

## NOTICE OF 49th ANNUAL GENERAL MEETING

To  
The Member(s)  
**Roto Pumps Limited**

Notice is hereby given that the Forty Ninth Annual General Meeting (“AGM”) of the Members of **ROTO PUMPS LIMITED** (the “Company”) will be held on Saturday, the 28th September, 2024 at 04:30 P.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare the final dividend ₹ 1.88 per equity share of face value of ₹ 2.00 each for the financial year ended 31st March, 2024.
3. To appoint a Director in place of Mr. Arvind Veer Gupta (DIN: 00334233), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Appointment of Branch Auditors for the branch offices of the Company outside India.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, the Board of Directors of the Company be and is hereby authorized to appoint the Branch Auditors of Warehouse & Marketing Branch Offices in Australia and United Kingdom and the Overseas Branches which may be opened / acquired hereafter, for the financial year ending 31st March, 2024 in consultation with the Company’s Auditors, any person(s) qualified to act as Branch Auditor within the provisions of Section 143(8) of the Act and to fix their remuneration.”

#### 5. Re-appointment of Mr. Akhil Joshi (DIN: 06604954), as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** in terms of the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations) (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, Mr. Akhil Joshi (DIN: 06604954), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations, and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, and who is eligible for re-appointment, be and is hereby re-

appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. 9th August, 2024 to 8th August, 2029.

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized 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.”

**6. Appointment of Mr. Neeraj K Gupta (DIN: 02973442), as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provision of Sections 149, 150 and 152, Schedule IV and all other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Mr. Neeraj K Gupta (DIN: 02973442), who was appointed as an Additional Independent Director pursuant to the provision of Section 161(1) of the Act, pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect from 9th August, 2024, who holds office upto the date of this Annual General Meeting of the Company, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and a declaration to that effect has been submitted by him, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from 9th August, 2024 upto 8th August, 2029.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee thereof be and are hereby severally authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

**7. Appointment of Dr. Atul Agarwal (DIN: 00153186), as an Independent Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provision of Sections 149, 150 and 152, Schedule IV and all other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, Dr. Atul Agarwal (DIN: 00153186), who was appointed as an Additional Independent Director pursuant to the provision of Section 161(1) of the Act, pursuant to the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, with effect from 9th August, 2024, who holds office upto the date of this Annual General Meeting of the Company, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and a declaration to that effect has been submitted by him, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation

and to hold office for a term of five consecutive years commencing from the 9th August, 2024 upto 8th August, 2029.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and are severally hereby authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

#### **8. Re-appointment of Mr. Harish Chandra Gupta as Chairman & Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company and subject to such approvals as may be required, the Members of the Company do hereby accord their approval for the re-appointment of and payment of remuneration to Mr. Harish Chandra Gupta (DIN:00334405) as the Chairman & Managing Director of the Company for a further period of three years from 1st April, 2025 to 31st March, 2028 notwithstanding the fact that Mr. Harish Chandra Gupta attained the age of beyond 70 years, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed between the Board and Mr. Harish Chandra Gupta.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or the profits are inadequate, the Company may subject to the receipt of requisite approvals, if any, pay to the Chairman & Managing Director the above remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

#### **9. Re-appointment of Mr. Anurag Gupta as Jt. Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company and subject to such approvals as may be required, the Members of the Company do hereby accord their approval for the re-appointment of and payment of remuneration to Mr. Anurag

Gupta (DIN:00334160) as the Jt. Managing Director of the Company for a further period of three years from 1st April, 2025 to 31st March, 2028, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed between the Board and Mr. Anurag Gupta.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Jt. Managing Director, the Company has no profits or the profits are inadequate, the Company may subject to the receipt of requisite approvals, if any, pay to the Jt. Managing Director the above remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

#### **10. Re-appointment of Mr. Arvind Veer Gupta as Dy. Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors of the Company and subject to such approvals as may be required, the Members of the Company do hereby accord their approval for the re-appointment of and payment of remuneration to Mr. Arvind Veer Gupta (DIN:00334233) as the Dy. Managing Director of the Company for a further period of three years from 1st April, 2025 to 31st March, 2028, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting, with authority to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be agreed between the Board and Mr. Arvind Veer Gupta.

