

ROTO PUMPS LIMITED

Registered Office: Roto House, Noida Special Economic Zone, Noida – 201305 UP India

CIN: L28991UP1975PLC004152 Tel. No. 0120-2567902-05 Fax 0120-2567911

Email ID: investors@rotopumps.com | Website: www.rotopumps.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 Read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed through Postal Ballot by e-voting for Issue of Bonus Shares.

In compliance with the MCA Circulars the Postal Ballot Notice is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on **Friday 26th May, 2023** ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website www.rotopumps.com and will also be available on the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and may be accessed by the members. The Postal Ballot Notice would be sent through email to those shareholders who have registered their email ids with the Company / RTA / Depository and hard copy of the Notice would be sent by registered post / speed post to those shareholders who have not registered / updated email ids with the Company / RTA / Depository. Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has made necessary arrangements with NSDL. The Members may refer instructions for e-voting at note number 10 given herein below.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Tuesday, May 23, 2023 has appointed CS Shailesh Dayal, Practicing Company Secretary (Membership No. F4879, CP No. 7142) as the Scrutinizer for conducting the postal ballot by e-voting process in a fair and transparent manner.

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions, if any, of the Act pertaining to the resolution setting out all material facts and reasons thereof for proposing the same is annexed for your consideration.

The E-voting period commences from 9:00 am (IST) on Wednesday, May 31, 2023 till 5:00 pm (IST) on Thursday, June 29, 2023 as per instructions provided in Note no. 10. You are requested to peruse the proposed Resolutions along with Explanatory Statement and read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 5:00 pm (IST) on Thursday, June 29, 2023. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman & Managing Director of the Company. The result of the Postal Ballot shall be announced within 2 working days from conclusion of voting period at the registered office of the Company and shall also be displayed on the Company's website www.rotopumps.com besides communicating to the stock exchanges on which the shares of the Company are listed and NSDL.

The Resolution, if approved by requisite majority, will be taken as passed effectively on the last date of e-voting i.e., Thursday, June 29, 2023.

SPECIAL BUSINESS

Item No. 1: Issue of Bonus Equity Shares:

To consider and give assent / dissent to following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 63 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Share Capital and Debentures) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Issue of Capital and

Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Foreign Exchange Management Act, 1999 and other applicable regulations, rules and guidelines issued, from time to time, by Securities and Exchange Board of India ("SEBI") and Reserve Bank of India ("RBI") and enabling provision of Memorandum and Articles of Association of the Company (including any statutory modification(s), re-enactment(s) or amendment thereof) and pursuant to recommendation of the Board of Directors and subject to such approvals, consents, permissions and sanctions of RBI or other authorities, if any, as may be required and also subject to such terms, conditions, alterations, modifications, changes and variations as may be specified by any of them while according such consents, permissions, approvals or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include a Committee thereof authorised for the purpose), consent of the Members of the Company be and is hereby accorded to the Board to capitalize a sum not exceeding ₹ 3,14,07,610 /- (Rupees Three crore fourteen lakh seven thousand six hundred ten only) out of the Securities Premium Account and / or General Reserve Account or such other eligible account(s) and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statement of the Company for the year ended March 31, 2023 for distribution amongst the holders of existing fully paid-up Equity Shares, as may be considered necessary by the Board, for the purpose of issue and allotment of 1,57,03,805 (One crore fifty seven lakh three thousand eight hundred five only) Equity Shares as Bonus Shares of face value of ₹ 2/- (Rupees Two only) each credited as fully paid-up Equity Shares to the holders of the Equity Shares of the Company, whose names shall appear in the Register of Members of the Company or in the Register of Beneficial Owner maintained by the depositories on the "Record Date" determined by the Board for this purpose, in the proportion of 1:1 i.e. 1 (one) Equity Share of ₹ 2/- (Rupees Two only) each for every 1 (one) fully paid-up Equity Share of ₹ 2/- (Rupees Two only) each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up equity share capital of the Company held by each such Members.

RESOLVED FURTHER THAT the new equity shares of ₹ 2/- (Rupees Two only) each to be allotted as Bonus Equity Shares shall be subject to the Memorandum of Association and Articles of Association of the Company, SEBI ICDR Regulations and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares except that these Bonus Equity Shares shall not be eligible for the Final Equity Dividend for the financial year ended March 31, 2023 though the Record Date for Bonus Issue of Equity Shares and payment of Final Equity Dividend for the financial year ended March 31, 2023 shall be same.

RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares and in case of the Members of the Company holding shares of the Company in dematerialized form as on Record Date, the Bonus Equity Shares shall be credited in the electronic form to the respective Demat accounts of the Members with their respective Depository Participants and in the case of Members holding shares in physical form as on Record date, the Share Certificates in respect of Bonus Equity Shares thereof shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Equity Shares to the extent that they relate to Non- Resident Indians (NRIs) members, Foreign Institutional Investors (FIIs) / Foreign Portfolio Investor (FPIs), Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors, shall be subject to the approval of RBI under applicable regulations of the Foreign Exchange Management Act, 1999, and other applicable rules/regulations/guidelines issued/amended by RBI or any other regulatory authority from time to time in this regard, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to allot the Bonus Equity Shares and issue share certificates under the Common Seal of the Company in accordance with the Articles of Association of the Company and as per provisions of the Act and the rules made thereunder and to do all such acts, deeds and things whatsoever deems necessary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board of Directors of the Company or Company Secretary be and are hereby authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may

in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Company."

