



since 1968 >>>

RPL/CORP/SE

November 22, 2023

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

Sub: **Postal Ballot Notice**

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice as approved by the Board of Directors of the Company at its meeting held on Friday, November 10, 2023 for seeking approval of the Members of the Company for appointment of Mrs. Kavita Bhatnagar (DIN: 10303852) as an Independent Woman Director.

The Postal Ballot Notice along with Explanatory Statement has been sent through email to those Members who have registered their email ids with the Company / RTA / Depository and hard copy of the Notice has been sent by registered post / speed post to those Members who have not registered / updated email ids with the Company / RTA / Depository on Wednesday, November 22, 2023.

The Company has engaged the services of National Securities Depository Limited (NSDL) for providing the e-voting facility to all its members. The process and manner for remote e-voting are detailed in the Notes forming part of the attached Notice. Members of the Company are requested to note that the voting period will commence from Saturday, November 25, 2023 at 9.00 A.M. (IST) and end on Sunday, December 24, 2023 at 5.00 P.M. (IST). The results of the postal ballot will be announced on or before Wednesday, December 27, 2023.

A copy of Postal Ballot Notice is also available on the website of the company [www.rotopumps.com](http://www.rotopumps.com) and on the website of BSE Limited & National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records please.

Thanking You,

Yours faithfully,

For **ROTO PUMPS LTD.**

**ASHWANI K. VERMA**  
**COMPANY SECRETARY**

Encl.: A/a

**ROTO PUMPS LTD.**

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

**T:** +91 120 2567902-5 **F:** +91 120 2567911 **✉:** [contact@rotopumps.com](mailto:contact@rotopumps.com)

**CIN - L28991UP1975PLC004152** **🌐:** [www.rotopumps.com](http://www.rotopumps.com)



# ROTO PUMPS LTD.

Registered Office: Roto House, Noida Special Economic Zone, Noida – 201305 UP India  
CIN: L28991UP1975PLC004152 Tel. No. 0120-2567902-05 Fax 0120-2567911  
Email ID: investors@rotopumps.com | Website: www.rotopumps.com

## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 Read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), if any, read together with the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to appoint Mrs. Kavita Bhatnagar (DIN : 10303852) as an Independent Woman Director, be passed by the Members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with the MCA Circulars the Postal Ballot Notice is being sent through electronic mode to Members of the Company as on **Friday November 17, 2023** ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website [www.rotopumps.com](http://www.rotopumps.com) and will also be available on the website of the Stock Exchanges i.e. BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and may be accessed by the Members. The Postal Ballot Notice would be sent through email to those shareholders who have registered their email ids with the Company / RTA / Depository. Additionally hard copy of the Notice would also be sent by registered post / speed post to those shareholders who have not registered / updated email ids with the Company / RTA / Depository as on the Cut-off date. Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members are requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has made necessary arrangements with NSDL. The Members may refer instructions for e-voting at note number 9 given herein below.

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Tuesday, May 23, 2023 has appointed CS Shailesh Dayal, Practicing Company Secretary (Membership No. F4879, CP No. 7142) as the Scrutinizer for conducting the postal ballot by e-voting process in a fair and transparent manner.

An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions, if any, of the Act pertaining to the resolution setting out all material facts and reasons thereof for proposing the same is annexed for your consideration.

The E-voting period commences from 9:00 am (IST) on Saturday, November

25, 2023 till 5:00 pm (IST) on Sunday, December 24, 2023 as per instructions provided in Note no. 9. You are requested to peruse the proposed Resolution along with Explanatory Statement and read the instructions and notes carefully and thereafter cast your vote through the e-voting system not later than 5:00 pm (IST) on Sunday, December 24, 2023. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman & Managing Director of the Company. The result of the Postal Ballot shall be announced within 2 working days from conclusion of voting period at the registered office of the Company and shall also be displayed on the Company's website [www.rotopumps.com](http://www.rotopumps.com) besides communicating to the stock exchanges on which the shares of the Company are listed and the NSDL.