**RESOLVED FURTHER THAT** where in any financial year during the currency of the tenure of the Dy. Managing Director, the Company has no profits or the profits are inadequate, the Company may subject to the receipt of requisite approvals, if any, pay to the Jt. Managing Director the above remuneration as the minimum remuneration.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

#### **11. Sub-division of Equity Shares of the Company and alteration of Capital Clause of Memorandum of Association (MOA) of the Company.**

To consider and if thought fit, to pass with or without modification, the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, the issued, subscribed and paid-up share capital of ₹ 10,00,00,000 (Rupees Ten Crores only) consisting of shares of ₹ 2/- (Rupees Two Only) each be and is hereby sub-divided into 10,00,00,000 (Ten Crores) equity shares of ₹ 1/- (Rupee One) each and that the clause V of the Memorandum of Association of the Company shall stand substituted as follows:

“The SHARE CAPITAL of the Company shall be ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of ₹ 1/- (Rupee One Only) each with power to increase, reduce, convert; sub-divide and consolidate the same and to issue any of the shares in the capital original or increased 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, 1956 and / or the Companies Act, 2013 including amendments thereto from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to file the necessary documents / form(s) with the ROC and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

## 12. Ratification of the remuneration payable to the Cost Auditor.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the payment of the remuneration of ₹ 1,40,000/- plus applicable Goods and Services Tax thereon payable to M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration No.00239), who have been appointed by the Board of Directors of the Company, as the Cost Auditors, on the recommendations of the Audit Committee to conduct audit of cost accounts and records of the Company for the financial year ending 31st March, 2025 be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things and take all such steps as may be necessary to give effect to this resolution.”

### Registered Office:

Roto House, Noida Special Economic Zone,  
Noida-201305, Uttar Pradesh  
CIN: L28991UP1975PLC004152

**E-mail:** corp@rotopumps.com

**Website:** www.rotopumps.com

**Date:** 09.08.2024

By Order of the Board of Directors  
**For Roto Pumps Limited**

**Ashwani K. Verma**

Company Secretary

M. No.: F9296

**Place:** Delhi

**NOTES:**

1. Pursuant to the Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, No. 21/2021 dated 14th December, 2021, No. 02/2022 dated 5th May 2022, Circular No. 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7th October, 2023 (“SEBI Circulars”), and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Deemed venue for the Annual General Meeting shall be the Registered Office of the Company at 13, Roto House, Noida Special Economy Zone, Noida - 201305, Uttar Pradesh, India.
4. The Company has enabled the Members to participate at the 49<sup>th</sup> AGM through the VC/OAVM facility provided by National Securities Depository Ltd. The instructions for participation by Members are given in the subsequent paragraphs.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
6. As per the provisions under the MCA Circulars, Members attending the 49<sup>th</sup> AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rotopumps.com](http://www.rotopumps.com). The Notice can also be accessed from the website of BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Company has provided a facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 49<sup>th</sup> AGM being held through VC/OAVM.
10. Members joining the meeting through VC/OAVM, who have not already casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
11. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf. Since the 49<sup>th</sup> AGM is being held through VC/OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 49<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to email to scrutinizer at [dayalmaur@gmail.com](mailto:dayalmaur@gmail.com) or Company at [corp@rotopumps.com](mailto:corp@rotopumps.com), a certified copy of the Board resolution authorizing their representative to attend the AGM through VC/OAVM and vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC/OAVM.
13. In case of joint holders attending the meeting, only such joint holder whose name appears first in the order of names will be entitled to vote.
14. In line with the MCA Circulars, the notice of the 49<sup>th</sup> AGM along with the Annual Report 2023-24 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may please note that this Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.rotopumps.com/investors/annual-results/>, websites of the Stock Exchanges i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
15. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Ltd., B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi – 110020.
16. The relevant explanatory statement pursuant to Section 102 of the Act, in respect to the Special Businesses to be transacted at the AGM, as set out under Items nos. 4 -12 of the Notice above and the details pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed herewith. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [corp@rotopumps.com](mailto:corp@rotopumps.com).

17. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date fixed for the Annual General Meeting so as to enable the Management to keep the information ready.
18. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RCMC Share Registry Private Ltd, RTA of the Company.
19. The Board at its meeting held on 30th May, 2024 recommended a final dividend of ₹ 1.88/- per equity share of ₹ 2/- each i.e. 94% for the financial year ended 31<sup>st</sup> March, 2024. The final dividend, if approved by the shareholders of the Company at ensuing Annual General Meeting will be paid subject to tax deduction at source as may be applicable, within the prescribed timelines.

The register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024 to Saturday, September 28, 2024 (both days inclusive) for the purpose of 49th AGM and for the payment of dividend for the financial year 2023-24.

Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in Demat mode). In case the PAN is not registered, the tax will be deducted at a higher rate of 20%.

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to RCMC Share Registry Private Ltd by email to [investor.services@rcmc.com](mailto:investor.services@rcmc.com) latest by 11:59 P.M. (IST) by 26th September, 2024.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending the same by email to [investor.services@rcmc.com](mailto:investor.services@rcmc.com). The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 P.M. (IST) on 26th September 2024.

