subject to the following terms and conditions:

1. Each Warrant shall be convertible into one equity share of Rs.10/- each, of the Company.
2. The Warrants shall be convertible (at the sole option of the warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
3. The Warrant holder(s) shall, on or before the date of allotment, pay an amount equivalent to 25% of the total consideration per Warrant.
4. The Warrant holder(s) shall, on or before the date of conversion, pay the balance 75% of the consideration towards the subscription to each equity shares.
5. The amount referred to in (3) above shall be forfeited, if the option to acquire shares is not exercised by the warrant holders.
6. The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 1956 and SEBI Regulations, 2009 for corporate actions such as bonus issue, rights issue, stock split, merger, de-merger, and transfer of undertaking, sale of a division or any such capital or corporate re-structuring.
7. The said Warrants and the resultant shares on conversion shall be locked in for a period as prescribed under Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2009.
8. The equity shares already held by the proposed allottees shall be under lock-in from the Relevant Date, i.e. December 10, 2013 up to a period of six months from the date of allotment of Warrants.
9. The Warrants convertible into equity shares at a later date shall be made fully paid-up at the time of their allotment.

RESOLVED FURTHER that the warrants to be issued as aforesaid shall, on exercise of rights attached thereto, be converted into equal number of equity shares of the Company at Rs.10/- per share at a price including the premium as may be determined, within the Authorised Equity Capital of the Company.

RESOLVED FURTHER that the Board be and is hereby authorised to take necessary steps for listing of the above mentioned Equity Shares on the Stock Exchanges where the Company's shares are listed, as per the terms and conditions of the listing and other applicable guidelines, rules and regulations.



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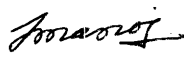
RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of Share Warrants in accordance with the terms of this offer and subject to the provisions of the Company's Memorandum and Articles of Association.

RESOLVED FURTHER that in the event of the Company issuing Bonus and / or rights shares before the aforesaid conversion of share warrants into equity shares, the holder of share warrants / equity shares shall be entitled to the allotment of bonus and / or rights shares proportionately, so however, the warrant holder would be entitled to the said bonus and / or rights shares only upon conversion of warrants into shares.

RESOLVED FURTHER that for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and resolve any doubts or questions that may arise in the issue and allotment of Warrants and equity shares on conversion, to effect any modification(s) to the foregoing (including any modification to the terms of the issue) in the best interest of the Company and its shareholders and to execute all such writing(s) and instrument(s) as the Board may in its absolute discretion deem necessary or desirable."

CERTIFIED TRUE COPY

For Shakti Pumps (I) Limited,


Manoj Maheshwari
Company Secretary
ACS-24368

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Annexure I

To,
Manager - Listing
Madhya Pradesh Stock Exchange of India Limited
201, Palika Plaza, M.T.H. Compund,
Indore-452001

Dear Sir,

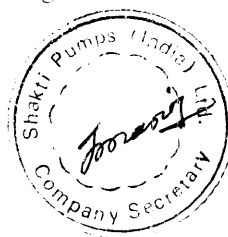
Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) & Equity Warrants (Quantity & Type of Securities) on preferential basis under Clause 24(a) of the Listing Agreement.

In connection with above application for in-principle approval, we hereby confirm and certify that:

- 1) The equity shares so issued / arising on conversion of any convertible instrument so issued shall rank pari passu with the existing shares of the company in all respects including dividend.
- 2) If the allottee does not hold any pre-preferential holdings, confirmation stating that allottee does not hold any equity shares of the company for the period prior to six months from the relevant date till date.
- 3) The allottee(s) has not sold any share of this company during the period of six months prior to the relevant date till date.
- 4) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2009 and the amendments, thereof, pertaining to conditions for preferential issue.
- 5) Allotment shall only be made in dematerialised form.
- 6) Consideration of specified securities, if paid in cash, shall be received from respective allottee's bank account.
- 7) The allotment shall be in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 8) Pre-preferential shareholding of the proposed allottee(s):

Sr. No.	Name of the Allottee	Pre-Preferential Holding	Lock-in Start date	Lock-in end date	Pledged with	Pledge end date
1	Mr. Ankit Patidar	NIL	N.A.	N.A.	N.A.	N.A.

Further, the Company shall extend the pre-preferential lock-in, whenever required in order to comply with the regulation 78(6) of the ICDR Regulations, 2009 and amendments thereof.



