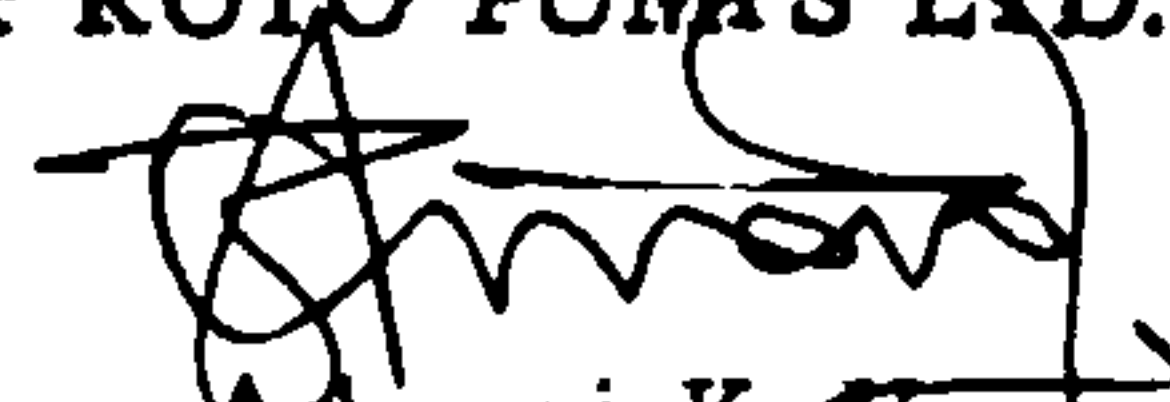


Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement

Name of the Company: ROTO PUMPS LTD
Quarter ending on: 31.03.2015

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
II. Board of Directors	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	
III. Audit Committee	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	
IV. Nomination and Remuneration Committee	49 (IV)		Refer Annexure 'C'
V. Subsidiary Companies	49 (V)	Yes	
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)	Yes	
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N.A.	Will be complied in the Financial Statement
(C) Remuneration of Directors	49 (VIII C)	N.A.	Will be complied in the next Annual Report
(D) Management	49 (VIII D)	N.A.	Will be complied in the next Annual Report
(E) Shareholders	49 (VIII E)	N.A.	Will be complied in the next Annual Report
(F) Proceeds from public issues, right issue, preferential issues, etc	49 (VIII F)	N.A.	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	N.A.	Will be complied in the next Annual Report
XI. Compliance	49 (XI)	N.A.	Will be complied in the next Annual Report

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)

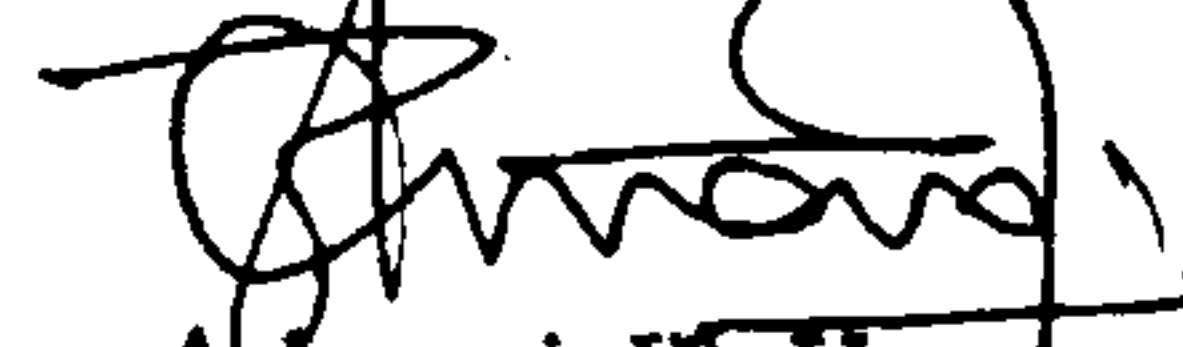
Annexure 'C'
Composition of Remuneration Committee

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.


 Ashwani K. Verma
 Company Secretary