

**General information about company**

Scrip code	517500
NSE Symbol	ROTO
MSEI Symbol	NOTLISTED
ISIN	INE535D01029
Name of the entity	Roto Pumps Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
Risk management committee	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

Textual Information(1)

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

No

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
1	Mr	HARISH CHANDRA GUPTA	AARPG6840M	00334405	Executive Director	Chairperson	MD	18-03-1946
2	Mr	ANURAG GUPTA	ABZPG1273F	00334160	Executive Director	Not Applicable		03-10-1974
3	Mr	ARVIND VEER GUPTA	ACDPG9595K	00334233	Executive Director	Not Applicable		15-08-1976
4	Mrs	ASHA GUPTA	ACYPG1681M	00334345	Non-Executive - Non Independent Director	Not Applicable		25-08-1948
5	Mr	RAMESH CHANDRA VAISH	ABIPV3776H	01068196	Non-Executive - Independent Director	Not Applicable		19-06-1941
6	Mr	ANAND BORDIA	AAMPA7974R	00679165	Non-Executive - Independent Director	Not Applicable		10-09-1944
7	Mr	BASANT SETH	AEOPS3312P	02798529	Non-Executive - Independent Director	Not Applicable		16-02-1952
8	Mr	AKHIL JOSHI	AAAPJ4113D	06604954	Non-Executive - Independent Director	Not Applicable		15-09-1958
9	Mrs	KAVITA BHATNAGAR	AAOPB9865E	10303852	Non-Executive - Independent Director	Not Applicable		19-08-1962
10	Mr	NEERAJ KUMAR GUPTA	ABAPG2243E	02973442	Non-Executive - Independent Director	Not Applicable		19-04-1958
11	Mr	ATUL AGARWAL	AANPA3220D	00153186	Non-Executive - Independent Director	Not Applicable		02-08-1960

**I. Composition of Board of Directors****Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active

**I. Composition of Board of Directors**

Sr	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 [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		31-07-1975				1	0	0	0			
2	NA		29-10-1999				1	0	1	0			
3	NA		16-01-2001				1	0	1	0			
4	Yes	29-09-2022	29-07-2006				1	0	1	0			
5	Yes	28-09-2019	29-09-2014	28-09-2019	27-09-2024	120	1	1	2	2	Tenure Completion	Textual Information(2)	
6	Yes	28-09-2019	29-09-2014	28-09-2019	27-09-2024	120	1	1	1	0	Tenure Completion	Textual Information(3)	
7	Yes	28-09-2019	12-05-2017	28-09-2019	27-09-2024	88.15	1	1	1	0	Tenure Completion	Textual Information(4)	
8	NA		09-08-2019	09-08-2024		61.21	1	1	1	0			
9	NA		30-09-2023	30-09-2023		12	1	1	0	0			
10	NA		09-08-2024	09-08-2024		1.21	1	1	2	0		Textual Information(5)	
11	NA		09-08-2024	09-08-2024		1.21	1	1	1	0		Textual Information(6)	

**Text Block**

Textual Information(1)	Mr. Harish Chandra Gupta, promoter, is the Chairman & Managing Director of the Company
Textual Information(2)	Tenure of Mr. Ramesh Chandra Vaish was completed on September 27, 2024.
Textual Information(3)	Tenure of Mr. Anand Bordia was completed on September 27, 2024.
Textual Information(4)	Tenure of Mr. Basant Seth was completed on September 27, 2024 on expiry of the term of the original director in whose casual vacancy he was appointed as such.
Textual Information(5)	The Board at its meeting held on August 09, 2024 appointed Mr. Neeraj Kumar Gupta as an Additional Non-Executive Independent Director w.e.f. August 09, 2024 and subsequently approved by the Members at their 49th AGM of the Company held on September 28, 2024.
Textual Information(6)	The Board at its meeting held on August 09, 2024 appointed Dr. Atul Agarwal as an Additional Non-Executive Independent Director w.e.f. August 09, 2024 and subsequently approved by the Members at their 49th AGM of the Company held on September 28, 2024.

