

# ANNUAL REPORT 2009-2010



**ROTO PUMPS LTD.**

# ROTO PUMPS LTD.

## BOARD OF DIRECTORS

SHRI HARISH CHANDRA GUPTA	—	Chairman & Managing Director
SHRI ANURAG GUPTA	—	Dy Managing Director
SHRI ARVIND VEER GUPTA	—	Whole Time Director
SHRI B. S. RAMASWAMY	—	Director
SMT. ASHA GUPTA	—	Director
DR. RAMESH CHANDRA VAISH	—	Director in Casual Vacancy
SHRI ANAND BORDIA	—	Director in Casual Vacancy
SHRI VIJOY KUMAR	—	Additional Director

## AUDITORS

M/S. A. KAY MEHRA & CO.  
CHARTERED ACCOUNTANTS  
114 (BASEMENT), MALL ROAD,  
KINGSWAY CAMP,  
DELHI – 110009

## CHIEF FINANCIAL OFFICER

SHRI V. K. JAIN

## COMPANY SECRETARY

SHRI ASHWANI K. VERMA

## BANKERS

BANK OF INDIA

## REGISTERED OFFICE

ROTO HOUSE, NOIDA  
SPECIAL ECONOMIC ZONE  
NOIDA-201305 (U.P.)

## MARKETING HEAD OFFICE

ROTO HOUSE, NOIDA  
SPECIAL ECONOMIC ZONE  
NOIDA- 201 305 (U.P.)

## WORKS

B-15, PHASE-II EXTN NOIDA  
ROTO HOUSE, NSEZ, NOIDA

## OVERSEAS OFFICES

MELBOURNE-AUSTRALIA  
MANCHESTER- U.K.

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## REGISTRAR & SHARE TRANSFER AGENT

M/S. RCMC SHARE REGISTRY PVT. LTD.  
B-106, SECTOR-2,  
NOIDA-201301  
UTTAR PRADESH

## NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of ROTO PUMPS LIMITED will be held on Tuesday the 28th September, 2010 at 11.00 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 to transact the following business:

### **Ordinary Business**

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2010 and the Balance Sheet as at that date together with the Reports of Auditors and Directors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri Arvind Veer Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Smt. Asha Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company and to fix their remuneration.

### **Special Business**

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:
  - A. "RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s G C Perry & Co., Certified Practicing Accountant, Australia, the retiring Branch Auditors of the Warehouse cum Marketing Office in Australia, be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse cum Marketing Office of the Company in Australia for the financial year 2010-11 on such remuneration as may be decided by the Board of Directors of the Company in consultation with them."
  - B. RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s Layton Lee, Chartered Accountants, U. K., the retiring Branch Auditors of the Warehouse cum Marketing Office in U. K., be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse cum Marketing Office of the Company in U.K. for the financial year 2010-11 on such remuneration as may be decided by the Board of Directors of the Company in consultation with them."
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Dr. Ramesh Chandra Vaish, who was appointed as a Director of the Company in a Casual Vacancy by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Dr. Ramesh Chandra Vaish for the office of Director of the Company be and is hereby appointed as a Director of the Company."
8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Shri Vijoy Kumar, who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting and in respect of whom a notice under Section 257 of the Companies Act, 1956 has been received from a member signifying his intention to propose the candidature of Shri Vijoy Kumar for the office of Director of the Company be and is hereby appointed as a Director of the Company."

### **Registered Office:**

Roto House,  
Noida Special Economic Zone,  
Noida - 201305  
Dated: 02.08.2010

**By Order of the Board**

**Ashwani K. Verma  
Company Secretary**

# ROTO PUMPS LTD.

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Annual General Meeting.
2. An explanatory statement pursuant to the provisions of section 173(2) of the Companies Act, 1956 in respect of the business under item nos. 6 to 8 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 17th September, 2010 to Tuesday the 28th September, 2010 (both days inclusive).
4. Members seeking any information relating to accounts are requested to write to the Company at least 10 days before the date fixed for the Annual General Meeting so as to enable the management to keep the information ready.
5. In terms of the provisions of Section 109A of the Companies Act, 1956, Shareholders holding shares in physical form may file nomination forms in respect of their shareholdings. Any such Shareholder willing to avail of this facility may submit to the Company, the prescribed Form 2B or write to the Company for assistance.
6. Members / Proxies attending the Meeting are requested to bring the attendance slip duly filled in and their copy of the Annual Report for reference at the Meeting.

## **Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956**

### **Item no. 6**

- A. The Company had setup a Warehouse cum Marketing Office in Australia in February 2001. M/s G C Perry & Co., Certified Practicing Accountants were appointed as the Branch Auditors for the Financial Year 2009-10. It is proposed to re-appoint M/s G C Perry & Co., Certified Practicing Accountant as Branch Auditors for Warehouse cum Marketing Office in Australia for the Financial Year 2010-11.
- B. The Company has also setup a Warehouse cum Marketing Office in U.K. in October 2004. M/s Layton Lee, Chartered Accountants, U. K. were appointed as the Branch Auditors for the Financial Year 2009-10. It is proposed to re-appoint Layton Lee, Chartered Accountants, U. K. as Branch Auditors for Warehouse cum Marketing Office in U. K. for the Financial Year 2010-11.

The Board recommends the resolutions for your approval. None of the Directors of the Company may be considered concerned or interested in the resolutions.

### **Item no. 7**

The Board at its meeting held on 28.01.2010 had appointed Dr. Ramesh Chandra Vaish as a Director in the casual vacancy caused due to the death of Shri G. K. Arora. As the term of office of the original director Shri G. K. Arora will be expiring at the ensuing Annual General Meeting, Dr Ramesh Chandra Vaish whole office upto the date of ensuing Annual General Meeting. A brief profile of Dr. Vaish is given in the details of Directors, which forms part of the notice.

The Company has received a notice under Section 257 of the Companies Act, 1956 alongwith requisite security deposit of Rs. 500/- from a member signifying his intention to propose the candidature of Dr. Ramesh Chandra Vaish for the office of a Director of the Company.

Continuance of Dr. Vaish on the Board of the Company is in the best interest of the Company. None of the Directors of the Company except Dr. Ramesh Chandra Vaish himself may be considered concerned or interested in the resolution. The Board recommends the resolution for your approval.

### **Item no. 8**

The Board at its meeting held on 28.01.2010 had appointed Shri Vijoy Kumar as an Additional Director of the Company. The term of office of Shri Vijoy Kumar is expiring at the ensuing Annual General Meeting. A brief profile of Shri Vijoy Kumar is given in the details of Directors, which forms part of the notice.

The Company has received a notice under Section 257 of the Companies Act, 1956 alongwith requisite security deposit of Rs. 500/- from a member signifying his intention to propose the candidature of Shri Vijoy Kumar for the office of a Director of the Company.

Continuance of Shri Vijoy Kumar on the Board of the Company is in the best interest of the Company. None of the Directors of the Company except Shri Vijoy Kumar himself may be considered concerned or interested in the resolution. The Board recommends the resolution for your approval.