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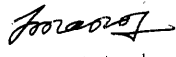
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9) List of the proposed allottee(s):

Sr. No.	Name of the Allottee	Category of the allottee as per Clause 35 of the Listing Agreement	PAN of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding on conversion of Equity warrants	
				No. of Shares	% of Holding		No. of Shares*	% of Holding
1	Mr. Ankit Patidar	Promoter Group-Directors Relatives	AQIPP4362J	NIL	NIL	15,00,000 Nos. (Fifteen Lakhs) Equity Warrants	15,00,000 Nos. (Fifteen Lakhs) Equity Warrants	8.96%

- Post-Preferential Holding on the assumption that the entire 15,00,000 Nos. Equity Warrants Proposed to be issued to promoter and promoter group would be converted into Equity shares.

For Shakti Pumps (I) Limited,


Manoj Maheshwari
Company Secretary
ACS-24368

Date: 28.12.2013


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ANNEXURE IV

To
The General Manager
Listing Operation,
BSE Limited,
P.J.Towers, Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) Equity Warrants on preferential basis under Clause 24(a) of the Listing Agreement.

We, **Manish Maheshwari, Practicing Company Secretaries**, have verified the relevant records and documents of **SHAKTI PUMPS (INDIA) LIMITED** with respect to the proposed preferential issue by the company as per SEBI (ICDR) Regulations, 2009 and certify that:

- a) None of the proposed allottee has sold any equity shares of the company during the six months period preceding the relevant date. Further, where the proposed allottee is promoter/ promoter group entity, then none of entities in the promoter and promoter group entities has/ have sold any equity share of the company during the six month period preceding the relevant date.
- b) The pre-preferential shareholding of each of proposed allottee has been locked in accordance with Regulation 78(6) SEBI (ICDR) Regulations, 2009. Further, there is no sale/ pledge of pre-preferential holding from **December 10, 2013 till July 24, 2014**. The details of allottee-wise pre-preferential shareholding and lock-in thereon is as given hereunder:

Name of the Proposed Allottee	DP ID *	Qty	Lock-in details	
			From	To
Mr. Ankit Patidar	Dp Id-12035000 Client Id- 01055800	NIL	10.12.2013	24.07.2014

(*) client id/ folio no in case allottee hold the securities in physical form.

- c) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 72(3) of SEBI (ICDR) Regulations, 2009.

For **M. Maheshwari & Associates**,
Company Secretary

Date: 26.12.2013
Place : Indore



Manish Maheshwari
Manish Maheshwari
FCS 5174

M. Maheshwari & Associates

Company Secretary

Manish Maheshwari

M.COM., LL.B. FCS



202-C, Kanchan Sagar, 18/1, Old Palasia,

A. B. Road, Indore - 452 018

Ph. : 0731- 3014869, 4068730

Mobile : 98260 40473

e-mail : mmaheshwarics@gmail.com

ANNEXURE V

To
The General Manager
Listing Operation,
BSE Limited,
P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sir,

Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) Equity Warrants on preferential basis under Clause 24(a) of the Listing Agreement.

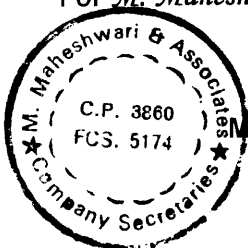
We, **Manish Maheshwari, Practicing Company Secretaries**, hereby certify that the minimum issue price for the proposed preferential issue of SHAKTI PUMPS (INDIA) LIMITED, based on the pricing formula prescribed under Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, has been worked out at **Rs.77.76/- (Rs. Seventy Seven and Seventy Six paise).**

The relevant date for the purpose of said minimum issue price was **December 10, 2013.**

The workings for arriving at such minimum issue price have been attached herewith.

Date:26.12.2013

Place : Indore

For *M. Maheshwari & Associates*,
Company Secretary

Manish Maheshwari
Manish Maheshwari
FCS 5174

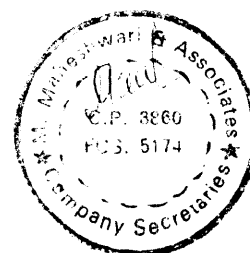
**M/s SHAKTI PUMPS (INDIA) LIMITED****Pricing of Securities to be issued on Preferential Basis as per SEBI (ICDR) Regulations 2009****Average Price of Weekly High & Low of the Closing Prices quoted on the BSE Limited during the last six months preceding the relevant date (December 10, 2013)****Alternative I**

