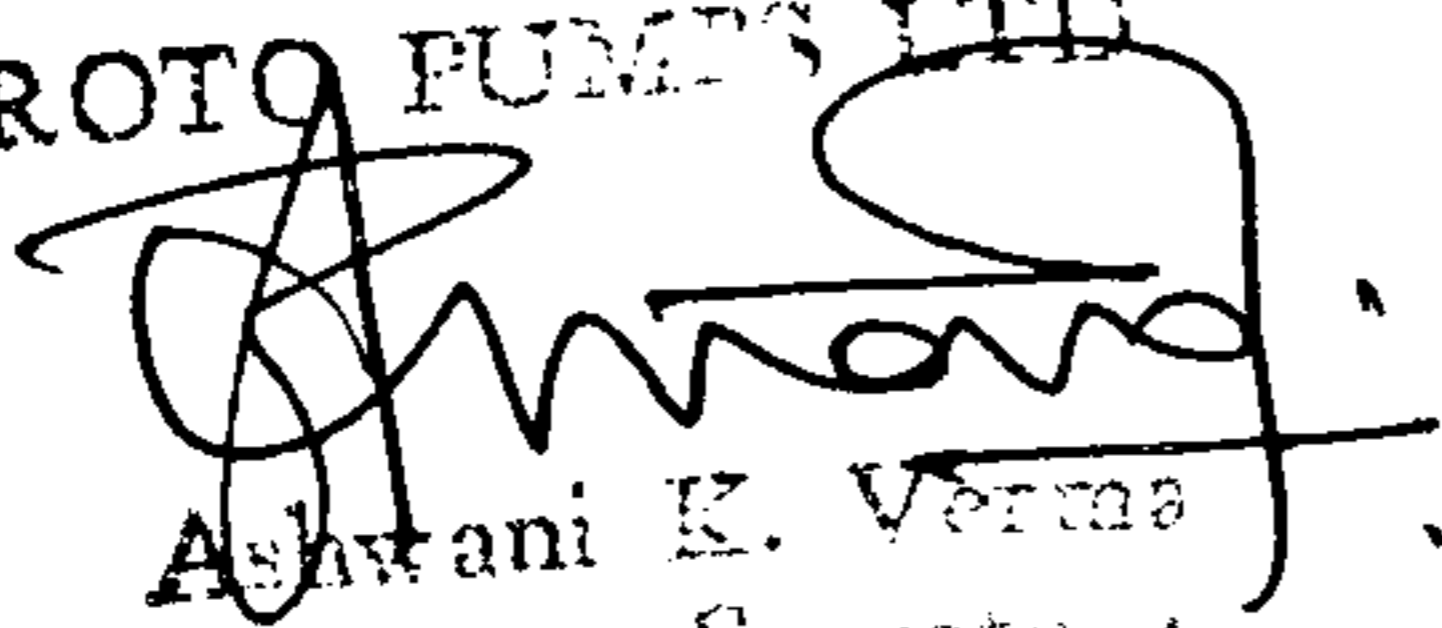


**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

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

Quarter Ending on : **30.09.2013**

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'.  Refer Annexure 'B'
(A) Composition of Board	49 IA)	Yes	
(B) Non executive Directors' compensaton & disclosures	49 (IB)	Yes	
(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		
(A) Qualified and independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of the Audit Committee		Yes	
(C) Powers of the Audit Committee	49(II B)	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	
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	
(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	
(F) Management	49 (IVF)	Yes	
(G) Shareholders	49 (IVG)	Yes	
<b>V. CEO / CFO Certification</b>	49 (V)	Yes	
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	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

## Annexure 'B'

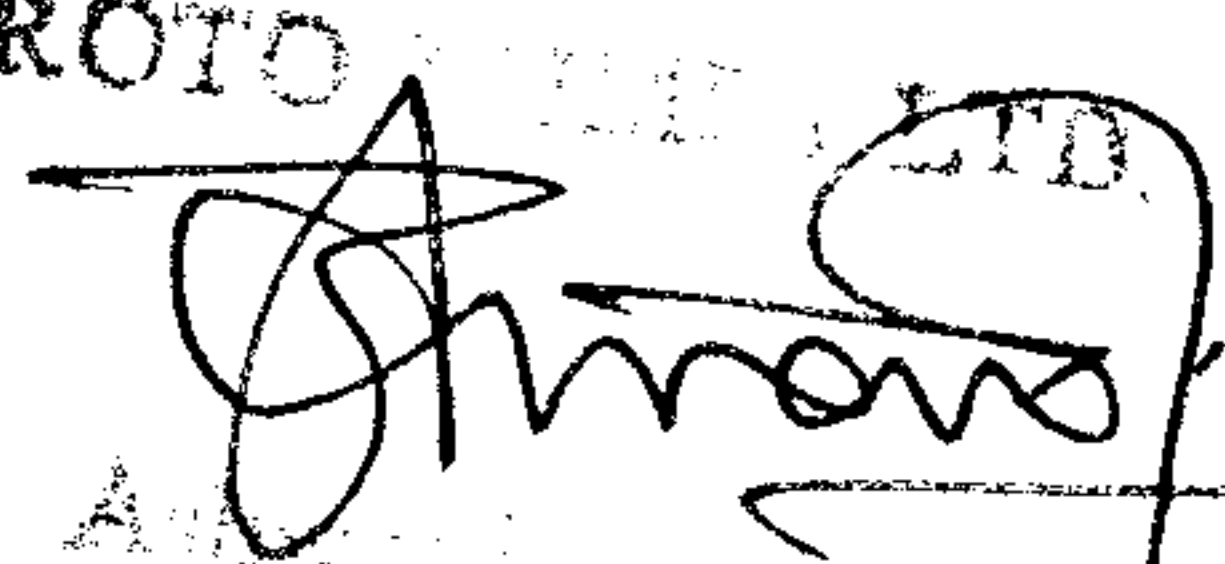
**Composition of Audit Committee**

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**

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

For ROTOMATE LTD.  
  
 Anurag Gupta  
 Director