**By Order of the Board**

**Registered Office:**

Roto House,  
Noida Special Economic Zone,  
Noida - 201305  
Dated: 02.08.2010

**Ashwani K. Verma**  
**Company Secretary**

**Details of Directors seeking re-appointment at the forthcoming  
Annual General Meeting/appointed during the year**  
(In pursuance of Clause 49 of the Listing Agreement)

**Name :** Shri Arvind Veer Gupta

**Brief profile :** Shri Arvind Veer Gupta aged about 34 years is an young and dynamic professional. He is a Bachelor of Management (Manufacturing) from University of Western Sydney, Macarthur, Australia. He is well versed with and has expertise in Manufacturing Management and Marketing. He is associated with the Company since 1995 and has been actively involved in the restructuring process undertaken by the Company. He is not a director in any other Company.

**Shareholding in the Company :** Shri Arvind Veer Gupta held 242067 shares in the Company as on 31.03.2010.

**Name :** Smt Asha Gupta

**Brief profile :** Smt Asha Gupta aged about 61 years is a postgraduate. She has been associated with the Company as an Alternate Director / Director from time to time. She has been actively participating in the Company as an Alternate Director / Director. She is not a director in any other Company.

**Shareholding in the Company :** Smt Asha Gupta held 499933 shares in the Company as on 31.03.2010

**Name :** Dr. Ramesh Chandra Vaish

**Brief profile :** Dr. Vaish aged 68 years holds degree in M. A., M. Com, LLB, Ph. D in Economics from University of Florida USA and a Fellow Member of the Institute of Chartered Accountants of India. Dr. Vaish is an eminent practicing Chartered Accountant having over 44 years of rich and varied experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi. Dr. Vaish has been a Senior Counsel, Tax and Business Advisory Services at Pricewaterhouse Coopers, New Delhi, besides being a member of the Company Law Advisory Committee, Regional Tax Advisory Committee, and various fiscal committees of FICCI and ASSOCHAM.

Dr. Vaish is on the Board of the following other public Companies:  
Ansal Properties & Infrastructure Ltd, Express News Papers Ltd, Jaiprakash Power Venture Ltd, Jaypee Infratech Ltd. Omax Autos Ltd, OCL India Ltd

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Membership of Committees in Other Companies	Name of Company	Audit Committee	Shareholders' Grievance Committee
		Ansal Properties & Infrastructure Ltd. Omax Autos Ltd. OCL India Ltd.	Member Chairman Member
Shareholding in the Company	: Dr. Ramesh Chandra Vaish did not held shares in the Company as on 31.03.2010.		
Name	: Shri Anand Bordia		
Brief profile	: Shri Bordia aged 64 years; a retired IRS Officer, holds degree in M.A. Shri Bordia has 35 years of professional experience most of which have been at a senior level in the Government of India and International Organisations. Shri Bordia has worked in Ministry of Finance and Ministry of Social Justice and Empowerment in the Government of India. Shri Bordia has been Member Finance in National Highway Authority of India. Shri Bordia has also worked in Indian Customs and Central Excise Department and held various field positions such as Commissioner of Customs and Director Audit. Shri Bordia has also worked in the Secretariat of Custom Corporation Council, Brussels  Shri Bordia is on the Board of the following other public Companies: Birla Corporation Ltd, C&C Constructions Ltd, C and C Projects Ltd, Jaypee Infratech Ltd		
Membership of Committees in Other Companies	Name of Company	Audit Committee	Shareholders' Grievance Committee
	Birla Corporation Ltd. C & C Constructions Ltd. Jaypee Infratech Ltd.	Member Member Member	- - -
Shareholding in the Company	: Shri Anand Bordia did not held shares in the Company as on 31.03.2010.		
Name	: Shri Vijoy Kumar		
Brief profile	: Shri Vijoy Kumar aged 65 years, retired Chairman of U. P. Electricity Regulatory Commission, holds degree in B. Sc. Engineering (Electrical) from BIT, Sindri, Bihar. Shri Vijoy Kumar has worked in Central Electricity Authority from 1965 to 2003 and held prestigious positions such as Secretary Central Electricity Authority, Member Secretary, Western Regional Electricity Board, Member Secretary, Northern Regional Electricity Board, Member Secretary, North Eastern Electricity Board, Advisor Power, North Eastern Council, Director, North Eastern Electric Power Company.  Shri Vijoy Kumar is not a director in any other Company.		
Shareholding in the Company	: Shri Vijoy Kumar did not held any shares in the Company as on 31.03.2010.		

## DIRECTORS' REPORT

### To the Members of ROTO PUMPS LIMITED

Your Directors have pleasure in presenting herewith their Thirty Fifth Annual Report and Audited Statement of Accounts of your Company for the financial year ended 31st March, 2010.

### Financial Results

The summarised financial performance of your Company for the financial year ended 31st March, 2010 as compared to the previous year is as under:

Particulars	Amount (Rs. in lacs)	
	<u>2009-10</u>	2008-09
Total Income	5,144.70	5,240.75
Profit / (Loss) before Interest, Depreciation and Taxation	876.24	760.96
Less: Interest	115.15	120.37
Depreciation	133.49	120.50
Profit / (Loss) before Tax	627.60	520.09
Less: Provision for Income Tax	230.78	167.11
Provision for Fringe Benefit Tax	-	10.56
Deferred Income Tax Charge / (Credit)	(18.89)	9.24
Wealth Tax	0.29	0.13
	415.42	333.05
Less: Adjustment for Income Tax for earlier years	(0.02)	2.54
Adjustment for Fringe benefit tax for earlier years	0.04	-
Profit after Tax	415.44	330.51
Add: Balance brought forward from previous year	713.98	480.93
Profit available for Appropriation	1,129.42	811.43
<b>Appropriations</b>		
Proposed Dividend	61.82	61.82
Dividend Tax	10.50	10.50
Transfer to General Reserve	31.16	25.13
Surplus carried to Balance Sheet	1,025.94	713.98

### Dividend

Your Directors are pleased to recommend a dividend of Rs. 2/- per share (i.e. 20% on equity share of Rs.10/- each) for the financial year ended 31st March, 2010, which if approved by the members at the forthcoming Annual General Meeting, will be paid out of the profits of your Company for the said year. The payout of Dividend will involve cash outflow of Rs. 72.32 lacs including dividend tax.

### Year in retrospect

Your Company has achieved a total turnover of Rs. 5144.70 lacs against Rs. 5240.75 lacs in the previous year. The decrease in turnover was due to lower export sales of Rs. 2742.44 lacs as compared to Rs. 3044.47 lacs in the preceding year, which was mainly due to recessionary trend in the International market. Domestic sale during the year was Rs. 2402.26 lacs against Rs. 2173.82 lacs during the previous year. Warehouse cum Marketing Office in Australia and U K. achieved Sales turnover of Rs. 2068.48 lacs against Rs. 2310.18 lacs during the previous year. The profit after tax during the year was Rs. 415.44 lacs as compared to Rs. 330.51 lacs in the preceding year.

### Outlook

Your Company's operations are showing improvements. Indian Economy is on a growth path and investment in new projects / infrastructure development is expected to grow, which would result in increased opportunities for growth of your Company.

On the International front, economic conditions are showing improvement. Continued acceptance of your Company's products in established markets and the operations of Warehouse cum Marketing Offices in U. K. and Australia, would lead to increased export turnover.

