RPL/CORP/SE
August 05, 2026

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

Dear Sir / Madam,

Sub: **Intimation under Regulations 37(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Ref: **Scheme of Amalgamation for the Merger of Roto Energy Systems Limited, Wholly Owned Subsidiary with Roto Pumps Limited, Holding Company**

We refer to our letter dated February 10, 2026, wherein we had informed that the Board of Directors of the Company, at its meeting held on February 10, 2026, had, subject to the necessary statutory and regulatory approvals, approved the Scheme of Amalgamation ("Scheme") for the merger of Roto Energy Systems Limited, a wholly owned subsidiary of the Company, with the Company, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Scheme is subject to the requisite statutory and regulatory approvals, including the sanction of the Hon'ble National Company Law Tribunal ("NCLT"), and is proposed to be filed before the Hon'ble NCLT for its consideration and approval.

In this regard, we are enclosing herewith the following documents for your records and necessary action:
1. Scheme of Amalgamation; and
2. Certified true copies of the resolutions passed by the Board of Directors of both the companies approving the Scheme.

We further wish to state that, in terms of Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/93 dated June 20, 2023, the requirement of obtaining a No Objection Letter from the Stock Exchanges is not applicable to a draft scheme that solely provides for the merger of a wholly owned subsidiary with its holding company. Accordingly, the enclosed draft Scheme is being filed with the Stock Exchange for the purpose of disclosure and record only.

Kindly take the above on record and acknowledge receipt of the same.

Thanking You

Yours Faithfully,
For **ROTO PUMPS LTD.**

Ashwani Kumar Verma
Digitally signed by Ashwani Kumar Verma
Date: 2026.08.05 19:42:10 +05'30'

ASHWANI K. VERMA
COMPANY SECRETARY
M. NO. F9296

Encl.: A/a

SCHEME OF AMALGAMATION

(Under Sections 230 to 232 of the Companies Act, 2013)

of

ROTO ENERGY SYSTEMS LIMITED

(Transferor Company)

with

ROTO PUMPS LIMITED

(Transferee Company)

PREAMBLE

This Scheme of Amalgamation ("Scheme") is presented pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as amended from time to time, and is subject to the sanction of the Hon'ble National Company Law Tribunal ("NCLT") and such other approvals as may be required under applicable laws.

The Scheme provides for the amalgamation of Roto Energy Systems Limited, a wholly owned subsidiary, with Roto Pumps Limited, its listed holding company, on a going concern basis, with effect from the Appointed Date, subject to the approval of the Boards of Directors of the respective Companies, the Hon'ble NCLT and such other authorities as may be necessary.

PART I – DEFINITIONS AND INTERPRETATION

1. Definitions

Unless repugnant to the context or meaning thereof, the following expressions shall have the meanings assigned to them below:

1.1 "Act" means the Companies Act, 2013 and the rules made thereunder, including any statutory modification or re-enactment thereof.

1.2 "Appointed Date" means April 01, 2026, or such other date as may be approved by the Hon'ble NCLT.

For ROTO PUMPS LTD.

Ashwani K. Verma
Company Secretary

1.3 "Effective Date" means the date on which the certified copy of the order sanctioning the Scheme passed by the Hon'ble NCLT is filed with the Registrar of Companies by the Transferor Company and the Transferee Company.

1.4 "NCLT" means the National Company Law Tribunal having jurisdiction over the Transferee Company.

1.5 "Scheme" means this Scheme of Amalgamation as sanctioned by the Hon'ble NCLT, including any modification or amendment approved or directed by the Hon'ble NCLT.

1.6 "Transferor Company" means Roto Energy Systems Limited, a company incorporated under the Companies Act, 2013 and a wholly owned subsidiary of the Transferee Company.

1.7 "Transferee Company" means Roto Pumps Limited, a company incorporated under the Companies Act, 1956/2013 and whose equity shares are listed on BSE Ltd and National Stock Exchange of India Ltd.

PART II – BACKGROUND AND RATIONALE

2. The Transferor Company was incorporated as a wholly owned subsidiary of the Transferee Company with the objective of undertaking business of manufacturing and sales and marketing of solar pumping systems.

3. Given the nature of overall business activities of the Transferor Company, these have significant overlap with the Transferee Company infrastructure in respect of–

   - Engineering, technical, and project execution resources;
   - Management oversight and strategic decision-making;
   - Marketing infrastructure; and
   - Support functions such as finance, compliance, HR, procurement, and administration.

4. The amalgamation is intended to simplify the group structure, eliminate multiple corporate entities, reduce administrative and compliance costs, improve operational efficiencies and enable better utilisation of managerial and financial resources.