The Resolution, if approved by requisite majority, will be taken as passed effectively on the last date of e-voting i.e., Sunday, December 24, 2023.

### SPECIAL BUSINESS

**Item No. 1: Appointment of Mrs. Kavita Bhatnagar (DIN : 10303852), as an Independent Woman Director of the Company to hold office for a period of five consecutive years from September 30, 2023 to September 29, 2028.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT Mrs. Kavita Bhatnagar (DIN : 10303852), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Woman Director by the Board of Directors of the Company with effect from September 30, 2023, based on the recommendations of the Nomination and Remuneration Committee and in accordance with the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, be and is hereby appointed as an Independent Woman Director, not liable to retire by rotation, to hold office for a period of five consecutive years upto September 29, 2028."

"RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto".

### 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)

By Order of the Board  
Ashwani K. Verma

Place: New Delhi

Date: November 10, 2023

Company Secretary  
M. No.: F9296

### Notes:

- In compliance with the MCA Circulars, this Postal Ballot Notice is being sent to the Members whose names appear on the register of Members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s) / RCMC Share Registry Private Ltd ("RTA") and in respect of physical holdings with the RTA as on November 17, 2023 ("Cut-off Date"). In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting of this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them, they may get their email address registered with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Ltd. Shareholders may write the request to [investors@rotopumps.com](mailto:investors@rotopumps.com) and [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) for the same. Post successful registration of the email, at the request, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.

- Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date.
- The remote e-voting shall commence from 9:00 am (IST) on Saturday, November 25, 2023 till 5:00 pm (IST) on Sunday, December 24, 2023 and remote e-voting facility will be disabled thereafter.
- A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
- The voting on items included in the Notice cannot be exercised through proxy.

7. The Scrutinizer will submit its report, in writing upon completion of Scrutiny of E-Voting data provided by NSDL, in fair and transparent manner. The result on the resolution proposed to be passed through E-voting shall be announced within two (2) working days from conclusion of the voting period. The results along with scrutinizer report will also be displayed on the website of the Company i.e. [www.rotopumps.com](http://www.rotopumps.com) as well as on website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com) and will be communicated to Stock Exchange i.e. BSE and NSE where the Equity Shares of the Company are listed.

In case any eligible Member is desirous of obtaining a printed Postal Ballot Notice, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to [corp@rotopumps.com](mailto:corp@rotopumps.com) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com). The RTA or the Company shall forward the same to the Member. The Postal Ballot Notice is also available on the website of the Company [www.rotopumps.com](http://www.rotopumps.com), website of the Stock Exchange i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and website of NSDL - [www.evoting.nsd.com](http://www.evoting.nsd.com).

8. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for of E-voting i.e. Sunday, December 24, 2023.
9. **Instructions for Remote E-Voting**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting 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.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" 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.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 held 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.</li> </ol>

4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free no. 1800 22 55 33

**B) Login Method 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?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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.
4. 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.
5. 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***.

6. 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
7. 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.

8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

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

**How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Contact Ms. Pallavi Mhatre, Manager, NSDL at designated email ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91-22-24994545.

**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 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**The following explanatory statement set out all material facts relating to the businesses mentioned at Item no. 1 of the accompanying Notice:**

Your Company has been ranked in top 1000 companies based on the market capitalization as at the end of the preceding financial year i.e. financial year 2022-23, by NSE followed by BSE. Consequently, in terms of Regulation 17(1)

(a) of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with proviso to Regulation 15(2)(a) thereof, it is required to appoint an Independent Woman Director on its Board.

## Postal Ballot Notice

Considering the above requirement, pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (Act) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Kavita Bhatnagar as an Additional Director (Non-Executive, Independent Woman Director) of the Company with effect from September 30, 2023 for a term of five consecutive years upto September 29, 2028, subject to the approval of the Members of the Company as per the provisions of the Act and SEBI Listing Regulations.