## ROTO PUMPS LTD.

With the above, the performance of your Company is expected to register an improvement in 2010-11.

Your Company has undertaken an expansion cum modernization of the production facilities to augment its capacities as well as steps to improve operational efficiencies to cater to increased demand. In this direction, your Company has acquired some efficient machinery and also looking for other machineries. Your Company has got possession of its Industrial Land of 20,000 Sqm at Greater Noida, which would enable it to embark on expansion and complete modernisation of its production facilities.

### **Fixed deposits**

Your Company has not accepted any fixed deposits during the year.

### **Information under Listing Agreement**

The Equity Shares of your Company are presently listed at Bombay Stock Exchange Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, The Delhi Stock Exchange Association Ltd., DSE House, 3/ 1, Asaf Ali Road, New Delhi – 110 002 and The U. P. Stock Exchange Association Ltd., Padam Towers, 14/113, Civil Lines, Kanpur – 208 001. The Annual Listing fee for the year has been fully paid.

### **Directors**

Shri G. K. Arora, Chairman of the Board of your Company passed away on 5th November, 2009 and as such ceased to be a director of your Company. Shri K. Chandramouli ceased to be a director due to resignation.

The Board of Directors of your Company had appointed Dr. Ramesh Chandra Vaish in the casual vacancy caused due to the sad demise of Shri G. K. Arora and Shri Anand Bordia in the casual vacancy caused due to the resignation of Shri K. Chandramouli. The Board had also appointed Shri Vijoy Kumar as an Additional Director of your Company. The Board of Directors had also re-designated Shri Harish Chandra Gupta as Chairman & Managing Director and Shri Anurag Gupta as Dy Managing Director of your Company.

Dr. Ramesh Chandra Vaish and Shri Vijoy Kumar hold office upto the date of ensuing Annual General Meeting. Your Company has received notices from the shareholders of your Company signifying their intention to propose candidature of Dr. Ramesh Chandra Vaish and Shri Vijoy Kumar for the office of Directors of your Company.

Pursuant to the provisions of the Companies Act, 1956 read with the Articles of Association of your Company, Shri Arvind Veer Gupta and Smt. Asha Gupta, Directors retire from the Board by rotation and are eligible for re-appointment.

### **Auditors**

The term of present Auditors of your Company, M/s A. Kay Mehra & Co., Chartered Accountants, New Delhi, will expire at the conclusion of the ensuing Annual General Meeting. They are eligible for re-appointment.

The observation of the Auditors in their report read with notes to the accounts are self-explanatory and do not call for any further information / clarification.

### **Branch Auditors**

The term of the Branch Auditors of the Warehouse cum Marketing Office of your Company in Australia and U. K., M/s G C Perry & Co., Certified Practising Accountant, Australia and M/s Layton Lee, Chartered Accountants, U.K., respectively, will expire at the conclusion of the ensuing Annual General Meeting and they are eligible for re-appointment.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out Go**

Particulars with respect to conservation of energy etc. as required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 are as under:

#### *Conservation of Energy:*

Although your Company's operations involve low energy consumption, due attention was paid to optimise the use of energy by improved operational methods. The efforts to conserve and optimise the use of energy by improved operational methods and other means will continue.

The Efforts to conserve and optimise the use of energy have an impact of reducing energy consumption and thereby reducing cost of production of goods.



*Technology Absorption, Adaptation and Innovation:*

Your Company made further progress in the product development work for completing range of pumps as well as developing other cost effective pumps. Your Company is constantly exploring the possibility of diversification / alliance by contacting leading overseas manufacturers of fluid engineering equipment.

*Foreign Exchange Earnings and Outgo:*

Particulars with respect to Foreign Exchange Earnings and Outgo etc. as required under Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the financial year ended 31st March, 2010 are annexed and marked as Annexure -1, which forms part of this report.

**Personnel**

The Board places on record its appreciation of the hard work and dedicated efforts put in by all the employees of your Company. The relations between the management and the employees continue to be cordial. The information as per Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 for the financial year ended 31st March 2010 are annexed and marked as Annexure-2, which forms part of this report.

**Corporate Governance**

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion & Analysis Report and Corporate Governance Report as well as the Auditors' Certificate regarding compliance of the conditions of Corporate Governance, form part of this Annual Report.

**Directors' responsibility statement**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, the Directors, based on the representations received from the operating management, confirm that;

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith the proper explanation relating to material departures.
- b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2010 and of the profit of your Company for the financial year ended on that date.
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities.
- d. They have prepared the annual accounts on a going concern basis.

**Acknowledgements**

Your Directors wish to place on record their deep sense of appreciation of the co-operation, support and assistance extended by the Government Departments, Banks, Business Associates and are especially grateful to all the Shareholders for their support and the confidence reposed in the Company, which has been a source of immense strength to your Company.

**For and on behalf of the Board**

Place: Noida  
Dated: 02.08.2010

**Harish Chandra Gupta  
Chairman & Managing Director**

**Annexure to the Directors' Report****Annexure - 1**

Statement pursuant to the provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 referred to in the Directors' Report for the year ended 31st March, 2010 and forming part thereof:

**Activities relating to export**

Your Company's export activities consist of export of its products e.g. pumps and spare parts of pumps.

**Initiative taken to increase exports**

Your Company is further strengthening its Supply Chain System and has increased stock levels at Warehouse cum Marketing Branch Offices in Australia and U. K. to enable them service the market more effectively and also penetrating in other existing markets.

**Development of new export markets for products**

Your Company continued to pursue its objective of developing other markets in North America, Middle East, Far East Asia and Africa and has been able to establish contacts with potential partners.

**Export plans**

Your Company plans to increase its market share in the developed markets by improving service levels and market support activities. It would continue to focus its attention on carrying out Market Development activities in other major markets like South America in addition to other identified markets in North America, Middle East / Gulf and Africa.

**The foreign exchange earnings and outgo during the year ended 31st March, 2010 as compared to previous year were as under:**

	<b>Amount (Rs. in Lacs)</b>	
	<b><u>2009-10</u></b>	<b><u>2008-09</u></b>
Total Foreign Exchange earned	<b>2,732.60</b>	3,037.84
Total Foreign Exchange used	<b>1,684.62</b>	1,881.35

Note: Current year's foreign exchange used includes expenses of Rs. 1126.09 Lacs (Previous year Rs. 1221.75 Lacs) at your Company's Overseas Warehouse cum Marketing Branch Offices.

