

RPL/CORP/SE
September 28, 2024

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

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

Dear Sir / Madam,

Sub: Proceedings of 49th Annual General Meeting pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In accordance with Regulation 30 read with Para A of Part A of Schedule III and other applicable provisions of the Listing Regulations, the summary of proceedings of the 49th Annual General Meeting (“AGM”) of the Company held on Saturday, September 28, 2024 at 04:30 P.M. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), is annexed as Annexure – I.

This is for your kind information, records and dissemination please.

Thanking You

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

ASHWANI K. VERMA
COMPANY SECRETARY
M. No. F9296

ROTO PUMPS LTD.

Regd. Off. & Global Headquarters: 13, Roto House, Noida Special Economic Zone, Noida-201305, Uttar Pradesh, India
T: +91 120 2567902-5 **F:** +91 120 2567911 ✉: contact@rotopumps.com
CIN - L28991UP1975PLC004152 🌐: www.rotopumps.com



SUMMARY OF PROCEEDINGS OF THE 49TH ANNUAL GENERAL MEETING OF ROTO PUMPS LIMITED (“THE COMPANY”)

The 49th Annual General Meeting (AGM) of the members of the Company was held on Saturday, September 28, 2024, through video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the businesses as stated in the notice convening the AGM. The meeting commenced at 4:30 P.M. and concluded at 5:55 P.M. (including the time allowed for e-Voting during the AGM).

Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company took the Chair.

Mr. Ashwani K. Verma, Company Secretary and Compliance Officer welcomed the Members and introduced Harish Chandra Gupta, Chairman and Managing Director, Mr. Anurag Gupta, Jt. Managing Director, Mr. Arvind Veer Gupta, Dy. Managing Director, Mrs. Asha Gupta, Non-executive Director, Mr. Akhil Joshi, Independent Director, Mr. Neeraj Kumar Gupta, Additional Director (Independent) and Dr. Atul Agarwal, Additional Director (Independent). Mrs. Kavita Bhatnagar, Independent Woman Director was unable to attend the AGM. Mr. Pradeep Jain, Chief Financial Officer of the Company was also present.

Mr. Shailesh Dayal, Partner of Dayal and Maur, Secretarial Auditors and Scrutinizer also attended the AGM.

The Company Secretary mentioned about the meeting being held through VC/ OAVM in terms of the Circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India in this regard. 54 Members attended the AGM. After ascertaining the requisite quorum for the AGM was present, the Chairman called the AGM to order. The address of the registered office of the Company was deemed venue of the AGM. He further stated that the Registers as required under the Companies Act, 2013 and other documents as mentioned in the Notice of the AGM were available for inspection in electronic mode.

There is no qualification, observation, adverse comment or matter of emphasis in the Reports of the Statutory Auditors’ and the Secretarial Auditors’ hence, it was not required to read these Reports at the Meeting.

The Chairman then delivered his speech highlighting the economic overview and significant achievements of the Company during the year under review and the way forward for the Company.

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The Company Secretary stated that the Company had made arrangements for remote e-voting through National Securities Depository Ltd. for the Members, who were holding shares on the cut-off date i.e. September 21, 2024 to exercise their votes on the business to be transacted at the AGM, as mentioned in the notice of AGM. The facility to vote by electronic means was kept open from Wednesday, September 25, 2024 at 09:00 A.M. to Friday, September 27, 2024 at 05:00 P.M. Those Members who could not cast their vote by e-voting facility were requested to cast the Vote on resolutions through e-voting facility provided during the AGM and were informed that they shall be allowed to vote until 15 minutes after the conclusion of the meeting. He further stated that, since, the meeting is being held through video conferencing, and the resolutions mentioned in the Notice convening this meeting have been put to the vote through "remote e-voting", requirement of proposer and seconder is not applicable.

He further stated that CS Shailesh Dayal, Practicing Company Secretaries was appointed by the board as the scrutinizer to scrutinize the e-voting process in fair and transparent manner. The results will be declared within two working days from the conclusion of the meeting. The results along with scrutinizer report shall also be submitted to BSE Ltd., National Stock Exchange of India Ltd. and NSDL and the same will also be placed on the website of the company at www.rotopumps.com.

In terms of the notice convening the 49th AGM of the Company, the following items of business were transacted at the AGM:

Ordinary Business:

1. Adoption of 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 (**Ordinary Resolution**).
2. Declaration of the final dividend ₹ 1.88 per equity share of face value of ₹ 2.00 each for the financial year ended 31st March, 2024 (**Ordinary Resolution**).
3. Re-appointment of Mr. Arvind Veer Gupta (DIN: 00334233), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment (**Ordinary Resolution**).

Special Business:

4. Appointment of Branch Auditors for the branch offices of the Company outside India (**Ordinary Resolution**).
5. Re-appointment of Mr. Akhil Joshi (DIN: 06604954), as an Independent Director of the Company (**Special Resolution**).

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6. Appointment of Mr. Neeraj K Gupta (DIN: 02973442), as an Independent Director of the Company (**Special Resolution**).
7. Appointment of Dr. Atul Agarwal (DIN: 00153186), as an Independent Director of the Company (**Special Resolution**).
8. Re-appointment of Mr. Harish Chandra Gupta (DIN: 00334405) as the Chairman & Managing Director of the Company (**Special Resolution**).
9. Re-appointment of Mr. Anurag Gupta (DIN: 00334160) as the Jt. Managing Director of the Company (**Special Resolution**).
10. Re-appointment of Mr. Arvind Veer Gupta (DIN: 00334233) as the Dy. Managing Director of the Company (**Special Resolution**).
11. Sub-division of Equity Shares of the Company and alteration of Capital Clause of Memorandum of Association (MOA) of the Company (**Ordinary Resolution**).
12. Ratification of the remuneration of Cost Auditor (**Ordinary Resolution**).

Thereafter, the Company Secretary requested the Chairman to take questions from the members. Mr. Harish Chandra Gupta, Chairman & Managing Director, Mr. Anurag Gupta, Jt. Managing Director and Mr. Arvind Veer Gupta, Dy. Managing Director responded to the queries of the Shareholders in detail.

The meeting then concluded with a vote of thanks to the Chair.

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