

NOTICE OF ANNUAL GENERAL MEETING

To
The Member(s)
Roto Pumps Ltd.

Notice is hereby given that the Fortieth Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Wednesday the 30th September, 2015 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 Uttar Pradesh to transact the following business;

Ordinary Business

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Auditors and Directors thereon; and
 - b. the consolidated audited financial statements of the Company for the financial year ended 31st March, 2015.
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, offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT M/s. A. Kay Mehra & Co., Chartered Accountants (Registration No. 050004C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Branch Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 143 (8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), 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 in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within

the provisions of section 143(8) of the Act and to fix their remuneration.”

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 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Harish Chandra Gupta, (DIN 00334405) as the Chairman & Managing Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, 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 receipt of the 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 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.”

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 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Anurag Gupta, (DIN 00334160) as the Dy Managing Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, on 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 Dy Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Dy Managing Director the above remuneration as the minimum remuneration.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

8. Re-appointment of Mr. Arvind Veer Gupta, Wholetime 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 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and

remuneration of Mr. Arvind Veer Gupta, (DIN 00334233) as the Wholetime Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, on 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 Wholetime Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Wholetime 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.”

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida – 201305
Dated: 04.09.2015

Ashwani K. Verma
Company Secretary
M. No.: A15482

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF, ON A POLL. 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 a member 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 Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The relevant details pursuant to clause 49 of the Listing Agreement in respect of item no. 2 are given in explanatory statement for item no. 8.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday the 24th September, 2015 to Wednesday the 30th September, 2015 (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 Annual General Meeting
6. Members / Proxies attending the Meeting are requested to bring the attendance slip duly filled in and their copy of the Annual Report for reference at the Meeting.
7. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date fixed for the Annual General Meeting so as to enable the Management to keep the information ready.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RCMC Share Registry Private Ltd
9. Location Map of the Annual General Meeting Venue is given at page no. 104.

10 Instructions for E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members a facility to exercise their right to vote on 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 by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall 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 27th September, 2015 (9:00 AM) and ends on 29th September, 2015 (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 of 23th September, 2015, 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:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :**
 - (i) Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Roto Pumps Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or /RTA.
- XI. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. 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 of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. 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.

XV. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes casted 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 casted in favour 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.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rotopumps.co 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 the BSE Limited, Mumbai.

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

Item no. 5

The Company has Warehouse and Marketing Branch Offices in Australia and United Kingdom and may also open/acquire new Branches outside India in future. It would be necessary to appoint Branch Auditors to carryout audit of the accounts of such Warehouse & 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. The Board commends the Resolution at Item No.5 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 37th Annual General Meeting held on 22nd September, 2012 had approved re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Harish Chandra Gupta, Chairman & Managing Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members and such other approvals as may be required, approved re-appointment and remuneration of Mr. Harish Chandra Gupta, Chairman & Managing Director for a term of 3 years w.e.f. 1st April, 2016. The Chairman & Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

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

1. Remuneration upto ₹ 12,00,000/- per month by way of salary, perquisites, allowances and performance incentives as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Chairman & Managing Director is being placed before the Members at their 40th Annual General Meeting for their approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Asha Gupta, Mr. Arvind Veer Gupta and Mr. Harish Chandra Gupta himself may be considered concerned or interested in the resolution. The Board recommends the Special Resolution for your approval.

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. Harish Chandra Gupta aged 69 years is a B. Sc. Graduate. He is 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 Company's products. He drove the Company to setup Overseas Warehouse & Marketing Branch Offices and setup Overseas Subsidiaries and Joint Venture Company. He has been Managing Director of the Company since June 1996. He is a Director in Ecochem Pumps Pty Ltd, South Africa, an Associate Company.
- (ii) **Past Remuneration:** Remuneration upto ₹ 8,52,250/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Harish Chandra Gupta is also entitled to Company's contribution to provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.
- (iii) **Recognitions 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 over 47 years' experience in technical, marketing and other operational aspects of the Company.

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. 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. 1, 28 and 29 of the Annual Accounts.

