

RPL/CORP/48THAGM
September 29, 2023

The Vice President
National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound
Lower Parel,
MUMBAI - 400013

Dear Sir,

Sub: **Voting result at 48th Annual General Meeting**
Ref: **INE535D01029**

Please find enclosed herewith the voting result at the 48th Annual General Meeting of the Company held on at 11.30 AM on Thursday September 28, 2023 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) as per **Annexure A**. The consolidated report of the scrutinizer on the e-voting is being enclosed as per **Annexure B**.

This is for your information and dissemination please.

Thanking You,

Yours Faithfully
For **ROTO PUMPS LTD.**

ASHWANI K. VERMA
COMPANY SECRETARY

Encl.: A/a

ROTO PUMPS LTD.

Regd. Off. & Global Headquarters: 13, Roto House, Noida Special Economic Zone, Noida-201305, Uttar Pradesh, India
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Annexure-A

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

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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 48th Annual General Meeting (AGM) of the Shareholders held on 28th September, 2023

The Board of Directors of the Company at their meeting held on 11th 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 48th AGM of the Company held on Thursday, 28th 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 48th 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 25th September, 2023, 02/2022 dated 5th May, 2022 read with General Circular nos. 02/2021, 14/2020, 17/2020 and 20/2020 dated 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th 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 13th May, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th 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 07th 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: 21st September, 2023

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

Remote e-voting end date: 27th 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
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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: 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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