



ROTO PUMPS LTD.

Regd. Office: Roto House, Noida Special Economic Zone Noida - 201 305(U.P.)

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Website: www.rotopumps.com | email: investors@rotopumps.com

CIN: L28991UP1975PLC004152

NOTICE OF ANNUAL GENERAL MEETING

To
The Member(s)

Roto Pumps Limited

Notice is hereby given that the Forty Fifth Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Tuesday, the 29th September, 2020 at 11.30 A.M. IST through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

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, 2020 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm the interim dividend of ₹ 0.30/- per equity share of face value of ₹ 2/- as final dividend for the financial year ended 31 March 2020.
3. To appoint a Director in place of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Branch Auditors

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, 2021 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. Ratification of the remuneration of 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, a remuneration of ₹ 80,000/- plus applicable Goods and Services Tax thereon payable to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No.00239), appointed by

the Board of Directors of the Company as the Cost Auditor to conduct audit of cost accounts and records of the Company for the financial year ending 31st March, 2021 be and is hereby ratified.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above said resolution.”

6. Security for the borrowings

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

“Resolved that pursuant to Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Associations of the Company, consent of the Company be and is hereby accorded to the Board of the Directors of the Company (the Board) to pledge, mortgage, lien, hypothecate and / or charge, whether fixed or floating on all or any part of the movable or immovable properties of the Company and the whole of the undertaking of the Company and / or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions and any other lenders to secure the amount borrowed by the Company from time to time for the due payment of the principal and / or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings provided that the aggregates borrowings secured are within the limits a prescribed under section 180 (1) (c) of the Act;

“Resolved further that the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified.”

“Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above said resolution.”

Registered Office:

Roto House, Noida Special
Economic Zone,
Noida-201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated: 13.08.2020

By Order of the Board

Ashwani K. Verma
Company Secretary

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 45th AGM of the Company is being convened and conducted through VC/OAVM.
2. The Deemed venue for the Annual General Meeting shall be the Registered Office of the company at Roto House, Noida Special Economy Zone, and Noida 201305.
3. An Interim Dividend at the rate of ₹ 0.30/- per equity share of face value ₹ 2.00/- approved by the Board at its meeting held on 10th February 2020, which has been already paid to all the eligible members as on the record date for the purpose of said interim dividend. The directors recommend to treat the above said Interim dividend as the Final Dividend for the financial year ended 31st March, 2020 and not to pay any further dividend.
4. The Company has enabled the Members to participate at the 45th 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 served basis.
6. As per the provisions under the MCA Circulars, Members attending the 45th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Company has provided the 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 45th AGM being held through VC/OAVM.
8. 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.
9. **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 45th 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 45th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
10. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to email to scrutinizer at dayalmaur@gmail.com or Company at 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.
11. 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.
12. The Register of Members and Share Transfer books will remain closed from Wednesday, the 23rd September, 2020 to Tuesday, the 29th September, 2020 (both days inclusive).
13. In line with the MCA Circulars, the notice of the 45th AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website at <https://www.rotopumps.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
14. 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.
15. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses at Items no. 4 to 6 to be transacted at the Meeting is annexed hereto. 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.
16. 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.

17. 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.

18. As the 45th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.

19. Additional information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Anurag Gupta are as under:

Mr. Anurag Gupta (DIN: 00334160) is retiring by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Mr. Anurag Gupta, aged about 46 years is a graduate in Commerce, CMA (Intermediate) and MBA from Cardiff University; U.K. He has been associated with the Company since January 1995 and has been instrumental in the restructuring of Company's operations which have brought about major improvements. He is looking after corporate affairs, business development and sales & marketing activities in United Kingdom and Europe. He has also been a member of U.P State Council of the Confederation of Indian Industry.

Mr. Anurag Gupta is the son of Mrs. Asha Gupta, Non-Executive Director of the Company.

Mr. Anurag Gupta is a director in Roto Overseas Pte Ltd and the Managing Director in Roto Pumpen GmbH, wholly owned subsidiaries of the Company. He held 10,85,335 equity shares in the Company.

