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# 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](http://www.oswalpumps.com)

Email : [info@oswalpumps.com](mailto:info@oswalpumps.com)

## CERTIFIED TRUE COPY OF THE ORDINARY RESOLUTION PASSED BY THE MEMBERS OF OSWAL PUMPS LIMITED IN THE EXTRA ORDINARY GENERAL MEETING HELD ON JANUARY 11, 2025

**"RESOLVED THAT** in supersession of the Ordinary Resolution passed by the Members of the Company in the Extra Ordinary General Meeting held on June 10, 2024 and pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of Members of the Company be and is hereby accorded for payment of remuneration to Mr. Amulya Gupta, Whole Time Director of the Company effective April 01, 2024, as follows:

| Terms of Remuneration | Details         |
|-----------------------|-----------------|
| Fixed Pay per month   | Rs. 20,00,000/- |

**RESOLVED FURTHER THAT** all other terms of his appointment which are not specifically referred to herein shall remain unaltered.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tenure of services of Mr. Amulya Gupta, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Act.

**RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and to take all actions as may be deemed expedient in this regard."

Certified that mechanism provided under the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time with respect to convening the Extra Ordinary General Meeting through video conferencing ("VC") or other audio visual mode ("OAVM") along with other applicable provisions of the Companies Act, 2013 and Rules made thereunder were duly complied with by the Company for the Extra Ordinary General Meeting held on January 11, 2025 through video conference.

Certified True Copy

For Oswal Pumps Limited



Amulya Gupta

DIN: 08500306

Whole Time Director

Corr. Add. Oswal Estate, NH 1, Kutail Road,

P O Kutail, Distt. Karnal, Haryana-132037



Manufacturer & Exporter of :

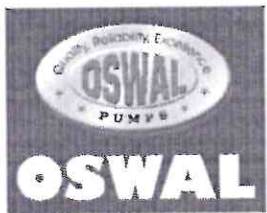
Submersible Pumps

Centrifugal Pumps

Solar Water Pumps

Electric Motors

Submersible Cable



PUMPS & MOTORS  
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Registered Office: Oswal Estate NH1 Kutail Road,  
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Ph. No. : +91 9896266691

CIN No. U74999HR2003PLC124254

URL : www.oswalpumps.com

Email : info@oswalpumps.com

## CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 1 to 3

The Members may take note that the Board of Directors of the Company in its meeting held on June 10, 2024 upon recommendation of the Nomination and Remuneration Committee and subsequently the Members of the Company in the Extra Ordinary General Meeting held on June 10, 2024, approved the below mentioned compensation to Mr. Vivek Gupta, Mr. Shivam Gupta and Mr. Amulya Gupta as per the details mentioned below effective April 1, 2024:

Mr. Vivek Gupta, Chairman and Managing Director

| Terms of Remuneration    | Details                                         |
|--------------------------|-------------------------------------------------|
| Fixed Pay per month      | Rs. 30,00,000/-                                 |
| Profit Linked Commission | Upto 1.30% of the profit for the Financial Year |

Mr. Amulya Gupta, Whole Time Director

| Terms of Remuneration    | Details                                         |
|--------------------------|-------------------------------------------------|
| Fixed Pay per month      | Rs. 15,00,000/-                                 |
| Profit Linked Commission | Upto 0.35% of the profit for the Financial Year |

Mr. Shivam Gupta, Whole Time Director

| Terms of Remuneration    | Details                                         |
|--------------------------|-------------------------------------------------|
| Fixed Pay per month      | Rs. 15,00,000/-                                 |
| Profit Linked Commission | Upto 0.35% of the profit for the Financial Year |

The Members may further take note that as a matter of good corporate governance, the compensation of Mr. Vivek Gupta, Mr. Shivam Gupta and Mr. Amulya Gupta is proposed to be revised, *inter-alia*, by withdrawal of the profit linked commission effective April 01, 2024 and accordingly, the Board of Directors of the Company in its meeting held on January 11, 2025 upon recommendation of the Nomination and Remuneration Committee has approved the below mentioned revised compensation for them:

Mr. Vivek Gupta, Chairman and Managing Director

| Terms of Remuneration    | Details         |
|--------------------------|-----------------|
| Fixed Pay per month      | Rs. 40,00,000/- |
| Profit Linked Commission | Nil             |

Mr. Amulya Gupta, Whole Time Director

| Terms of Remuneration    | Details         |
|--------------------------|-----------------|
| Fixed Pay per month      | Rs. 20,00,000/- |
| Profit Linked Commission | Nil             |

Mr. Shivam Gupta, Whole Time Director

| Terms of Remuneration    | Details         |
|--------------------------|-----------------|
| Fixed Pay per month      | Rs. 20,00,000/- |
| Profit Linked Commission | Nil             |



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The Member may also note that pursuant to the provisions of the Section 197 of the Companies Act, 2013 read with Rules made thereunder, the remuneration payable to the directors of a company, including any managing or whole-time director or manager, shall require approval of the Members of the Company as an Ordinary Resolution.

The information required as per Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India ('SS-2') is provided under the Annexure-1 to this Notice.

Accordingly, the approval of the Members is being sought for payment of compensation to Mr. Vivek Gupta, Mr. Amulya Gupta and Mr. Shivam Gupta.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their respective relatives are in any way deemed to be concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 1 to 3 of this Notice except Mr. Vivek Gupta, Mr. Amulya Gupta and Mr. Shivam Gupta to the extent of receipt of the remuneration and their shareholding in the Company.

Certified true copy

For **Oswal Pumps Limited**



Vivek Gupta  
Chairman & Managing Director  
DIN: 00172835

Correspondence address: Oswal Estate, NH 1,  
Kutail Road, PO Kutail, Karnal, Haryana- 132037