As per the provisions of the Act, any person appointed as an Additional Director holds office upto the date of ensuing Annual General Meeting. Further, as per regulation 17 (1C) of the SEBI Listing Regulations, the listed Company shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, considering the timeline of three months, approval of the Members is being sought for the appointment of Mrs. Kavita Bhatnagar as an Independent Woman Director of the Company for a term of five consecutive years commencing from September 30, 2023 to September 29, 2028, not liable to retire by rotation, through Postal Ballot by way of remote E-Voting.

### Brief profile of Mrs. Kavita Bhatnagar

Mrs. Kavita Bhatnagar, a retired Indian Revenue Service (IRS) officer of 1988 Batch, has superannuated as Chief Commissioner of Income Tax, Surat, Gujarat on August 31, 2022. She is having a rich experience of over 34 years as IRS officer and having specialization in the field of Company Law, Investigation and Accountancy matters. She was engaged in various administrative, supervisory and leadership roles during her carrier as Additional Commissioner of Income Tax, Pr. Commissioner of Income Tax and Chief Commissioner of Income Tax. She has been a part of Central Board of Direct Taxes (CBDT) and Income Tax Appellate Tribunal (ITAT).

Mrs. Kavita Bhatnagar is holding a valid Director Identification No. 10303852 and registered vide Registration No.: IDDB-NR-202309- 052157 in the Independent Directors' Database.

The Company has received from Mrs. Kavita Bhatnagar, the consent to act as a Director of the Company along with a declaration to the effect that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act, and has not been debarred or disqualified from being appointed as a Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mrs. Kavita Bhatnagar confirming that her name does not appear in the list of willful defaulters issued by Reserve Bank of India.

Mrs. Bhatnagar has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mrs. Bhatnagar has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Considering the vast knowledge, acumen, expertise of Mrs. Bhatnagar, the Board of Directors is of the opinion that her association would be of immense benefit to the Company. In the opinion of the Board, Mrs. Bhatnagar fulfils the conditions specified in the Act and in the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mrs. Bhatnagar as the Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process.

Mrs. Bhatnagar will be paid Sitting Fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings and Commission as may be recommended by the NRC and approved by the Board from time to time, which shall be within the limits stipulated under Section 197 of the Act.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your Directors recommend the said Resolution for approval by the Members by way of Special Resolution. Except, Mrs. Bhatnagar, none of the Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

### 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)

By Order of the Board  
Ashwani K. Verma  
Company Secretary  
M. No.: F9296

Place: New Delhi  
Date: November 10, 2023

### DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) OF SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Directors	Mrs. Kavita Bhatnagar
DIN	10303852
Date of Birth	August 19, 1962
Date of First Appointment	September 30, 2023
Expertise and Experience in specific functional areas	Mrs. Bhatnagar is having a rich experience of over 34 years as IRS officer and having specialized in the field of Company Law, Investigation and Accountancy matters.
Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	Expertise in Company Law, Taxation, Investigation and Accountancy matters .
Qualification(s)	Indian Revenue Services (1988 batch)
Terms & Conditions of appointment/ reappointment	Proposed to be appointed as a Non-Executive, Independent Director, not liable to retire by rotation.
Remuneration last drawn (sitting fees and commission)	Not Applicable
Remuneration proposed to be paid	Sitting fees to be paid for attending the meetings of the Board of Directors and/or its Committees as may be recommended by the NRC and approved by Board from time to time, which shall be within the limits stipulated under Section 197 of the Companies Act, 2013.
Shareholding in the Company including shareholding as a beneficial owner	Not Applicable
Number of Board meetings held and attended during the FY 22-23	Not Applicable
List of outside Company Directorships held in Indian Public Limited Companies	Not Applicable
Listed entities in which the person has resigned in past three years	Not Applicable
Chairman/Member of the Committee of the Board of Directors of the Company	Not Applicable
Chairman / Member of the Committees of the Board of Directors of other Indian Public Limited Companies in which he is a Director a. Audit Committee b. Stakeholders' Relationship Committee	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable