

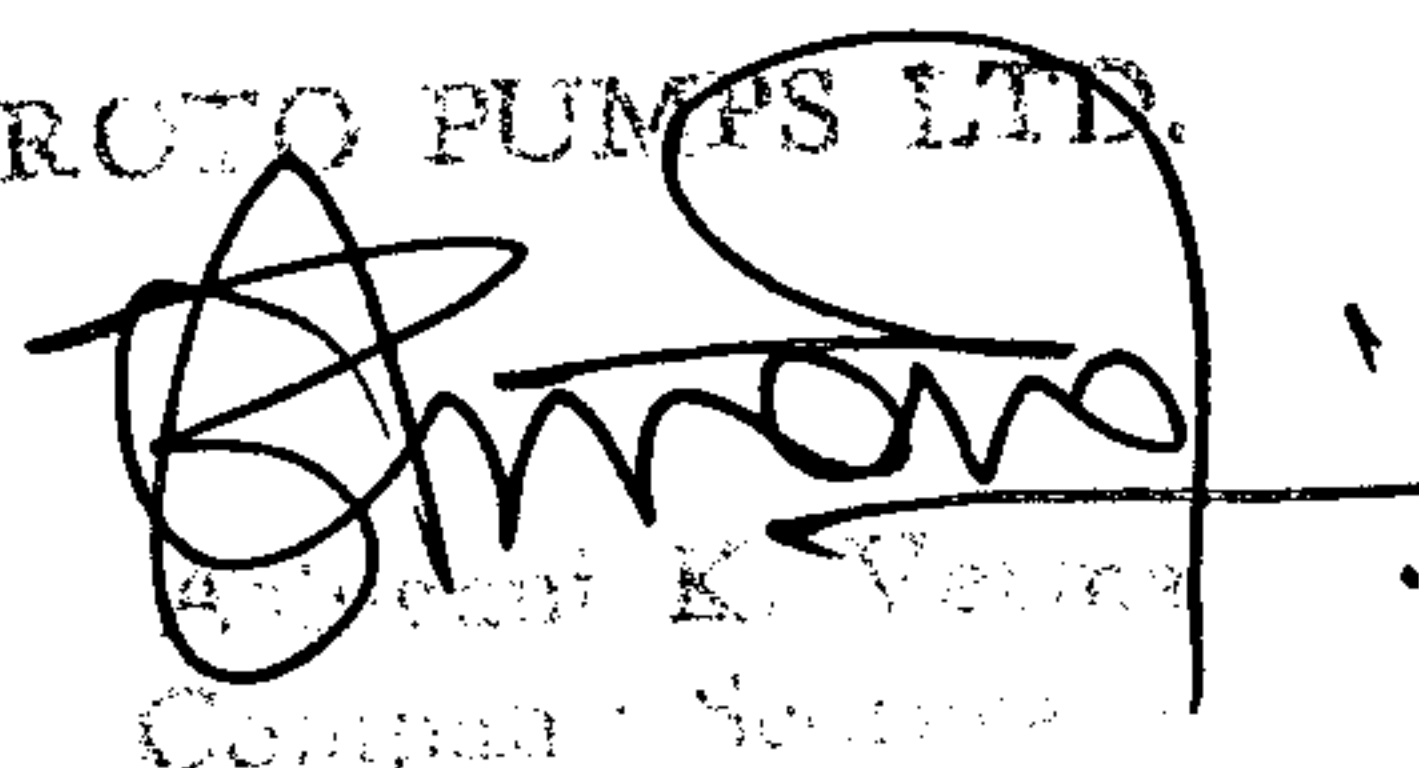
QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

