

General information about company	
Scrip code	517500
NSE Symbol	
MSEI Symbol	
ISIN	INE535D01029
Name of the entity	ROTO PUMPS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Harish Chandra Gupta	AARPG6840M	00334405	Executive Director	Chairperson	MD	18-03-1946	NA		31-07-1975				1	0	0	0		
2	Mr	Anurag Gupta	ABZPG1273F	00334160	Executive Director	Not Applicable		03-10-1974	NA		29-10-1999				1	0	1	0		
3	Mr	Arvind Veer Gupta	ACDPG9595K	00334233	Executive Director	Not Applicable		15-08-1976	NA		16-01-2001				1	0	1	0		
4	Mrs	Asha Gupta	ACYPG1681M	00334345	Non-Executive - Non Independent Director	Not Applicable		25-08-1948	NA		29-09-2007				1	0	1	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Ramesh Chandra Vaish	ABIPV3776H	01068196	Non-Executive - Independent Director	Not Applicable		19-06-1941	Yes	28-09-2019	29-09-2014	28-09-2019		66	2	2	0	3
6	Mr	Anand Bordia	AAMPA7974R	00679165	Non-Executive - Independent Director	Not Applicable		10-09-1944	Yes	28-09-2019	29-09-2014	28-09-2019		66	2	2	2	0
7	Mrs	Annapurna Dixit	ACJPD6077H	06844250	Non-Executive - Independent Director	Not Applicable		06-06-1948	Yes	28-09-2019	29-09-2014	28-09-2019	22-01-2020	66	1	1	0	0
8	Mr	Basant Seth	AEOPS3312P	02798529	Non-Executive - Independent Director	Not Applicable		16-02-1952	NA		12-05-2017	28-09-2019		35	3	3	2	1

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Note n prov P2
9	Mr	Akhil Joshi	AAAP14113D	06604954	Non-Executive - Independent Director	Not Applicable		15-09-1958	NA		09-08-2019			8	1	0	0	0	

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	The Nomination and Remuneration Committee was having Mr. B. S. Ramaswamy as the regular Chairman, who ceased to be director of the Company due to his sad demise on 5th May, 2019. The Committee doesn't has Regular Chairman. The Chairman is nominated at the meeting of the Nomination and Remuneration Committee to conduct the meeting.
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Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01068196	Ramesh Chandra Vaish	Non-Executive - Independent Director	Chairperson	06-08-2011		
2	00334345	Asha Gupta	Non-Executive - Non Independent Director	Member	30-06-2004		
3	02798529	Basant Seth	Non-Executive - Independent Director	Member	19-08-2017		
4	00679165	Anand Bordia	Non-Execcutive - Independent Director	Member	28-01-2010		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00334405	Harish Chandra Gupta	Executive Director	Member	12-05-2017		
2	00679165	Anand Bordia	Non-Executive - Independent Director	Member	28-01-2010		
3	02798529	Basant Seth	Non-Executive - Independent Director	Member	18-09-2017		Textual Information(1)
4	00334345	Asha Gupta	Non-Executive - Non Independent Director	Member	24-05-2019		

Sr Text Block

Textual Information(1)	The Nomination and Remuneration Committee was having Mr. B. S. Ramaswamy as the regular Chairman, who ceased to be director of the Company due to his sad demise on 5th May, 2019. The Committee doesn't has Regular Chairman. The Chairman is nominated at the meeting of the Nomination and Remuneration Committee to conduct the meeting.
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Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01068196	Ramesh Chandra Vaish	Non-Executive - Independent Director	Chairperson	28-01-2010		
2	00334160	Anurag Gupta	Executive Director	Member	29-06-2002		
3	00334233	Arvind Veer Gupta	Executive Director	Member	12-05-2017		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06844250	Annapurna Dixit	Non-Executive - Independent Director	Chairperson	26-05-2014	22-01-2020	
2	00334160	Anurag Gupta	Executive Director	Member	26-05-2014		
3	00334233	Arvind Veer Gupta	Executive Director	Member	26-05-2014		
4	06604954	Akhil Joshi	Non-Executive - Independent Director	Chairperson	10-02-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	12-11-2019				Yes	8	5
2		10-02-2020	89		Yes	8	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	12-11-2019				Yes	4	3
2	Audit Committee	10-02-2020	89			Yes	4	3
3	Nomination and remuneration committee	12-11-2019				Yes	4	2
4	Nomination and remuneration committee	10-02-2020	89			Yes	4	2
5	Stakeholders Relationship Committee	12-11-2019				Yes	2	1
6	Corporate Social Responsibility Committee	12-11-2019				Yes	2	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Ashwani K. Verma
2	Designation	Company Secretary and Compliance Officer

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.rotopumps.com
2	Terms and conditions of appointment of independent directors	Yes		www.rotopumps.com
3	Composition of various committees of board of directors	Yes		www.rotopumps.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.rotopumps.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.rotopumps.com
6	Criteria of making payments to non-executive directors	Yes		www.rotopumps.com
7	Policy on dealing with related party transactions	Yes		www.rotopumps.com
8	Policy for determining 'material' subsidiaries	Yes		www.rotopumps.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.rotopumps.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.rotopumps.com
11	email address for grievance redressal and other relevant details	Yes		www.rotopumps.com
12	Financial results	Yes		www.rotopumps.com
13	Shareholding pattern	Yes		www.rotopumps.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.rotopumps.com
18	Credit rating or revision in credit rating obtained	Yes		www.rotopumps.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.rotopumps.com
21	Materiality Policy as per Regulation 30	Yes		www.rotopumps.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.rotopumps.com

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

Annexure II		
1	Name of signatory	Ashwani K. Verma
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

Annexure II		
1	Name of signatory	Ashwani K. Verma
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Ashwani K. Verma
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	14-05-2020

