

ROTO PUMPS LIMITED

Voting results at 42nd AGM

Annexure - A

Date of the AGM	29.09.2017
Total no. of shareholders as on record date:	6124
No. of shareholders present in the meeting either in person or through proxy	
Promoter and Promoter Group	7
Public	25
No. of shareholders present in the meeting through video conferencing	
Promoter and Promoter Group	Video conferencing was not provided.
Public	

Agenda-wise disclosure

Resolution No. 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-voting	10770620	0	0.00	0	0	0.00	0.00
	Poll		10177365	94.49	10177365	0	100.00	0.00
	Total		10177365	94.49	10177365	0		
Public Institutions	E-voting	119483	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0		
Public Non institutions	E-voting	4563702	40996	0.90	40996	0	100.00	0.00
	Poll		221668	4.86	221668	0	100.00	0.00
	Total		262664	5.76	262664	0		
Total		15453805	10440029	67.56	10440029	0	100.00	0.00

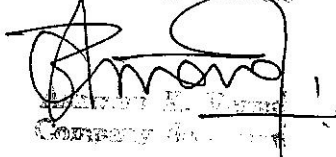
Resolution No. 2 : To declare a dividend on Equity Shares.

Resolution required			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-voting	10770620	0	0.00	0	0	0.00	0.00
	Poll		10177365	94.49	10177365	0	100.00	0.00
	Total		10177365	94.49	10177365	0		
Public Institutions	E-voting	119483	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0		
Public Non institutions	E-voting	4563702	40996	0.90	40996	0	100.00	0.00
	Poll		221668	4.86	221668	0	100.00	0.00
	Total		262664	5.76	262664	0		
Total		15453805	10440029	67.56	10440029	0	100.00	0.00

Resolution No. 3 : To appoint a director in place of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

Resolution required			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-voting	10770620	0	0.00	0	0	0.00	0.00
	Poll		5103705	47.39	10177365	0	199.41	0.00
	Total		5103705	47.39	10177365	0		
Public Institutions	E-voting	119483	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0		
Public Non institutions	E-voting	4563702	40996	0.90	40996	0	100.00	0.00
	Poll		221668	4.86	221668	0	100.00	0.00
	Total		262664	5.76	262664	0		
Total		15453805	5366369	34.73	10440029	0	194.55	0.00

For ROTO PUMPS LTD

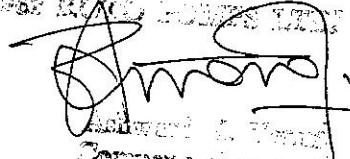

Anurag Gupta
Company Director

Resolution No. 4 : To appoint M/s R N Marwah & Co. LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.

Resolution required			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-voting	10770620	0	0.00	0	0	0.00	0.00
	Poll		10177365	94.49	10177365	0	100.00	0.00
	Total		10177365	94.49	10177365	0		
Public Institutions	E-voting	119483	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0		
Public Non institutions	E-voting	4563702	40996	0.90	40996	0	100.00	0.00
	Poll		221668	4.86	221668	0	100.00	0.00
	Total		262664	5.76	262664	0		
Total		15453805	10440029	67.56	10440029	0	100.00	0.00

Resolution No. 5: To appoint Branch Auditors.

Resolution required			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter	E-voting	10770620	0	0.00	0	0	0.00	0.00
	Poll		10177365	94.49	10177365	0	100.00	0.00
	Total		10177365	94.49	10177365	0		
Public Institutions	E-voting	119483	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0		
Public Non institutions	E-voting	4563702	40996	0.90	40996	0	100.00	0.00
	Poll		221668	4.86	221668	0	100.00	0.00
	Total		262664	5.76	262664	0		
Total		15453805	10440029	67.56	10440029	0	100.00	0.00

For R.N. Marwah & Co. LLP

 Chartered Accountants
 Company Auditor

Form No. MGT- 13

Scrutinizers' Report

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]**

To,

The Chairman

Roto Pumps Limited

13, Roto House, Noida Special Economic Zone,

Noida, Uttar Pradesh-201305.


For 42nd Annual General Meeting of the Equity Shareholders of the Company, held on Friday, 29th September, 2017 at 11.30 a.m. at 13, Roto House, Noida Special Economic Zone, Noida, Uttar Pradesh-201305, its Registered office.