20. Updation of PAN, KYC, Nomination details and Issue of Securities in Dematerialised form:

Pursuant to SEBI circulars dated 3rd November, 2021, 14th December, 2021, 16th March, 2023 and 17th November, 2023 the Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing / updation of their PAN, KYC details (i.e. address with pin code, mobile number, email address mobile number, bank account details) and Nomination details. Further pursuant to SEBI Circular bearing reference nos. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 in case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from 1st April, 2024 upon furnishing of all the aforesaid details in entirety and the Members may also refer to Frequently Asked Questions ("FAQs") published by SEBI in this regards.



Further, SEBI vide its circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing certain prescribed service requests. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. Members to please note that service requests would be processed by the Company only if the folio is KYC compliant pursuant to circular mentioned above and hence if any Member's KYC is not complete and wish to do so may send their details to the Company's RTA at email: [investor.services@rcmc.com](mailto:investor.services@rcmc.com).

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.: a) For shares held in electronic form: to their Depository Participants (DPs). b) For shares held in physical form: to the Company/RTA in prescribed Form ISR-1.

21. As the 49<sup>th</sup> AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Wednesday, 25th September, 2024 at 09:00 A.M. and ends on Friday, 27th September, 2024 at 05:00 P.M. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Saturday, 21st September, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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





**Step 1: Access to NSDL e-Voting system**

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

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication,

	<p>you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play     </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

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

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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:

- 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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join Annual General Meeting on NSDL e-Voting system.**

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

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

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [dayalmaur@gmail.com](mailto:dayalmaur@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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 key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh, Assistant Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com).

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corp@rotopumps.com](mailto:corp@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 [corp@rotopumps.com](mailto:corp@rotopumps.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for Members for e-voting on the day of the AGM are as under: -**

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

**Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [corp@rotopumps.com](mailto:corp@rotopumps.com). The same will be replied by the company suitably.
6. Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their names, demat account/ folio number, email id, mobile number at [corp@rotopumps.com](mailto:corp@rotopumps.com). Those members who have register themselves as a speaker by 05:00 p.m. on Wednesday, 25th September, 2024 will only be allowed to express their views/ ask question during the meeting. The company reserves the right to restrict the number of questions/speakers depending on the availability of time for the meeting.

**General Guidelines for Shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. "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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Amit Vishal at [evoting@nsdl.com](mailto:evoting@nsdl.com)."
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 21st September, 2024.
5. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or to RTA at [investor.services@rcmc.com](mailto:investor.services@rcmc.com).
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Saturday, 21st September, 2024, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
7. Mr. Shailesh Dayal, Practicing Company Secretary (PCS No. 7142), Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the Scrutinizer of the Company to scrutinize the e-voting and remote e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, after the conclusion of e-voting at the AGM, unblock the votes cast through e-voting and remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later forty eight hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.rotopumps.com](http://www.rotopumps.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE and NSE.

## EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102(1) of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings.

### **Item no. 4: Appointment of Branch Auditors for the branch offices of the Company outside the India.**

The Company has its Warehouse and Marketing Branch Offices in Australia and United Kingdom and may open / acquire new branches outside India in the future. It would be necessary to appoint Branch auditors to carry out audit of the accounts of such Warehouse and Marketing Branch Offices and Branches.

Since members approval is required for appointment of branch auditors, therefore Members of the Company are hereby requested to authorize the Board of Directors of the Company to appoint the Branch Auditors in consultation with the Statutory Auditors of the Company and fix their remuneration for the financial year ending 31st March, 2025.

None of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of directors or KMP are concerned or interested in the resolution proposed at item no. 4 of the notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolution as Ordinary Resolution set out at Item no. 4 of the notice for approval by the Members.

### **Item no. 5: Re-appointment of Mr. Akhil Joshi as an Independent Director of the Company.**

The Board of Directors at their meeting held on 9th August, 2019 had appointed Mr. Akhil Joshi as an Additional Independent Director of the Company to hold office till the next Annual General Meeting. Further, the Members at the Annual General Meeting held on 28th September, 2019 appointed Mr. Joshi as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Joshi as an Independent Director is due for expire on 8th August, 2024.

In terms of provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Members of the Company.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, balance of skills, acumen, expertise and experience in the respective fields and the substantial contribution made by Mr. Joshi during his tenure as an Independent Director since his appointment and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their respective meetings held on 9th August, 2024 has considered and approved re-appointment of Mr. Akhil Joshi (DIN: 06604954) as Non-executive Independent Director of the Company for a second term of five years w.e.f. 9th August, 2024. The Company has also received a notice in writing form a member under Section 160 of the Act proposing the candidature of Mr. Akhil Joshi for the office of Independent Director of the Company.

#### **Profile:**

Mr. Akhil Joshi (DIN: 06604954), aged 65 years, superannuated as Director (Power) from Bharat Heavy Electrical Limited (BHEL). He is a Mechanical Engineer and earned his degree of Mechanical Engineering from Delhi College of Engineering in 1979.