**For and on behalf of the Board**

Place: Noida  
Dated: 02.08.2010

**Harish Chandra Gupta**  
**Chairman & Managing Director**

## Annexure to the Directors' Report

Annexure - 2

Statement pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 referred to in the Directors' Report for the financial year ended 31st March 2010 and forming part thereof:

Sl	Name	Age (yrs)	Qualification	Designation	Remuneration	Date of joining	Experience	Last Employment
A. Employed throughout the year and were in receipt of remuneration for the financial year in aggregate of not less than Rs. 24,00,000/- p.a.								
1.	Shri Harish Chandra Gupta	63	B.Sc.	Chairman & Managing Director	Rs. 48,13,573/-	Since Incorporation	35 Years	Own Business
2.	Shri Anurg Gupta	35	B.Com., ICWA Inter, MBA	Dy Managing Director	Rs. 31,88,670/-	01.01.1995	14 Years	Own business
3.	Shri Arvind Veer Gupta	34	Bachelor of Management (Manufacturing)	Wholetime Director	Rs. 31,22,939/-	01.07.1995	13 Years	Own business
4.	Shri David Bent Roy	49	Diploma Engineer	General Manager	Rs. 65,19,118/-	15.10.2004	30 Years	Orbit Pumps Ltd as Director
5.	Shri Stephen Foster Allis	52	B.A. Hons. ICAEW Finalist	Manager (F&A)	Rs. 34,77,923/-	01.06.2007	30 Years	Orbit Pumps Ltd. as Financial Controller
6.	Shri Sean Clark	46	C & G Mech. Engineering	Sales Engineer	Rs. 36,55,060/-	11.08.2008	22 Years	P C Pumps Ltd as Sales Manager
7.	Shri Kraig Kelly	26	GCSE's & Vocational Training	Sales Engineer	Rs. 30,37,242/-	17.09.2007	12 Years	P.A.C.E. Pneumatics as Sales Engineer
8.	Shri Hinchlife John	48	Certificate in Advanced Management	State Sales Manager	Rs. 39,57,072/-	19.03.2007	32 Years	Weir Services Pty. Ltd as Spare Manager
9.	Shri Philip Johnston	55	Certificate of Animal husbandry	State Sales Manager	Rs. 33,01,912/-	05.06.2006	38 Years	Ebsray Pumps Pty. Ltd. as Technical Sales Engineer
10.	Shri Kevin John Kershaw	49	HNC Mech. Engineering	State Sales Manager	Rs. 36,66,404/-	17.10.2007	22 Years	B F Group Pty Ltd as Product Manager
B. Employed during part of the year and were in receipt of remuneration for the period in aggregate of not less than Rs. 2,00,000/- p.m.								
1.	Shri Philip Kevin Moore	44	Engineer	General Manager	Rs. 66,14,549/-	07.01.2002	24 Years	Roblaine Pump Equipment as Manager
2.	Shri Gavin Snoxal	47	Ass. Diploma of Business Mktg. Advance Certificate in Sales Management	General Manager	Rs. 2,80,712/-	18.03.2010	29 Years	Mono Pumps Ltd. as National Sales & Marketing Manager

**Notes:**

- Remuneration comprises of salary, allowances, medical reimbursement, company's contribution to provident fund and monetary value of perquisites.
- Shri David Bent Roy, Shri Stephen Foster Allis, Shri Sean Clark and Shri Kraig Kelly are posted at Company's Warehouse cum Marketing Office in U.K. Shri Hinchlife John, Shri Philip Johnston, Shri Kevin John Kershaw, Shri Philip Kevin Moore and Shri Gavin Snoxal are posted at Company's Warehouse cum Marketing Office in Australia. They are not relatives of the Directors of the Company. The above appointments are contractual.

**For and on behalf of the Board**

Place: Noida  
Dated: 02.08.2010

**Harish Chandra Gupta  
Chairman & Managing Director**

## CORPORATE GOVERNANCE

Corporate Governance aims at safeguarding and value addition to the interest of the various stakeholders of an enterprise. Corporate Governance acts in a transparent manner.

### BOARD OF DIRECTORS

#### Composition of Board

The Board is an apex body, responsible and plays a significant role in the proper and efficient functioning of your Company. Your Company's Board has an appropriate mix of Executive, Non-executive and Independent Directors. During the year 2009-10, composition of your Company's Board was as under:

Name	Independent / Executive / Non executive	No. of Directorship in other public companies	No. of Chairmanship / Membership of the other Board Committees
Shri G. K. Arora*	Independent / Non-executive Chairman	12	4/5
Shri Harish Chandra Gupta	Promoter / Executive Director/Chairman	-	-
Shri B. S. Ramaswamy	Independent / Non-executive Director	-	-
Shri K. Chandramouli**	Independent / Non-executive Director	-	-
Smt. Asha Gupta	Promoter / Non-executive Director	-	-
Shri Anurag Gupta	Promoter / Executive Director	-	-
Shri Arvind Veer Gupta	Promoter / Executive Director	-	-
Dr. Ramesh Chandra Vaish***	Independent / Non-executive Director	6	1/2
Shri Anand Bordia***	Independent / Non-executive Director	4	-/3
Shri Vijoy Kumar***	Independent / Non-executive Director	-	-

\* Ceased on 05.11.2009 due to sad demise.

\*\* Ceased on 28.01.2010 due to resignation.

\*\*\* W. e. f. 28.01.2010

#### Non-Executive Directors' compensation and disclosure

All fees / compensation paid to the non-executive directors are fixed by the Board and have the approval of the shareholders of your Company.

#### Other provisions of the Board

During the year 2009-10, four meetings of the Board of Directors of your Company were held on 29th June, 2009, 25th July 2009, 24th October 2009, and 28th January 2010. All relevant informations were placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2009-10 was as under:

Name	No. of meetings of the Board held	No. of Meetings attended	Attended last AGM
Shri G. K. Arora*	4	3	Yes
Shri Harish Chandra Gupta	4	3	Yes
Shri B. S. Ramaswamy	4	4	No
Shri Anurag Gupta	4	4	Yes
Shri Arvind Veer Gupta	4	3	No
Smt. Asha Gupta	4	4	Yes
Shri K. Chandramouli**	4	-	No
Dr. Ramesh Chandra Vaish***	4	1	No
Shri Anand Bordia***	4	1	No
Shri Vijoy Kumar***	4	1	No

\* Ceased on 05.11.2009 due to sad demise.

\*\* Ceased on 28.01.2010 due to resignation.

\*\*\* W. e. f. 28.01.2010

### Details of remuneration to Directors

The aggregate value of salary and perquisites paid to the Chairman & Managing Director, Dy Managing Director and Wholetime Director are as follows: Shri Harish Chandra Gupta, Chairman & Managing Director Rs. 48,13,573/-, Shri Anurag Gupta, Dy Managing Director Rs. 31,88,670/- and Shri Arvind Veer Gupta, Wholetime Director Rs. 31,22,939/-. In addition, they are also entitled to Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent not taxable and Gratuity and encashment of leave at the end of tenure, as per the Company's Rules. They are also entitled to the use of Car for Company's business and Telephones at the residence.

Your Company paid sitting fee to all Non-executive Directors at the rate of Rs. 2000/- upto October 2009 and Rs. 5000/- thereafter for attending each meeting of the Board and / or Committee thereof. The sitting fees paid for the year ended 31st March, 2010 to the Directors are as follows: Shri G. K. Arora Rs. 14,000/-, Shri B. S. Ramaswamy, Rs. 30,000/- Smt. Asha Gupta Rs. 22,000/-, Dr. Ramesh Chandra Vaish Rs. 10,000/-, Shri Anand Bordia Rs.10,000/- and Shri Vijoy Kumar Rs. 10,000/-.

Your Company has not granted any stock options to its Directors.

### Code of Conduct

The Board has laid down a code of conduct applicable to all Board members and senior executives of your Company. All the Board members and senior executives have confirmed compliance of the code of conduct. The code of conduct is also placed on the website of your Company.

