OSWAL

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Notice of the
23rd Annual General Meeting



NOTICE

Notice is hereby given that the 23rd (Twenty Third) Annual General Meeting ("**AGM**") of the Members of **Oswal Pumps Limited** ("**the Company**") will be held on Friday, September 25, 2026 at 1400 Hours (IST) through Video Conferencing ("**VC**")/ Other Audio Visual means (**"OAVM"**) facility to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2026 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, 2026 and the Report of the Auditors thereon.
3. To appoint a Director in place of Mr. Shivam Gupta (DIN: 08500323), who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

4. 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), consent of the Members of the Company be and is hereby accorded for ratification and approval of the remuneration of an amount not exceeding Rs. 45,000/- (Rupees Forty Five Thousand Only) (plus applicable taxes and 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 ending March 31, 2027.

   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."

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 Sections 196, 197 and 203 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(s) thereof, for the time being in force), and subject to the approval of the Central Government, if required and such other recommendations, approvals, sanctions if and when necessary, desirable and expedient in law, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vivek Gupta (DIN: 00172835) as the Chairman and Managing Director for a period of 5 (Five) years effective March 04, 2027 up to March 03, 2032, who shall not be liable to retire by rotation, at a fixed remuneration of Rs. 40,00,000/- (Rupees Forty Lakh Only) per month and/ or other perquisite as per the policy/ rules of the Company in force and/ or as may be approved by the Board of Directors of the Company, from time to time.

   RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year during the tenure of services of Mr. Vivek 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 the Board of Directors of the Company and/ or Committee thereof, be and is hereby authorized to alter, vary and modify the terms and conditions of the said appointment, regulate the payment of remuneration within the aforesaid limits, from time to time, in such manner as may be agreed upon by and between the Board of Directors or Committee thereof and Mr. Vivek Gupta.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deed and things as may be necessary to give effect to the aforesaid resolution."

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

Anish Kumar
Company Secretary and Compliance Officer
Membership No.: A41387
Corr. Address: Oswal Estate, NH 1, Kutail Road,
PO Kutail DISTT, Karnal, Haryana-132037

Date: August 08, 2026
Place: Karnal, Haryana

NOTES:

1. A statement pursuant to Section 102 of the Companies Act, 2013, ('**the Act'**) relating to the Special Business to be transacted at the AGM is annexed hereto. The Board of Directors has considered and decided to include the Item Nos. 4 and 5 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

2. The Ministry of Corporate Affairs (**'MCA'**) and the Securities and Exchange Board of India (**'SEBI'**) vide their respective applicable circulars, has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) till further orders. In accordance with said circulars of the MCA, the SEBI and applicable provisions of the Companies Act, 2013 (**'Act'**) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), the 23rd AGM of the Company shall be conducted through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The National Securities Depositories Limited (**'NSDL'**) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 16 below and is also available on the website of the Company at https://www.oswalpumps.com/.

3. Although, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, however, since this AGM is being conducted through VC/ OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

4. The corporate members intending to appoint their authorised representatives to attend the AGM are requested to send to the Company scanned (PDF/JPEG format) certified copy of the Board Resolution, authorising their representative to attend and vote on their behalf at the AGM.

5. Information of the Director seeking re-appointment / Director to be appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the Listing Regulations and in accordance with provisions of the Act and SS- 2 issued by the Institute of Company Secretaries of India, as on the date of Notice, is provided under the Annexure to this Notice.

6. In accordance with applicable circulars issued by the MCA and the SEBI, the Financial Statements (including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith) including this Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Further, a letter providing the web-link, including the exact path, where complete details of the Annual Report is available is being sent to those shareholder(s) who have not registered email address(es) with the Company/ with any depository.

7. In accordance with the Listing Regulations and applicable notifications/ circulars, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

   a) Issue of duplicate share certificate

   b) Claim from unclaimed suspense account

   c) Renewal/Exchange of securities certificate

   d) Endorsement

   e) Sub-division / splitting of securities certificate

   f) Consolidation of securities certificates/folios

   g) Transmission

   h) Transposition

   For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of the company as well as on the website of MUFG Intime India Private Limited, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

8. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from January 01, 2022. Registrar will not process, any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder.

