



Oswal Pumps Ltd.



An ISO 9001 Certified Company

Registered Office: Oswal Estate NH1 Kutail Road,
P. O. Kutail Distt - Karnal, Haryana - 132037, India
Ph. No. : +91 184 3500300
CIN No. U74999HR2003PLC124254
URL : www.oswalpumps.com
Email : info@oswalpumps.com

NOTICE

Notice is hereby given that the 21st (Twenty First) Annual General Meeting of the Members of **Oswal Pumps Limited** ("the Company") will be held on Wednesday, September 11, 2024 at 1730 Hours (IST) at a shorter notice at the Registered Office of the Company situated at Oswal Estate, NH 1, Kutail Road, PO, kutail, Karnal Haryana -132037 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Report of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Amulya Gupta (DIN: 08500306), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s Singhi & Co., Chartered Accountants (Firm registration no. 302049E), as the Statutory Auditors of the Company for a term of five consecutive years and to authorise the Board of Directors of the Company to fix their remuneration.

To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as amended from time to time, M/s Singhi & Co., Chartered Accountants (Firm registration no. 302049E) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the 26th AGM of the Company to be held in the year 2029 at such remuneration plus applicable tax, out of pocket expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."



Manufacturer & Exporter of :

Submersible Pumps

Centrifugal Pumps

Solar Water Pumps

Electric Motors

Submersible Cable

Special Business(es):

5. To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to ratify and approve the remuneration of an amount not exceeding Rs 35,000/- (Rupees Thirty Five Thousand Only) (plus applicable taxes and excluding reimbursement of out of pocket expenses) to M/s Sanjay Kumar Garg & Associates, Cost Accountants (Firm registration no. 100292) who were appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company for Financial Year ended March 31, 2024.

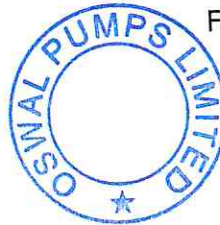
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider & if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to ratify and approve the remuneration of an amount not exceeding Rs 35,000/- (Rupees Thirty Five Thousand Only) (plus applicable taxes and excluding reimbursement of out of pocket expenses) to M/s Sanjay Kumar Garg & Associates, Cost Accountants (Firm registration no. 100292) who were appointed by the Board of Directors as Cost Auditor of the Company to conduct the audit of the cost records of the Company for Financial Year ended March 31, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board
For **Oswal Pumps Limited**




Anish Kumar

Company Secretary

Membership No.: A41387

Corr. Address: Oswal Estate, NH 1, Kutail Road, PO Kutail
DISTT, Karnal, Haryana-132037

Date: September 11, 2024
Place: Karnal

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') relating to the Special Businesses to be transacted at the meeting is annexed hereto and forms part of this Notice.

2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.**

Proxies in order to be effective must be received at the registered office of the company at any time but not less than 48 hours before the time of the meeting. A format of proxy form is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Members/ proxies are requested to bring the attendance slip sent herewith duly filled-in for attending the Meeting.
4. Members are requested to notify immediately any change in their address to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.
5. A Corporate Member intending to send its authorized representatives to attend the Meeting in terms of Section 113 of the Companies Act, 2013, is requested to send to the company a scanned copy (PDF / JPEG format) of certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the Meeting.
6. The Meeting is being called at a shorter notice, after obtaining the consent of the Members, in writing, pursuant to the provisions of Section 101 of the Act.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 ('Act') and the Register of Directors and their shareholding, maintained under Section 170 of the Act and other relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered and Corporate office of the Company on all working days i.e. excluding Saturdays, Sundays and public holidays, during specified business hours i.e. between 9:00 a.m. to 6:00 p.m. up to the date of the general meeting.
8. The information required as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2'), in respect of the proposed appointments is annexed as Annexure-1 to this notice.
9. The following documents are enclosed as an annexure to this notice:
 - (i) Proxy Form (Annexure 2); and
 - (ii) Attendance slip (Annexure 3).
10. A route map to the venue of the meeting is attached herewith.

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

ITEM NO. 4

Ratification of remuneration of Cost Auditor for Financial Year ended March 31, 2024

The Board of the Directors of the Company based on the recommendations of the Audit Committee, has approved the appointment of M/s Sanjay Kumar Garg & Associates, Cost Accountants (Firm registration no. 100292) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ended March 31, 2024, at a remuneration of Rs 35,000/- (Rupees Thirty Five Thousand Only) plus applicable taxes and excluding reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, the Board of Directors of your Company recommends the resolution as set out in Item No. 4 above for the approval of Members as an Ordinary Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of this Notice.

ITEM NO. 5

Ratification of Remuneration of Cost Auditor for Financial Year ending March 31, 2025

The Board of the Directors of the Company based on the recommendations of the Audit Committee, has approved the appointment of M/s Sanjay Kumar Garg & Associates, Cost Accountants (Firm registration no. 100292) as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2025, at a remuneration of Rs 35,000/- (Rupees Thirty Five Thousand Only) plus applicable taxes and excluding reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, the Board of Directors of your Company recommends the resolution as set out in Item No. 4 above for the approval of Members as an Ordinary Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.