Item no. 7

The members at their 37th Annual General Meeting held on 22nd September, 2012 had approved the re-appointment of Mr. Anurag Gupta, Dy Managing Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Anurag Gupta, Dy Managing Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members and such other approvals as may required, approved re-appointment and remuneration of Mr. Anurag Gupta, Dy Managing Director for a term of 3 years w. e. f. 1st April, 2016. The Dy Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

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

1. Remuneration upto ₹ 7.00 lacs 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 Dy Managing Director for Company's business provided that use of Car for private purpose shall be paid for by him.
 - c. Provision of Telephones at the Residence of the Dy 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Dy Managing Director is being placed before the members in the 40th Annual General Meeting for their approval by way of a Special Resolution.

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 your approval.

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. Anurag Gupta aged 41 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 and has been instrumental in the restructuring of Company's Operations, which brought about major improvement. He has been looking after corporate affairs, business development and sales & marketing activities in United Kingdom and Europe. 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 shouldering the additional responsibilities of the Chief Financial Officer of the Company. He is a Managing Director in Roto Pumpen GmbH, wholly owned subsidiary Company in Germany, Director in Roto Overseas Pte Ltd, Joint Venture Company

in Singapore and Ecochem Pumps Pty Ltd, South Africa, an Associate Company.

(ii) **Past Remuneration:** Remuneration upto ₹ 4,94,250/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Anurag Gupta is also entitled to Company's contribution to provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(iii) **Recognitions or awards:** He has been Member of U.P. State Council of the Confederation of Indian Industry.

(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. He is also shouldering the additional responsibilities of the Chief Financial Officer of the Company. He has over 21 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. 1, 28 and 29 of the Annual Accounts.

Item no. 8

The members at their 37th Annual General Meeting held on 22nd September, 2012 had approved the re-appointment of Mr. Arvind Veer Gupta, Whole time Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Arvind Veer Gupta, Wholetime Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the

plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Arvind Veer Gupta, Wholetime Director for a term of 3 years w. e. f. 1st April, 2016. The Wholetime Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Arvind Veer Gupta, Whole time Director are set out below:

1. Remuneration upto ₹ 7,00,000/- 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 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 Wholetime Director, for Company's business, provided that use of Car for private purpose shall be paid for by him.
 - d. Provision of Telephones at his Residence, provided that personal long distance calls shall be billed by the Company to him."

Note: Provision of Car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

4. The nature of employment of the Wholetime 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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Wholetime Director is being placed before the members in the 40th Annual General Meeting for their approval by way of a Special Resolution.

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.

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 39 years is a Bachelor of Management (Manufacturing Engineering), has been associated with the Company since July 1995. He has been deeply involved in the Operations of the Warehouse & Marketing Office of the Company in Australia and setting up of subsidiary company in United States. He has been Wholetime Director of the Company since January, 2001. He is Director in Roto Pumps Americas, Inc. and Roto Pumps North America, Inc., wholly owned subsidiary companies in US and Ecochem Pumps Pty Ltd, South Africa, an Associate Company.
- (ii) **Past Remuneration:** Remuneration upto ₹ 4,86,250/- 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, 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 Wholetime Director of the Company and is in-charge of the Marketing of the Company's products. He has over 20 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.
- (iv) **Remuneration Proposed:** As stated hereinabove.
- (v) **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.

- (vi) **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. 1, 28 and 29 of the Annual Accounts.

Common for item no. 6, 7 and 8

Additional informations as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. 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.

- (ii) **Date or expected date of Commencement of Commercial production**

The Company was incorporated as a private limited 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 2015:**

Particulars	₹ In Lacs
Income from operations and other Income	9434.59
Net Profit as per Profit & Loss Account (After tax)	741.51
Profit computed under Section 198 of Act	1162.69

For more details please refer financial results and Directors' Report.

(v) Foreign Investment or collaborations, if any:

The Company has wholly owned subsidiary companies in Germany and USA and a joint venture company in Singapore. Foreign investment as on 31.03.2015 was ₹ 298.20 lacs.

The Company does not have any foreign collaboration. Non-residents and the Foreign Institutional Investors are holding shares in the Company within the permitted limits.