Weeks	From	To	Closing High	Closing Low	Average
1	12-Jun-13	18-Jun-13	47.95	45.63	46.79
2	19-Jun-13	25-Jun-13	45.98	44.05	45.02
3	26-Jun-13	02-Jul-13	44.12	42.51	43.32
4	03-Jul-13	09-Jul-13	44.11	42.19	43.15
5	10-Jul-13	16-Jul-13	43.30	41.76	42.53
6	17-Jul-13	23-Jul-13	44.23	42.63	43.43
7	24-Jul-13	30-Jul-13	46.66	43.73	45.20
8	31-Jul-13	06-Aug-13	42.66	40.50	41.58
9	07-Aug-13	13-Aug-13	42.61	40.14	41.38
10	14-Aug-13	20-Aug-13	43.06	39.54	41.30
11	21-Aug-13	27-Aug-13	45.56	43.44	44.50
12	28-Aug-13	03-Sep-13	43.22	41.20	42.21
13	04-Sep-13	10-Sep-13	43.08	42.01	42.54
14	11-Sep-13	17-Sep-13	44.14	42.61	43.38
15	18-Sep-13	24-Sep-13	43.58	41.61	42.60
16	25-Sep-13	01-Oct-13	41.49	40.13	40.81
17	02-Oct-13	08-Oct-13	42.81	41.25	42.03
18	09-Oct-13	15-Oct-13	43.20	41.87	42.54
19	16-Oct-13	22-Oct-13	48.49	45.61	47.05
20	23-Oct-13	29-Oct-13	57.40	52.35	54.88
21	30-Oct-13	05-Nov-13	61.50	58.69	60.10
22	06-Nov-13	12-Nov-13	62.48	59.27	60.88
23	13-Nov-13	19-Nov-13	60.80	57.36	59.08
24	20-Nov-13	26-Nov-13	62.06	59.64	60.85
25	27-Nov-13	03-Dec-13	81.22	73.53	77.38
26	04-Dec-13	10-Dec-13	79.92	75.46	77.69
		Average Price			48.93

Average Price of Weekly High & Low of the Closing Prices quoted on the Bombay Stock Exchange during the last two weeks preceding the relevant date (December 10, 2013)**Alternative II**

Weeks	From	To	Closing High	Closing Low	Average
1	27-Nov-13	03-Dec-13	81.22	73.53	77.38
2	04-Dec-13	10-Dec-13	79.92	75.46	77.69
		Average Price			77.54

Date of EGM/AGM	09-Jan-14
Relevant Date (30 days prior to EGM/AGM)	10-Dec-13
26 Weeks High Low Average Closing Prices	48.93
2 Weeks High Low Average Closing Prices	77.54
Applicable Minimum Price	77.54



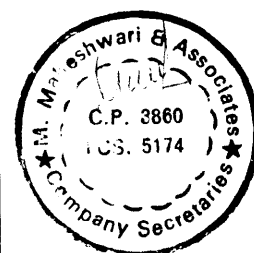
**M/s SHAKTI PUMPS (INDIA) LIMITED****Pricing of Securities to be issued on Preferential Basis as per SEBI (ICDR) Regulations 2009****Average Price of Weekly High & Low of the Closing Prices quoted on the National Stock Exchange of India Limited during the last six months preceding the relevant date (December 10, 2013)****Alternative I**

Weeks	From	To	Closing High	Closing Low	Average
1	12-Jun-13	18-Jun-13	48.24	45.77	47.01
2	19-Jun-13	25-Jun-13	46.07	43.92	45.00
3	26-Jun-13	02-Jul-13	44.13	42.39	43.26
4	03-Jul-13	09-Jul-13	44.14	42.55	43.35
5	10-Jul-13	16-Jul-13	43.41	41.72	42.57
6	17-Jul-13	23-Jul-13	44.34	42.50	43.42
7	24-Jul-13	30-Jul-13	46.89	43.73	45.31
8	31-Jul-13	06-Aug-13	43.53	40.02	41.78
9	07-Aug-13	13-Aug-13	43.16	39.78	41.47
10	14-Aug-13	20-Aug-13	43.63	39.18	41.40
11	21-Aug-13	27-Aug-13	45.60	43.13	44.37
12	28-Aug-13	03-Sep-13	42.82	41.09	41.96
13	04-Sep-13	10-Sep-13	43.29	41.76	42.53
14	11-Sep-13	17-Sep-13	43.96	42.29	43.13
15	18-Sep-13	24-Sep-13	43.01	41.52	42.27
16	25-Sep-13	01-Oct-13	42.00	40.38	41.19
17	02-Oct-13	08-Oct-13	42.83	41.29	42.06
18	09-Oct-13	15-Oct-13	43.19	41.91	42.55
19	16-Oct-13	22-Oct-13	48.76	45.63	47.19
20	23-Oct-13	29-Oct-13	57.15	52.59	54.87
21	30-Oct-13	05-Nov-13	61.48	58.10	59.79
22	06-Nov-13	12-Nov-13	62.73	59.11	60.92
23	13-Nov-13	19-Nov-13	60.85	57.86	59.36
24	20-Nov-13	26-Nov-13	62.06	59.47	60.77
25	27-Nov-13	03-Dec-13	81.65	73.31	77.48
26	04-Dec-13	10-Dec-13	79.88	76.18	78.03
Average Price					48.96

