



# 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: L28991UP1975PLC004152

## NOTICE OF ANNUAL GENERAL MEETING

To  
The Member(s)  
**Roto Pumps Limited**

Notice is hereby given that the Forty Third Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Saturday, the 29th September, 2018 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 the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
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, has offered himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Appointment of Branch 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 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made there under, 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 on 31st March, 2019 in consultation with the Company's Auditors, any person(s) qualified to act as the Branch Auditor within the provisions of Section 143(8) of the Act, and to fix their remuneration.”

#### 5. Ratification of the remuneration of 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 ₹ 1,00,000/- 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 records of the Company for the financial year ending 31st March, 2019 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 this 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 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. Harish Chandra Gupta (DIN:00334405) as the Chairman & Managing Director of the Company for a further period of three years from 1st April, 2019 to 31st March, 2022, 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 its 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, Dy. 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 and re-designation 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 2019 to 31st March, 2022, 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 the 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, Whole-time 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 and re-designation 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 2019 to 31st March, 2022, 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 the 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."

#### **9. Continuation of Directorship of Mr. B. S. Ramaswamy, Non-executive Independent 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and other statutory requirements as may be applicable from time to time, consent of the Members of the Company be and is hereby accorded to the continuation of the directorship of Mr. B. S. Ramaswamy (DIN: 00334631), who has attained the specified age of seventy five years; as a non-executive Independent Director of the Company for the remaining term of his office i.e. upto 29th September, 2019".

**10. Continuation of Directorship of Dr. Ramesh Chandra Vaish, Non-executive Independent 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and other statutory requirements as may be applicable from time to time, consent of the Members of the Company be and is hereby accorded to the continuation of directorship of Dr. Ramesh Chandra Vaish (DIN: 01068196), who has attained the specified age of seventy five years; as a non-executive Independent Director of the Company for the remaining term of his office i.e. upto 29th September, 2019”.

**11. Continuation of Directorship of Mr. Anand Bordia, Non-executive Independent 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 Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, and other statutory requirements as may be applicable from time to time, consent of the Members of the Company be and is hereby accorded to the continuation of the directorship of Mr. Anand Bordia (DIN: 00679165), who will be attaining the specified age of seventy five years on 10th September, 2019; as a non-executive Independent Director of the Company for the remaining term of his office i.e. upto 29th September, 2019”.

**Registered Office:**

Roto House, Noida Special  
Economic Zone, Noida-201305  
CIN: L28991UP1975PLC004152  
E-mail: corp@rotopumps.com  
Website: www.rotopumps.com  
Dated: 14.08.2018

By Order of the Board

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

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL THEREAT INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person /shareholder.
2. A Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Businesses at Items no. 4 to 11 to be transacted at the Meeting is annexed hereto.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, the 23rd September, 2018 to Saturday, the 29th September, 2018 (both days inclusive).
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 the 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 the 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, RTA of the Company.

Pursuant to the amendment in Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide gazette notification dated June 8, 2018 transfer of securities would be carried out in dematerialized form only, i.e., no shares

in physical form can be transferred w.e.f 05.12.2018. Therefore, shareholders are advised to get their shares held in physical form dematerialized at the earliest. A separate letter to this effect is also being sent to the shareholders along with this notice.

9. Location Map of the Annual General Meeting Venue is given on the reverse side of the attendance slip.
10. **Additional information on the director being re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

### Re-appointment of Mr. Arvind Veer Gupta

Mr. Arvind Veer Gupta (DIN: 00334233) is retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Mr. Arvind Veer Gupta, aged about 42 years is a young and dynamic professional. He is a Bachelor of Management (Manufacturing) from University of Western Sydney, Macarthur, Australia. He has played a pivotal role to enhance the Company's export business. He is associated with the Company since 1995. He has been Wholetime Director of the Company since January 2001 and looks after the sales and marketing of the Company in the Domestic market, US and or Australia and direct export business from India. He is also involved in Research and Development activities of the Company. Mr. Arvind Veer Gupta is the son of Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company.