Dear Sir,

I, Barinder Singh Maur, Partner Dayal & Maur, Company Secretaries having its office at 6/2A, LGF, Jungpura-A, New Delhi- 110014, was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolutions, at the 42nd Annual General Meeting of the equity shareholders of Roto Pumps Limited ("the Company") held on 29th September, 2017 at 11:30 A.M.

I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The Locked Ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorisation/ Proxies lodged with the Company.
3. The Poll Papers, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
4. The results of the Poll is as under:

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Resolution No. 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, 2017 together with the reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of Members	Number of Votes	% of Votes in favour
31	10399027	100

(ii) Voted **in against** of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0.00

(iii) **Invalid Votes:**

Number of Members	Number of Votes
0	0

Resolution No.2

To declare a dividend on Equity Shares

(i) Voted **in favour** of the resolution:

Number of Members	Number of Votes	% of Votes in favour
31	10399027	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

Resolution No. 3

To appoint a director in place of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

(i) Voted in favour of the resolution:

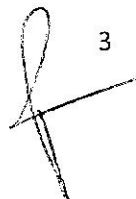
Number of Members	Number of Votes	% of Votes in favour
28	5325367	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

 3

Resolution No 4

To appoint M/s R N Marwah & Co. LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
31	10399027	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

Resolution No. 5

To appoint Branch Auditors for Warehouse & Marketing Offices.

(i) Voted in favour of the resolution:

Number of Members	Number of Votes	% of Votes in favour
31	10399027	100

(ii) Voted in against of the resolution:

Number of Members	Number of Votes	% of Votes Against
0	0	0

4

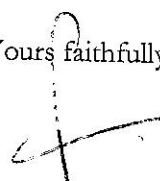

(iii) Invalid Votes:

Number of Members	Number of Votes
0	0

1. A Compact Disc (CD) containing a list of equity shareholders who voted "For", "Against" and those whose vote were disclosed invalid for each resolution is enclosed.
2. The Poll Papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.
3. The combined results of the votes (electronic and physical) is annexed as Annexure- 1 with this report.
4. All the above mentioned resolutions have been passed with the requisite majority.

Thanking You,

Yours faithfully,


Barinder Singh Maur
Scrutinizer
C.P. No. 7041

Place: Delhi

Date: September 29, 2017

Resolution No. 1: Adoption of Financial Statements

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	Poll	Remote E-voting	Total	Poll	Remote E-voting	Total	
Assent	31	20	51	10399033	40996	10440029	100
Dissent	0	0	0	0	0	0	0
Total	31	20	51	10399033	40996	10440029	100

The ordinary resolution as contained in Item No. 1 in the notice dated 19th August, 2017 has been passed with requisite majority.

Resolution no. 2: To declare a dividend on Equity Shares

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	Poll	Remote E-voting	Total	Poll	Remote E-voting	Total	
Assent	31	20	51	10399033	40996	10440029	100
Dissent	0	0	0	0	0	0	0
Total	31	20	51	10399033	40996	10440029	100

The ordinary resolution as contained in Item No. 2 in the notice dated 19th August, 2017 has been passed with requisite majority.

Resolution no. 3: To appoint a director in place of Mr. Anurag Gupta (DIN: 00334160), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	Poll	Remote E-voting	Total	Poll	Remote E-voting	Total	
Assent	28	20	48	5325373	40996	5366369	100
Dissent	0	0	0	0	0	0	0
Total	28	20	48	5325373	40996	5366369	100

The ordinary resolution as contained in Item No. 3 in the notice dated 19th August, 2017 has been passed with requisite majority.

Resolution no. 4: To appoint M/s R N Marwah & Co. LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration.

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	Poll	Remote E-voting	Total	Poll	Remote E-voting	Total	
Assent	31	20	51	10399033	40996	10440029	100
Dissent	0	0	0	0	0	0	0
Total	31	20	51	10399033	40996	10440029	100

The ordinary resolution as contained in Item No. 4 in the notice dated 19th August, 2017 has been passed with requisite majority.

Resolution no. 5: To appoint Branch Auditors

Particulars	Number of members			Number of valid votes			Percentage of total votes polled
	Poll	Remote E-voting	Total	Poll	Remote E-voting	Total	
Assent	31	20	51	10399033	40996	10440029	100
Dissent	0	0	0	0	0	0	0
Total	31	20	51	10399033	40996	10440029	100

The ordinary resolution as contained in Item No. 5 in the notice dated 19th August, 2017 has been passed with requisite majority.

