



RPL/CORP/SE
March 3, 2025

The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 517500

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Symbol: ROTO

Sub: **Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice as approved by the Board of Directors of the Company at its meeting held on Wednesday, February 12, 2025 for seeking approval of the Members, by way of Special Resolution, for the appointment of Ms. Saroj Punhani (DIN: 08922018) as an Independent Woman Director of the Company.

The Postal Ballot Notice along with Explanatory Statement has been sent through electronic mode to all the members whose names appear in the Register of Members/Register of Beneficial Owners and whose e-mail address is registered with the Company/Registrar and Transfer Agent/Depository Participants/Depositories as on Friday, February 21, 2025 (Cut-off Date). The Members whose e-mail id is not registered with the Company/Depositories, to receive the Notice, may register their e-mail id, in the manner as provided in the enclosed Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the e-voting facility to all its members. The process and manner for remote e-voting are detailed in the Notes forming part of the attached Notice. Members of the Company are requested to note that the e-voting period will commence from Tuesday, March 4, 2025 at 9.00 A.M. (IST) and end on Wednesday, April 2, 2025 at 5.00 P.M. (IST). The results of the postal ballot will be announced on or before Friday, April 4, 2025.

A copy of Postal Ballot Notice is also available on the website of the company www.rotopumps.com and on the website of BSE Limited & National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL www.evoting.nsdl.com.

This is for your information and records please.

Thanking You,

Yours faithfully,

For **ROTO PUMPS LTD.**

ASHWANI K. VERMA
COMPANY SECRETARY
M. No. F9296

Encl.: A/a

ROTO PUMPS LTD.

Regd. Off. & Global Headquarters: 13, Roto House, Noida Special Economic Zone, Noida-201305, Uttar Pradesh, India

T: +91 120 2567902-5 **F:** +91 120 2567911 **✉:** contact@rotopumps.com

CIN - L28991UP1975PLC004152 **🌐:** www.rotopumps.com



ROTO PUMPS LTD.

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 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, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 for appointment of Ms. Saroj Punhani (DIN : 08922018), as an Independent Woman Director, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

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 February 21, 2025 ("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 / Depositories. 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 9 given herein below.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Wednesday, February 12, 2025 has appointed CS Shailesh Dayal, Practicing Company Secretary (Membership No. F4879, CP No. 7142) as the Scrutinizer to conduct 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 Tuesday, March, 4, 2025 and continue till 5:00 pm (IST) on Wednesday, April 2, 2025 as per instructions provided in Note no. 9. You are requested to peruse the proposed Resolution 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 Wednesday, April 2, 2025 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 e-voting at the registered office of the Company and shall also be displayed on the Company's website www.rotopumps.com besides communicating to the BSE, NSE and NSDL.

The Resolution, if approved by requisite majority, will be taken as passed effectively on the last date of e-voting i.e., Wednesday, April 2, 2025.

SPECIAL BUSINESS

Item No. 1: Appointment of Ms. Saroj Punhani (DIN : 08922018), as an Independent Woman Director of the Company to hold office for a period of five consecutive years from February 12, 2025

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT Ms. Saroj Punhani (DIN : 08922018), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Woman Director by the Board of Directors of the Company with effect from February 12, 2025, based on the recommendations of the Nomination and Remuneration Committee and in accordance with Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, be and is hereby appointed as an Independent Woman Director, not liable to retire by rotation, to hold office for a period of five consecutive years upto February 11, 2030"

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto".

Registered Office:

Roto House, Noida Special Economic Zone, Noida-201305

CIN: L28991UP1975PLC004152

E-mail: corp@rotopumps.com

Website: www.rotopumps.com

Place: Noida

Date: February 12, 2025

By Order of the Board
Ashwani K. Verma
Company Secretary
M. No.: F9296

»»» Postal Ballot Notice

Notes:

1. 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 Friday, February 21, 2025 (“Cut-off Date”). In compliance with Regulation 44 of the SEBI Listing 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.

2. 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.

3. 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.

4. The remote e- voting shall commence from 9:00 am (IST) on Tuesday, March, 4, 2025 and continue till 5:00 pm (IST) on Wednesday, April 2, 2025 and remote e-voting facility will be disabled thereafter.

5. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.

6. The voting on item included in the Notice cannot be exercised through proxy.

7. The Scrutinizer will submit his report, in writing, upon completion of Scrutiny of E-Voting data provided by NSDL, in fair and transparent manner. The results on the resolution proposed to be passed through E-voting shall be announced within two (2) working days from the conclusion of the e-voting. The results along with scrutinizer report will 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 also be communicated to Stock Exchanges i.e. BSE and NSE.

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 corp@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 Exchanges i.e. www.bseindia.com and www.nseindia.com and website of NSDL - www.evoting.nsdl.com.

8. 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. Wednesday, April 2, 2025.