The CEO of your Company has given the certificate as below as per the requirement of clause 49 of the listing agreement:

I hereby confirm that your Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the code of conduct for Directors and Senior Management in respect of the financial year 2009-10.

Harish Chandra Gupta  
Chairman & Managing Director

### AUDIT COMMITTEE

The Audit Committee of the Board comprises of three members all of whom are Non-executive Independent Directors, except Smt. Asha Gupta who is a Non-executive promoter Director. The Committee functions under the Chairmanship of Shri B. S. Ramaswamy, who is an Independent Director. Shri B. S Ramaswamy is a B. Sc., B. Com. Graduate Engineer, FICWA, and a retired Officer of the Indian Audit & Accounts Service. Shri Ashwani K. Verma, Company Secretary acts as Secretary of the Committee. During the year under review, 4 meetings of the Audit Committee were held on 29th June, 2009 , 25th July 2009, 24th October 2009, and 28th January 2010.

The composition of the Audit Committee and the number of the meetings attended by the Members are given below.

Name of Member	Position	Number of meetings attended
Shri B. S. Ramaswamy	Chairman	4
Shri G. K. Arora*	Member	3
Smt. Asha Gupta	Member	4
Shri Anand Bordia**	Member	1

\* Ceased on 05.11.2009 due to sad demise.

\*\* W. e. f. 28.01.2010

### Terms of reference

The terms of reference for the Committee as laid down by the Board includes the following.

- Overseeing Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible and review of management and discussion and analysis.

## **ROTO PUMPS LTD.**

- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval of payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board.
- d. Reviewing with the management, external and internal audit reports and the adequacy of internal control system.
- e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- f. Discussing with internal auditors any significant finding and follow-up thereon.
- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.
- h. Discussing with external auditors before the audit commences nature and scope of the audit as well as have post audit discussion to ascertain any area of concern.
- i. Reviewing the company's financial and risk management policies.
- j. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in the case of non payment of declared dividends) and creditors.

### **SUBSIDIARY COMPANIES**

Your Company does not have any subsidiary company.

### **DISCLOSURES**

#### **Related party transactions**

The Notes to Accounts has a detailed summary of all related party transactions of your Company under Accounting Standard 18 – none of which is materially significant. Details of related party transactions are placed before the Audit Committee once in a year.

#### **Disclosure of Accounting treatment**

Your Company has followed all relevant Accounting standards while preparing the financial statements.

#### **Risk Management.**

Your Company has a procedure to inform the Board about the risk assessment and minimization procedure. Your Company has also formed a Risk Management Committee comprising of Dy Managing Director and Executives of your Company to assess the risk and minimization procedures and report the same to the Managing Director, who in turn shall report to the Board at the meetings.

#### **Proceeds from public issues, right issues, preferential issues etc.**

Your Company has not raised any money through public issue, rights issue or preferential issue after 1994-95.

#### **Management**

The Management Discussion and Analysis Report forms part of the Annual Report and is in compliance with the requirement.

During the year under review, there were no materially significant related party transactions with its promoters, directors and management that had a potential conflict with the interest of your Company.

## Shareholders

Your Company has provided with all the details of the Directors seeking re-appointment in the Notice of the Annual General Meeting attached with this Annual Report.

Your Company has not made any presentation to equity analysts. Quarterly results are submitted to the Stock Exchanges in the prescribed format.

## Shareholders' Grievance Redressal Committee

The Shareholders' Grievance Redressal Committee comprised of three Directors. The Committee functions under the Chairmanship of Dr. Ramesh Chandra Vaish, Non-executive Director. Shri Ashwani K. Verma, Company Secretary is the Compliance Officer. During the year, four meetings of the Committee were held.

The composition of the Shareholders' Grievance Redressal Committee and attendance of the members at the meeting was as under

Name of Member	Position	Number of Meetings attended
Shri B. S. Ramaswamy*	Chairman	3
Shri Anurag Gupta	Member	4
Shri K. Chandramouli*	Member	-
Dr. Ramesh Chandra Vaish**	Chairman	1
Shri Vijoy Kumar**	Member	1

\* Upto 28.01.2010.

\*\* W. e. f. 28.01.2010.

No shares were pending for transfer as on 31.03.2010.

Total 6 complaints were received from the Shareholders during the year and the same were resolved.

## Share Transfer & Transmission Committee

Your Company has a Share Transfer and Transmission Committee since 14.11.1994. During the year, the Share Transfer Committee approved transfer, transmission and dematerialisation of shares almost on a fortnightly basis.

## CEO / CFO CERTIFICATION

The CEO and CFO certification of the financial statements and the cash flow statement for 2009-10 is enclosed at the end of this report.

## REPORT ON CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of the Annual Report. Certificate from the Statutory Auditors confirming compliance with all the conditions of the corporate governance as stipulated in clause 49 of the listing agreement with the Stock Exchanges forms part of this report.

## REMUNERATION COMMITTEE

The Remuneration Committee of the Board of Directors of the Company comprises of non-executive independent directors as under-

Name of Member	Position	Number of Meetings attended
Shri B. S. Ramaswamy	Chairman	1
Shri G. K. Arora*	Member	1
Shri K. Chandramouli**	Member	-
Shri Anand Bordia***	Member	-
Shri Vijoy Kumar***	Member	-

\* Ceased on 05.11.2009 due to sad demise.

\*\* Ceased on 28.01.2010 due to resignation.

\*\*\* W. e. f. 28.01.2010

# ROTO PUMPS LTD.

Shri Ashwani K. Verma, Company Secretary acts as Secretary of the Committee.

The Remuneration Committee is constituted to review and approve the remuneration package of the Managing Director and Wholetime Directors based on performance and defined criteria. Company's remuneration policy is in consonance with the existing industry practices.

During the year, one meeting of the Remuneration Committee was held on 25th July 2009.

## COMPLIANCE WITH THE MANDATORY REQUIREMENTS

Your Company has complied with all the mandatory requirements of clause 49 of the listing agreement with the stock exchanges. Among the non-mandatory requirements, your Company has setup a Remuneration Committee.

## GENERAL BODY MEETINGS

a. Location and time of the General Meetings held in the last 3 years

Year	Type	Date	Venue	Time
2009	AGM	30.09.2009	Registered Office	10.00 A.M.
2008	AGM	30.09.2008	Registered Office	10.00 A.M.
2007	AGM	29.09.2007	Registered Office	10.00 A.M.

- |   |   |     |
|---|---|-----|
| b. Whether Special Resolutions passed in the previous three Annual General Meetings | - | Yes |
| c. Whether any special resolution passed last year through postal ballot            | - | No  |
| d. Person who conducted postal ballot exercise                                      | - | NA  |
| e. Whether any special resolution is proposed to be conducted through postal ballot | - | NA  |
| f. Procedure for postal ballot  | - | NA  |

## Means of Communication

Half yearly report sent to each household of shareholders	No. The results of your Company are published in the newspapers
Quarterly results in which newspaper normally published	The Economic Times and Nav Bharat Times
Any website where displayed	No. Provided to the Stock Exchanges in the prescribed format
The presentation made to the Institutional Investor and Analyst	No.