Instructions for Remote E-Voting

- i) In compliance with 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 SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote on resolutions proposed to be considered at AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system otherwise than voting at the AGM ("remote e-voting") is being provided through National Securities Depository Limited (NSDL).
- ii) The facility for voting through e-voting shall also be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.
- iii) The members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Friday the 26th September, 2020 at 9:00 am and ends on Friday the 28th September, 2020 at 5.00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Saturday, the 21st September, 2019, may cast their vote by remote e-voting.

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

- v) The process and manner for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

- (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 'Shareholders' section.
- (3) A new screen will open. You will have to enter your User ID, your Password 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 Form	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 0001*** and EVEN is 101456 then user ID is 1014560001***

- (5) Your password details 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 remote e-voting.pdf file. Open the remote e-voting.pdf file. The password to open the remote e-voting.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, the following procedure may be followed for password-
- In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to investor.services@rcmcdelhi.com.
 - In case shares are held in demat mode, please provide DPID-Client Id (16 digit DPID + Client Id or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to investor.services@rcmcdelhi.com.
- (6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - 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.
- (6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Instructions for members for attending the AGM through VC/OAVM:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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 hereinabove. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Members 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 such kind of glitches.
- Shareholders, who would like to express their views / ask questions during the meeting may register themselves as a speaker, may send their request mentioning their name, demat account number / folio number, email id, mobile number and questions at corp@rotopumps.com forty eight hours prior to the time scheduled for the AGM.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

Instructions for e-voting by the Members at the AGM:

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- Select "EVEN" of Roto Pumps Limited.
- Now you are ready for e-Voting as the Voting page opens.
- 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.

General Guidelines for Members:

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 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 - a. Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: AmitV@nsdl.co.in or at telephone number +91-22-24994360; or
 - b. Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: pallavid@nsdl.co.in or at telephone number +91-22-24994545.
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. 22nd September, 2020.
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. 22nd September, 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA at investor.services@rcmcdelhi.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. 22nd September, 2020, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through e-voting.
7. Mr. Barinder Singh Maur, Practicing Company Secretary (PCS No. 7041) Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the scrutinizer and Mr. Shailesh Dayal, Practicing Company Secretary (PCS No. 7142), Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the alternate 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 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 Limited, Mumbai.

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102(1) of the Companies Act, 2013

Item no. 4: Appointment of Branch Auditors

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. The Members are requested to authorize the Board of Directors of the Company to appoint the Branch Auditors in consultation with the Company's Auditors and fix their remuneration for the financial year ending 31st March, 2021.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution.

The Board recommends the Ordinary Resolution at Item no 4 for approval by the Members.

Item no. 5: Ratification of the remuneration of 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, 2021. 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 31st March, 2021 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 31st March, 2021 by the Members of the Company is sought by way of Ordinary Resolution placed at item no. 5. The Board recommends the Ordinary Resolution for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution.

Item no. 6: Security for the borrowings

In terms of the provisions of Section 180(1) (a) of the Companies Act, 2013 (Act), the Board of Directors of the Company may with the consent of the Members of the Company by a Special Resolution sell, lease or "otherwise dispose" of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. "Otherwise dispose" of the whole or substantially the whole of the undertaking of the company may include creation of security by way of pledge, mortgage, lien, hypothecate and / or charge in favour of Banks or Financial Institutions.

The Company is availing working capital limits and loans from the Banks. Such working capital limits and loans are secured by way of charge on the assets of the Company. Although, these are in compliance of the provisions of after section 180 (1) (a) of the Act, the Bank requires a consent of Members of the Company for

creation / and or continuation of charge under section 180 (1) (a) of the Act. The necessary Special Resolution is placed at item 6 of the notice.

None of the Directors or Key Managerial Personnel (KMP) of the company or their relatives of directors and KMP is concerned or interested in the resolution.

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

Registered Office:

Roto House, Noida Special
Economic Zone,
Noida-201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated: 13.08.2020

By Order of the Board

Ashwani K. Verma
Company Secretary