



ROTO PUMPS LTD.

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

Ph: +91 120 2567902-05; Fax: +91 120 2567911

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

CIN No.: L28991UP1975PLC004152

NOTICE OF ANNUAL GENERAL MEETING

To
The Member(s)
Roto Pumps Ltd.

Notice is hereby given that the Thirty Ninth Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Monday the 29th September, 2014 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 Uttar Pradesh to transact the following business;

Ordinary Business

1. To receive, consider and adopt:
 - a. the audited financial statement of the Company for the financial year ended 31st March, 2014 together with the Reports of Auditors and Directors thereon; and
 - b. the consolidated audited financial statement of the Company for the financial year ended 31st March, 2014.
2. To declare a dividend on Equity Shares.
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.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. A. Kay Mehra & Co., Chartered Accountants (Registration No. 050004C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

Special Business

5. To appoint Branch Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolutions**:
 - a. **"RESOLVED THAT** pursuant to the provisions of Section 143 and other applicable provisions, if any, of the Companies Act, 2013, M/s G C Perry & Co., Certified Practicing Accountants, Australia, the retiring Branch Auditors of the Warehouse and Marketing Office in Australia, be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse and Marketing Office of the Company in Australia for the financial year 2014-15 on such remuneration as may be decided by the Board of Directors of the Company."
 - b. **"RESOLVED THAT** pursuant to the provisions of Section 143 and other applicable provisions, if any, of the Companies Act, 2013, M/s Layton Lee, Chartered Accountants, U. K., the retiring Branch Auditors of the Warehouse and Marketing Office in U. K., be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse and Marketing Office of the Company in U.K. for the financial year 2014-15 on such remuneration as may be decided by the Board of Directors of the Company."

IMPORTANT: VOTING THROUGH ELECTRONIC MEANS

In accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as well as Clause 35B of the Listing Agreement, the Company has made arrangements with National Securities Depository Ltd (NSDL) for Members to vote on the Resolutions in this Notice through electronic means. Kindly refer note no. 9 on page no. 3 for detailed instructions in this regard. E-voting facility will be available from Tuesday, the 23rd September, 2014 (9.00 a.m.) to Thursday, the 25th September, 2014 (5.00 p.m.).

6. To appoint Mrs. Annapurna Dixit (DIN: 06844250) as an Independent Director and in this regard 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mrs. Annapurna Dixit (DIN: 06844250), Additional Director of the Company, whose term of office expires at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.”
7. To appoint Mr. B. S. Ramaswamy (DIN: 00334631) as an Independent Director and in this regard 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. B. S. Ramaswamy (DIN: 00334631), Director of the Company, whose term of office is liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.”
8. To appoint Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director and in this regard 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Ramesh Chandra Vaish (DIN: 01068196), Director of the Company, whose term of office is liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.”
9. To appoint Mr. Anand Bordia (DIN: 00679165) as an Independent Director and in this regard 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anand Bordia (DIN: 00679165), Director of the Company, whose term of office is liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.”
10. To appoint Mr. Vijoy Kumar (DIN: 02970626) as an Independent Director and in this regard 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 Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Vijoy Kumar (DIN: 02970626), Director of the Company, whose term of office is liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto March 31, 2019.”
11. To approve sub-division of Company's Equity Share and in this regard 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 61 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded for subdivision of every equity share of ₹ 10/- each into 5 equity shares of ₹ 2/- each and that clause V of the Memorandum of Association of the Company be amended accordingly.”
- “RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to give effect to this resolution and take all necessary steps in this regard.”

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305

Dated : 13.08.2014

By Order of the Board

Ashwani K. Verma
Company Secretary

NOTES:

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself / herself. The proxy need not be a member of the Company.**
Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Annual General Meeting.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- The Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 19th September, 2014 to Monday the 29th September, 2014 (both days inclusive).

4. The relevant details pursuant to Clause 49 of the Listing Agreement in respect of item no. 3 are annexed hereto.
5. Relevant documents referred to in the notice of the Annual General Meeting are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of Annual General Meeting
6. Members / Proxies attending the Meeting are requested to bring the attendance slip duly filled in and their copy of the Annual Report for reference at the Meeting.
7. 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.
8. The Securities and Exchange Board of India (SEBI) has mandated the 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
9. The Instructions for shareholders for e-voting are as under:-
 - A. In case a member receives an email from NSDL (for members whose email IDs are registered with the depository Participants / Company's Registrar and Share Transfer Agents):
 - i. Open email and open PDF File viz. Roto Pumps e-voting with your client ID folio number as password. The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.
 - ii. Launch Internet browser by the following URL: <https://www.evoting.nsdl.com>
 - iii. Click on shareholder – Login.
 - iv. Put user ID and password as initial password/PIN noted in step (I) above. Click login.
 - v. Password change menu appears Change the password / PIN with new password of your choice with minimum eight digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care keep your password confidential.
 - vi. Home page of e – voting opens. Click on e-voting. Active Voting Cycles.
 - vii. Select EVEN of Roto Pumps Ltd.
 - viii. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate options and click on “SUBMIT and also CONFIRM” when prompted.
 - x. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholder (i.e. other than individual, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to dayalmaur@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with Depository Participants /Company's Registrar and Share Transfer Agents or requesting physical copy) :
 - i. Initial password is provided as below/at the bottom of the attendance slip for the AGM

