

RPL/CORP/SE  
September 29, 2023

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 Sirs,

Sub: **Declaration of results of voting at the 48th Annual General Meeting held on September 28, 2023 in terms of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that 48th Annual General Meeting (AGM) of the members of the Company was held at 11.30 A.M. and concluded at 12:36 P.M. on Thursday, September 28, 2023 through Video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as mentioned in the notice of the said AGM dated August 11, 2023.

As required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its members for voting on the resolutions contained in the notice of the said AGM. The facility of voting by e-Voting on the resolutions contained in the notice was provided at the AGM to the members who had not voted through remote e-voting during September 25, 2023 to September 27, 2023.

CS Shailesh Dayal, Practicing Company Secretary was appointed by the Board as the scrutinizer for remote e-voting and e-voting. The scrutinizer has submitted his consolidated report on the voting to the Chairman. The Chairman declared the results informing inter-alia that all the resolutions have been passed with requisite majority.

## **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](mailto:contact@rotopumps.com)

**CIN - L28991UP1975PLC004152** **🌐:** [www.rotopumps.com](http://www.rotopumps.com)



Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the results of the voting on the business transacted at the 48th AGM in the prescribed format as per **Annexure A**. The report of the scrutinizer is being enclosed as per **Annexure B**.

This is for your information and records.

Thanking You,

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

**ASHWANI K. VERMA**  
**COMPANY SECRETARY**

Encl.: A/a.

## Annexure-A

Voting Results	
Record date	21-09-2023
Total number of shareholders on record date	20,747
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and promoters group	0
b) Public	0
<b>No. of shareholders present in the meeting through video conferencing</b>	
a) Promoters and promoters group	7
b) Public	43
<b>No. of resolutions passed in the meeting</b>	5

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited statement of accounts (including consolidated audited statement of accounts) for the financial year ended March 31, 2023 along with the reports of auditors and directors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
Public- Institutions	E-Voting	1960975	790831	40.3285	790831	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1960975	790831	40.3285	790831	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8320665	412740	4.9604	412646	94	99.9772	0.0228
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8320665	412740	4.9604	412646	94	99.9772	0.0228
	Total	31407610	16102971	51.2709	16102877	94	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend for the financial year ended March 31, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
Public-Institutions	E-Voting	1960975	802193	40.9079	802193	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1960975	802193	40.9079	802193	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8320665	412740	4.9604	412646	94	99.9772	0.0228
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8320665	412740	4.9604	412646	94	99.9772	0.0228
	Total	31407610	16114333	51.3071	16114239	94	99.9994	0.0006
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21125970	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	21125970	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	1960975	802193	40.9079	642171	160022	80.0519	19.9481
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	1960975	802193	40.9079	642171	160022	80.0519	19.9481
Public- Non Institutions	E-Voting	8320665	412720	4.9602	393642	19078	95.3775	4.6225
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8320665	412720	4.9602	393642	19078	95.3775	4.6225
	Total	31407610	1214913	3.8682	1035813	179100	85.2582	14.7418
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Branch Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14899400	70.5265	14899400	0	100.0000	0.0000
Public-Institutions	E-Voting	1960975	802193	40.9079	802193	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		802193	40.9079	802193	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8320665	412740	4.9604	412396	344	99.9167	0.0833
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		412740	4.9604	412396	344	99.9167	0.0833
Total		31407610	16114333	51.3071	16113989	344	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration of Cost Auditor.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21125970	14899400	70.5265	14899400	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14899400	70.5265	14899400	0	100.0000	0.0000
Public-Institutions	E-Voting	1960975	802193	40.9079	802193	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		802193	40.9079	802193	0	100.0000	0.0000
Public- Non Institutions	E-Voting	8320665	412740	4.9604	412396	344	99.9167	0.0833
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		412740	4.9604	412396	344	99.9167	0.0833
Total		31407610	16114333	51.3071	16113989	344	99.9979	0.0021
Whether resolution is Pass or Not.							Yes	

# DAYAL & MAUR

Company Secretaries

2/6-A, LGF, Jungpura A,  
New Delhi-110014  
Tel: +91 11 47534394  
E-mail: dayalmaur@gmail.com  
Web: www.dayalmaur.in

The Chairman  
Roto Pumps Ltd  
CIN: L28991UP1975PLC004152  
Roto House, Noida Special Economic Zone,  
NOIDA - 201305

**Sub.: Consolidated Remote E-voting and E-voting at the 48<sup>th</sup> Annual General Meeting (AGM) of the Shareholders held on 28<sup>th</sup> September, 2023**

The Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2023 had appointed me as Scrutinizer for remote e-voting and also for e-voting at the AGM in respect of the below mentioned resolutions proposed at the 48<sup>th</sup> AGM of the Company held on Thursday, 28<sup>th</sup> September, 2023 at 11.30 a.m. (IST) through video conferencing / other audio-visual means.