Mr. Akhil Joshi has almost four decades of rich experience in Power Sector, International Operations Division and Corporate Technology Management. During his tenure at the International Operations Division of BHEL, he played a key role in the strategic growth of the company's overseas business in highly competitive markets such as the Middle East, South East Asia, the CIS region, the Mediterranean and Europe. He successfully pioneered BHEL's maiden entry into a range of overseas markets including, among others, Iraq, Vietnam, Belarus, Bangladesh, Cyprus and Egypt. He



played a pivotal role in negotiating and securing key EPC contracts for power projects in Iraq under the Oil-for-Food program and securing approvals from the Sanctions Committee of the United Nations.

In his stint at the Corporate Technology Management group, he was responsible for overseeing company-wide technology acquisition and assimilation from world leaders, forging strategic alliances including formation & operation of joint ventures as well as Mergers & Acquisitions (M&A). He successfully implemented strategies to acquire state-of-the-art technologies from world leaders (OEMs) such as General Electric, Siemens, Alstom; Mitsubishi Heavy Industries etc. to enable the company maintain its market leadership.

Mr. Akhil Joshi neither a director in any other Company nor hold any shares in the Company. There is no relationship with any Director or Key Managerial Personnel of the Company.

In the opinion of the Board, Mr. Joshi fulfills the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management of the Company and the Company has received a declaration from Mr. Joshi, confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority.

None of the Directors and Key Managerial personal of the Company or their relatives, except Mr. Akhil Joshi himself, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for the approval of members.

**Item no. 6: Appointment of Mr. Neeraj K Gupta as an Independent Director of the Company.**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their respective meetings held on 9th August, 2024 appointed Mr. Neeraj K Gupta (DIN: 02973442) as an Additional Director (Non-executive Independent Director) of the Company, pursuant to the provision of Section 149, 161(1) of the Act and article 92 of the Article of Association of the Company to hold office up to the date of the ensuing Annual General Meeting and subject to approval of the Members to be obtained through special resolution at the said Annual General Meeting to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years i.e. from 9th August, 2024 to 8th August, 2029. The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Neeraj K Gupta for the office of Independent Director of the Company.

**Profile:**

Mr. Neeraj K Gupta aged 60 years is an accomplished and highly experienced IAS officer (1982 Batch, UP Cadre). He retired as Secretary, Ministry of Finance (Department of Investment & Public Asset Management, Government of India) in 2018 and was re-appointed by the President of India as Central Information Commissioner of India; completed his tenure in 2023.

Mr. Gupta, as the Central Information Commissioner of India, oversaw transparency of public authorities like RBI, SEBI, and Banks through the Right to Information Act, imposing penalties as needed. He also served as Secretary, Ministry of Finance, contributing to Union Budgets in 2016, 2017, and 2018. Mr. Gupta chaired the National Task Force for Promotion of Digital & Cashless Economy and managed government investments in Central Public Sector Enterprises.

Mr. Gupta has extensive experience in foreign trade regulations, including bilateral trade with Europe and CIS countries. He is well-versed in trade defense measures such as antidumping, anti-subsidy, and safeguard duties, as well as bilateral/multilateral trade negotiations. With over 40 years of experience, he has held senior positions in the Ministry of Commerce & Industry and Ministry of Heavy Industries & Public Sector Enterprises. He also served in various departments in the Government of Uttar Pradesh and has a Bachelor of Engineering from IIT Roorkee (1979).

Mr. Gupta has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and given all other statutory disclosures / declarations and confirmed that he is not aware of any circumstances or situation which exists

or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs. In the opinion of the Board Mr. Neeraj Kumar Gupta fulfills the conditions for his appointment as an Independent Director as specified in the Act. Taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Gupta possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from 8th August, 2024.

Mr. Gupta is currently appointed as Director in NSE Sustainability Ratings & Analytics Limited, NSE Indices Limited, NSE Data & Analytics Limited and Instrumentation Automation Surveillance & Communication Sector Skill Council.

Mr. Gupta does not hold any shares in the Company and there is no relationship with any Director or Key Managerial Personnel of the Company.

None of the Directors and Key Managerial personal of the Company or their relatives, except Mr. Neeraj K Gupta himself, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item no. 6 of the Notice for the approval of members.

**Item no. 7: Appointment of Dr. Atul Agarwal as an Independent Director of the Company.**

Based on the recommendation of the Nomination and remuneration Committee, the Board of Directors of the Company at their respective meetings held on 9th August, 2024 has appointed Dr. Atul Agarwal (DIN: 00153186) as an Additional Director (Non-executive Independent Director) of the Company, pursuant to the provision of Section 149, 161(1) of the Act and article 92 of the Article of Association of the Company to hold office up to the date of the ensuing Annual General Meeting and subject to approval of the Members to be obtained through special resolution at the said Annual General Meeting to hold office as an Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years i.e. from 9th August, 2024 to 8th August, 2029. The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Dr. Atul Agarwal for the office of Independent Director of the Company.

