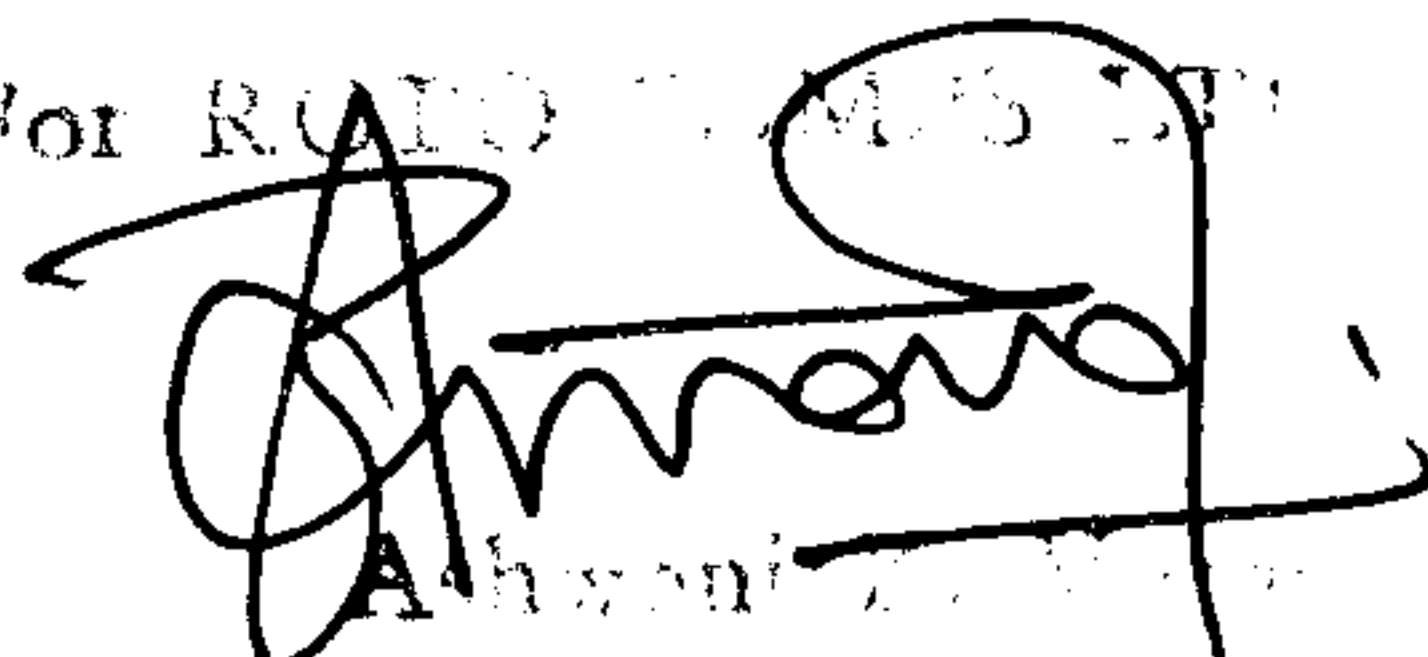


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

Quarter Ending on : **30.06.2013**

Particulars	Clause of Listing Agreement	Compliance Status (Yes / No)	Remarks
1	2	3	4
<b>I. Board of Directors</b>	49 I		Refer Annexure 'A'.
(A) Composition of Board	49 IA)	Yes	
(B) Non executive Directors' compensaton & disclosures	49 (IB)	Yes	To be in the Annual Report 2012-13
(C) Other provisions as to the Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
<b>II. Audit Committee</b>	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	
<b>III. Subsidiary Companies</b>	49 (III)	NA	
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	To be in the Annual Report 2012-13
(B) Board disclosures	49 (IVB)	Yes	To be in the Annual Report 2012-13
(C) Proceeds from Public issues, right issues, preferential issues etc.	49 (IVC)	NA	
(D) Remuneration of Directors	49(IVD)	Yes	To be in the Annual Report 2012-13
(E) Management	49 (IVE)	Yes	To be in the Annual Report 2012-13
(F) Shareholders	49 (IVF)	Yes	To be in the Annual Report 2012-13
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	To be in the Annual Report 2012-13
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	To be in the Annual Report 2012-13
<b>VII. Compliance</b>	49 (VII)	Yes	To be in the Annual Report 2012-13