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, the Company has confirmed that the Notice convening the 48<sup>th</sup> AGM of the Company along with the instructions for the remote e-voting and e-voting at the AGM and the Annual Report for the financial year 2022-23 were sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with Ministry of Corporate Affairs ("MCA") General Circular no. 09/2023 dated 25<sup>th</sup> September, 2023, 02/2022 dated 5<sup>th</sup> May, 2022 read with General Circular nos. 02/2021, 14/2020, 17/2020 and 20/2020 dated 13<sup>th</sup> January, 2021, 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020, respectively ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 ("SEBI Circulars").

The Company has published a notice in this regard, in Business standard newspaper (English edition) and Business Standard newspaper (Hindi edition) on 07<sup>th</sup> September, 2023.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also e-voting facility at the AGM to its members in respect of business to be transacted at AGM. The Company had appointed National Securities Depository Limited (NSDL) as the service provider for the facility of remote e-voting to its



members as well as e-voting facility at the AGM to those members of the Company who had not cast their vote through remote e-voting.

Cut-off date: 21<sup>st</sup> September, 2023

Remote e-voting commencement date: 25<sup>th</sup> September, 2023 at 09:00 a.m.

Remote e-voting end date: 27<sup>th</sup> September 2023 at 5:00 p.m.

On completion of e-voting at the AGM, the results of the remote e-voting and e-voting by members at the AGM on the NSDL e-voting platform were unblocked by me, downloaded and diligently scrutinized.

The Management of the Company is responsible to ensure compliance with the requirements of the Act, Rules, Circulars issued by MCA & SEBI relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting at the AGM is restricted to making a consolidated scrutinizer report of the votes cast in favour or against the resolutions. The results of the remote e-voting and e-voting are as per Annexure – 1.

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Shailesh Dayal  
Scrutinizer  
FCS 4897  
CP 7142  
UDIN: F004897E001115930

Date: 28.09.2023

Place: New Delhi

Encl.: A/a

Annexure-1

Resolution No. 1: Adoption of audited statement of accounts (including consolidated audited statement of accounts) for the financial year ended March 31, 2023 along with the reports of auditors and directors thereon.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
97	16102971	51.27%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	2	89	91	1500	16101377	16102877	100.00%
Dissent	1	5	6	70	24	94	0.00%*
Total	3	94	97	1570	16101401	16102971	100.00%

The Ordinary Resolution as contained in Item No. 1 in the notice dated August 11, 2023 has been passed with requisite majority.

Resolution No. 2: Declaration of Final Dividend for the financial year ended March 31, 2023.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
98	16114333	51.31%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	2	90	92	1500	16112739	16114239	100.00%
Dissent	1	5	6	70	24	94	0.00%*
Total	3	95	98	1570	16112763	16114333	100.00%

The Ordinary Resolution as contained in Item No. 2 in the notice dated August 11, 2023 has been passed with requisite majority.

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**Resolution no. 3: Re-appointment of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.**

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
91	1214913	3.87%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	2	71	73	1500	1034313	1035813	85.26%
Dissent	1	17	18	70	179030	179100	14.74%
Total	3	88	91	1570	1213343	1214913	100.00%

The Ordinary Resolution as contained in Item No. 3 in the notice dated August 11, 2023 has been passed with requisite majority.

**Resolution no. 4: Appointment of Branch Auditors.**

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
98	16114333	51.31%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	2	89	91	1500	16112489	16113989	100.00%
Dissent	1	6	7	70	274	344	0.00%*
Total	3	95	98	1570	16112763	16114333	100.00%

The Ordinary Resolution as contained in Item No. 4 in the notice dated August 11, 2023 has been passed with requisite majority.



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Resolution no. 5: Ratification of the remuneration of Cost Auditor.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
98	16114333	51.31%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	2	89	91	1500	16112489	16113989	100.00%
Dissent	1	6	7	70	274	344	0.00%*
Total	3	95	98	1570	16112763	16114333	100.00%

The Ordinary Resolution as contained in Item No. 5 in the notice dated August 11, 2023 has been passed with requisite majority.

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