## GENERAL INFORMATION

### Annual General Meeting

The ensuing Annual General Meeting is scheduled to be held on Tuesday the 28th September, 2010 at 11.00 A.M at the Registered Office of your Company at Roto House, Noida Special Economic Zone, Noida – 201305.

### Financial Calendar

Your Company follows April – March financial year. The un-audited financial results for first, second (half yearly) and third quarter would be published by following August, November and February, respectively. Annual audited financial results would be published in May / June.

### Book Closure

The Share Transfer Books and Register of Members will be closed from Friday the 17th September, 2010 to Tuesdays the 28th September, 2010 (both days inclusive) for the purpose of payment of dividend and Thirty Fifth Annual General Meeting.



### Dividend payment date

Dividend warrants shall be dispatched on or after 29th September, 2010.

### The Stock Exchanges on which your Company's Shares are listed

SI	Name of the Stock Exchange	Security Code
1	Bombay Stock Exchange Ltd., (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	517500
2	The U.P. Stock Exchange Association Ltd, Padam Towers, 14/113, Civil Lines, Kanpur – 208001	ROTO
3	The Delhi Stock Exchange Association Ltd, DSE House, 3/1, Asaf Ali Road, New Delhi – 110002	

### ISIN Number

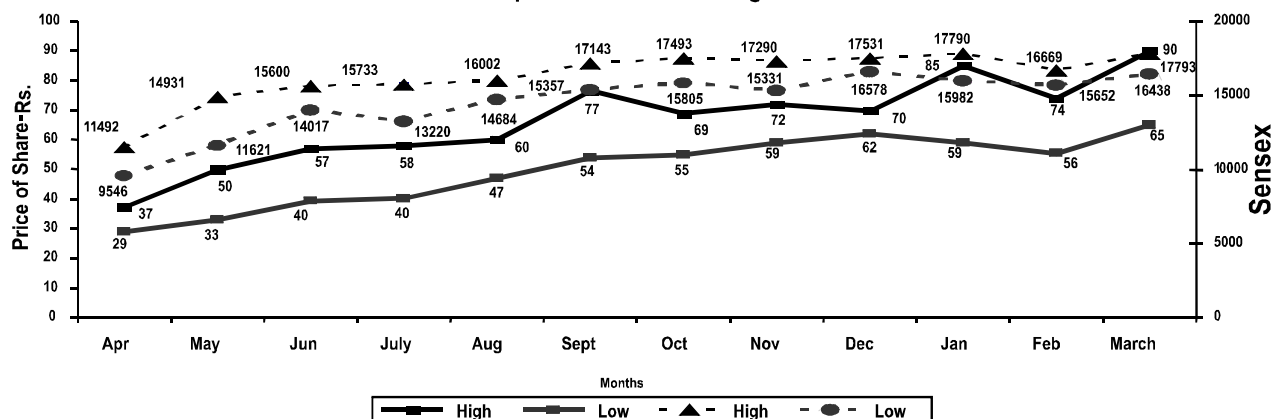
ISIN number of your Company for NSDL and CDSL is INE535D01011

### Market Price Data and Performance in comparison to BSE Sensex

The share market price data and performance of your Company's share on the BSE as compared to the BSE Sensex during the year 2009-10 was as under.

Month	BSE Sensex		Roto Pumps Ltd.	
	High	Low	High (Rs.)	Low (Rs.)
April 2009	11492.10	9546.29	37.25	29.00
May 2009	14930.54	11621.30	49.90	33.00
June 2009	15600.30	14016.95	56.90	39.55
July 2009	15732.81	13219.99	58.00	40.20
August 2009	16002.46	14684.45	59.95	47.05
September 2009	17142.52	15356.72	76.50	54.00
October 2009	17493.17	15805.20	68.90	55.05
November 2009	17290.48	15330.56	71.90	59.00
December 2009	17530.94	16577.78	69.80	62.00
January 2010	17790.33	15982.08	84.90	59.00
February 2010	16669.25	15651.99	74.00	55.50
March 2010	17793.01	16438.45	90.00	65.05

Share price v/s Sensex during 2009-10



# ROTO PUMPS LTD.

## Registrar and Share Transfer Agent

Your Company had appointed M/s RCMC Share Registry (P) Limited as Registrars & Share Transfer Agent. Shareholders are advised to approach them at the following address for any share and demat related query and problems.

RCMC Share Registry Pvt Limited  
B – 106, Sector 2,  
Noida – 201305 U. P.  
Tel.: 0120 – 4015880  
Fax.: 0120 – 2444346  
Email: info@rcmcdelhi.com

## Share Transfer System

All physical share transfers are processed by Share Transfer Agent, M/s RCMC Share Registry (P) Limited and approved by the Share Transfer Committee of your Company. The transferee is required to furnish the transfer deed duly completed in all respects together with the share certificates to M/s RCMC Share Registry (P) Limited at the above said address in order to enable M/s RCMC Share Registry (P) Limited to process the transfer.

As regards transfer of dematerialised shares, the same can be effected through the demat accounts of the transferor(s) and transferee(s) maintained with Depository Participants.

## Shareholding pattern

The shareholding pattern of your Company as on 31st March, 2010 as compared to 31st March, 2009 was as follows:

Category of Shareholders	As on 31st March, 2010		As on 31st March, 2009	
	No. of Shares	Percentage	No. of Shares	Percentage
Promoters	2161231	69.93	2161231	69.93
Mutual Funds and Banks	1700	0.05	1800	0.06
Private Bodies Corporate	72794	2.36	52310	1.69
NRIs and OCBs	81470	2.64	79069	2.56
Resident Individuals and others	773566	25.02	796351	25.76
Total	3090761	100.00	3090761	100.00

## Distribution of Shareholding

The broad shareholding distribution of your Company as on 31st March 2010 was as under:

Category of Shareholders	Shareholders		Shares	
	Number	Percentage	Number	Percentage
1 – 500	2655	91.33	350920	11.35
501 – 1000	120	4.13	95599	3.09
1001 – 2000	68	2.34	98828	3.20
2001 – 3000	17	0.58	40478	1.31
3001 – 4000	8	0.27	27351	0.88
4001 – 5000	4	0.14	18440	0.60
5001 – 10000	15	0.52	113927	3.69
10001 – and above	20	0.69	2345218	75.88
Total	2907	100.00	3090761	100.00

### **Dematerialisation of Shares and liquidity**

2870495 Equity shares out of the total 3090761 shares have been dematerialised upto 31.03.2010. Your Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have option to dematerialise their shares with either depository. Equity shares are actively traded in BSE.

### **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity**

Your Company has not issued any GDRs / ADRs / Warrants or any other convertible instruments.

