



**Roto**  
pumps  
since 1968 >>>  
**ROTO PUMPS LTD.**  
CIN: L28991UP1975PLC004152

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

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## **NOTICE OF ANNUAL GENERAL MEETING**

To  
The Member(s)

### **Roto Pumps Limited**

Notice is hereby given that the Forty Sixth Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Wednesday, the 29th September, 2021 at 11.30 A.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, 2021 together with the Reports of the Board of Directors and Auditors thereon.
2. To confirm Interim Dividend and to declare a Final Dividend for the financial year ended 31st March 2021
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**

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, 2022 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 ₹ 100,000/- 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, 2022 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. Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director**

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to 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, 2022 to 31st March, 2025, 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 acceptable to 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."

#### **7. Re-appointment of Mr. Anurag Gupta, Joint Managing Director**

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment



and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such other approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Mr. Anurag Gupta, (DIN 00334160) as the Joint Managing Director of the Company for a period of three years from 1st April 2022 to 31st March, 2025, 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 acceptable to Mr. Anurag Gupta."

**"Resolved further that** where in any financial year during the currency of the tenure of the Joint Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Joint 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 such 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. Arvind Veer Gupta, Deputy Managing Director**

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to 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 period of three years from 1st April 2022 to 31st March, 2025, 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 acceptable to 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 its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Dy. 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 such 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."

**Registered Office:**

Roto House, Noida Special Economic Zone, Noida-201305

CIN: L28991UP1975PLC004152

E-mail: [corp@rotopumps.com](mailto:corp@rotopumps.com)

Website: [www.rotopumps.com](http://www.rotopumps.com)

Dated: 13.08.2021

By Order of the Board

Ashwani K. Verma  
Company Secretary

M. No.: F9296



## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and the same be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 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 authorised 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 Roto House, Noida Special Economy Zone, and Noida 201305.
4. The Board at its meeting held on 31st March 2021 had approved payment of an Interim dividend at the rate of ₹ 1.40/- per share i.e. 70% for the financial year ended on 31st March 2021. Further, the Board recommended a final dividend of ₹ 0.35/- per equity share of ₹ 2/- each i.e.17.5% for the financial year ended 31st March 2021 in its meeting held on 08.06.2021. The total dividend for the financial year ended 31st March would work out to ₹ 1.75 per equity share i.e. 87.50%.
5. The Company has enabled the Members to participate at the 46th AGM through the VC/OAVM facility provided by National Securities Depository Ltd. The instructions for participation by Members are given in the subsequent paragraphs.
6. 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.
7. As per the provisions under the MCA Circulars, Members attending the 46th AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 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.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 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 at [www.bseindia.com](http://www.bseindia.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).
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
11. 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 46th AGM being held through VC/OAVM.
12. 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.
13. **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 46th 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 46th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
14. 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.
15. 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.
16. The Register of Members and Share Transfer books will remain closed from Thursday, the 23rd September, 2021 to Wednesday, the 29th September, 2021 (both days inclusive).
17. In line with the MCA Circulars, the notice of the 46th AGM along with the Annual Report 2020-21 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 2020-21 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](http://www.bseindia.com).



18. 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.
19. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses at Items no. 4 to 8 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](mailto:corp@rotopumps.com).
20. 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.
21. 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.
22. As the 46th AGM is being held through VC/OAVM, the route map is not annexed to this Notice.
23. Additional information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of re-appointment of Mr. Arvind Veer Gupta are as under:

Mr. Arvind Veer Gupta (DIN: 00334233) is retiring by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Mr. Arvind Veer Gupta aged about 45 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 25 years managing Sales and Marketing of Company's products and involved in business development in overseas markets.

Mr. Arvind Veer Gupta is the son of Mr. Harish Chandra Gupta, Chairman and Managing Director of the Company.

Mr. Arvind Veer Gupta is also director in Roto Pumps America Inc. and Roto Pumps North America Inc. wholly owned subsidiaries of the Company and Raro Stile Private Ltd. He held 12,10,335 equity shares in the Company.

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

The remote e-voting period begins on 26th September 2021 at 09:00 A.M. and ends on 28th September 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. 22nd September 2021 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, being 22nd September 2021.

**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 December 9, 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.	<ol style="list-style-type: none"> <li>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, 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.</li> <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/IdeasDirectReq.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.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 align="center"><b>NSDL Mobile App is available on</b></p> <p align="center">   </p> <p align="center">   </p>
Individual Shareholders holding securities in demat mode with CDSL	<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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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 & voting during the meeting.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	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

**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?**

- 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.
- 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, 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
- 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.co.in](mailto:evoting@nsdl.co.in) 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
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.co.in](mailto:evoting@nsdl.co.in).
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 Mr. Amit Vishal, Sr. Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **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.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 10:00 a.m. on Friday, 24th September 2021 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 toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or
  - a. Contact Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: [AmitV@nsdl.co.in](mailto: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](mailto: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](mailto:evoting@nsdl.co.in) or to RTA at [info@rcmcdelhi.com](mailto:info@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](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 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, 2022.

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, 2022. 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, 2022 and also approved payment of remuneration to them.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, 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, 2022 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

The Board recommends the Ordinary Resolution for approval by the Members.