9. 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 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

	<p>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> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 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. 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. 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 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 evoting 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	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

depository participants	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.
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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 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.*
- 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***

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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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**
6. 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.com 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 is active.
2. Select "EVEN" of Roto Pumps Ltd 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. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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.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.
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 login. 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.: 022-48867000 or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051 at the designated email address: evoting@nsdl.com or at telephone no. 022-48867000.

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 (Company email id). 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.com 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 statement set out all material facts relating to the businesses mentioned under Item no. 1 of the accompanying Notice:

ITEM NO.1

In terms of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with proviso to Regulation 15(2)(a) thereof, consequent upon resignation of Mrs. Kavita Bhatnagar, Independent Woman Director on December 26, 2024, the Company is required to appoint an Independent Woman Director on its Board.

Considering the above requirement, pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on February 12, 2025 has appointed Ms. Saroj Punhani (DIN: 08922018) as an Additional Director (Non-Executive, Independent Woman Director) of the Company with effect from February 12, 2025 for a term of five consecutive years upto February 11, 2030, not liable to retire by rotation, subject to the approval of the members of the Company.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of Annual General Meeting. Further, as per regulation 17 (1C) of the SEBI Listing Regulations, the approval of the Members for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members of the Company is being sought for the appointment of Ms. Saroj Punhani as an Independent Woman Director of the Company for a term of five consecutive years commencing from February 12, 2025, not liable to retire by rotation, by way of Postal Ballot through e-voting.

Brief profile of Ms. Saroj Punhani

Ms. Saroj Punhani aged 64 years, a retired Officer of Indian Audit & Accounts Service (IA & AS) 1984 Batch holds a postgraduate degree in Science from the University of Delhi, MBA (Finance) from Indira Gandhi National Open University and M. Phil. from the Institute of Public Administration. After superannuation from the post of the Deputy Comptroller & Audit General (HR & Training) of the CAG of India on November 06, 2020, she has also served as the Central Information Commissioner in the Central Information Commission till November 6, 2023. Ms. Saroj Punhani is holding a valid Director Identification No. 08922018 and registered vide Registration No.: IDDB-NR-202401-055183 in the Independent Directors' Database.

The Company has received from Ms. Saroj Punhani, the consent to act as a Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Ms. Saroj Punhani confirming that her name does not appear in the list of wilful defaulters issued by Reserve Bank of India.

Ms. Punhani has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Ms. Punhani has also confirmed that in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, she has registered herself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering the vast knowledge, acumen and the expertise Ms Punhani possess, the Board of Directors is of the opinion that her association would be of immense benefit to the Company. In the opinion of the Board, Ms. Saroj Punhani fulfils the conditions specified in the Act and in the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee (NRC) of the Board of Directors of the Company, considers that given her skills, integrity, expertise and experience, association of Ms. Saroj Punhani would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Ms. Saroj Punhani as the Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process.

Ms. Saroj Punhani will be paid Sitting Fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the NRC and approved by the Board from time to time, which shall be within the limits stipulated under Section 197 of the Act.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your Directors recommend the said Resolution for approval by the Members by way of Special Resolution. Except, Ms. Saroj Punhani, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

Registered Office:

Roto House, Noida Special Economic Zone,
Noida-201305

CIN: L28991UP1975PLC004152

E-mail: corp@rotopumps.com

Website: www.rotopumps.com

Place: Noida

Date: February 12, 2025

By Order of the Board
Ashwani K. Verma

Company Secretary

M. No.: F9296

DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors	Ms. Saroj Punhani
DIN	08922018
Date of Birth	February 4, 1961
Age	64 years
Date of First Appointment	February 12, 2025
Expertise and Experience in specific functional areas	Ms. Saroj Punhani has been a distinguished member of the Indian Audit and Accounts Service (IA & AS) with an experience spanning four decades in the field of Financial Management & Auditing, Human Resource & Training, Corporate Governance, public administration etc. For more details, please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Expertise in the field of Financial Management & Auditing, Human Resource & Training, Corporate Governance, public administration etc. For more details, please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
Qualification(s)	- M.Sc. (Botany) from Miranda House, University of Delhi - MBA (Finance) from Indira Gandhi National Open University - M.Phil from Indian Institute of Public Administration - Indian Audit & Accounts Service (IA & AS) Officer (1984 Batch)
Terms & Conditions of appointment/ reappointment	Proposed to be appointed as a Non-Executive, Independent Director, not liable to retire by rotation
Remuneration last drawn (sitting fees and commission)	Not Applicable
Remuneration proposed to be paid	Sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees as may be recommended by the NRC and approved by Board from time to time, which shall be within the limits stipulated under Section 197 of the Companies Act, 2013
Shareholding in the Company including shareholding as a beneficial owner	Not Applicable
Number of Board meetings held and attended during the year	Not Applicable
Directorship in other Companies	TIL Limited
Listed entities in which the person has resigned in past three years	Not Applicable
Chairman/Member of the Committee of the Board of Directors of the Company	None
Chairmanship / Membership of Committees in other Companies	TIL Limited Audit Committee – Chairperson Nomination & Remuneration Committee – Member CSR Committee - Member
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None