For ROTO PUMPS LTD.

Ashwani K. Verma
Company Secretary

5. As the Transferor Company is a wholly owned subsidiary of the Transferee Company, the amalgamation will not result in any change in the shareholding pattern of the Transferee Company and no consideration or issue of shares is involved.

PART III – SHARE CAPITAL

6. **Share Capital of the Transferor Company**

The authorised, issued, subscribed and paid-up share capital of the Transferor Company as on February 10, 2026, being the date of approval of this Scheme by the Board of Directors, is set out below-

Authorized share capital
Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten only) each.

Issued, subscribed and paid-up share capital
Rs. 9,90,00,000/- (Rupees Nine Crore Ninety Lakh only) divided into 99,00,000 (Ninety-Nine Lakh) equity shares of Rs. 10/- (Rupees Ten only) each.

7. **Share Capital of the Transferee Company**

The authorised, issued, subscribed and paid-up share capital of the Transferee Company as on February 10, 2026, being the date of approval of this Scheme by the Board of Directors, is set out below-

Authorized share capital
Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 20,00,00,000 (Twenty Crore) equity shares of Re. 1/- (Rupee One only) each.

Issued, subscribed and paid-up share capital
Rs. 18,84,45,660/- (Rupees Eighteen Crore Eighty-Four Lakh Forty-Five Thousand Six Hundred Sixty only) divided into 18,84,45,660 (Eighteen Crore Eighty-Four Lakh Forty-Five Thousand Six Hundred Sixty) equity shares of Re. 1/- (Rupee One only) each.

For ROTO PUMPS LTD.
Ashwani K. Verma
Company Secretary

8. Increase in the Authorised Share Capital of the Transferee Company

Upon the coming into effect of this Scheme, the authorised share capital of the Transferee Company shall, without any further act or deed, stand increased by the amount of authorised share capital of Transferor Company. The fees / duty already paid by Transferor Company for its authorised share capital shall be deemed to have been paid by the Transferee Company. Accordingly, upon the coming into effect of the Scheme, the Clause V of the Memorandum of Association of the Transferee Company shall, without any further act or deed, be substituted by the following Clause:

"The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) equity shares of Re. 1/- (Rupee One only) each."

PART IV – AMALGAMATION AND VESTING

9. With effect from the Appointed Date and upon the Scheme becoming effective, the entire undertaking, business, assets, properties, rights, claims, licenses, approvals and liabilities of the Transferor Company shall, pursuant to the provisions of Sections 230 to 232 of the Act, stand transferred to and vested in the Transferee Company as a going concern.

10. Such transfer and vesting shall be without any further act, instrument or deed.

11. All the balances appearing in the books of account of the Transferor Company as debtors or creditors, whether inter se or vis-à-vis the Transferee Company, shall stand cancelled and shall cease to have any effect.

12. The net surplus / deficit, if any, arising out of the amalgamation in the books of the Transferee Company, after providing for the adjustments set forth above, shall be appropriately credited or debited to its "Capital Reserve Account".

PART V – CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANY TILL THE EFFECTIVE DATE

13. With effect from the Appointed Date upto and inclusive of the Effective Date:

For ROTO PUMPS LTD.
Ashwani K. Verma
Company Secretary

13.1 All the profits or income accruing or arising to the Transferor Company or expenditure or losses arising to or incurred by the Transferor Company, with effect from the Appointed Date upto and inclusive of the Effective Date, shall for all purposes and intent be treated and be deemed to be and accrue as the profits or income or expenditure or losses of the Transferee Company, as the case may be.

13.2 All debts, liabilities, duties and obligations of the Transferor Company as on the close of business on the business day immediately preceding the Appointed Date whether or not provided in the books of the Transferor Company and all liabilities which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.

13.3 The Transferor Company shall carry on and be deemed to carry on all its business and activities and stand possessed of its properties and assets for and on account of and in trust for the Transferee Company on or after the Appointed Date. The Transferor Company hereby undertakes to carry on its business until the Effective Date with reasonable diligence and shall not, without the prior written consent of the Transferee Company, alienate, charge or otherwise deal with the Undertaking or any part thereof except in the ordinary course of its business. The Transferor Company also undertakes not to undertake any new business without the prior written consent of the Transferee Company.

13.4 Any change in the authorised, issued, subscribed or paid-up share capital of the Transferee Company between the Appointed Date and the Effective Date shall not in any way, by itself, affect the implementation of this Scheme. Further, the Transferor Company shall not make any change in its capital structure either by any increase, (by issue of equity or shares on a rights basis, bonus shares, convertible debentures or otherwise) decrease, reduction, reclassification, sub-division or consolidation, reorganization, or in any other manner.

PART VI – NO CONSIDERATION AND CANCELLATION OF SHARES

14. Upon the Scheme becoming effective, no consideration shall be payable and no shares or other securities shall be issued by the Transferee Company, since the Transferor Company is its wholly owned subsidiary.

For ROTO PUMPS LTD.

Ashwani K. Verma
Company Secretary

15. The entire issued, subscribed and paid-up equity share capital of the Transferor Company held by the Transferee Company shall stand cancelled upon the Scheme becoming effective.

PART VII – ACCOUNTING TREATMENT

16. Accounting Treatment

16.1 The amalgamation shall be accounted for as a common control business combination in accordance with Indian Accounting Standard (Ind AS) 103 and other applicable IndAS, if any.

16.2 The assets and liabilities of the Transferor Company shall be recorded at their existing carrying values in the books of the Transferee Company.

16.3 Any difference arising shall be adjusted against capital reserve.

PART VIII – EMPLOYEES

17. All employees of the Transferor Company shall become employees of the Transferee Company without any break in service and on terms not less favourable than those in the Transferor Company.

PART IX – LEGAL PROCEEDINGS AND CONTRACTS

18. Legal Proceedings

All legal proceedings pending by or against the Transferor Company shall be continued by or against the Transferee Company.

19. Contracts, Licenses, Approvals and Intellectual Property Rights

All contracts, agreements, licenses, permits, approvals and the Intellectual Property Rights of the Transferor Company shall continue to be in force in the name of the Transferee Company.

For ROTO PUMPS LTD.

Ashwani K. Verma
Company Secretary

PART X – TAX MATTERS

20. Subject to the provisions of the Income-tax Act, 1961 and other applicable tax laws, all tax credits, losses, unabsorbed depreciation, refunds, incentives and benefits of the Transferor Company, if any, shall, upon the Scheme becoming effective, vest in and be available to the Transferee Company.

21. The Scheme is intended to be tax neutral and shall be implemented in a manner consistent with the provisions of Sections 2(1B) and 72A of the Income-tax Act, 1961 or any statutory modification, re-enactment, or substitution thereof.

PART XI – REGULATORY AND STATUTORY APPROVALS

22. The Scheme is subject to the sanction of the Hon'ble NCLT under Sections 230 to 232 of the Act and such other approvals as may be required under applicable laws.

23. The Transferee Company shall comply with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in connection with the Scheme. As the Transferor Company is a wholly owned subsidiary and no shares are issued, the requirement of obtaining an observation letter or a no-objection letter from the Stock Exchanges is not applicable.

PART XII – DISSOLUTION

24. Dissolution of Transferor Company

Upon the Scheme becoming effective, the Transferor Company shall stand dissolved without winding up and, accordingly, all the Directors of the Transferor Company shall cease to hold office from the Effective Date, without any further act or deed.

PART XIII – MODIFICATION TO THE SCHEME

25. The Chairman and the Managing Director of the Transferee Company is authorised to make such modifications to this Scheme as may be directed by the Hon'ble NCLT or any statutory authority, provided such modifications do not materially alter the substance of the Scheme.

For ROTO PUMPS LTD.
Ashwani K. Verma
Company Secretary

26. Provided further that any such modification or amendment, which has the effect of materially altering the substance of this Scheme, shall be carried out only with the prior approval of the Board of Directors of the Transferee Company.

27. For the purposes of this clause, 'materially alter the substance of this Scheme' shall mean any change affecting the accounting treatment, appointed date, tax neutrality or employee terms under this Scheme.

PART XIV – GENERAL TERMS

28. Effectiveness

The Scheme shall be effective upon filing of the certified copy of the order of the Hon'ble National Company Law Tribunal with the Registrar of Companies.

29. Cost, Charges and Expenses

All cost, charges, taxes, including duties, levies and fees and all other expenses, if any, arising out of or incurred in carrying out and implementing the terms and conditions or provisions of this Scheme and incidental to the completion of the amalgamation in pursuance of this Scheme, shall be borne by the Transferee Company.

For ROTO PUMPS LTD.

Ashwani K. Verma
Company Secretary

Roto pumps
since 1968

Certified copy of the resolution passed by the Board of Directors of Roto Pumps Limited at its fourth meeting of 2025-26 held at 03:00 P.M. and concluded at 05:00 P.M. on Tuesday, the 10th February, 2026 at Board Room, First Floor, The Claridges, 12, APJ Abdul Kalam Road, New Delhi, 110 011

Item No. 17

To consider and approve Merger of Roto Energy Systems Ltd with the Company

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to the approval of the Hon'ble National Company Law Tribunal (NCLT) and such other statutory or regulatory authorities as may be required, the Draft Scheme of Amalgamation placed before the Board providing for the amalgamation of Roto Energy Systems Ltd, a wholly owned subsidiary, with Roto Pumps Ltd ('the Company') on a going concern basis, be and is hereby approved."