EVEN (E – Voting Event Number)	USERID	PASSWORD/PIN
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast vote.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
 - v. 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).
 - vi. The e-voting period commences on Tuesday, the 23rd September 2014 (9.00 am IST) and ends on Thursday the 25th September 2014 (5.00 pm IST). During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut –off date (record date) of 19th September, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted and confirmed by the Member, he shall not be allowed to change it subsequently.
 - vii. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cutoff date (record date) of 19th September, 2014.
 - viii. Mr. Barinder Singh Maur, of Dayal & Maur a Practicing Company Secretary (Membership No. FCS 7041), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner for the purpose of e-voting.
 - ix. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in employment of the Company make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- x. The results shall be declared on or after the AGM of the Company. The Result declared alongwith the scrutinizer's report shall be placed on the Company's website www.rotopumps.com and on the website of NSDL within (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE where company's equity shares are listed.

EXPLANATORY STATEMENT

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

Item no. 5

- a. The Company had setup a Warehouse and Marketing Office in Australia in February 2001. M/s G C Perry & Co., Certified Practicing Accountants were appointed as the Branch Auditors for the Financial Year 2013-14. It is proposed to re-appoint M/s G C Perry & Co., Certified Practicing Accountant as the Branch Auditors for Warehouse and Marketing Office in Australia for the Financial Year 2014-15.
- b. The Company had also setup a Warehouse and Marketing Office in U.K. in October 2004. M/s Layton Lee, Chartered Accountants, U. K. were appointed as the Branch Auditors for the Financial Year 2013-14. It is proposed to re-appoint Layton Lee, Chartered Accountants, as the Branch Auditors for Warehouse and Marketing Office in U. K. for the Financial Year 2014-15.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolutions. The Board recommends the resolutions for your approval.

Item no. 6

Mrs. Annapurna Dixit aged about 66 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons) and Masters and M. Phil in Education. Mrs. Dixit has worked for over two decades as an Officer in the India Country Office of the United Nations Children's Fund. Mrs. Dixit closely worked with the relevant Ministries of Government of India, State Governments, NCW, NHRC, IMA, NIPCCD and with NGOs for ensuring protection of rights of women and children. Mrs. Dixit is not a director in any other Company and also does not hold shares in the Company.

Mrs. Dixit was appointed as an Independent Additional Director by the Board at its meeting held on 14th February 2014 and holds office upto the date of the ensuing Annual General Meeting. In terms of the provisions of Section 149 and any other applicable provisions of the Companies Act, 2013, Mrs. Dixit being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 31st March, 2019. A notice under Section 160 of the Act has been received from a member proposing Mrs. Dixit as a candidate for the office of Director of the Company.

In the opinion of the Board, Mrs. Dixit fulfills the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Considering her knowledge and experience and that her continued association would be of immense benefit to the Company, it is desirable to continue to avail the services of Mrs. Dixit as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Dixit as an Independent Director, for the approval by the Members of the Company.

Copy of the draft letter of appointment of Mrs. Dixit as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except for Mrs. Dixit, being the appointee and her relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution.

Item no. 7

Mr. B. S. Ramaswamy aged about 85 years is a retired IA & AS Officer. He is a science and Commerce Graduate, Graduate Engineer and the Senior Most Cost and Management Accountant in the Country. He has an experience of over 60 years in the key functions of Finance & Accounts in the Government and various other organizations in the field of Finance, Accounts, Cost Accounting and other allied management functions. Mr. Ramaswamy is not a director in any other Company. He holds 100 Equity shares in the Company.

Mr. Ramaswamy is a director whose period of office is liable to determination by retirement of director by rotation under the provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ramaswamy being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 31st March, 2019. A notice under Section 160 of the Act has been received from a member proposing Mr. Ramaswamy as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Ramaswamy fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his knowledge and experience and that his continued association would be of immense benefit to the Company, it is desirable to continue to avail the services of Mr. Ramaswamy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Ramaswamy as an Independent Director, for approval by the Members of the Company.

