

RPL/CORP/SE
October 01, 2022

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

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

Dear Sirs,

Sub: **Declaration of results of voting at the 47th Annual General Meeting held on September 29, 2022 in terms of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to inform you that 47th Annual General Meeting (AGM) of the members of the Company was held at 11.30 A.M. on Thursday, September 29, 2022 through Video conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business as mentioned in the notice of the said AGM dated August 13, 2022.

As required under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided remote e-voting facility to its members for voting on the resolutions contained in the notice of the said AGM. The facility of voting by e-Voting on the resolutions contained in the notice was provided at the AGM to the members who had not voted through remote e-voting during September 26, 2022 to September 28, 2022.

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

ROTO PUMPS LTD.

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

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CIN - L28991UP1975PLC004152 **🌐:** www.rotopumps.com



Pursuant to the provisions of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the results of the voting on the business transacted at the 47th AGM in the prescribed format as per **Annexure A**. The report of the scrutinizer is being enclosed as per **Annexure B**.

This is for your information and records.

Thanking You,

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

ASHWANI K. VERMA
COMPANY SECRETARY

Encl.: A/a.

Annexure-A

Voting Results	
Record date	22-09-2022
Total number of shareholders on record date	10648
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and promoters group	0
b) Public	0
No. of shareholders present in the meeting through video conferencing	
a) Promoters and promoters group	7
b) Public	38
No. of resolutions passed in the meeting	6

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of audited statement of accounts (including consolidated audited statement of accounts) for the financial year ended 31st March, 2022 alongwith the reports of auditors and directors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
Public-Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	676311	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Total	15703805	10462813	66.6260	10462812	1	100.0000	0.0000
Whether resolution is Pass or Not.								Yes

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Declaration of Final Dividend for the financial year ended 31st March, 2022				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		10812985	10211195	94.4346	10211195	0	100.0000
Public-Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		676311	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4214509	251618	5.9703	251617	1	99.9996
	Total	15703805	10462813	66.6260	10462812	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Mrs. Asha Gupta (DIN: 00334345), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10812985	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	676311	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	210804	40814	83.7794	16.2206
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4214509	251618	5.9703	210804	40814	83.7794	16.2206
	Total	15703805	251618	1.6023	210804	40814	83.7794	16.2206
Whether resolution is Pass or Not.							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of M/s. R N Marwah & Co. LLP, Chartered Accountants (firm registration no. 0001211N/N500019) for the second term as statutory auditors of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
Public- Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	676311	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Total	15703805	10462813	66.6260	10462812	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Branch Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
Public-Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	676311	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4214509	251618	5.9703	251617	1	99.9996	0.0004
Total		15703805	10462813	66.6260	10462812	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of the remuneration of Cost Auditor				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – In favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	10812985	10211195	94.4346	10211195	0	100.0000	0.0000
Public- Institutions	E-Voting	676311	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	676311	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting	4214509	251618	5.9703	251617	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	4214509	251618	5.9703	251617	1	99.9996	0.0004
Total		15703805	10462813	66.6260	10462812	1	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	

DAYAL & MAUR

Company Secretaries

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

2/6-A, LGF, Jungpura A,
New Delhi-110014
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E-mail: dayalmaur@gmail.com
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Sub.: **Consolidated Remote E-voting and E-voting at the 47th Annual General Meeting (AGM) of the Company held on 29th September, 2022**

The Board of Directors of the Company at their meeting held on 13th August, 2022 had appointed me as Scrutinizer for remote e-voting and also for e-voting at the AGM in respect of the below mentioned resolutions proposed at the 47th AGM of the Company held on Thursday, 29th September, 2022 at 11.30 a.m. (IST) through video conferencing / other audio visual means.

Pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, the Company has confirmed that the Notice convening the 47th AGM of the Company along with the instructions for the remote e-voting and e-voting at the AGM and the Annual Report for the financial year 2021-22 were sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depository Participant(s) for communication purposes in compliance with Ministry of Corporate Affairs ("MCA") General Circular no. 02/2022 dated 5th May, 2022 read with General Circular nos. 02/2021, 14/2020, 17/2020 and 20/2020 dated 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively ("MCA Circulars") and the Securities and Exchange Board of India ("SEBI") circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12th May, 2020 ("SEBI Circulars").