For ROTO PUMPS LTD  
  
 Authorized Signatory  
 Company Seal

## 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'

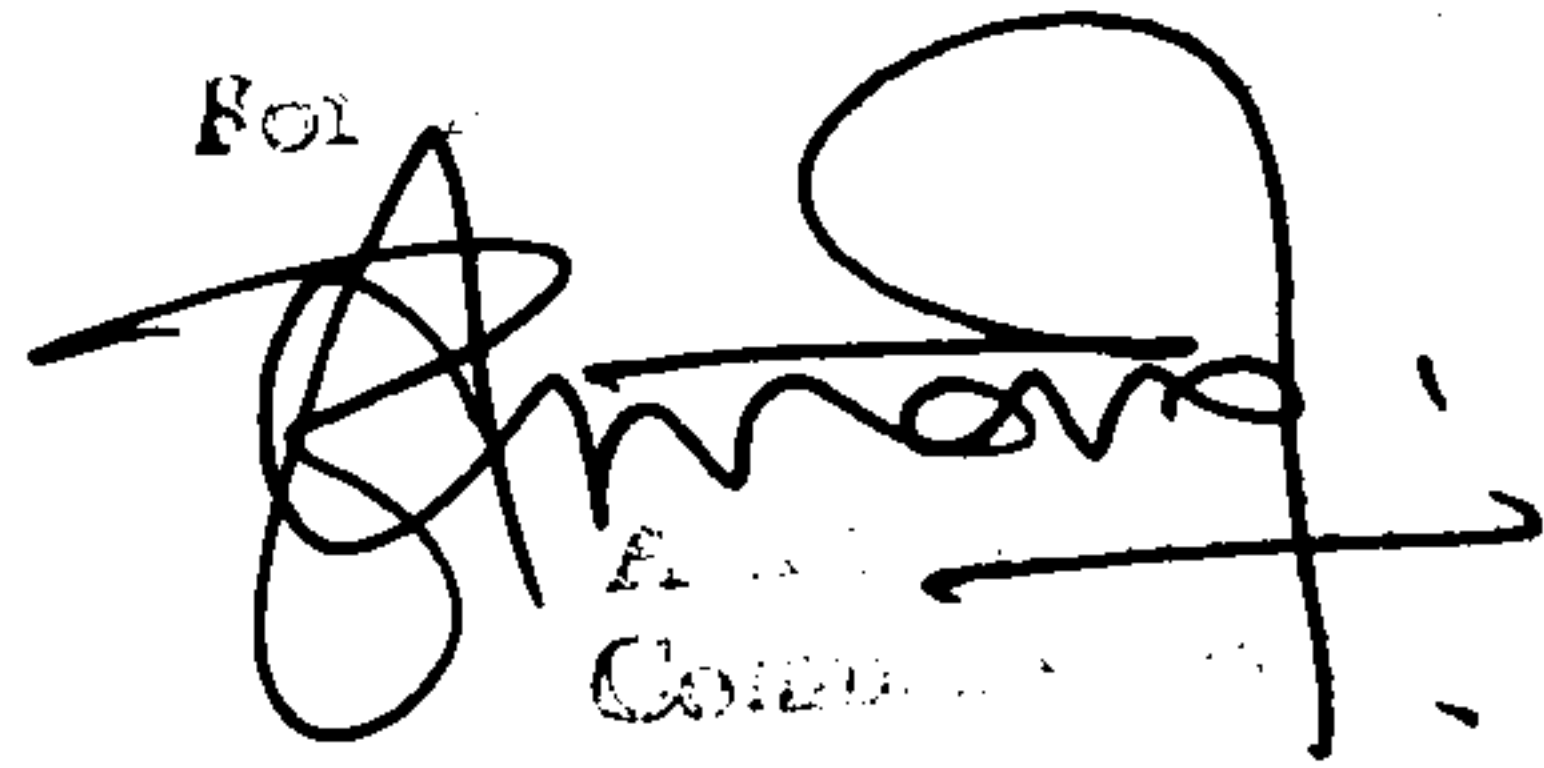
**Composition of Audit Committee**

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  
  
 Chairman  
 Audit Committee