### **Plant Locations**

1. B -14 & 15, Phase II Extn, Noida – 201305, Uttar Pradesh, India
2. Roto House, Noida Special Economic Zone, Noida – 201305, Uttar Pradesh, India

### **Address for correspondence**

Shareholders are requested to direct all share related correspondence to M/s RCMC Share Registry (P) Limited and only the non-share related correspondence and complaints regarding M/s RCMC Share Registry (P) Limited to –

The Company Secretary  
Roto Pumps Limited  
Roto House,  
Noida Special Economic Zone,  
Noida – 201305. U. P. India  
Ph.: +91 – 120 – 3043901, 2, 3, 4  
Fax: +91 – 120 – 2562561  
Email: corp@rotopumps.com

**CEO / CFO CERTIFICATION**

The Board of Directors  
RotoPumps Limited  
Roto House, Noida Special Economic Zone  
NOIDA – 201305

Sirs,

We, Harish Chandra Gupta, Chairman & Managing Director and V. K. Jain, Chief Financial Officer, of Roto Pumps Limited, to the best of our knowledge and belief certify that –

1. We have reviewed financial statements and cash flow statement for the year ended 31.03.2010 and that:
  - a. Based on our knowledge and information, these statements do not contain any untrue statement of material fact or omit any material fact or contain statements that might be misleading;
  - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that to the best of our knowledge and belief, no transactions were entered into by the company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls in the company pertaining to financial reporting and have evaluated the effectiveness of these procedures of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - a. Significant changes in the internal control over financial reporting during the year.
  - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Noida  
Dated: 29.05.2010

**V. K. JAIN**  
**CHIEF FINANCIAL OFFICER**

**HARISH CHANDRA GUPTA**  
**CHAIRMAN & MG. DIRECTOR**

## MANAGEMENT DISCUSSION AND ANALYSIS

### Overview

The Financial Statements of your Company have been prepared in compliance with the requirement of the Companies Act, 1956 and Generally Accepted Accounting Principles in India. There is no material departure from the prescribed accounting standards in the adoption of the accounting standards. The management of Roto accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates, provisions and judgments used therein, which have been made on prudent and reasonable basis, in order that the same reflect a true and fair view of the affairs of your Company.

### Resources Allocation

#### Fixed Assets

The Gross Fixed Assets as at 31st March, 2010 were Rs. 2833.57 lacs as compared to Rs.1828.99 lacs on 31st March, 2009 indicating an increase of 54.93%. The net increase was mainly on account of purchase of new plant & machinery, vehicles and capitalization of industrial land at Greater Noida.

#### Working Capital

Net current assets as at 31st March, 2010 was Rs.1909.68 lacs, which was lower by Rs.165.00 lacs than the previous year. The details are as follows:

Particulars	As at 31.03.2010	Amount Rs. in Lacs	As at 31.03.2009
Current Assets, Loans and Advances:			
Inventories	1,307.60		1,283.35
Sundry Debtors	1,189.50		911.26
Cash and Bank Balances	148.41		157.28
Loans, Advances and Others	393.83		646.45
Total	3,039.34		2,998.34
Current Liabilities and Provisions:			
Current Liabilities	764.19		615.29
Provisions	365.47		308.37
Total	1,129.66		923.66
Net Current Assets	1,909.68		2,074.68

Inventories increased by Rs. 24.25 lacs. Sundry debtors increased by Rs. 278.24 lacs. Sundry debtors outstanding for more than six months amounted to Rs. 26.07 lacs as compared to Rs. 19.25 lacs in the pervious year. Loans and advances decreased by Rs. 252.11 mainly due to the capitalization of land and respective deferred payment liability. The management has recognised debtors of Rs. 11.67 lacs as bad debts and as not recoverable.

Current liabilities increased by Rs.148.90 lacs. Provisions have been increased by Rs. 57.10 lacs due to increase in provision for income tax and leave encashment.

The management believes that your Company's liquidity and capital resources would be adequate to meet its expected working capital needs and other anticipated cash requirements.

### Financial performance

Revenue of Roto Pumps is generated principally from the sale of pumps and its spares. Your Company has a rich heritage in manufacturing technology. Your Company offers comprehensive range of progressive cavity (single screw and multiple screw) pumps for various applications.

Due to recessionary trends, particularly in International markets, your Company's revenue did not grow in 2009-10 and registered a turnover of Rs. 5166.45 lacs against Rs. 5240.75 lacs during the previous year.

## ROTO PUMPS LTD.

Your Company earned a profit after tax of Rs. 415.44 lacs against Rs. 330.50 lacs in 2008-09 and also recommended a dividend of 20% for 2009-10 (20% in 2008-09) involving total cash out flow of Rs. 72.32 lacs.

### Future Outlook

Your Company's strength is its committed manpower and in-house technology. Favorable trends in the Indian economy and the functioning of operational Warehouse cum Marketing Offices in U. K. and Warehouse cum Marketing Office in Australia in full swing, would lead to further growth of the Company.

### Cautionary Statement

Statements in the Management Discussion Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities law and regulations. Actual results may differ from those expressed in the statement. Important factors that could influence the Company's operations include changes in Government regulations, tax laws, economic development within and outside the Country and such other factors.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of  
Roto Pumps Limited

1. We have examined the compliance of conditions of Corporate Governance by Roto Pumps Limited, for the year ended 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For A. Kay Mehra & Co.,  
Chartered Accountants**

Place : Noida  
Dated : 30/07/2010

**(A. Kay Mehra)**  
Partner  
M. No. 9963

## AUDITORS' REPORT

TO THE MEMBERS,  
ROTO PUMPS LIMITED

We have audited the attached Balance Sheet of **ROTO PUMPS LIMITED** as at 31st March 2010 and the Profit & Loss Account for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government u/s 227 (4A) of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.
3. Further to our comments in the annexure referred to in paragraph 2 above, we report that:
  - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, except in the case of books of Company's Foreign Branch where we have relied on the report of the Branch auditors;
  - iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
  - v) On the basis of written representations received from the directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of Clause (g) of subsection (1) of Section 274 of the Act.
  - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and Notes on Accounts in Schedule 14 and those appearing elsewhere in the accounts give the information required by the Act, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India;
    - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010;
    - b. in the case of the Profit & Loss Account, of the Profit of the company for the year ended on that date; and
    - c. in the case of the Cash Flow Statement, of the Cash Flows of the company for the year ended on that date.

**For A. KAY. MEHRA & CO.**  
**Chartered Accountants**  
(Registration No. 050004C)

Place: NOIDA  
Dated: 29.05.2010

**(A. KAY. MEHRA)**  
PARTNER  
Membership No. 9963

## ANNEXURE TO THE AUDITOR'S REPORT

- i) In respect of its fixed assets:
  - (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
  - (b) The fixed assets of the Company have been physically verified by the management during the year in phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
  - (c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- ii) In respect of its inventories:
  - (a) The Inventory of the Company have been physically verified by the management at reasonable intervals during the year.
  - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - (c) The Company has maintained proper records of inventory. The discrepancies between physical stocks and the book stocks, which have been properly dealt with, were not material.
- iii) In respect of Loans;
  - (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register u/s 301 of the Companies Act, 1956.
  - (b) The Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register u/s 301 of the Companies Act, 1956.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit we have not observed any major weaknesses in internal control system.
- v) In respect of transactions covered under section 301 of the Companies Act, 1956:
  - (a) In our opinion, the particulars of contracts or arrangements, referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section; and.
  - (b) In our opinion, the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- vi) As per information given to us, the Company has not accepted deposits within the meaning of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- vii) The Company has an adequate Internal Audit System commensurate with the size and nature of its business.
- viii) We are of the opinion that, prima facie, the cost records & accounts prescribed by the Central Government u/s 209 (1)(d) of the Companies Act, 1956 have been maintained. We have not, however, carried out any detailed examination of such accounts and records.
- ix) In respect of statutory dues:
  - (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income-tax, Vat, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, as at 31<sup>st</sup> March, 2010 for a period of more than six months from the date of becoming payable.