Company has also setup a joint venture company in Singapore, which has acquired a strategic stake of 51% in Ecochem Pumps Pty Ltd, a company engaged in the sales and distribution of Industrial pumps and related equipment in South Africa. This has facilitated access to vast Southern African markets. Besides these, certain steps have been taken to strengthen the International distribution network.

On the manufacturing front, the Company has setup a state of the art manufacturing facility at Greater Noida. The Facility is built on a land area of 20000 Sqm with covered area of 7272 Sqm and ground coverage of 30%. The manufacturing activities have been commenced during the financial year ended 31st March, 2015. The additional capacity created would enable the Company to meet increased demand in terms of numbers as well as higher capacity and pressure pumps. This combined with state of the art testing facility would qualify the Company to bid for high end project business for Domestic and International customers.

II. 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 low turnover of the Company due to stiff competition. Another reason is high manpower turnover, which is generally seen in most of the Industries at present. High cost to retain quality manpower is, therefore to be incurred which is not commensurate with the sales of the Company.

(ii) Steps taken or proposed to be taken for improvement:

The Company continues to increase its focus in the International Market, which is a more profitable avenue. After witnessing successful operations of Warehouse & Marketing Branch Offices of the Company in Australia and United Kingdom, the Company setup a wholly owned subsidiary company in Germany to carry on sales and marketing of the Company's products in German region to service the customers more effectively. Initially, the German subsidiary would source products from Warehouse & Marketing Branch Office in United Kingdom and for large value orders supply would be directly from India. The German subsidiary has started its operations in the later part of the financial year ended 31st March, 2015. The Company has also setup a wholly owned subsidiary company in USA in the later part of the financial year ended 31st March, 2015; the subsidiary has started its operations during the current year. The US subsidiary would also maintain a warehouse facility to carry inventories. During the year ended 31st March, 2015, the

(iii) Expected increase in productivity and profits in measurable terms.

Subject to the unforeseen circumstances, the Company expects an increase in productivity which would amount to 20% in sales turnover and 15% in profits in 2015-16 respectively and thereafter an annual growth of 15% to 20% in sales turnover and 12% to 15% in profitability per annum.

III. Disclosures

Prescribed disclosures about the remuneration package and other information have been disclosed in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report.

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida – 201305
Dated: 04.09.2015

Ashwani K. Verma
Company Secretary
M. No.: A15482



ROTO PUMPS LTD.

CIN No.: L28991UP1975PLC004152

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

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

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

ATTENDANCE SLIP

**40TH ANNUAL GENERAL MEETING
WEDNESDAY, THE 30TH SEPTEMBER, 2015**

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

I/we hereby record my/our presence at the 40th Annual General Meeting of the Company to be held at **Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.)** on Wednesday, the 30th day of September, 2015 at 11.30 A.M.

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

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

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

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

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

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

Commencement of e-voting	September 27, 2015 (9.00 a.m. IST)
End of e-voting	September 29, 2015 (5.00 p.m. IST)

Please read the instructions given in at note no 10 to the Notice of the 40th Annual General Meeting carefully before exercising the vote electronically.



ROTO PUMPS LTD.

Regd. Office: Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.)
Ph: +91 120 2567902-05; Fax: +91 120 2567911
Website: www.rotopumps.com, email: investors@rotopumps.com
CIN No.: L28991UP1975PLC004152

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 40th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 11.30 a.m. at the Registered Office of the Company at Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

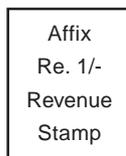
Ordinary Business

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Auditors and Directors thereon
 - the consolidated audited financial statements of the Company for the financial year ended 31st March, 2015
- 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, offered himself for re-appointment.
- To re-appoint M/s A. Kay Mehra & Co., Chartered Accountants as Auditors and fixing their remuneration

Special Business

- To appoint Branch Auditors
- Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director
- Re-appointment of Mr. Anurag Gupta, Dy Managing Director
- Re-appointment of Mr. Arvind Veer Gupta, Wholetime Director

Signed thisday of.....2015



.....
Signature of shareholder

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

Note:

- 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.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

Location Map Roto Pumps Limited, Roto House, Noida Special Economic Zone, Noida - 201305