**Profile:**

Dr. Atul Agarwal aged 64 years is a Fellow member of the Institute of Chartered Accountants of India and has over three decades in the field of Corporate Governance, Corporate Consulting, Strategic planning, Business Reengineering and development and implementation of control systems.

Dr. Agarwal is a founder and senior partner of M/s Agarwal & Saxena, Chartered Accountants. Dr. Agarwal was held position of Director in FCSL Mutual Fund Trustee Ltd., Union Bank of India, Bank of India, Deposit Insurance and Credit Guarantee Corporation, U.P. Stock Exchange Association Ltd. He awarded Ph.D. in Commerce (Role of Mutual Funds in Financing of Industries in India) during 2001 by CSJM University of Kanpur.

Dr. Agarwal has consented to act as Director of the Company and has given declaration to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and given all other statutory disclosures/ declarations and confirmed that he is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director. Further, he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any SEBI order or any such authority and he has successfully registered himself in the Independent Directors databank maintained by Indian Institute of Corporate Affairs. In the opinion of the Board Dr. Atul Agarwal fulfills the conditions for his appointment as an Independent Director as specified in the Act. Taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Dr. Agarwal possesses the requisite skills, experience and knowledge relevant to the Company's business and it would be of immense benefit to the Company to appoint him as an Independent Director of the Company not liable to retire by rotation for a period of five consecutive years commencing from 8th August, 2024.

Dr. Agarwal is currently appointed as Director in Speedage Ventures Private Limited and Plexus Techaudit Private Limited.

Dr. Agarwal does not hold any shares in the Company and there is no relationship with any Director or Key Managerial Personnel of the Company.

None of the Directors and Key Managerial personal of the Company or their relatives, except Dr. Atul Agarwal himself, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item no. 7 of the Notice for the approval of members.

**Item no 8. Re-appointment of Mr. Harish Chandra Gupta as Chairman & Managing Director of the Company.**

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors their meeting held on 13th August, 2021 and the Members of the Company at their 46th Annual General Meeting held on 29th September, 2021 had approved the re-appointment of Mr. Harish Chandra Gupta, as the Chairman & Managing Director for a period of three years with effect from 1st April, 2022. Accordingly, the term of three years of Mr. Harish Chandra Gupta, Chairman & Managing Director will be expiring on 31st March, 2025.

Based on the recommendations of the Nomination & Remuneration Committee and on the basis of the annual performance evaluation, the Board of Directors at their meeting held on 9th August, 2024 has approved re-appointment and payment of remuneration of Mr. Gupta as the Chairman and Managing Director of the Company for a further period of three years with effect from 1st April, 2025, subject to the approval of the Members and such other Authorities as may be required, approved.

The other terms and remuneration payable to Mr. Harish Chandra Gupta, Chairman and Managing Director are set out as below:

1. Remuneration upto ₹ 32,00,000/- per month by way of salary, perquisites, allowances and performance incentives as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on remuneration:
  - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service;
  - c. Encashment of leave, as per the Company's Rules at the end of the tenure.
3.
  - a. Provision of Chauffeur Driven Car for use of the Chairman & Managing Director for Company's business provided that use of Car for private purposes shall be paid by him;
  - b. Provision of Telephones at the Residence of the Chairman & Managing Director provided that personal long-distance calls shall be billed by the Company to him.

Note: Provision of Car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

4. The nature of employment of the Chairman & Managing Director with the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of and schedule V to the Companies Act, 2013. Special Resolution is required for this purpose seeking approval of the Members to the re-appointment as Chairman & Managing Director and payment of remuneration to the Chairman & Managing Director is placed at item no. 8 of the Notice.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Asha Gupta, Mr. Arvind Veer Gupta and Mr. Harish Chandra Gupta may be considered concerned or interested in the resolution. The Board recommends the Special Resolution for approval by the Members.

Additional information about the appointee as required under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

**i) Background details**

Mr. Harish Chandra Gupta aged about 78 years is the co-founder of the Company and has been associated with the Company since inception. He is a Science Graduate. He has vast experience of over five decades leading the Company to become one of the major player in the field of Positive Displacement Pumps globally. He is also a Director in Roto Energy Systems Limited, wholly owned subsidiary in India.

**ii) Past Remuneration**

Remuneration upto ₹ 17,82,000/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Harish Chandra Gupta is also entitled to –

- a. Company's contribution to provident fund;
- b. Gratuity and leave encashment at the end of the tenure;
- c. Telephones at the residence and chauffeur driven car.

**iii) Recognition or awards**

Mr. Harish Chandra Gupta has been an Executive Council Member of Indian Pump Manufacturers Association. He has also been a member of the Joint Business Committee of FICCI and National Committee of Total Quality Management of Confederation of Indian Industry.