Copy of the draft letter of appointment of Mr. Ramaswamy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except for Mr. Ramaswamy, being the appointee and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution.

Item no. 8

Dr. Ramesh Chandra Vaish aged about 73 years holds degree in M. A., M. Com, LLB, Ph. D. in Economics from University of Florida USA and is a Fellow Member of the Institute of Chartered Accountants of India. Dr. Vaish is an eminent practicing Chartered Accountant having over 48 years of rich and varied experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi. Dr. Vaish has been a Senior Counsel, Tax and Business Advisory Services at Pricewaterhouse Coopers, New Delhi, besides being a member of the Company Law Advisory Committee, Regional Tax Advisory Committee, and various fiscal committees of FICCI and ASSOCHAM. Directorship and membership of Committees of Dr. Vaish in other Companies as on 31.03.2014 were as under. Dr. Vaish does not hold shares in the Company.

S.No.	Name of Company	Nature of interest	Chairmanship / Membership of Committees
1	Jaiprakash Power Ventures Ltd	Director	
2	Jaypee Infratech Ltd	Director	
3	Ansal Properties & Infrastructure Ltd	Director	Member - Audit Committee
4	Omax Autos Ltd	Director	Chairman – Remuneration Committee, Audit Committee
5	Express News Papers Ltd	Director	
6	OCL India Ltd	Director	Member – Audit Committee
7	G I Power Ltd	Director	
8	Bharat Consultants Pvt Ltd	Director	

Dr Vaish is a director whose period of office is liable to determination by retirement of director by rotation under the provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Vaish being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 31st March, 2019. A notice under Section 160 of the Act has been received from a member proposing Dr. Vaish as a candidate for the office of Director of the Company.

In the opinion of the Board, Dr. Vaish fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his knowledge and experience and that his continued association would be of immense benefit to the Company, it is desirable to continue to avail the services of Dr. Vaish as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Vaish as an Independent Director, for approval by the Members of the Company.

Copy of the draft letter for appointment of Dr. Vaish as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except for Dr. Vaish, being the appointee and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution.

Item no. 9

Mr. Anand Bordia aged 70 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 34 years of professional experience most of which have been at a senior level in the Government of India and International Organizations. Mr. Bordia has worked in Ministry of Finance and Ministry of Social Justice and Empowerment in the Government of India. Mr. Bordia has been Member Finance in National Highway Authority of India. Mr. Bordia has also worked in Indian Customs and Central Excise Department and held various field positions such as Commissioner of Customs and Director Audit. Mr. Bordia has also worked in the Secretariat of Custom Cooperation Council, Brussels. Directorship and membership of Committees of Mr. Bordia in other Companies as on 31.03.2014 were as under. Mr. Bordia does not hold shares in the Company.

S.No.	Name of Company	Nature of interest	Chairmanship / Membership of Committees
1	Birla Corporation Ltd	Director	Member – Audit Committee Remuneration Committee
2	C&C Constructions Ltd	Director	Member – Audit Committee
3	C& C Projects Ltd	Director	
4	Jaypee Infratech Ltd	Director	
5	Jaypee Development Corporation Ltd	Director	

Mr. Bordia is a director whose period of office is liable to determination by retirement of director by rotation under the provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Bordia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 31st March, 2019. A notice under Section 160 of the Act has been received from a member proposing Mr. Bordia as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Bordia fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his knowledge and experience and that his continued association would be of immense benefit to the Company, it is desirable to continue to avail the services of

Mr. Bordia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Bordia as an Independent Director, for approval by Members of the Company.

Copy of the draft letter for appointment of Mr. Bordia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

Except for Mr. Bordia, being the appointee and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution.

Item no. 10

Mr. Vijoy Kumar aged 71 years is retired Chairman of U. P. Electricity Regulatory Commission, holds degree in B. Sc. Engineering (Electrical) from BIT, Sindri, Bihar. Mr. Vijoy Kumar has worked in Central Electricity Authority from 1965 to 2003 and held prestigious positions such as Secretary Central Electricity Authority, Member Secretary, Western Regional Electricity Board, Member Secretary, Northern Regional Electricity Board, Member Secretary, North Eastern Electricity Board, Advisor Power, North Eastern Council, Director, North Eastern Electric Power Company. Directorship and membership of Committees of Mr. Kumar in other Companies as on 31.03.2014 were as under. Mr. Kumar does not hold shares in the Company.