   In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

   a) PAN; (using ISR-1)

b) Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;

c) Contact details including Postal address with PIN code, Mobile Number, E-mail address;

d) Bank Account details including Bank name and branch, Bank account number, IFS code;

e) Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA's website i.e. https://in.mpms.mufg.com/.

9. The Notice of AGM along with Annual Report for the Financial Year 2025-26, is available on the website of the Company at https://www.oswalpumps.com/, on the website of Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www. Nseindia.com and on the website of NSDL at www.evoting.nsdl.com.

10. The Members are informed that in case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

11. Relevant documents referred to in the accompanying Notice shall be available for inspection by the Members through electronic mode, basis the request being sent on e-mail id of the Company at investorrelations@oswalpumps.com.

12. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Certificate from Secretarial Auditors of the Company certifying that the implementation of ESOP Plan of the Company has being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection, basis the request being sent on e-mail id of the Company at investorrelations@oswalpumps.com.

13. Members are requested to send all their correspondence directly to MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), Registrar & Share Transfer Agent of the Company at C-101, 247 Park L B S Marg, Vikhroli (West) Mumbai 400083 Maharashtra, India. Tel – +91 810 811 6767; E–mail: investor.helpdesk@in.mpms.mufg.com.

14. Members who would like to ask questions during the AGM with regard to any matter to be placed at the AGM, need to register themselves as a speaker by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio Number and mobile number, to reach the Company's e-mail at investorrelations@oswalpumps.com. Only those Members who have registered themselves as a speaker till September 18, 2026 shall be allowed to ask questions during the AGM.

15. **Members are requested to notify to the Company/ Registrar and Share Transfer Agent of their e-mail address and any change in the correspondence address. Also, in case of shares held in dematerialized form the change of address needs to be amended in the records of the depository participants.**

16. **Procedure for joining the AGM through VC / OAVM**

(a) Pursuant to the applicable circulars issued by the Ministry of Corporate Affairs and the SEBI, physical attendance of the Members at the AGM venue is not required and the AGM shall be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

(b) The Members can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

(c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

(d) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and

Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations (as amended), and the applicable circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:

The remote e-voting period begins on Monday, September 21, 2026 at 0900 hrs. and ends on Thursday, September 24, 2026 at 1700 hrs. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date ('cut-off date') i.e. Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 18, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are 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

Type of shareholders	Login Method
	4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

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, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

1. Your User ID details are given below:
2. Manner **of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:**
   a) For Members who hold shares in demat account with NSDL.

      8 Character DP ID followed by 8 Digit Client ID

      For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.

   b) For Members who hold shares in demat account with CDSL.

      16 Digit Beneficiary ID

      For example, if your Beneficiary ID is 12********** then your user ID is 12**********

   c) For Members holding shares in Physical Form.

      EVEN Number followed by Folio Number registered with the company

      For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

3. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
4. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password**? (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

5. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
6. Now, you will have to click on "Login" button.
7. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsshuklalegalsolutions@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 022 - 4886 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorrelations@oswalpumps.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorrelations@oswalpumps.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

   Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

   Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investorrelations@oswalpumps.com The same will be replied by the company suitably.

17. Other Information:

- The Board of Directors has appointed Mr. Amit Shukla, (C.P. No. 18190), Proprietor, M/s Amit Shukla & Associates, Company Secretaries having office at Building No. A-78, A Block, Sector - 4, Noida – 201301, Uttar Pradesh, as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, within 2 (two) working days or 3 (three) days whichever is earlier of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or a person authorized by him in writing.
- The Results shall be declared within 2 (two) working days or 3 (three) days, whichever is earlier of conclusion of the AGM and the Results along with the consolidated Scrutinizer's Report shall be immediately thereafter placed on the Company's website https://www.oswalpumps.com/ and on the website of NSDL and communicated to the BSE Limited and the National Stock Exchange of India Limited.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (**'the Act'**), the following statement sets out all material facts relating to the business mentioned under item nos. 4 to 5.