**iv) Job profile and his suitability**

Mr. Harish Chandra Gupta is the Chairman & Managing Director of the Company and is in -charge of the overall management of the affairs of the Company. He has about 56 years' experience in technical, marketing and other operational aspects of the Company. Having spent so long time in the Company and been the moving spirit of the Company, he is best suited for the job.

**v) Remuneration proposed.**

As stated hereinabove.

**vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)**

Data not available due to variance within the industry in terms of financial performance/size/profile and person.

**vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Harish Chandra Gupta is one of the promoters of the Company holding 12.97% shares in the paid-up capital of the Company. Please also refer no. 15 of the Annual Accounts and the heading relationship of directors inter-se under Corporate Governance Report.

**Item no. 9 Re-appointment of Mr. Anurag Gupta as Jt. Managing Director of the Company.**

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors their meeting held on 13th August, 2021 and the Members of the Company at their 46th Annual General Meeting held on 29th September, 2021 had approved the re-appointment of Mr. Anurag Gupta as the Jt. Managing Director of the Company for a period of three years with effect from 1st April, 2022. Accordingly, the term of office of Mr. Anurag Gupta, Jt. Managing Director will be expiring on 31st March, 2025.

Based on the recommendations of the Nomination & Remuneration Committee and on the basis of the annual performance evaluation, the Board of Directors at their meeting held on 9th August, 2024 has approved re-appointment and payment of remuneration of Mr. Gupta as the Jt. Managing Director of the Company for a further period of three years with effect from 1st April, 2025, and subject to the approval of the Members and such other authorities as may be required.

The other terms and remuneration payable to Mr. Anurag Gupta, Jt. Managing Director are set out below:

1. Remuneration upto ₹ 21,00,000/- per month by way of salary, perquisites, allowances and performance incentives as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on remuneration.
  - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - b. Gratuity payable as per rules of the Company, so as not to exceed half months' salary for each completed year of service;
  - c. Encashment of Leave, as per the Company's Rules at the end of the tenure.
3.
  - a. Provision of Chauffeur Driven Car for the use of Jt. Managing Director for Company's business provided that use of car for private purpose shall be paid for by him;
  - b. Provision for Telephones at the Residence of the Jt. Managing Director provided that personal long distance calls shall be billed by the Company to him.

Note: Provision of car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

4. The nature of employment of the Jt. Managing Director within the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and schedule V thereto, Special Resolution seeking approval of the Members to the appointment of and payment of remuneration to the Jt. Managing Director is placed at item no. 9 of the Notice.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Asha Gupta and Mr. Anurag Gupta himself may be considered concerned or interested in the resolution. The Board recommends the Special Resolution for approval by the Members.

**Additional information about the appointee as required under Section II of Part II of Schedule V to the Companies Act, 2013 is given below:**

**i) Background details**

Mr. Anurag Gupta aged about 49 years is one of promoter of the Company. He is a Commerce Graduate, CMA - Intermediate and MBA from Cardiff University U.K. He has been associated with the Company for more than 25 years managing the Corporate Affairs, Finance and Operations. He has been involved in business development activities in overseas markets. He is also a Managing Director in Roto Pumps GmbH, wholly owned subsidiary company in Germany and Director in Roto Overseas Pte Limited, wholly owned subsidiary in Singapore and Roto Energy Systems Limited, wholly owned subsidiary in India.

**ii) Past remuneration**

Remuneration upto ₹ 11,43,000/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Anurag Gupta is also entitled to –

- a. Company's contribution to provident fund;
- b. Gratuity and leave encashment at the end of the tenure;
- c. Telephones at the residence and chauffeur driven car.

**iii) Recognition or awards**

He has been member of U.P. State Council of the Confederation of India Industry during 2014.

**iv) Job profile and his suitability**

Mr. Anurag Gupta has been Wholetime Director of the Company since October 1999, Dy. Managing Director since 28<sup>th</sup> January, 2010 and Jt. Managing Director since 1st April, 2019. He is in-charge of business development, corporate affairs of the Company and sales and marketing activities in United Kingdom & Europe and South Africa. He has over 29 years' experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

**v) Remuneration proposed**

As stated hereinabove.

**vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Data not available due to variance within the industry in terms of financial performance, size, profile and person.

**vii) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Anurag Gupta is one of the promoters of the Company holding 7.71% shares in the paid-up capital of the Company. Please also refer note no. 15 of the Annual Accounts and the heading relationship of directors inter-se under Corporate Governance Report.

**Item no. 10.: Re-appointment of Mr. Arvind Veer Gupta as Dy. Managing Director of the Company**

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors their meeting held on 13th August, 2021 and the Members of the Company at their 46th Annual General Meeting held on 29th September, 2021 had approved the re-appointment of Mr. Arvind Veer Gupta as the Dy. Managing Director for a period of three years with effect from 1st April, 2022. Accordingly, the term of office of Mr. Arvind Veer Gupta, Dy. Managing will be expiring on 31st March, 2025.