Audit Committee Details							
Whether the Audit 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	01068196	RAMESH CHANDRA VAISH	Non-Executive - Independent Director	Chairperson	06-08-2011	27-09-2024	Textual Information(1)
2	00334345	ASHA GUPTA	Non-Executive - Non Independent Director	Member	03-06-2004		
3	02798529	BASANT SETH	Non-Executive - Independent Director	Member	19-08-2017	27-09-2024	Textual Information(2)
4	00679165	ANAND BORDIA	Non-Executive - Independent Director	Member	28-01-2010	27-09-2024	Textual Information(3)
5	06604954	AKHIL JOSHI	Non-Executive - Independent Director	Member	14-11-2022		
6	02973442	NEERAJ KUMAR GUPTA	Non-Executive - Independent Director	Member	09-08-2024		
7	00153186	ATUL AGARWAL	Non-Executive - Independent Director	Member	09-08-2024		

**Sr Text Block**

Textual Information(1)	Dr. Vaish was the Chariman of the Audit Committee, ceased to be director
Textual Information(2)	Ceased to be Director
Textual Information(3)	Ceased to be director

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	Chairperson	28-01-2010	27-09-2024	Textual Information(1)
3	02798529	BASANT SETH	Non-Executive - Independent Director	Member	18-09-2017	27-09-2024	Textual Information(2)
4	06604954	AKHIL JOSHI	Non-Executive - Independent Director	Member	13-11-2021		
5	02973442	NEERAJ KUMAR GUPTA	Non-Executive - Independent Director	Member	09-08-2024		
6	00153186	ATUL AGARWAL	Non-Executive - Independent Director	Member	09-08-2024		



**Sr Text Block**

Textual Information(1)	Mr. Bordia was the Chariman of the Audit Committee, ceased to be director
Textual Information(2)	Ceased to be director

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship 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	01068196	RAMESH CHANDRA VAISH	Non-Executive - Independent Director	Chairperson	28-01-2010	27-09-2024	Textual Information(1)
2	00334160	ANURAG GUPTA	Executive Director	Member	29-06-2002		
3	00334233	ARVIND VEER GUPTA	Executive Director	Member	12-05-2017		
4	02973442	NEERAJ KUMAR GUPTA	Non-Executive - Independent Director	Member	09-08-2024		

**Sr Text Block**

Textual Information(1)

Dr. Vaish was the Chariman of the Audit Committee, ceased to be director

Risk Management Committee							
Whether the Risk Management 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	06604954	AKHIL JOSHI	Non-Executive - Independent Director	Chairperson	23-05-2023		
2	00334160	ANURAG GUPTA	Executive Director	Member	23-05-2023		
3	00334233	ARVIND VEER GUPTA	Executive Director	Member	23-05-2023		

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	00334160	ANURAG GUPTA	Executive Director	Member	26-05-2014		
2	00334233	ARVIND VEER GUPTA	Executive Director	Member	26-05-2014		
3	06604954	AKHIL JOSHI	Non-Executive - Independent Director	Chairperson	10-02-2020		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	01068196	RAMESH CHANDRA VAISH	ESG Committee	Non-Executive - Independent Director	Chairperson	Textual Information(1)
2	00334160	ANURAG GUPTA	ESG Committee	Executive Director	Member	
3	00334233	ARVIND VEER GUPTA	ESG Committee	Executive Director	Member	

**Other Committee Text Block**

Textual Information(1)

Ceased to be director of the Company from 27.09.2024

**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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	30-05-2024				Yes	9	9	5
2		09-08-2024	70		Yes	11	9	5



**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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	30-05-2024				Yes	5	5	4	0
2	Audit Committee	09-08-2024	70			Yes	5	4	3	0
3	Stakeholders Relationship Committee	30-05-2024				Yes	3	3	1	0
4	Stakeholders Relationship Committee	09-08-2024	70			Yes	3	3	1	0
5	Nomination and remuneration committee	09-08-2024				Yes	4	3	2	0
6	Corporate Social Responsibility Committee	06-08-2024				Yes	3	3	1	0

**Annexure 1**

**IV. Meeting of Committees**

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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Risk Management Committee	20-07-2024				Yes	3	3	1	0
8	Other Committee	09-08-2024	19	ESG Committee		Yes	3	3	1	0

**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	Yes	
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 1000 listed entities)	Yes
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	MR. ASHWANI K VERMA
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	NA	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	NA	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

In Sr. No. 2-4, compliance status is mentioned as NA as the tenure of Chairperson(s) of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee as Independent Directors of the Company was completed on September 27, 2024. There are no permanent chairperson of these committees as on date of AGM i.e. September 28, 2024.

**Annexure III**

1	Name of signatory	MR. ASHWANI K VERMA
2	Designation	Company Secretary and Compliance Officer



<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

No Loan or any form of advance or Guarantee or Comfort letter or any other security was provided by the Company to any party other than its Subsidiary whose accounts are consolidated with the Company.

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Sr.

Date of the event

Brief details of  
the event

**Signatory Details**

Name of signatory	MR. ASHWANI K VERMA
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	20-10-2024