Item No. 4

Ratification of the remuneration payable to the Cost Auditors

The Members of the Company may note that 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, 2027 at a remuneration not exceeding Rs. 45,000/- (Rupees Forty Five Thousand Only) plus applicable taxes and 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

Re-appointment of Mr. Vivek Gupta as the Chairman and Managing Director

The Members of the Company may note that Mr. Vivek Gupta was appointed as the Managing Director of the Company for a period of 5 (Five) years effective March 04, 2022 upto March 03, 2027, pursuant to the provisions of Sections 196, 197, 198 &203 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V and other applicable provisions of the Act, by the Board of Directors in its meeting held on March 04, 2022 on the recommendation of the Nomination and Remuneration Committee and the Members of the Company in the Extra Ordinary General Meeting held on March 28, 2022. Further, the Board of Directors of the Company in its meeting held on June 10, 2024 had approved the appointment of Mr. Vivek Gupta as the Chairman of the Board effective June 10, 2024.

Thereafter, the Board of Directors of the Company in its meeting held on January 11, 2025 and the Members of the Company in the Extra Ordinary General Meeting of the Company held on January 11, 2025 approved payment of Rs. 40,00,000/- (Rupees Forty Lakh Only) per month as fixed remuneration to Mr. Vivek Gupta.

The Members of the Company may further note that the Board of Directors of the Company in its meeting held on August 08, 2026 considering the recommendations of the Nomination and Remuneration Committee, had subject to the approval of the Members of the Company, approved re-appointment of Mr. Vivek Gupta as the Chairman and Managing Director of the Company for a period of 5 (Five) years effective March 04, 2027 upto March 03, 2032 on such terms and conditions as set out in proposed resolution no. 5.

The details of Mr. Vivek Gupta such as brief profile, directorships in other companies, membership / chairmanship of Board Committees, number of Board meetings attended during the year and shareholding in the Company, have been set out in the **Annexure 'A'** to this Notice.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations and the provisions of SS-2 issued by the Institute of Company Secretaries of India.

The Members may also note that pursuant to the provisions of the Section 196 and Section 197 of the Act, the re-appointment of Mr. Vivek Gupta along with the terms and conditions of appointment and remuneration shall require approval of Members as an Ordinary Resolution. The Company has received notice in writing under the provisions of Section 160 of the Act from a Member of the Company proposing his candidature for the office of Director of the Company. The Company has received from him all requisite documents and consent including (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Act; and (iii) consent to be re-appointed and act as the Chairman and Managing Director.

Mr. Vivek Gupta satisfies all conditions set out in Section 196 read with Schedule V to the Act for his re-appointment as the Chairman and Managing Director of the Company.

Keeping in view the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 08, 2026 has resolved to recommend the enabling resolution to Members of the Company for re-appointment of Mr. Vivek Gupta as the Chairman and Managing Director of the Company for a period of 5 (Five) years effective March 04, 2027 upto March 03, 2032 on such remuneration, terms and conditions as set out in proposed resolution no. 5.

The Board considers that the remuneration proposed to be paid to Mr. Vivek Gupta is equated with his expertise and work requirements for the growth and development of the Company and that his re-appointment as the Chairman and Managing Director of the Company would be of immense benefit to the Company. Therefore, the Board of Directors recommends the resolution at item No. 5 for your approval as an Ordinary Resolution.

Mr. Vivek Gupta, being a Promoter and relative of Mr. Amulya Gupta and Mr. Shivam Gupta, the Promoters and the Promoter Group members may be deemed to be interested and concerned in the resolution. Further, Mr. Vivek Gupta, Mr. Amulya Gupta, and Mr. Shivam Gupta in the capacity of a director and Key Managerial Personnel may also be deemed to be interested and concerned in the resolution. Except to the extent mentioned herein above, no other Directors or Key Managerial Personnel or their relatives are, in any way, deemed to be concerned or interested in the resolution either financially or otherwise.

