

# ROTO PUMPS LTD.

CIN: L28991UP1975PLC004152

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## **POSTAL BALLOT NOTICE**

**Pursuant to Section 110 of the Companies Act, 2013 Read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars, as defined below]**

**Dear Member(s),**

Notice ("Notice" or "Postal Ballot Notice") is hereby given to the Members of Roto Pumps Limited ("the Company") that pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") (which shall include any statutory modifications, amendments or re-enactments thereto) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications, amendments or re-enactments thereof), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations, that it is proposed to seek the consent of the Members of the Company ("Members") and General Circulars No.14 / 2020 dated April 8, 2020, General Circulars No. 17 / 2020 dated April 13, 2020 and General Circulars No.22 / 2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular no. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("the MCA Circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Novel Coronavirus (COVID 19)" and subject to any other applicable laws and regulations, to transact the following business by passing Resolutions set out hereunder in the Postal Ballot Notice through remote electronic voting ("E-voting").

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

Pursuant to Rule 22(5) of the Rules, the Board of Directors at its meeting held on Wednesday, March 31, 2021 has appointed Mr. Barinder Singh Maur (Membership No. FCS 6544, COP 7041), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot by e-voting process in a fair and transparent manner.

National Securities Depository Ltd ("NSDL") to provide E-voting facility for the Postal Ballot.

Members should note that in the view of the current extraordinary circumstances in order to combat the spreading of COVID -19 and in terms of MCA Circulars, the Company expresses its inability to dispatch hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid

business envelope to the shareholders for this Postal Ballot and the Members are required to communicate their assent or dissent through the remote e-voting system only. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The Scrutinizer will submit its report, in writing upon completion of scrutiny of E-Voting data provided by NSDL, in fair and transparent manner. The result on the resolutions proposed to be passed through E-voting shall be announced on or before Friday, May 21, 2021. The results along with scrutinizer report will also be displayed on the website of the Company i.e. [www.rotopumps.com](http://www.rotopumps.com) as well as on website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be communicated to BSE Ltd, where the Equity Shares of the Company are listed.

The Company is pleased to provide e-voting facility to the Shareholders for transacting the business in the above said Postal Ballot Process. Members in dematerialized form, as on the cut-off date of Tuesday, April 13, 2021, may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through e-voting.

The Resolution, if approved, will be taken as passed effectively on the last date for and e-voting.

### **SPECIAL BUSINESS**

**Item No. 1: Amendment in Articles of Association of the Company:**

**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 section 14 of the Companies Act, 2013, and other applicable provisions, if any, read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof for the time being in force, consent of the Members of the Company be and is here accorded for the addition of the following Article in the Articles of Association of the Company-

4.B "The Company shall have the power, subject to the provisions of the Act and the guidelines as may be prescribed, to issue warrants or other securities convertible or nonconvertible into equity shares."

"Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary or incidental to give effect to the foregoing resolution."



**Item No. 2: Issue of upto 2,50,000 convertible warrants on a preferential basis to the persons belonging to Promoter category**

**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 Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such others rules and regulations made thereunder (including any statutory amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended or re-enacted from time to time (“SEBI (ICDR) Regulations”) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (“SEBI Takeover Regulations”), the agreement entered into by the Company with BSE Ltd on which shares of the Company are listed and subject to such other approvals, permissions, sanctions and consents as may be necessary under all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities, which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board”) to exercise its powers including powers conferred under this resolution and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto 2,50,000 convertible warrants (“Warrants”) to be convertible at an option of warrant holder from time to time in one or more tranches, within 18 months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each at an issue price of Rs. 139/- per warrant (Rupees Seventy-Five Only) or such other higher price as may be determined in accordance with the provisions of regulation 164 SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such terms and conditions as may be finalized by the Board of Directors, to the following persons belonging to the Promoter category

Sl.	Proposed Allottees	Number of warrants
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	62,500
2	Mr. Anurag Gupta, Jt. Managing Director	1,25,000
3	Mr. Arvind Veer Gupta, Dy. Managing Director	62,500

“Resolved further that the relevant date, as per provisions of Chapter V of the SEBI (ICDR) Regulations, for determining the Minimum price for the Preferential Allotment of the Convertible Warrants shall be Friday, April 16, 2021, being the date 30 days prior to the last date of the Postal Ballot e-voting.”