As on 31.03.2018, Mr. Arvind Veer Gupta also held directorships in Roto Pumps Americas, Inc., and Roto Pumps North Americas, Inc.; wholly owned subsidiaries of the Company in U.S. Roto Pumps (Africa) Pty Ltd, subsidiary company in South Africa and Raro Stile Interiors Private Limited. Mr. Arvind Veer Gupta held 12,10,335 shares in the Company as on 31.03.2018.

11. Instructions for E-Voting
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members, a facility to exercise their right to vote on the resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided through National Securities Depository Limited (NSDL).
  - ii) The facility for voting through ballot paper shall also be made available at the AGM and the Members attending the meeting, who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

iii) The Members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv) The remote e-voting period commences on Tuesday the 25th September, 2018 at 9:00 am and ends on Friday the 28th September, 2018 at 5.00 pm. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Saturday, the 22nd September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently.

v) The process and manner for remote e-voting are as under:

The process to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

Details on Step 1 are mentioned below:

- (1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
- (2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- (3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Form	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 0001*** and EVEN is 101456 then user ID is 1014560001***

(5) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will required 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 by NSDL from your mailbox. Open the email and open the attachment i.e. a remote e-voting.pdf file. Open the remote e-voting.pdf file. The password to open the remote e-voting.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’
  - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

(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.
- (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.
- (4) 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).
- (5) 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, 2018.
- (6) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 22nd September, 2018, 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)

**Details on Step 2 are given below:**

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

- (1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (2) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status
- (3) Select “EVEN” of Roto Pumps Limited.
- (4) Now you are ready for e-Voting as the Voting page opens.
- (5) 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.
- (6) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (7) If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- (8) 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, 2018, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (9) 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 process of remote e-voting and voting by ballot paper at AGM in a fair and transparent manner.
- (10) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

**GENERAL GUIDELINES FOR MEMBERS:**

- (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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (11) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days 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.
- (12) 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.

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 on 31st March, 2019. The Board recommends the Ordinary Resolution at Item no 4 for approval by the Members.

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

### Item no. 5

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 the cost records of the Company for the financial year ending 31st March, 2019 as the overall annual turnover of the Company during the financial year ended 31st March, 2018 has exceeded ₹ 100.00 Crore. 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 audit of the cost records of the Company for the financial year ending 31st March, 2019 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, 2019 by of the Members of the Company is sought by way of Ordinary Resolution placed at item no. 5. The Board recommends the Ordinary Resolution for approval by the Members.

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

### Item no. 6.

The Members at their 40th Annual General Meeting held on 30th September, 2015 had approved the re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director for a period of three years with effect from 1st April, 2016. Accordingly, term of office of Mr. Harish Chandra Gupta, Chairman & Managing Director will be expiring on 31st March, 2019.

The Board of Directors at its meeting held on 14th August, 2018 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 of the

Company for a further period of three years with effect from 1st April, 2019.

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

1. Remuneration upto ₹ 16,00,000/- 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 the Companies Act 2013 and schedule V thereto, Special Resolution seeking approval of the Members to the re-appointment of 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 73 years is a B.Sc. graduate. He is a co-founder of the Company and has been associated with the Company since inception.

He has been instrumental and an inspirational figure in the turnaround of the Company into a major exporter of the Company's products. He drove the Company to setup Overseas Warehousing & Marketing Branch Offices and setup Overseas Subsidiaries and Joint Venture Company. He has been Managing Director of the Company since June 1996. He is also a director in Roto Pumps (Africa) Pty Ltd, a subsidiary company in South Africa.

ii) Past Remuneration

Remuneration upto ₹ 9,03,333/- 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 50 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 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 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 note no. 15 of the Annual Accounts and the heading relationship of directors inter-se under Corporate Governance Report.

**Item no. 7**

The Members at their 40th Annual General Meeting held on 30th September, 2015 had approved the re-appointment of Mr. Anurag Gupta, Dy. Managing Director for a period of three years with effect from 1st April, 2016. Accordingly, term of the office of Mr. Anurag Gupta, Dy. Managing Director will be expiring on 31st March, 2019.

The Board of Directors at its meeting held on 14th August, 2018 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 resignation of and payment of remuneration to Mr. Anurag Gupta as the Joint Managing Director for a term of three years with effect from 1st April, 2019.