#### **Item no. 6: Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director**

The Members of the Company at their 43rd Annual General Meeting held on 29th September, 2018 had approved the re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director for a period of three years with effect from 1st April, 2019. Accordingly, the term of office of Mr. Harish Chandra Gupta, Chairman & Managing Director will be expiring on 31st March, 2022.

The Board of Directors at its meeting held on 13th August, 2021 has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and such other Authorities as may be required, approved re-appointment of and payment of remuneration to Mr. Harish Chandra Gupta, Chairman & Managing Director for a further period of three years with effect from 1st April, 2022.

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

1. Remuneration upto ₹ 18,00,000/- 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 purpose shall be paid for 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 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. 6 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 75 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.

##### **ii) Past Remuneration**

Remuneration upto ₹ 12,80,000/- 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 54 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 hereina above.
- 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 12.77% 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. 7: Re-appointment of Mr. Anurag Gupta, Joint Managing Director**

The Members of the Company at their 43rd Annual General Meeting held on 29th September, 2018 had approved the re-appointment of Mr. Anurag Gupta as the Joint Managing Director of the Company for a period of three years with effect from 1st April, 2019. Accordingly, the term of office of Mr. Anurag Gupta, Joint Managing Director will be expiring on 31st March, 2022.

The Board of Directors at its meeting held on 13rd August, 2021 has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members and such other authorities as may be required, approved re-appointment and payment of remuneration to Mr. Anurag Gupta as the Joint Managing Director for a further period of three years with effect from 1st April, 2022.

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

1. Remuneration upto ₹ 12,00,000/- 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 Joint 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 Joint 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 Joint 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 Joint Managing Director is placed at item no. 7 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 46 years is one of promoters 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 Pumpen GmbH, wholly owned subsidiary Company in Germany and a Director in Roto Overseas Pte Limited, wholly owned subsidiary in Singapore.
- ii) **Past remuneration**  
Remuneration upto ₹ 8,21,000/- 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, Deputy Managing Director since 28.01.2010 and Joint 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 26 years' experience in the production and marketing of Company's Products. Having spent a long time in 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 7.02% 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. 8: Re-appointment of Mr. Arvind Veer Gupta, Deputy Managing Director**

The Members of the Company at their 43rd Annual General Meeting held on 29th September, 2018 had approved the re-appointment of Mr. Arvind Veer Gupta as the Deputy Managing Director for a period of three years with effect from 1st April, 2019. Accordingly, the term of office of Mr. Arvind Veer Gupta, Deputy Managing will be expiring on 31st March, 2022.

The Board of Directors at its meeting held on 13th August, 2021 has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members and such other authorities as may be required, approved re-appointment and payment of remuneration to Mr. Arvind Veer Gupta as the Deputy Managing Director for a further period of three years with effect from 1st April, 2022.

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 for Chaffer driven car for use of the Dy. Managing Director, for Company's business, provided that use of car for private purpose shall be paid for by him;
  - b. Provision of Telephones at his Residence, 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. 8 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 45 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 25 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. and Raro Stile Interiors Private Limited.

**ii) Past remuneration**

Remuneration upto ₹ 8,08,000/- 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, Dy. Managing Director and has been associated with the Company since July 1995. He has been deeply involved in the Operations of the Warehouse & Marketing Office of the Company in Australia and setting up of subsidiary Company in United States. 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 Deputy 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 7.83% 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. 6, 7 and 8**

**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, 2021

Particulars	₹ in lakhs
Total Income	11997.05
Profit before tax for the year	2715.25
Profit after tax for the year	1941.74

For more details please refer financial results.

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

The Company has wholly owned subsidiaries in USA, Germany and Singapore. The foreign investment by the Company as on 31.03.2021 was ₹ 1350.17 lacs. 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. After witnessing successful operations of Warehouse & Marketing Branch Offices of the Company in Australia and United Kingdom, the Company had setup a wholly owned subsidiaries in Germany, U. S. and step down subsidiaries in South Africa and Malaysia through a wholly owned subsidiary in Singapore to carry on sales and marketing of the Company's products in their respective regions. The said subsidiary companies are now well placed to be a major growth centers for the Company. 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.

In addition to the above, the Company has embarked upon an expansion program to pursue a new business of Downhole pumps and Mud Motors. A new Manufacturing facility is planned to be constructed on the vacant land at Greater Noida Unit of the Company. The Company is also redeveloping 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.

The Company has also identified another business of Solar Pumping Systems. This new business is to be undertaken in a new wholly owned subsidiary Company. Roto Energy Systems Ltd, a new wholly owned subsidiary company has been incorporated in Greater Noida U.P.

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

Subject to the unforeseen circumstances, in 2021-22, the Company expects to increase its productivity which would amount to more than 30% in sales turnover and profits. Thereafter, an annual growth of 25% 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.

### Registered Office:

Roto House, Noida Special Economic Zone, Noida-201305

CIN: L28991UP1975PLC004152

E-mail: [corp@rotopumps.com](mailto:corp@rotopumps.com)

Website: [www.rotopumps.com](http://www.rotopumps.com)

Dated: 13.08.2021

By Order of the Board

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