“Resolved further that without prejudice to the generality of the above, the issue of Warrants to be allotted under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- Convertible Warrant subscription price equivalent to 25% of the Warrant price will be payable at the time of subscription of Warrants, as prescribed by the SEBI (ICDR) Regulations, which would be adjusted by the Company and appropriated against the Warrant price of the Equity Shares. Convertible Warrant exercise price equivalent to the 75% of the Warrant price of the equity shares shall be payable by the warrant holder(s) at the time of exercising conversion of Warrants;
- The Warrants shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions;
- The Warrants and the Equity Shares being allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of SEBI (ICDR) Regulations;
- Each Convertible Warrant is convertible into One (1) Equity Share and the conversion can be exercised by warrant holder(s) at any time during the period of Eighteen (18) months from the date of allotment of Warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable;
- The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalisation of profits or reserves, upon demerger / realignment, rights issue or undertakes consolidation / sub-division / re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- The Company shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such warrant Holder to the Company in accordance with the provisions of SEBI (ICDR) Regulations;
- The warrant holder(s) shall be entitled to exercise the option of exercising Warrants in one or more tranches by way of a written notice which shall be given to the Company, specifying the number of Warrants proposed to exercise along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly,



without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares;

- h) The Equity Shares to be so allotted on exercise of Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company;
- i) In the event the warrant holder(s) does not exercise the Warrants within Eighteen (18) months from the date of allotment of the Warrants, then such Warrants shall lapse and the amount paid to the Company at the time of subscription of Warrants shall stand forfeited;
- j) Apart from the said right of adjustment, the Warrants do not give any rights/entitlements to the Warrant holder as a shareholder of the Company;
- k) The Warrants issued and allotted may be transferable within the Promoter Group subject to compliance of applicable provisions and subject to such other approvals as may be necessary from time to time;
- l) The Equity Shares arising from the exercise of the Warrants will be listed on Stock Exchange(s) where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;

“Resolved further that the Board be and is hereby authorised to accept any modification(s) in the terms of issue of warrants subject to the provision of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.”

“Resolved further that for the purpose of giving effect to this resolution, the Board and / or Company Secretary or any other person authorised by the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose or expedient, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including

amendments thereto, provide any clarifications related to offer, issue and allotment of Warrants and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“Resolved further that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities/depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

“Resolved further that all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatories of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Registered Office:**

Roto House, Noida Special  
Economic Zone, Noida 201305  
CIN: L28991UP1975PLC004152  
E-mail: [corp@rotopumps.com](mailto:corp@rotopumps.com)  
Website: [www.rotopumps.com](http://www.rotopumps.com)  
Dated: 31.03.2021

By Order of the Board

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



## Notes:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the Companies to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to June 30, 2021, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.
2. Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.
3. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced to them may get their email address registered with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Ltd. Shareholders may write the request to [investors@rotopumps.com](mailto:investors@rotopumps.com) and [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com) for the same. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot.
4. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Tuesday April 13, 2021 ("cut-off date") only shall be entitled to avail the facility of voting through E-voting.
5. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on the cut-off date Tuesday, April 13, 2021 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Ltd ("RTA"). Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the cut-off date.
6. The e- voting period shall commence from Tuesday, April 20, 2021 at 9.00 a.m. and ends on Wednesday, May 19, 2021 at 5.00 p.m. and will be disabled thereafter.
7. A person who is not a Member as on the cut-off date should treat this notice for information purposes only.
8. The voting on items included in the Notice cannot be exercised through proxy.
9. The Scrutinizer will submit its report, in writing. Upon completion of Scrutiny of E-Voting data provided by NSDL, in fair and transparent manner. The result on the resolutions proposed to be passed through E-voting shall be announced on or before Friday, May 21, 2021. The results along with scrutinizer report will also be displayed on the website of the Company i.e. [www.rotopumps.com](http://www.rotopumps.com) as well as on website of NSDL [www.evoting.nsdl](http://www.evoting.nsdl) and will be communicated to Stock Exchange i.e. BSE where the Equity Shares of the Company are listed.

In case any eligible Member is desirous of obtaining a printed Postal Ballot Notice, such Member may write to the Company / Registrar and Transfer Agents ("RTA") of the Company or send an email to [investors@rotopumps.com](mailto:investors@rotopumps.com) or [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com). The RTA or the Company shall forward the same to the Member. The Postal Ballot Notice is also available on the website of the Company - [www.rotopumps.com](http://www.rotopumps.com) and website of NSDL - [www.evoting.nsdl](http://www.evoting.nsdl).
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of E-voting results i.e. Saturday, May 19, 2021 at 5.00 p.m.
11. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Saturday, May 19, 2021

## Instructions for Remote 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 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 resolutions proposed to be considered at EGM 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 otherwise than voting at the EGM ("remote e-voting") is being provided through National Securities Depository Limited (NSDL).
- ii) The facility for voting through e-voting shall also be made available at the EGM 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 e-voting.
- iii) The members who have casted their vote by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Tuesday, April 20, 2021 at 9:00 am and ends on Wednesday, May 19, 2021 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 Tuesday, April 13, 2021 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 way 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 force you to change your password.

- c) How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a 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, the following proceeded may be followed for password-

- a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card by email to [investor.services@rcmc Delhi.com](mailto:investor.services@rcmc Delhi.com).