Registered Office:

Roto House, Noida Special Economic Zone, Noida-201305
 CIN: L28991UP1975PLC004152
 E-mail: corp@rotopumps.com
 Website: www.rotopumps.com

By Order of the Board

Ashwani K. Verma
 Company Secretary
 M. No.: F9296

Place: Noida
 Date: May 23, 2023

Notes:

- In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s) / RCMC Share Registry Private Ltd ("RTA") and in respect of physical holdings with the RTA as on May 26, 2023 ("Cut-off Date"). In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:
 Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting of this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them, they may get their email address registered with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Ltd. Shareholders may write the request to investors@rotopumps.com and investor.services@rcmcdelhi.com for the same. Post successful registration of the email, at the request, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
- Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date.
- The remote e- voting shall commence from Wednesday, May 31, 2023 at 9.00 a.m. and ends on Thursday, June 29, 2023 at 5.00 p.m. and remote e-voting facility will be disabled thereafter.
- A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
- The voting on items included in the Notice cannot be exercised through proxy.
- The Scrutinizer will submit its report, in writing upon completion of Scrutiny of E-Voting data provided by NSDL, in fair and transparent manner. The result on the resolution proposed to be passed through E-voting shall be announced within two (2) working days from conclusion of the voting period. The results along with scrutinizer report will also be displayed on the website of the Company i.e. www.rotopumps.com as well as on website of NSDL www.evoting.nsdl.com and will be communicated to Stock Exchange i.e. BSE and NSE where the Equity Shares of the Company are listed.
 In case any eligible Member is desirous of obtaining a printed Postal Ballot Notice, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to investors@rotopumps.com or investor.services@rcmcdelhi.com. The

- RTA or the Company shall forward the same to the Member. The Postal Ballot Notice is also available on the website of the Company - www.rotopumps.com, website of the Stock Exchange i.e. www.bseindia.com and www.nseindia.com and website of NSDL - www.evoting.nsdl.com.
- The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for of E-voting i.e. Thursday, June 29, 2023 at 5.00 p.m.
- All the material documents referred to in the explanatory statement are available for inspection at the Registered Office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Thursday, June 29, 2023.

10. Instructions for Remote E-Voting

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 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.	<ol style="list-style-type: none"> 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. 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

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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.</p>
	<p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="344 730 738 958" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing 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 use your existing my easi username & password. 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 the Company. On clicking the e-voting 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. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email id 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 22 55 33

B) Login Method 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.nsd.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.nsd.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.
- Your User ID details are given below :

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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) 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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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

1. 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 dayalmaur@gmail.com with a copy marked to evoting@nsdl.co.in. 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.

2. 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.
3. 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.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or Contact Ms. Pallavi Mhatre, Manager, NSDL at designated email ID: pallavid@nsdl.co.in or at telephone number +91-22-24994545.

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 investors@rotopumps.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 investors@rotopumps.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 for individual shareholders holding securities in demat mode.**
3. 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.
4. 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.

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

The following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 of the accompanying Notice:

ITEM NO.1

The equity shares of your Company are listed and actively traded on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Company has grown multifold and performed significantly well over the period. Considering the substantial amount of Reserves and Surplus, the Board of Directors of the Company in its meeting held on May 23, 2023, with a view to reward the shareholders and rationalize the paid-up share capital, proposed to issue bonus equity shares in the proportion of 1 : 1 i.e., 1 (one) new Equity Share of the Company of ₹ 2/- each for every 1 (one) existing Equity Share of the Company of ₹ 2/- each held by the Members on the Record Date, subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable, by way of capitalization of the Securities Premium Account and / or General Reserve Account or such other eligible account(s) and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for this purpose, as per the Audited Financial Statement of the Company for the year ended March 31, 2023.

Pursuant to the provisions of Section 63 and other applicable provisions of the Act and rules made thereunder, read with Article 142 and 143 of the

Articles of Association of the Company, issue of Bonus Shares of the Company requires approval of the Members. The Board recommends the Ordinary Resolution as set forth in Item No. 1 in the accompanying Notice for approval by the Members.

Members may kindly note that the Bonus equity shares proposed to be issued, subject to approval of Members, will not be eligible for final equity dividend in respect of financial year ending March 31, 2023 which is being proposed at the forthcoming Annual General Meeting of the Company. Further, the final equity dividend for the financial year ended March 31, 2023 shall be paid to the shareholders as on Record Date as determined for Bonus Issue i.e., the Record Date for Bonus Issue of Equity Shares and payment of final equity dividend for the financial year ended March 31, 2023 shall be same.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, financially or otherwise in the resolution except to the extent of their entitlements to the Bonus Shares as Members of the Company.

Registered Office:

Roto House, Noida Special Economic Zone, Noida-201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com

Place: Noida
Date: May 23, 2023

By Order of the Board

Ashwani K. Verma
Company Secretary
M. No.: F9296