Average Price of Weekly High & Low of the Closing Prices quoted on the National Stock Exchange during the last two weeks preceding the relevant date (December 10, 2013)**Alternative II**

Weeks	From	To	Closing High	Closing Low	Average
1	27-Nov-13	03-Dec-13	81.65	73.31	77.48
2	04-Dec-13	10-Dec-13	79.88	76.18	78.03
Average Price					77.76

Date of EGM/AGM	09-Jan-14
Relevant Date (30 days prior to EGM/AGM)	10-Dec-13
26 Weeks High Low Average Closing Prices	48.96
2 Weeks High Low Average Closing Prices	77.76
Applicable Minimum Price	77.76



MPSE

To,

Manager - Listing
Madhya Pradesh Stock Exchange of India Limited
201, Palika Plaza, M.T.H. Compund,
Indore-452001

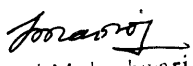
Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) & Equity Warrants (Quantity & Type of Securities) on preferential basis under Clause 24(a) of the Listing Agreement.

In connection with above application for in-principle approval, we hereby confirm and certify that:

1. No person belonging to promoter(s) or the promoter group has sold his equity shares during the six months preceding the relevant date till date.
2. No person belonging to promoter(s) or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations.
3. No preferential allotment to promoters, their relatives, associates and related entities, for consideration other than cash.

For Shakti Pumps (I) Limited,


Manoj Maheshwari
Company Secretary
ACS-24368

Date: 28.12.2013



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ANNEXURE III

1. The particulars of other issues (in sequential order) in respect of which approvals are pending with the Exchange:

Type of Issue (e.g. Amalgamation/ Arrangement, Preferential, Bonus, Rights, etc.)	Number of Shares	Date of Allotment (if applicable)	Stage of Approval Pending (Tick any one which is applicable)
Preferential- Equity Warrants	15,00,000 Nos. (Fifteen Lakhs) Equity Warrants	N.A.	(Y/N) In-principle (Y/N) Listing (Y/N) Trading

2. In case of any queries / clarifications the under-mentioned Company official may be contacted:

Contact Details	
Name & Designation of Contact Person	Manoj Maheshwari, Company Secretary
Telephone Nos. (landline & mobile)	07292410513, 07869959631
Email – id	cs@shaktipumpsindia.com

3. Name of the Stock Exchanges where the equity shares of the company are listed.

(a) BSE Limited

(b) MPSE Limited

For Shakti Pumps (I) Limited,


Manoj Maheshwari
Company Secretary
ACS-24368

Date: 28.12.2013



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Undertaking/confirmation from the Company

Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) & Equity Warrants (Quantity & Type of Securities) on preferential basis under Clause 24(a) of the Listing Agreement.

In connection with above application for in-principle approval, we hereby confirm and certify that the Mr. Ankit Patidar will not sell/transfer **NIL** equity shares which have not been pledged with the **any** Banks/ Financial institution(s)), even if these shares are released from pledge at any time between the relevant date and a period of six months from the date of latest trading approval granted by the recognized stock exchanges for the aforesaid shares.

Further, such shares shall be locked-in for the balance period from the date of release of pledge till six months from the date of trading approval as required under provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and amendments thereof.

For Shakti Pumps (I) Limited,

Manej Maheshwari
Company Secretary
ACS-24368

Date: 28.12.2013



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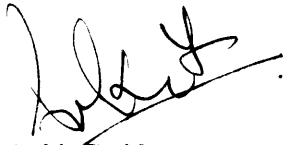
MPSE

Undertaking/confirmation by the allottee(s)

Sub: Application for “In-principle approval” prior to issue and allotment of 15,00,000 Nos. (Fifteen Lakhs) & Equity Warrants (Quantity & Type of Securities) on preferential basis under Clause 24(a) of the Listing Agreement.

In connection with above application for in-principle approval, I/We hereby confirm and certify that I/We will not sell/transfer Nil equity shares which have not been pledged with the any Banks/ Financial institution(s)), even if these shares are released from pledge at any time between the relevant date and a period of six months from the date of latest trading approval granted by the recognized stock exchanges for the aforesaid shares.

We further confirm that these shares shall be locked-in for the balance period from the date of release of pledge till six months from the date of trading approval as required under provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 and amendments thereof.



Ankit Patidar
Date: 28.12.2013