- b. In case shares are held in demat mode, please provide DPID-Client Id (16 digit DPID + Client Id or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to [investor.services@rcmc Delhi.com](mailto:investor.services@rcmc Delhi.com).

- (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](https://www.evoting.nsdl.com).

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](https://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.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- (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.

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.

- 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) or Contact Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at telephone number +91-22-24994545.

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. April 13, 2021.
6. 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. Wednesday, April 13, 2021, shall only be entitled to avail the facility of remote e-voting.



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

The following explanatory statements set out all material facts relating to the businesses mentioned under Item nos. 1 to 2 of the accompanying Notice:

### ITEM NO.1

The Company is proposing to issue and allot warrants compulsorily convertible into equity shares of the Company to the persons belonging to the promoter category. In order to allot such warrants, it is necessary to have an enabling article in the Articles of Association of the Company.

In accordance with the provisions of Sections 14 and other applicable provisions of the Act read with applicable rules thereto, approval of the Members for amendment in the Articles of Association is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives, other than the proposed allottees, are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding in the Company.

### ITEM NO.2

The Special Resolution contained in Item No. 2 of the Notice, has been proposed pursuant to the provisions of Section 42, 62(1)© and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules framed thereunder and in accordance with the applicable guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), to issue and allot upto 250000 (Two Lakhs Fifty Thousand) Convertible Warrants on preferential basis to the following persons under Promoter Group Category.

Sl.	Proposed Allottees	Number of warrants
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	62,500
2	Mr. Anurag Gupta, Jt. Managing Director	1,25,000
3	Mr. Arvind Veer Gupta, Dy. Managing Director	62,500

The said proposal has been considered and approved by the Board in their meeting held on March, 31, 2021.

The details of the issue and other particulars as required in terms of Regulation 163 of the SEBI (ICDR) Regulations and other applicable statutes in relation to the proposed Special Resolution are given hereunder:

#### 1. Objects of the Preferential Allotment:

The Company is undertaking execution of two new business opportunities viz. solar pumping sets and downhole pumps & mud motors. Downhole pumps & mud motors are to be undertaken within the Company while solar pumping sets to be undertaken in a new wholly owned subsidiary Company. In order to encourage financial participation of the Executive Directors being form promoter category and to part finance the new business opportunities being undertaken by the Company, the proposed issue of Warrants.

#### 2. Basis on which the Minimum price has been arrived at and justification for the price (including premium, if any)

The Company's Securities are listed on BSE Ltd. Given that the Securities are listed, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 apply for determining the minimum price at which the securities are offered. The minimum price is determined in terms of Regulations 161 and 164 of the ICDR Regulations.

In terms of Regulation 164 of the ICDR Regulations, pricing of frequently traded shares of companies having equity shares listed on a recognized stock exchange for a period of 26 weeks or more shall be not less than the higher of the following:

- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date or
- Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on NSE, during the Two (2) weeks preceding the Relevant Date.

The pricing of the Warrants conversion into equivalent number of Equity Share of face value of Rs. 2/- each, per Warrant which is not lower than the price determined in accordance with applicable provisions of SEBI (ICDR) Regulations.

#### 3. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the Minimum price for the Preferential Allotment of the Convertible Warrants is Friday, April 16, 2021 being the date 30 days prior to the last date of the Postal Ballot e-voting.

#### 4. Class or classes of persons to whom allotment is proposed to be made:

The allotment is proposed to be made to the Promoter/Promoter Group.

#### 5. Intention of Promoters, Directors or Key Managerial Personnel(s) of the Company to subscribe the offer:

The Convertible Warrants shall be offered to the following from Promoter category, who have indicated its intention to subscribe to the Preferential Allotment.

Sl.	Proposed Allottees	Number of warrants
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	62,500
2	Mr. Anurag Gupta, Jt. Managing Director	1,25,000
3	Mr. Arvind Veer Gupta, Dy. Managing Director	62,500

#### 6. Time frame within which the Preferential Allotment shall be completed

As required under the SEBI (ICDR) Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution provided that where the allotment of the proposed Warrants is pending on account receipt of any



approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Equity Shares in dematerialized form.