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

1. Remuneration upto ₹ 11,00,000/- 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 the 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 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, the Companies Act, 2013 of 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 43 years is a Graduate in Commerce, CMA (Intermediate) and MBA from Cardiff University; U.K. He has been associated with the Company since January 1995. He has been the Wholetime Director of the Company since 29.10.21999 and later the Dy Managing Director of the Company since 28.01.2010 and has been instrumental in the restructuring of Company' Operations, which brought about major improvement. He has been looking after corporate affairs, business development and sales & marketing activities in United Kingdom & Europe and South Africa. He has been deeply involved in the bringing up of the state of the art manufacturing facility at Greater Noida and strategic setup in South Africa. He is also a Managing Director in Roto Pumpen GmbH, a wholly owned subsidiary company in Germany, Roto Overseas Pte Limited, a joint venture company in Singapore and Roto Pumps (Africa) Pty Ltd, a subsidiary company in South Africa.

ii) Past remuneration

Remuneration upto ₹ 5,72,916/- 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 is the Dy Managing Director since 28.01.2010, Wholetime Director of the Company since October 1999 and 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 24 years' experience in the production and marketing of Company's Products. Having spent a 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 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**

The Members at their 40th Annual General Meeting held on 30th September, 2015 had approved the re-appointment of Mr. Arvind Veer Gupta, Whole time Director for a period of three years with effect from 1st April, 2016. Accordingly, the term of office of Mr. Arvind Veer Gupta, Whole time Director will be expiring on 31st March, 2019.

The Board of Directors at its meeting held on 14th August, 2018 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 redesignation of and payment of remuneration to Mr. Arvind Veer Gupta as the Dy. Managing Director for a term of three years with effect from 1st April, 2019.

The other terms and remuneration payable to Mr. Arvind Veer Gupta, Dy. Managing Director are set out below:

1. Remuneration upto ₹ 11,00,000/- 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 Chauffer 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 the Residence of the Dy. 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 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 your 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 42 years is a Bachelor of Management (Manufacturing Engineering) and has been associated with the Company since July 1995. He has been the Wholetime Director of the Company since 16.01.2001. 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 is also a director in Roto Pumps Americas, Inc., and Roto Pumps North Americas, Inc.; wholly owned subsidiaries of the Company in U.S., Roto Pumps (Africa) Pty Ltd, subsidiary company in South Africa and Raro Stile Interiors Private Limited.

- ii) Past remuneration

Remuneration upto ₹ 5,62,916/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Arvind Veer Gupta is also entitled to –

- Company's contribution to provident fund;
- Gratuity and leave encashment at the end of the tenure;
- 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 is the Whole time Director of the Company and is in-charge of the Marketing of the Company's products. He has over 23 years of experience in the production and marketing of Company's products. Having spent a 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 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 7.02% 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.

**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, 2018

Particulars	₹ in lacs
Income from operations	10911.95
Profit before tax for the year	1333.33
Profit computed under Section 198 of the Act	1572.45

For more details please refer financial results.

- v) Foreign investments or collaborations, if any.

The Company has wholly owned subsidiary companies in Germany and USA and a Joint Venture Company in Singapore. It also has a subsidiary company in South Africa. The foreign investment by the Company as on 31.03.2018 was ₹ 738.76 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 low growth 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 subsidiary company in US to carry on sales and marketing of the Company's products in US and Canada and a step down subsidiary company in South Africa through a joint venture company in Singapore. The said companies have now started making profits.

Company's new 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 is further strengthening its product range and is continuing to strengthen its marketing infrastructure.

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

Subject to the unforeseen circumstances, in 2018-19, the Company expects to increase its productivity which would amount to approx. 20% in sales turnover and 15% in profits. Thereafter, an annual growth of 15% to 20% in sales turnover and 12% to 15% in profitability per annum 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.

### **Common background for item nos. 9, 10 and 11**

A new sub-regulation 1A has been incorporated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, to provide that no Company shall appoint or continue the appointment of a non-executive director, who has attained the age of 75 years except with approval of the Members of the Company by way of Special Resolution. The amendment will come into force from 1st April 2019.

