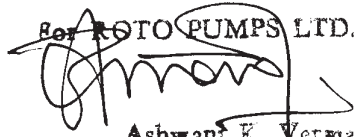


**Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

**Name of the Company:** ROTO PUMPS LTD  
**Quarter ending on:** 30.09.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>II. Board of Directors</b>	49 (II)		Refer Annexure 'A'
(A) Composition of Board	49 (II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors compensation & disclosures	49 (II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III)		Refer Annexure 'B'
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)		Refer Annexure 'C'
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIII F)	N.A	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	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 Remuneration Committee

Sl	Name	Position
1	Mr. B.S Ramaswamy	Chairman
2	Mr. Anand Bordia	Director
3	Mr. Vijoy Kumar	Director

Annexure 'D'  
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 ROTO PUMPS LTD.  
  
Anand Bordia  
Company Secretary