S.No.	Name of Company	Nature of interest	Chairmanship / Membership of Committees
1	Energy Development Co. Ltd	Director	Member – Audit Committee, Remuneration Committee
2	Lanco Mandakini Hydro Energy Pvt Ltd	Director	Chairman – Audit Committee

Mr. Kumar is a director whose period of office is liable to determination by retirement of director by rotation under the provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto 31st March, 2019. A notice under Section 160 of the Act has been received from a member proposing Mr. Kumar as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Kumar fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Considering his knowledge and experience and that his continued association would be of immense benefit to the Company, it is desirable to continue to avail the services of Mr. Kumar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Kumar as an Independent Director, for approval by Members of the Company.

Except for Mr. Kumar, being the appointee and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, in the Resolution.

Item no. 11

The share capital of the Company is divided in Equity Shares of ₹ 10/-. Considering the vitality in the price of the shares due to the small quantity of shares and higher value of shares at the Stock Exchange, it is proposed to subdivide a share of ₹ 10/- into five shares of ₹ 2/- each.

None of the Directors, Key Managerial Personnel of the Company and their relatives, except to the extent of their shareholding interest, if any, in the Company, is interested in the resolution. The Board recommends the resolution for acceptance.

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305

Dated : 13.08.2014

Ashwani K. Verma
Company Secretary

Annexure

Referred to in the Notes to the Notice regarding information pursuant to Clause 49 of the Listing Agreement for reappointment of a Director.

- Name : Mr. Anurag Gupta
- Brief profile : Mr. Anurag Gupta aged about 40 years is an young and dynamic professional. He is a Commerce graduate, ICMA – Inter and MBA from Cardiff University, U.K. He is well versed with the overall affairs of the Company and has expertise in Operations and Finance. He has been associated with the Company since 1995.
- Directorship in : Mr. Anurag Gupta holds directorship in other companies as under Other Companies on 31.03.2014

SI	Name of Company	Nature of interest	Chairmanship / Membership of Committees
1	Roto Pumpen GmbH	Director	–

- Shareholding in : Mr. Anurag Gupta held 217067 shares in the Company as on Company 31.03.2014



ROTO PUMPS LTD.

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):			
Registered address:			
E-mail id:			
Folio No/Client Id		DP ID:	

I/We, being the member (s) of.....shares of the above named company, hereby appoint

1. Name : E-mail Id :

Address :

..... Signature :or failing him
2. Name : E-mail Id :

Address :

..... Signature :or failing him
3. Name : E-mail Id :

Address :

..... Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of the Company, to be held on Monday, 29th September, 2014 at 11.30 a.m. at the Registered Office of the Company at Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

- To receive, consider and adopt:
 - the audited financial statement of the Company for the financial year ended 31st March, 2014 together with the Reports of Auditors and Directors thereon
 - the consolidated audited financial statement of the Company for the financial year ended 31st March, 2014
- To declare dividend on equity shares
- 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
- To re-appoint M/s A. Kay Mehra & Co., Chartered Accountants as Auditors and fixing their remuneration

Special Business

- 5. To appoint Branch Auditors:
 - a. Warehouse and Marketing Office in Australia
 - b. Warehouse and Marketing Office in U. K.
- 6. To appoint Mrs. Annapurna Dixit (DIN: 06844250) as an Independent Director
- 7. To appoint Mr. B. S. Ramaswamy (DIN: 00334631) as an Independent Director
- 8. To appoint Dr. Ramesh Chandra Vaish (DIN: 01068196) as an Independent Director
- 9. To appoint Mr. Anand Bordia (DIN: 00679165) as an Independent Director
- 10. To appoint Mr. Vijoy Kumar (DIN: 02970626) as an Independent Director
- 11. To approve sub-division of Company's Equity Share

Signed thisday of.....2014



.....
Signature of shareholder

.....
Signature of proxy holder(s)

Note:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
- 2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



ROTO PUMPS LTD.

CIN No.: L28991UP1975PLC004152

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

Ph: +91 120 2567902-05; Fax: +91 120 2567911

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

ATTENDANCE SLIP

**39TH ANNUAL GENERAL MEETING
MONDAY, THE 29TH SEPTEMBER, 2014**

Regd. Folio No./DP Id No.*/Client Id No.*	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 39th Annual General Meeting of the Company to be held at **Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.)** on Monday, 29th day of September, 2014 at 11.30 A.M.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

EVEN (e-Voting Event Number)	USER ID	PASSWORD / PIN

The e-voting facility will be available during voting period:

Commencement of e-voting	Tuesday, Sept 23, 2014 (9.00 a.m. IST)
End of e-voting	Thursday, Sept 25, 2014 (5.00 p.m. IST)

Please read the instructions given at Note no. 9 to the Notice of the 39th Annual General Meeting carefully before exercising the vote electronically.