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

Anish Kumar
Company Secretary and Compliance Officer
Membership No.: A41387
Corr. Address: Oswal Estate, NH 1, Kutail Road,
PO Kutail DISTT, Karnal, Haryana-132037

Date: August 08, 2026
Place: Karnal, Haryana

ANNEXURE A

Information of the Director seeking re-appointment/ Director to be appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 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. Vivek Gupta	Mr. Shivam Gupta
Age	57 years	29 years
Date of Appointment	September 22, 2006	December 31, 2022
Qualification	Bachelor's degree in commerce from Kurukshetra University, Haryana	Bachelor's degree in commerce from University of Delhi, New Delhi and a master's degree in management from University of Liverpool.
Brief profile, experience and expertise	Mr. Vivek Gupta, is the Promoter, Chairman, and Managing Director of the Company. He was first appointed on the Board of Directors of the Company on September 22, 2006. He holds a Bachelor's degree in Commerce from Kurukshetra University, Haryana, and brings over more than 19 years of experience in the pumps manufacturing industry. Under his leadership, the Company has strengthened its market presence and operational excellence. He has received the Nation's Udyog Ratan Award from the Indian Organisation for Business Research & Development in 2005.	Mr. Shivam Gupta is the Promoter and Whole Time Director of our Company. He was appointed on our Board on December 31, 2022. He holds a bachelor's degree in commerce from University of Delhi, New Delhi and a master's degree in management from University of Liverpool, Liverpool. He has been with our Company since February 2022. With more than four years of experience in the pumps manufacturing sector, he brings fresh perspectives, entrepreneurial drive, and strategic leadership that continue to strengthen the Company's position in the market.
Last Remuneration Drawn	As mentioned in Report on the Corporate Governance Report	As mentioned in Report on the Corporate Governance Report
Number of Meetings of Board attended during the year	As mentioned in Report on Corporate Governance Report	As mentioned in Report on Corporate Governance Report
Shareholding (Equity shares of face value Re.1/- each)	1,19,30,778	Nil
Relationship with other Directors/ KMPs	Mr. Vivek Gupta is the father of Mr. Shivam Gupta , Whole Time Director and Mr. Amulya Gupta, Whole Time Director.	Mr. Shivam Gupta is son of Mr. Vivek Gupta, Chairman & Managing Director; and brother of Mr. Amulya Gupta, Whole Time Director.
Directorships held in other Indian Listed Companies	None	None

Name of Director	Mr. Vivek Gupta	Mr. Shivam Gupta
Directorships held in other Indian Companies (unlisted companies)	1. Oswal Solar Energy Private Limited 2. Oswal Green Industries Private Limited 3. Shorya Trading Company Private Limited 4. Singh Engcon Private Limited 5. ESS AAR Corporate Services Private Limited	1. Oswal Solar Energy Private Limited 2. Oswal Green Industries Private Limited 3. Singh Engcon Private Limited 4. Oswal Doon Baran Bundi Solar Projects Limited
Membership/Chairmanship of Committees of the Company	1. Member of Stakeholders' Relationship Committee 2. Chairman of Risk Management Committee 3. Chairman of Corporate Social Responsibility Committee 4. Member of Audit Committee	1. Member of the Risk Management Committee
Membership/Chairmanship of Committees held in other Indian companies	None	None
Listed entities (in India) from which the person has resigned as director in past 3 years	Padam Cotton Yarns Limited	None



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OSWAL PUMPS LIMITED
CIN: L74999HR2003PLC124254
Registered Office: Oswal Estate, NH-1, Kutail Road,
P.O. Kutail, Distt. Karnal, Haryana-132037
Contact No.: +91 184 3500 300
Website: www.oswalpumps.com;
Email ID: investorrelations@oswalpumps.com