Based on the recommendations of the Nomination & Remuneration Committee and on the basis of the annual performance evaluation, the Board of Directors at their meeting held on 9th August, 2024 has approved re-appointment and payment of remuneration of Mr. Gupta as the Dy. Managing Director of the Company for a further period of three years with effect from 1st April, 2025, subject to the approval of the members and such other authorities as may be required.

The other terms and remuneration payable to Mr. Arvind Veer Gupta, Dy. Managing Director are set out below:

1. Remuneration upto ₹ 12,00,000/- per month by way of salary, perquisites and allowances as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling in remuneration.
  - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
  - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service;
  - c. Encashment of leave, as per the Company's Rules, at the end of the tenure.
3.
  - a. Provision of Chauffer Driven Car for the use of Jt. Managing Director for Company's business provided that use of car for private purpose shall be paid for by him;
  - b. Provision for Telephones at the Residence of the Jt. Managing Director provided that personal long distance calls shall be billed by the Company to him.

Note: Provision of car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

4. The nature of employment of the Dy. Managing Director with the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and schedule V thereto, Special Resolution seeking approval of the Members to the appointment of and payment of remuneration to the Dy. Managing Director is placed at item no. 10 of the Notice.

None of the Directors and Key Managerial Personnel of the Company except Mr. Harish Chandra Gupta and Mr. Arvind Veer Gupta himself may be considered concerned or interested in the resolution. The Board recommends the Special Resolution for approval by the members.

**Additional information about the appointee as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:**

**i) Background Details**

Mr. Arvind Veer Gupta aged about 48 years is one of the promoters of the Company. He is a Bachelor of Management (Manufacturing) from Western Sydney University, Australia. He has been associated with the Company for more than 28 years managing Sales and Marketing of Company's products and involved in business development in overseas markets. He is also a director in Roto Pumps Americas, Inc., and Roto Pumps North Americas, Inc.; wholly owned subsidiaries of the Company in U.S., Raro Stile Interiors Private Limited and Roto Energy Systems Limited, wholly owned subsidiary in India.

**ii) Past remuneration**

Remuneration upto ₹ 11,25,000/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Arvind Veer Gupta is also entitled to –

- a. Company's contribution to provident fund;
- b. Gratuity and leave encashment at the end of the tenure;
- c. Telephones at the residence and chauffeur driven car.

**iii) Recognitions or awards**

No specific recognition or award to report.

**iv) Job profile and his suitability**

Mr. Arvind Veer Gupta has been Wholetime Director of the Company since October 1999 and the Dy. Managing Director since 1st April, 2019. He has been deeply involved in the Operations of the Warehouse & Marketing Office of the Company in Australia, setting up of subsidiary Company in United States and UAE. He has over 26 years of experience in the production and marketing of Company's products. Considering his contribution and the performance of the Company, continuation of Mr. Arvind Veer Gupta as the Dy. Managing Director of the Company would be in the best interest of the Company.

**v) Remuneration proposed**

As stated hereinabove.

**vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

Data not available due to variance within the industry in terms of financial performance, size, profile and person.

**vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.**

Mr. Arvind Veer Gupta is one of the promoters of the Company holding 8.11% shares in the paid-up capital of the Company. Please also refer note no. 15 of the Annual Accounts and the heading relationship of directors inter-se under Corporate Governance Report.

**Common for item no. 8, 9 and 10**

**Additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:**

**1. General information**

**i) Nature of Industry**

The Company is engaged in the business of manufacturing and sales of progressive cavity pumps, twin screw pumps, spare parts of pump and retrofit spares and provision of maintenance & repair services and commissioning & installation services in Domestic and Overseas Market.

**ii) Date or expected date of commencement of commercial production**

The Company was incorporated as a private company on 31st July, 1975; hence commencement certificate was not required.

**iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not applicable

**iv) Financial performance based on given indicators – as per audited financial results for the year ended 31st March, 2024**

Particulars	₹ in lacs
Income from operations	23445.20
Profit before tax for the year	4834.27
Profit computed under Section 198 of the Act	5213.03

For more details please refer financial results.

**v) Foreign investments or collaborations, if any.**

The Company has wholly owned subsidiaries in USA, Germany, Singapore and UAE. The foreign investment by the Company as on 31.03.2024 was ₹ 1463.47 lakhs.

The Company does not have any foreign collaboration. Non-residents and foreign institutional investors are holding shares within permitted limits.

**2. Other Information**

**i) Reasons for loss or inadequate profits**

There are no losses in the Company but the profits generated are inadequate. The main reason for inadequacy of profit is due to lower in the sales of the Company. This is largely due to stiff competition particularly in the domestic market. Nature of the business demands deployment of senior management with extensive experience and professional competence. This entails higher management cost.

