

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 that the resolutions set out below are proposed for approval by the members of Roto Pumps Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its members to cast their votes electronically, 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).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also attached.

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 May 23, 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 Saturday, May 17, 2025 has appointed CS Shailesh Dayal, Practicing Company Secretary (Membership No. F4897, 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, May 27, 2025 and continue till 5:00 pm (IST) on Wednesday, June 25, 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, June 25, 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, June 25, 2025.

SPECIAL BUSINESS

Item No. 1: Issue of Bonus Equity Shares

To consider and if thought fit, to pass the 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 authorized for the purpose), consent of the Members of the Company be and is hereby accorded to the Board to capitalize a sum not exceeding ₹ 12,56,30,440/- (Rupees twelve crore fifty six lakh thirty thousand four hundred forty only) out of the Securities Premium Account, General Reserve Account and Retained Earnings 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, 2025 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 12,56,30,440 (twelve crore fifty six lakh thirty thousand four hundred forty only) Equity Shares as Bonus Shares of face value of ₹ 1/- (Rupees one 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 2:1 i.e. 2 (two) Equity Share of ₹ 1/- (Rupees one only) each for every 1 (one) fully paid-up Equity Share of ₹ 1/- (Rupees one 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 ₹ 1/- (Rupees one 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, 2025 though the Record Date for Bonus Issue of Equity Shares and payment of Final Equity Dividend for the financial year ended March 31, 2025 shall be same.

RESOLVED FURTHER THAT in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and with respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a demat suspense account of the Company to hold these shares.

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, 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 and the 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 they may in their 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 they may in their sole and absolute discretion deem fit and to delegate all or any of their powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Company."

Item No. 2: Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder, Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authority or bodies, the approval of the Members of the Company be and is hereby accorded to increase in the Authorized share capital of the Company from ₹ 10,00,00,000 (Rupees ten crores only) divided into 10,00,00,000 (ten crores only) equity shares of ₹ 1/- (Rupee One only) each to ₹ 20,00,00,000 (Rupees twenty crores only) divided into 20,00,00,000 (twenty crores only) equity shares of ₹ 1/- (Rupee One only) each and consequently the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

"The SHARE CAPITAL of the Company shall be ₹ 20,00,00,000 (Rupees Twenty Crores only) divided into 20,00,00,000 (Twenty Crores) equity shares of ₹ 1/- (Rupee One Only) each with power to increase, reduce, convert; sub-divide and consolidate the same and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as regards dividends and repayments of capital as may be determined by or in accordance with the regulations of the Company with a power to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being, be provided by the regulations of the Company and subject to the provisions of the Companies Act, 2013 including amendments thereto from time to time."

"RESOLVED FURTHER THAT Mr. Anurag Gupta, Jt. Managing Director of the Company and Mr. Ashwani K. Verma, Company Secretary be are hereby severally authorized to file necessary forms, papers and documents with such authorities as may be required from time to time and to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to give effect to the foregoing resolution."

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 17, 2025

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 Friday, May 23, 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.
- 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 9:00 am (IST) on Tuesday, May 27, 2025 and continue till 5:00 pm (IST) on Wednesday, June 25, 2025 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 item included in the Notice cannot be exercised through proxy.
- 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.

- The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. Wednesday, June 25, 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 |

| | |
|--|---|
| | <p>3. 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.</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> <div style="display: flex; justify-content: space-around;">   </div> |
| Individual Shareholders holding securities in demat mode with CDSL | <p>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.</p> <p>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. 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.</p> <p>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.</p> <p>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 evoting 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>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 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.

4. 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*** |

5. 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**

6. 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.

- 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 email 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 and 2 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 manifold 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 17, 2025, with a view to reward the shareholders and rationalize the paid-up share capital, proposed to issue bonus equity shares in the proportion of 2:1 i.e., 2 (two) new Equity Shares of the Company of ₹ 1/- each for every 1 (one) existing Equity Share of the Company of ₹ 1/- 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, General Reserve Account and Retained Earnings 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, 2025.

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, 2025 which is being proposed at the forthcoming Annual General Meeting of the Company. Further, the final dividend for the financial year ended March 31, 2025 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, 2025 shall be same.

Your Directors recommend the said Resolution for approval by the Members by way of Ordinary Resolution. 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.

ITEM NO. 2

Presently, the Authorized Share Capital of the Company is ₹ 10,00,00,000/- (Rupees ten crore only) divided into 10,00,00,000 (Ten crore) equity shares of ₹ 1/- (Rupee one only) each and the issued and paid-up share capital of

the Company is ₹ 6,28,15,220 (Rupees six crore twenty eight lakh fifteen thousand two hundred twenty only) divided into 6,28,15,220 (six crore twenty eight lakh fifteen thousand two hundred twenty) equity shares of ₹ 1/- (Rupee one only) each.

The Board of Directors, at their meeting held on May 17, 2025, has recommended issue of bonus equity shares of ₹ 1/- (Rupee One only) each credited as fully paid-up to eligible Members of the Company in the proportion of 2:1 i.e., 2 (two) new fully paid-up equity shares of ₹ 1/- (Rupee one only) each for every 1 (one) existing fully paid-up equity share of ₹ 1/- (Rupee one only) each by capitalizing a sum not exceeding ₹ 12,56,30,440/- (Rupees twelve crore fifty six lakh thirty thousand four hundred forty only) out of Securities Premium Account, General Reserve Account and Retained Earnings of the Company as may be considered appropriate. In view of the above proposal for issue of bonus shares, the Board of Directors at its meeting held on May 17, 2025, has recommended to increase the Authorized Share Capital to ₹ 20,00,00,000/- (Rupees twenty crore only) by creation of additional 10,00,00,000 (Ten crore) equity shares of ₹ 1/- (Rupee one only) each. The increase in the Authorized Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013 and Articles of Association of the Company. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 2 of this Postal Ballot Notice. Your Directors recommend the said Resolution for approval by the Members by way of Ordinary Resolution. 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 shareholding in 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 17, 2025