The Company has published a notice in this regard, in Business standard newspaper (English edition) and Business Standard newspaper (Hindi edition) on 07th September, 2022.

Pursuant to Section 108 of the Act read with the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided remote e-voting facility and also e-voting facility at the AGM to its members in respect of business to be transacted at AGM. The Company had appointed National Securities Depository Limited (NSDL) as the service provider for the facility of remote e-voting to its members as well as e-voting facility at the AGM to those members of the Company who had not cast their vote through remote e-voting.



Cut-off date: 22nd September, 2022

Remote e-voting commencement date: 26th September, 2022 at 09:00 a.m.

Remote e-voting end date: 28th September 2022 at 5:00 p.m.

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

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

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

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Shailesh Dayal

Scrutinizer

FCS 4897

CP 7142

UDIN: F004897D001109055

Date: 01.10.2022

Place: New Delhi

Encl.: A/a

Annexure-1

Resolution No. 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, 2022 together with the Reports of the Board of Directors and Auditors thereon.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
54	10462813	66.63%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	3	50	53	1506865	8955947	10462812	100.00%
Dissent	0	1	1	0	1	1	0.00%*
Total	3	51	54	1506865	8955948	10462813	100.00%

The Ordinary Resolution as contained in Item No. 1 in the notice dated 13th August, 2022 has been passed with requisite majority.

Resolution No. 2: To declare final dividend for the financial year ended 31st March, 2022.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
54	10462813	66.63%



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Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	3	50	53	1506865	8955947	10462812	100.00%
Dissent	0	1	1	0	1	1	0.00%*
Total	3	51	54	1506865	8955948	10462813	100.00%

The Ordinary Resolution as contained in Item No. 2 in the notice dated 13 August, 2022 has been passed with requisite majority.

Resolution no. 3: To appoint a Director in place of Mrs. Asha Gupta (DIN:00334345), who retires by rotation at this Annual General Meeting and being eligible, offered herself for reappointment.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
46	251618	1.60%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	1	43	44	200	210604	210804	83.78%
Dissent	0	2	2	0	40814	40814	16.22%
Total	1	45	46	200	251418	251618	100.00%

The Special Resolution as contained in Item No. 3 in the notice dated 13th August, 2022 has been passed with requisite majority.



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Resolution no. 4: To re-appoint M/s. R N Marwah & Co. LLP, Chartered Accountants (firm registration no. 0001211N/N500019) for the second term as statutory auditors of the Company.

No of Members who cast votes	No of Shares Voted			% of Total Paid-up share capital			
54	10462813			66.63%			
Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	3	50	53	1506865	8955947	10462812	100.00%
Dissent	0	1	1	0	1	1	0.00%*
Total	3	51	54	1506865	8955948	10462813	100.00%

The Ordinary Resolution as contained in Item No. 4 in the notice dated 13th August, 2022 has been passed with requisite majority.

Resolution no. 5: To Appoint Branch Auditors

No of Members who cast votes	No of Shares Voted		% of Total Paid-up share capital	
54	10462813		66.63%	



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Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	3	50	53	1506865	8955947	10462812	100.00%
Dissent	0	1	1	0	1	1	0.00%*
Total	3	51	54	1506865	8955948	10462813	100.00%

The Ordinary Resolution as contained in Item No. 5 in the notice dated 13th August, 2022 has been passed with requisite majority.

Resolution no. 6: To ratify the remuneration of the Cost Auditor.

No of Members who cast votes	No of Shares Voted	% of Total Paid-up share capital
54	10462813	66.63%

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	E-voting at AGM	Remote E-voting	Total	E-voting at AGM	Remote E-voting	Total	
Assent	3	50	53	1506865	8955947	10462812	100.00%
Dissent	0	1	1	0	1	1	0.00%*
Total	3	51	54	1506865	8955948	10462813	100.00%

The Special Resolution as contained in Item No. 6 in the notice dated 13th August, 2022 has been passed with requisite majority.

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