

Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: ROTO PUMPS LTD
Quarter ending on: 30.09.2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		Refer Annexure 'A'
(A) Composition of Board	49(IA)	Yes	
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	Yes	
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	(49 (ID)	Yes	
II. Audit Committee	49 (II)		Refer Annexure 'B'
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	NA	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For ROTO PUMPS LTD


 Ashwani K. Verma
 Company Secretary

Annexure 'A'

Composition of Board of Directors

Sl	Name	Designation	Status
1	Mr. Harish Chandra Gupta	Chairman & Managing Director	Executive / Promoter Director
2	Mr. B.S Ramaswamy	Director	Non-executive / Independent
3	Mr. Anurag Gupta	Dy. Managing Director	Executive / Promoter Director
4	Mr. Arvind Veer Gupta	Whole Time Director	Executive / Promoter Director
5	Mrs. Asha Gupta	Director	Non-executive / Promoter Director
6	Dr. Ramesh Chandra Vaish	Director	Non-executive / Independent
7	Mr. Anand Bordia	Director	Non-executive / Independent
8	Mr. Vijoy Kumar	Director	Non-executive / Independent
9	Mrs. Annapurna Dixit	Director	Non-executive / Independent

Annexure 'B'

Composition of Audit Committee

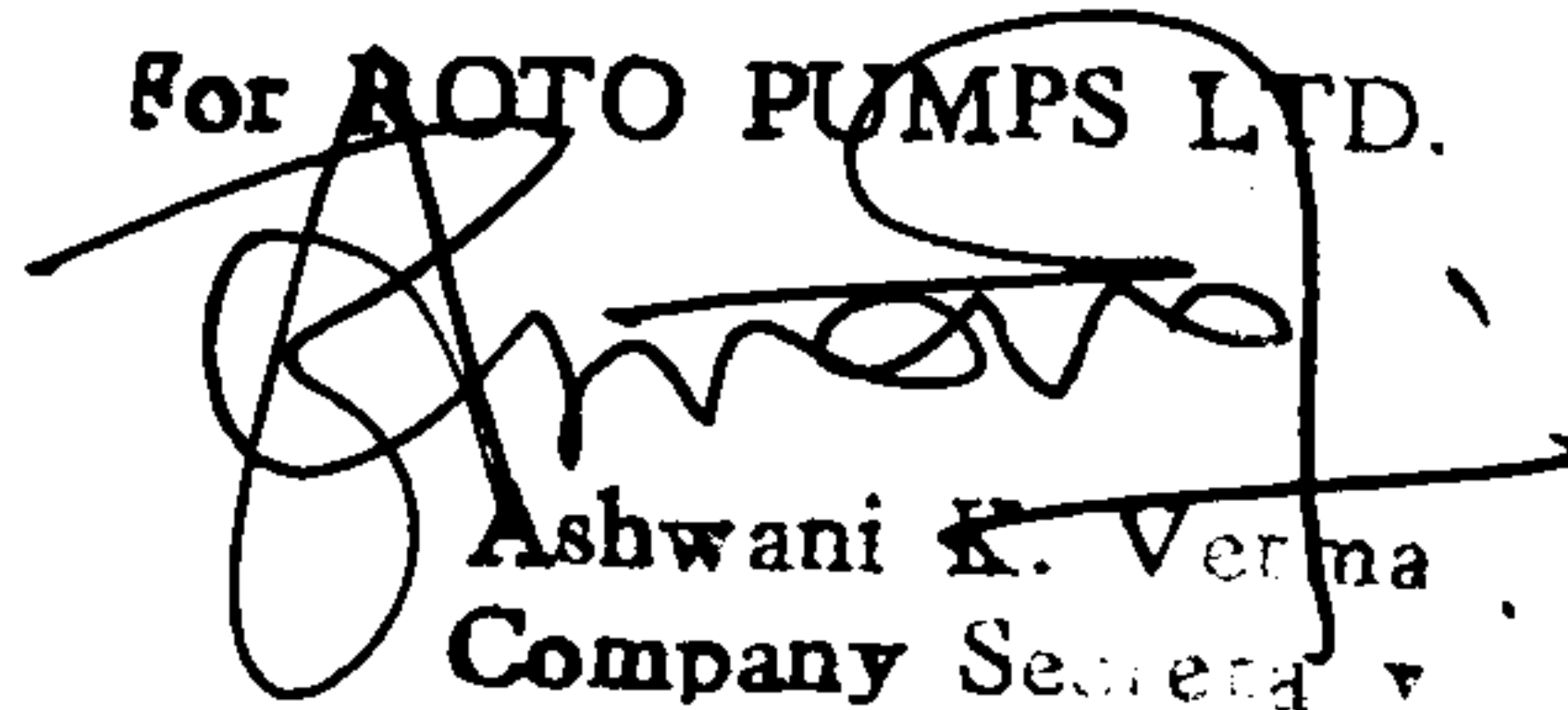
Sl	Name	Position	Qualification
1	Mr. B.S Ramaswamy	Chairman	B. Sc., B.Com, FICWA, IA&AS (Retd)
2	Mrs. Asha Gupta	Member	M.A
3	Dr. Ramesh Chandra Vaish	Member	M.A., M. Com, LLB, Ph. D, FCA
4	Mr. Anand Bordia	Member	M.A., IRS (Retd)

Annexure 'C'

Composition of Shareholder / Investor Grievance Committee

Sl	Name	Position
1	Dr. Ramesh Chandra Vaish	Chairman
2	Mr. Anurag Gupta	Member
3	Mr. Vijoy Kumar	Director

For BOTO PUMPS LTD.



Ashwani K. Verma
Company Secretary