**ii) Steps taken/proposed to be taken for improvement**

The Company continues to increase its focus in the International Market, which is more profitable. The Company has strong presence in International Market through its Warehouse & Marketing Branch



Offices in Australia and United Kingdom and wholly owned subsidiaries in Germany, U. S. and step-down subsidiaries in South Africa and Malaysia through a wholly owned subsidiary in Singapore to service the market in their respective regions more effectively. During the previous year, the Company has setup a wholly owned subsidiary to service MENA region market more effectively. The Company is continuing to strengthen its marketing infrastructure and product range.

Company's state of the art manufacturing facility at Greater Noida placed the Company in a league of manufacturers who qualify for catering to major project orders demanding higher level of technical compliance.

The Company had embarked on a new project of Downhole Pumps and Mud Motors. A state-of-the-art Manufacturing facility has been setup and commercial production of Downhole Pumps has been commenced. As a part of this project existing Unit at Phase II Extension Noida to have an in-house facility for hard chrome plating and other critical activities for the said Downhole pumps and mud motors and existing products as well. Development of Mud Motors is in advance stage and is expected to commence.

Company's new wholly owned subsidiary Company established to carry on business of solar pumping systems has also commenced commercial production.

Increased focus on existing operations coupled with commencement of new operations, would improve performance of the Company.

**iii) Expected increase in productivity and profits in measurable terms**

Subject to the unforeseen circumstances, in 2023-24, the Company expects to increase its productivity which would amount to more than 25% in sales turnover and profits. Thereafter, an annual growth of 20% in sales and corresponding increase in annual profits is expected.

**iv) Disclosures**

Prescribed disclosures about the remuneration package and other information have been disclosed in the Board's Report under the heading "Corporate Governance" forming part of the Annual Report.

**Item no. 11 Sub-division of Equity Shares of the Company and alteration of Capital Clause of Memorandum of Association (MOA) of the Company.**

The Equity Shares of your Company are listed and actively traded on BSE Limited and National Stock Exchange of India Limited. The Company's strong performance over the years has contributed to a notable increase in the market price of its equity shares.

With a view to encourage wider participation of small investors and improve the liquidity of the Company's Equity Shares in the Stock Market, the Board of Directors at its meeting held on 9th August, 2024 has considered and recommended the subdivision of 1 (One) Equity Share of the Company of the face value of ₹ 2/- (Rupees Two Only) each into two Equity Shares of the Company of face value of ₹ 1/- (Rupees One only) each fully paid up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

The sub-division of equity shares shall also require amendment to the existing Clause V of the Memorandum of Association of the Company. In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

Upon sub-division of the Equity Shares as aforesaid and with effect from the Record Date: i) for the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the members held with their depository participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s); ii) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares having face value of ₹ 2/- (Rupees Two only) shall be deemed to have been automatically cancelled with effect from the 'Record Date' and the credit of new sub-divided Equity Shares having nominal value of ₹ 1/- (Rupee One) be given directly in the beneficiary accounts of the respective Members of the Company, if details of such beneficiary accounts are available with the Company / RTA; AND in case such beneficiary account details are not available with the Company / RTA, such Equity Shares having nominal value of ₹ 1/- (Rupee

One) be credited in a 'Unclaimed Suspense Account' to be opened for this purpose, and such shares be transferred into the beneficiary accounts of respective Members whenever details are made available, from the said 'Unclaimed Suspense Account'.

None of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of directors or KMP are concerned or interested in the resolution proposed at item no. 11 of the notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolution as Ordinary Resolution set out at Item no. 11 of the notice for approval by the Members.

**Item no. 12: Ratification of the remuneration payable to the Cost Auditor.**

In terms of the provisions of Section 148 of the Companies Act, 2013 read with rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of its cost accounts and records for the financial year ending 31st March, 2025. The Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s Chandra Wadhwa & Co., Cost Accountants, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2025 and also approved payment of remuneration to them.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified by the Members of the Company. Accordingly, ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2025 by the Members of the Company is sought by way of Ordinary Resolution placed at Item no. 12.

None of the Directors or Key Managerial Personnel (KMP) of the Company or relatives of directors or KMP are concerned or interested in the resolution proposed at item no. 12 of the notice, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Resolution as Ordinary Resolution set out at Item no. 12 of the notice for approval by the Members.

**Registered Office:**

Roto House,  
Noida Special Economic Zone,  
Noida-201305, Uttar Pradesh  
CIN: L28991UP1975PLC004152

**E-mail:** corp@rotopumps.com

**Website:** www.rotopumps.com

**Date:** 09.08.2024

**Place:** Delhi

By Order of the Board of Directors  
**For Roto Pumps Limited**

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