Name of the Company : **ROTO PUMPS LIMITED**

Quarter Ending on : **31.12.2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
1	2	3	4
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	To be complied in Annual Report 2013-14
(C) Other provisions as to the Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 II		Refer Annexure 'B'
(A) Qualified and independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of the Audit Committee		Yes	
(C) Powers of the Audit Committee	49(IIB)	Yes	
(D) Role of the Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	NA	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	To be complied in Annual Report 2013-14
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	To be complied in Annual Report 2013-14
(C) Board disclosures	49 (IVC)	Yes	
(D) Proceeds from Public issues, right issues, preferential issues etc.	49(IVD)	NA	
(E) Remuneration of Directors	49 (IVE)	Yes	To be complied in Annual Report 2013-14
(F) Management	49 (IVF)	Yes	To be complied in Annual Report 2013-14
(G) Shareholders	49 (IVG)	Yes	To be complied in Annual Report 2013-14
V. CEO / CFO Certification	49 (V)	Yes	To be complied in Annual Report 2013-14
VI. Report on Corporate Governance	49 (VI)	Yes	To be complied in Annual Report 2013-14
VII. Compliance	49 (VII)	Yes	To be complied in Annual Report 2013-14

For ROTO PUMPS LTD.


K. Venkatesh
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

Annexure 'B'

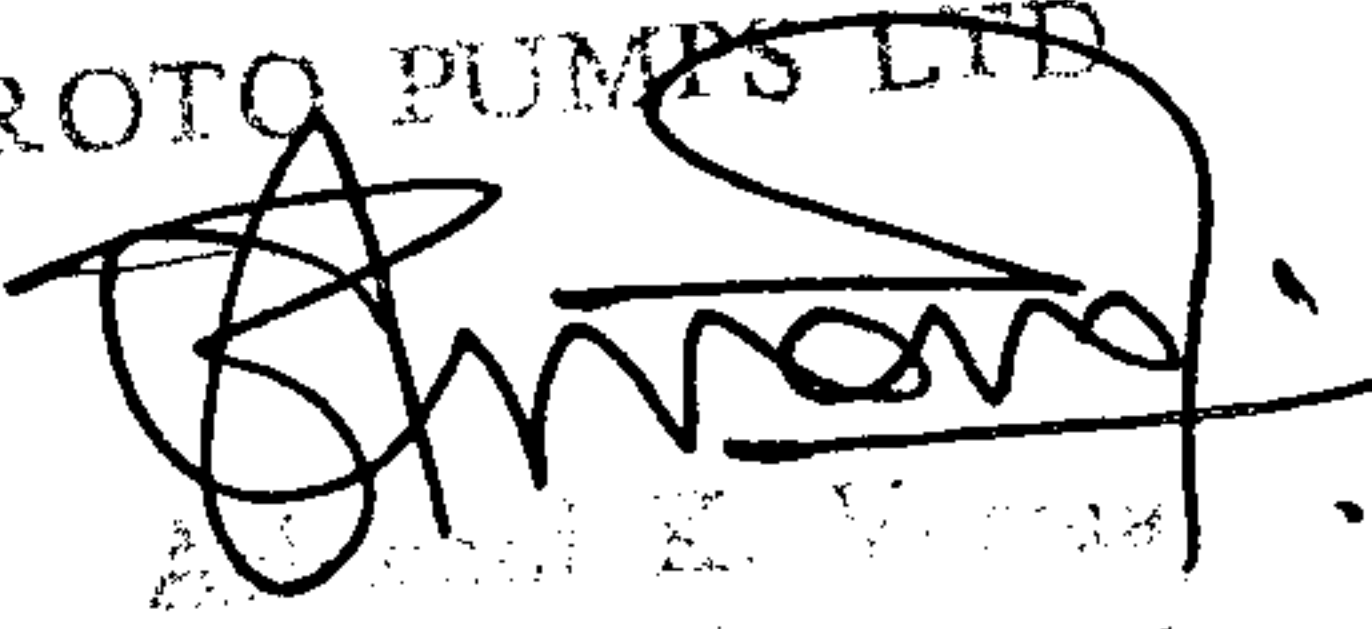
Composition of Audit Committee

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	Mr. Anand Bordia	Member	M.A., IRS (Retd)
4	Dr. Ramesh Chandra Vaish	Member	M. A., M. Com, LLB, Ph. D , FCA

Annexure 'C'

Composition of Shareholder / Investor Grievance Committee

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

For ROTO PUMPS LTD

 Anand K. V. V. V.
 Company Secretary