"RESOLVED FURTHER THAT Mr. Anurag Gupta, Jt. Managing Director of the Company, Mr. Arvind Veer Gupta, Dy. Managing Director of the Company and Mr. Ashwani K. Verma, Company Secretary, be and are hereby severally authorised to:

a. make applications, petitions and filings before the Hon'ble NCLT and any other authority in connection with the Scheme, including First Motion and Second Motion applications;
b. seek dispensation of meetings of shareholders and creditors, wherever applicable;
c. sign, execute and file all applications, affidavits, undertakings, declarations, forms (including Form INC-28), pleadings and documents as may be necessary or expedient for giving effect to the Scheme."

"RESOLVED FURTHER THAT Mr. Anurag Gupta, Jt. Managing Director of the Company and Mr. Arvind Veer Gupta, Dy. Managing Director of the Company be and are hereby authorised severally to appoint legal counsel, advocates, solicitors, chartered accountants, valuers, company secretaries and other professionals or consultants, as may be considered necessary, for the purposes of advising on, representing the Company before the Hon'ble NCLT and other authorities, and for implementation of the Scheme, on such terms and fees as may be mutually agreed."

"RESOLVED FURTHER THAT Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company be and is hereby empowered to make such modifications, amendments or alterations to the Scheme or to any application or document as may be suggested or required by the Hon'ble NCLT, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator or any other statutory or regulatory authority, provided that such modifications do not materially alter the substance of the Scheme."

"RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorised to issue certified copies of this resolution to all concerned authorities and persons, as may be required."

Certified true copy

For **ROTO PUMPS LTD.**

ROTO PUMPS LTD. NSEZ NOIDA

ASHWANI K. VERMA
COMPANY SECRETARY
M No. F9296

Place: Noida
Date: 29-05-2026

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**

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ROTO ENERGY SYSTEMS LIMITED AT ITS SIXTH MEETING OF 2025-26 HELD ON TUESDAY, THE 10TH FEBRUARY, 2026 AT BOARD ROOM, FIRST FLOOR, THE CLARIDGES, 12, APJ ABDUL KALAM ROAD, NEW DELHI, 110 011

To consider and approve Merger of the Company with Roto Pumps Ltd

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and subject to the approval of the Hon'ble National Company Law Tribunal (NCLT) and such other statutory or regulatory authorities as may be required, the Draft Scheme of Amalgamation placed before the Board providing for the amalgamation of Roto Energy Systems Ltd. ('the Company'), with Roto Pumps Ltd., Holding Company ("Transferee Company") on a going concern basis, be and is hereby approved."

"**RESOLVED FURTHER THAT** Mr. Anurag Gupta and Mr. Arvind Veer Gupta, Directors of the Company, be and are hereby severally authorised to:

a. make applications, petitions and filings before the Hon'ble NCLT and any other authority in connection with the Scheme, including First Motion and Second Motion applications;
b. seek dispensation of meetings of shareholders and creditors of the Company, wherever applicable;
c. sign, execute and file all applications, affidavits, undertakings, declarations, forms (including Form INC-28), pleadings and documents as may be necessary or expedient for giving effect to the Scheme."

"**RESOLVED FURTHER THAT** Mr. Anurag Gupta, and Mr. Arvind Veer Gupta, Directors of the Company be and are hereby authorised severally to appoint legal counsel, advocates, solicitors, chartered accountants, valuers, company secretaries and other professionals or consultants, as may be considered necessary, for the purposes of advising on, representing the Company before the Hon'ble NCLT and other authorities, and for implementation of the Scheme, on such terms and fees as may be mutually agreed."

"**RESOLVED FURTHER THAT** Mr. Anurag Gupta, Director of the Company be and is hereby empowered to make such modifications, amendments or alterations to the Scheme or to any application or document as may be suggested or required by the Hon'ble NCLT, Registrar of Companies, Regional Director, Official Liquidator or any other statutory or regulatory authority, provided that such modifications do not materially alter the substance of the Scheme."

"**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorised to issue certified copies of this resolution to all concerned authorities and persons, as may be required."

Certified True Copy
For **Roto Energy Systems Ltd.**

AnuragGupta

ANURAG GUPTA
DIRECTOR
DIN: 00334160

ROTO ENERGY SYSTEMS LIMITED GREATER NOIDA

Date: 29.05.2026
Place: Noida