

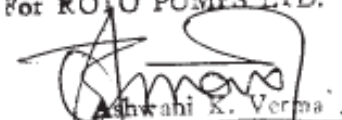
## Annexure - A

|  |   |   |
|--|---|---|
| Date of the AGM  | : | 30-09-2015  |
| Total number of shareholders on record date:                                 | : | 3650  |
| No. of shareholders present in the meeting either in person or through proxy |   |   |
| Promoters and Promoter Group   | : | 6   |
| Public   | : | 18  |
| No. of Shareholders attended the meeting through Video Conferencing          |   | No Video Conferencing facility was made available |
| Promoters and Promoter Group   | : |   |
| Public   | : |   |

## Details of the Agenda

| Item no. of AGM notice | Particulars of Resolutions  | Type of Resolution | Mode of Voting           |
|------------------------|---|--------------------|--------------------------|
| 1                      | To receive, consider and adopt: a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the report of Auditors thereon and the report of the Board of Directors for the said year; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon. | Ordinary           | Remote e-voting and Poll |
| 2                      | To declare a dividend on Equity Shares.   | Ordinary           | Remote e-voting and Poll |
| 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.   | Ordinary           | Remote e-voting and Poll |
| 4                      | To appoint Statutory Auditors of the Company from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.   | Ordinary           | Remote e-voting and Poll |
| 5                      | To appoint Branch Auditors.   | Ordinary           | Remote e-voting and Poll |
| 6                      | To re-appoint Mr. Harish Chandra Gupta, Chairman & Managing Director.   | Special            | Remote e-voting and Poll |
| 7                      | To re-appoint Mr. Anurag Gupta as Dy. Managing Director   | Special            | Remote e-voting and Poll |
| 8                      | To re-appointment of Mr. Arvind Veer Gupta, Wholetime Director  | Special            | Remote e-voting and Poll |

For ROTO PUMPS LTD.



Ashwani K. Verma  
Company Secretary

**Resolution No. 1 - Ordinary Resolution**

To receive, consider and adopt: a) Adoption of the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2015, the report of Auditors thereon and the report of the Board of Directors for the said year; and b) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the report of the Auditors thereon.

| Promoter / Public              | 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 group    | 8967030            | 8967030             | 100.00                                  | 8967030                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 9188126             | 100.00                                  | 9188126                | 0                    | 0.00                                 | 0.00                               |

**Resolution No. 2 - Ordinary Resolution**

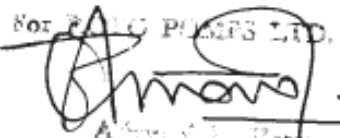
To declare a dividend on Equity Shares

| Promoter / Public              | 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 group    | 8967030            | 8967030             | 100.00                                  | 8967030                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 9188126             | 100.00                                  | 9188126                | 0                    | 0.00                                 | 0.00                               |

**Resolution No. 3 - Ordinary Resolution**

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.

| Promoter / Public              | 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 group    | 8967030            | 5073660             | 56.58                                   | 5073660                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 5294756             | 57.63                                   | 5294756                | 0                    | 0.00                                 | 0.00                               |

For P.A.C. PUMPS LTD.  
  
 Arvind Veer Gupta  
 Company Secretary

**Resolution No. 4 - Ordinary Resolution**

To appoint Statutory Auditors of the Company from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

| Promoter / Public              | 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 group    | 8967030            | 8967030             | 100.00                                  | 8967030                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 9188126             | 100.00                                  | 9188126                | 0                    | 0.00                                 | 0.00                               |

**Resolution No. 5 - Ordinary Resolution**

To appoint Branch Auditors.

| Promoter / Public              | 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 group    | 8967030            | 8967030             | 100.00                                  | 8967030                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 9188126             | 100.00                                  | 9188126                | 0                    | 0.00                                 | 0.00                               |

**Resolution No. 6 - Special Resolution**

To re-appoint Mr. Harish Chandra Gupta, Chairman & Managing Director.

| Promoter / Public              | 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 group    | 8967030            | 2573995             | 28.71                                   | 2573995                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221095              | 99.95                                   | 221095                 | 0                    | 100.00                               | 0.00                               |
| Total                          | 9188226            | 2795090             | 30.42                                   | 2795090                | 0                    | 0.00                                 | 0.00                               |



**Resolution No. 7 - Special Resolution**

To re-appoint Mr. Anurag Gupta as Dy. Managing Director

| Promoter / Public              | 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 group    | 8967030            | 3893370             | 43.42                                   | 3893370                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| <b>Total</b>                   | <b>9188226</b>     | <b>4114466</b>      | <b>44.78</b>                            | <b>4114466</b>         | <b>0</b>             | <b>0.00</b>                          | <b>0.00</b>                        |

**Resolution No. 8 - Special Resolution**

To re-appointment of Mr. Arvind Veer Gupta, Wholetime Director

| Promoter / Public              | 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 group    | 8967030            | 5073660             | 56.58                                   | 5073660                | 0                    | 100.00                               | 0.00                               |
| Public - Institutional holders | 0                  | 0                   | 0                                       |                        |                      | 0.00                                 | 0.00                               |
| Public others                  | 221196             | 221096              | 99.95                                   | 221096                 | 0                    | 100.00                               | 0.00                               |
| <b>Total</b>                   | <b>9188226</b>     | <b>5294756</b>      | <b>57.63</b>                            | <b>5294756</b>         | <b>0</b>             | <b>0.00</b>                          | <b>0.00</b>                        |