Mr. B. S. Ramaswamy and Dr. Ramesh Chandra Vaish non-executive Independent directors of the Company have attained the specified age of 75 years and Mr. Anand Bordia, non-executive Independent director will be attaining the said specified age on 10th September, 2019.

Considering the requirement of the approval of the Members of the Company by way of special resolution to the continuation of the appointment of the non-executive directors, who have attained the specified age of 75 years or would be attaining such age before the next annual general meeting of the Members of the Company, it is thought prudent to seek approval of the Members at this Annual General Meeting.

### **Item no. 9**

Mr. B. S. Ramaswamy, aged about 89 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 63 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 has been associated as director with Company since 1st October, 1993. He has been Chairman of the Audit Committee and is the Chairman of the Nomination & Remuneration Committee of the Board of Directors of the Company. Mr. Ramaswamy did not hold any other directorship as on 31st March, 2018. Mr. Ramaswamy has been very regular and active in attending the meetings of the Board and Committees thereof and in the discussions thereat. Considering the immense value that Mr. Ramaswamy adds to the Board, the Board recommends the Special Resolution at item no. 9 for continuation of directorship of Mr. Ramaswamy for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP except Mr. B. S. Ramaswamy himself is concerned or interested in the resolution.

### **Item no. 10**

Dr. Ramesh Chandra Vaish, aged about 77 years holds a 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 46 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 Price Waterhouse 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.

Dr. Vaish has been associated as a Director with the Company since 28th January, 2010. Dr. Vaish is the Chairperson of the Audit Committee and the Stakeholders' Relationship Committee of the Board of Directors of the Company. Dr. Vaish also held directorships in Bharat Consultants Private Limited, Omax Autos Limited, Express Newspapers Private Limited, Ginni Filaments Limited, Human Energy Research Center, Ansal Properties & Infrastructure Limited, Roto Pumps Africa (Pty) Ltd and Shriram

Scientific & Industrial Research Foundation as on 31st March, 2018. Dr. Vaish has been very active in the discussions and attending the meetings of the Board and the Committees thereof and the Company has been highly benefitted over the time with the knowledge and practical experience of Dr. Vaish. Accordingly, the Board recommends the Special Resolution at item no. 10 for continuation of directorship of Dr. Vaish for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP except Dr. Ramesh Chandra Vaish himself is concerned or interested in the resolution.

**Item no. 11**

Mr. Anand Bordia, aged 74 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 38 years of professional experience, most of which has 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 & 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.

Mr. Anand Bordia has been associated as a Director with the Company since 28th January, 2010 is a seasoned professional with experience in various areas of management. He is a member of the Audit Committee and the Nomination & Remuneration Committee of the Board of Directors of the Company. Mr. Bordia also held directorships in Birla Corporation Limited and G.R. Infraprojects Limited as on 31st March, 2018. He has been efficiently performing his duties as an Independent Director of the Company and has actively participated in discussions and devoted sufficient time towards the matters of the Company. Considering the value addition and balance that Mr. Bordia brings to the Board, the Board recommends the Special Resolution at item no. 11 for continuation of directorship for approval by the Members.

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

**Registered Office:**

Roto House, Noida Special  
Economic Zone, Noida-201305  
CIN: L28991UP1975PLC004152  
E-mail: corp@rotopumps.com  
Website: www.rotopumps.com  
Dated: 14.08.2018

By Order of the Board

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



# 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: L28991UP1975PLC004152

## 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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Saturday, 29th September, 2018 at 11.30 a.m. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida - 201305 (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 statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
- To declare dividend on equity shares.
- 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, has offered himself for re-appointment.

**Special Business**

4. To appoint Branch Auditors.
5. Ratification of remuneration of Cost Auditor.
6. Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director.
7. Re-appointment of Mr. Anurag Gupta, Dy. Managing Director
8. Re-appointment of Mr. Arvind Veer Gupta, Whole time Director
9. Continuation of Directorship of Mr. B. S. Ramaswamy, Non-executive Independent Director
10. Continuation of Directorship of Dr. Ramesh Chandra Vaish, Non-executive Independent Director
11. Continuation of Directorship of Mr. Anand Bordia, Non-executive Independent Director

Signed this .....day of September, 2018



.....  
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.