By order of the Board
For **Oswal Pumps Limited**




Anish Kumar
Company Secretary

Membership No.: A41387

Corr. Address: Oswal Estate, NH 1, Kutail Road, PO Kutail
DISTT, Karnal, Haryana-132037

Date: September 11, 2024
Place: Karnal

ANNEXURE - 1

Information of Director to be appointed and the Director seeking re-appointment at the forthcoming Annual General Meeting in accordance with provisions of the Companies Act, 2013 and SS- 2 issued by the Institute of Company Secretaries of India, as on the date of Notice, is as follows:

Name of Director	Mr. Amulya Gupta
Age	29 years
Date of Appointment	December 04, 2020
Qualification	Bachelor's degree of science in business and management studies from University of Bradford, Bradford, West Yorkshire
Experience and expertise	He has been with associated with the Company since August 2019. He has more than five years of experience in the pumps manufacturing industry
Remuneration Last Drawn	Nil
Number of Meetings of Board attended during the year	As mentioned in the Boards' Report
Shareholding (Equity shares of face value Rs.10/- each)	Nil
Relationship with other Directors / KMPs	Mr. Amulya Gupta is son of Mr. Vivek Gupta and brother of Mr. Shivam Gupta
Directorships held in other Indian Companies	1) Shorya Trading Company Private Limited 2) Oswal Solar Structure Private Limited 3) ESS AAR Corporate Services Private Limited 4) Singh Engcon Private Limited 5) Oswal Green Industries Private Limited
Membership / Chairmanship of Committees of the Company	1) Member of Corporate Social Responsibility Committee 2) Member of Stakeholders Relationship Committee 3) Member of Risk Management Committee 4) Member of IPO Committee
Membership / Chairmanship of Committees held in other Indian companies	None

OSWAL PUMPS LIMITED

(CIN: U74999HR2003PLC124254)

Registered office: Oswal Estate, NH 1, Kutail Road, PO Kutail Distt, Karnal, Haryana - 132037; Phone: 0184 – 3500300/ 330, Email Id: info@oswalpumps.com

Form No. MGT-11**Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)		DP ID*	
Registered address		Client Id*	
E-mail Id		Folio No.	

* Applicable for members holding shares in dematerialised form.

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint:

- 1 Name: _____ Address: _____ E-mail Id: _____
or failing him
- 2 Name: _____ Address: _____ E-mail Id: _____
or failing him
- 3 Name: _____ Address: _____ E-mail Id: _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 11, 2024 at 1730 Hours (IST) at Oswal Estate, NH 1, Kutail Road, PO, kutail, Karnal Haryana -132037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Vote (Optional, see Note 4)		
		For	Against	Abstain
Ordinary Business(es)				
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Report of the Board of Directors and Auditors thereon			
2	To receive, consider and adopt the Audited			

Resolution No.	Resolutions	Vote (Optional, see Note 4)		
		For	Against	Abstain
	Consolidated Financial Statements of the Company for the Financial Year ended on March 31, 2024 and the Report of the Auditors thereon			
4	To re-appoint Mr. Amulya Gupta as a Whole Time Director, liable to retire by rotation			
5	To re-appoint M/s Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company			
Special Business(es)				
5	Ratification of Remuneration of Cost Auditor for FY ended March 31, 2024			
6	Ratification of Remuneration of Cost Auditor for FY ending March 31, 2025			

Signed this..... day of..... 2024.

Affix
Revenue
Stamp

Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on poll instead of himself/ herself. A proxy need not be a member.
3. Signature of member should be across a Revenue stamp of Re. 1/-.
4. Please put a tick (✓) mark in the Box in the appropriate column against the respective resolutions. It is optional to indicate your preference. If you leave the "For", "Against" or "Abstain" columns blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

OSWAL PUMPS LIMITED

(CIN: U74999HR2003PLC124254)

Registered office: Oswal Estate, NH 1, Kutail Road, PO Kutail Distt, Karnal, Haryana - 132037; Phone: 0184 – 3500300/ 330, Email Id: info@oswalpumps.com

ANNUAL GENERAL MEETING - 2024

ATTENDANCE SLIP

1. Name(s) of Member(s) including joint holders, if any (in Block Letter(s)) :
2. Registered Address of the Sole/First named Member :
3. Registered Folio No./*DP ID No. and Client ID No. :
(* Applicable to Members holding shares in dematerialized form)
4. Number of Shares held :

I hereby record my presence at the Annual General Meeting of the Company, to be held on Wednesday September 11, 2024 at 1730 Hours (IST) at Oswal Estate, NH 1, Kutail Road, PO, kutail, Karnal Haryana -132037.

**Shareholder's /Proxy's
name in Block Letters**

**Shareholder's Folio/DP ID-
Client ID No.**

**Shareholder's /Proxy's
Signature**

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

ROUTE MAP