**7. The name of the proposed allottees of the issue and the percentage of post preferential issue capital that may be held by them:**

Name, of the proposed Allottees	Natural person who are the Ultimate Beneficial Owner/ who control the Proposed Allottees	Pre-Issue Shareholding		Post Issue Shareholding		Change in Control if any, in the Issuer consequent to Preferential Issue
		No of Shares	%	No of Shares	%	
Mr. Harish Chandra Gupta	Not applicable	19,74,095	12.77	20,36,595	12.97	The allottees form part of the Promoter/ Promoter Group, hence no change
Mr. Anurag Gupta	Not applicable	10,85,335	7.02	12,10,335	7.71	
Mr. Arvind Veer Gupta	Not applicable	12,10,335	7.83	12,72,835	8.11	

**Notes:**

- The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants and consequent allotment of the Equity Shares of the Company.
- In the event of any further issue of shares by the Company between the date of this notice and the date of allotment of Equity Shares on exercise of Warrants, the shareholding pattern shall stand modified accordingly.
- For detailed Shareholding, please refer to shareholding pattern provided as an Annexure I to this Postal Ballot Notice.
- The percentage of shareholding and voting rights exercised by the shareholder(s) of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**8. Lock In period**

The Equity Shares (including those arising from exercise of Warrants) and Warrants shall be locked-in for such period as may be specified under Regulation 167 and 168 of the SEBI (ICDR) Regulations. The entire pre-preferential allotment shareholding of above allottee shall be locked-in from the relevant date up to a period of six months from the date of the trading approval as specified under Regulation 167(6) of the SEBI (ICDR) Regulations.

**9. Auditor's Certificate**

As required in Regulation 163(2) of the ICDR Regulations, a certificate from the statutory auditors of the Company, certifying that the issue is being made in accordance with the requirements of the ICDR Regulations, is available for inspection by the Members of the Company at its Registered Office during 10:00 A. M. to 5:00 P.M. (office hours) from the date of dispatch of notice up to the date of declaration of results.

**10. Undertakings**

- None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- The Company is eligible to make the Preferential Allotment to its Promoter and Promoter Group under Chapter V of the SEBI (ICDR) Regulations.
- As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable.

**11. Other disclosures**

- During the period from April 01, 2020 till the date of notice of this Postal ballot, the Company has not made any preferential allotment.
- Neither the Company nor its directors or Promoter have been declared as wilful defaulter in terms of the SEBI (ICDR) Regulations.
- The proposed allottees or members in the Promoter group have not sold any Equity Shares during the six months preceding the relevant date.
- Issue of the said Equity Shares (including those arising from exercise of Warrants) would be well within the Authorised Share Capital of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the Members for issue and allotment of the said Convertible Warrants to the proposed allottees is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out in the said Item in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives, other than the proposed allottees, are concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding in the Company.

**Registered Office:**

Roto House, Noida Special  
Economic Zone, Noida 201305  
CIN: L28991UP1975PLC004152  
E-mail: [corp@rotopumps.com](mailto:corp@rotopumps.com)  
Website: [www.rotopumps.com](http://www.rotopumps.com)  
Dated: 31.03.2021

By Order of the Board

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



## Annexure I - Shareholding Pattern

The shareholding pattern of the Company before and after the proposed Preference Allotment as follows:

Sl.	Category	Pre-issue shareholding		Post issue shareholding*	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoters and Promoters Group holding</b>				
	Indian Promoters / Promoters Group				
	Individual / HUF	1,08,06,485	69.93%	1,10,56,485	70.41%
	Bodies Corporate	-	-	-	-
	Sub Total	1,08,06,485	69.93%	1,10,56,485	70.41%
	Foreign Promoters / Promoter Group	-	-	-	-
	<b>Sub Total (A)</b>	<b>1,08,06,485</b>	<b>69.93%</b>	<b>1,10,56,485</b>	<b>70.41%</b>
<b>B</b>	<b>Public Shareholding</b>				
<b>1</b>	<b>Institutional Investors</b>				
	Mutual Funds	-	-	-	-
	Venture Capital Fund	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Portfolio Investor (Corporate)	85,000	0.55%	85,000	0.54%
	Financial Institutions / Banks	-	-	-	-
	Insurance Companies	-	-	-	-
	Sub Total	85,000	0.55%	85,000	0.54%
<b>2</b>	<b>No-n Institutional Investors</b>				
	Individuals	37,09,711	24.01%	37,09,711	23.62%
	Bodies Corporate	1,45,860	0.94%	1,45,860	0.93%
	Non-Resident Indians	4,71,978	3.05%	4,71,978	3.01%
	Clearing Member	33,239	0.22%	33,239	0.21%
	Trust	1,474	0.01%	1,474	0.01%
	IEPF Account	2,00,058	1.29%	2,00,058	1.27%
	<b>Sub Total</b>	<b>45,62,320</b>	<b>29.52%</b>	<b>45,62,320</b>	<b>29.05%</b>
	<b>Grand Total (A+B)</b>	<b>1,54,53,805</b>	<b>100.00%</b>	<b>1,57,03,805</b>	<b>100.00%</b>

\*The shareholding post exercise of Warrants as shown above is calculated assuming full exercise of Warrants into the Equity Shares of the Company.

Note:

The Company does not have any Convertible Warrants as on March 31, 2021. Hence pre issue shareholding pattern of Convertible Warrants is not provided.