(c) The disputed statutory dues aggregating to Rs.57.25 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Dispute Pending	Amount Rs. Lacs
1.	Income Tax Act, 1961 Income Tax Act, 1961	Income Tax Income Tax	High Court –Allahabad Commissioner –Appeals Kanpur (UP)	46.11 4.44
2	Central Sales Tax Act  Central Sales Tax Act  Central Sales Tax Act	Sales Tax  Sales Tax  Sales Tax	Trade Tax-Tribunal - Kanpur Jt. Commissioner - Appeals, Noida Dy. Commissioner - Assessment, Noida	2.66  3.12  0.92

- x) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- xi) Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions or banks.
- xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/ society. Therefore, the clause 4(xiii) of the Companies (Auditors Report) Order, 2003 is not applicable to the Company.
- xiv) As the company is not dealing or trading in shares, securities, debentures and other investments, the provision of paragraph IV (xiv) of the Companies (Auditor's Report) Order, 2003 does not apply.
- xv) In our opinion, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- xvi) In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were raised.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we are of the opinion that no funds raised on short-term basis have been used for long-term investments.
- xviii) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act, 1956.
- xix) According to the information and explanations given to us the Company has not issued any debentures during the period covered by our audit report.
- xx) The Company has not raised any money by way of public issue during the year.
- xxi) In our opinion, no fraud on or by the Company has been noticed or reported during the period covered by our audit report.

**For A. KAY. MEHRA & CO.**  
**Chartered Accountants**  
(Registration No. 050004C)

Place: NOIDA  
Dated: 29.05.2010

**(A. KAY. MEHRA)**  
PARTNER  
Membership No. 9963

# ROTO PUMPS LTD.

## BALANCE SHEET AS AT 31ST MARCH, 2010

PARTICULARS	Schedule	( Amount in Rs.)	
		As at 31st March, 2010	As at 31st March, 2009
<b>SOURCES OF FUNDS</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	3,09,07,610	3,09,07,610
Reserves & Surplus	2	<u>16,98,47,740</u>	<u>13,57,09,916</u>
<b>Loan Funds</b>			
Secured Loans	3	16,14,97,091	11,83,53,125
Unsecured Loans	4	-	25,00,000
<b>Deferred Tax Liabilities</b>		-	11,20,923
(See note no. 15 of Schedule 14)			
<b>TOTAL</b>		<u>36,22,52,441</u>	<u>28,85,91,574</u>
<b>APPLICATION OF FUNDS</b>			
<b>Fixed Assets</b>			
Gross Block	5	28,33,56,751	18,28,98,928
Less : Depreciation		<u>11,38,05,849</u>	<u>10,18,18,818</u>
		16,95,50,902	8,10,80,110
Capital work-in-progress		<u>9,66,080</u>	<u>43,875</u>
<b>Net Block</b>		<u>17,05,16,982</u>	<u>8,11,23,985</u>
<b>Current Assets, Loans &amp; Advances</b>			
Inventories	6	13,07,60,003	12,83,34,505
Sundry Debtors		11,89,49,564	9,11,25,709
Cash & Bank Balances		1,48,41,077	1,57,27,925
Other Current Assets		48,292	99,227
Loans & Advances		<u>3,93,34,698</u>	<u>6,45,45,982</u>
<b>Total</b>		<u>30,39,33,634</u>	<u>29,98,33,348</u>
<b>Less: Current Liabilities &amp; Provisions</b>			
Current Liabilities	7	7,64,18,989	6,15,28,576
Provisions		<u>3,65,47,071</u>	<u>3,08,37,183</u>
<b>Total</b>		<u>11,29,66,060</u>	<u>9,23,65,759</u>
<b>Net Current Assets</b>		<u>19,09,67,574</u>	<u>20,74,67,589</u>
<b>Deferred Tax Assets</b>		<u>7,67,885</u>	-
(See note no. 15 of Schedule 14)			
<b>TOTAL</b>		<u>36,22,52,441</u>	<u>28,85,91,574</u>
Significant Accounting Policies and Notes forming part of the accounts.	14		

This is the Balance Sheet referred to in our Report of even date.

**For A.Kay Mehra & Co.,**  
Chartered Accountants  
(Registration No. 050004C)

(A. Kay Mehra)  
Partner

Place: Noida  
Date : 29.05.2010

**For and on behalf of the Board**

(Harish Chandra Gupta)  
Chairman & Managing Director

(V. K. Jain)  
Chief Financial Officer

(Anurag Gupta)  
Dy. Managing Director

(Ashwani K. Verma)  
Company Secretary

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH , 2010**

( Amount in Rs.)

PARTICULARS	Schedule	Year Ended 31st March, 2010	Year Ended 31st March, 2009
<b>INCOME</b>			
Sales		51,44,70,352	52,18,28,379
Other Income	8	<u>21,74,918</u>	<u>22,46,793</u>
<b>TOTAL</b>		<u>51,66,45,270</u>	<u>52,40,75,172</u>
<b>EXPENDITURE</b>			
Materials	9	18,47,37,707	19,62,47,754
Employment	10	11,87,70,876	11,46,18,902
Operations	11	12,55,12,981	13,71,12,464
Depreciation	12	1,33,48,572	1,20,37,015
Interest	13	<u>1,15,15,035</u>	<u>1,20,50,455</u>
		<u>45,38,85,171</u>	<u>47,20,66,590</u>
<b>Profit Before Taxation</b>		<b>6,27,60,099</b>	5,20,08,582
<b>Provision for Taxation</b>			
Current Year Income Tax		2,30,77,956	1,67,11,296
Fringe Benefit Tax		-	10,56,290
Deferred Income Tax Charge/(Credit)		<b>(18,88,808)</b>	9,23,911
Current Year Wealth Tax		29,439	12,841
Short/(Excess) Provision for Wealth Tax of earlier year		-	87
Short/(Excess) Provision for Income Tax of earlier year		<b>(5,829)</b>	2,54,058
Short/(Excess) Provision for Fringe Benefit Tax of earlier year		<u>3,607</u>	-
<b>Profit After Taxation</b>		<b>4,15,43,734</b>	3,30,50,099
Balance Brought Forward from Previous Year		<u>7,13,97,655</u>	<u>4,80,92,938</u>
<b>Profit Available for Appropriation</b>		<b>11,29,41,389</b>	8,11,43,037
<b>Appropriations</b>			
Proposed Dividend		61,81,523	61,81,523
Tax on Dividend		10,50,550	10,50,550
Transfer to General Reserve		31,15,780	25,13,309
<b>Surplus carried forward to Balance Sheet</b>		<u>10,25,93,536</u>	<u>7,13,97,655</u>
		<u>11,29,41,389</u>	<u>8,11,43,037</u>
<b>Earning Per Share (see note no. 16-Sch.14)</b>		<b>13.44</b>	10.69
(Face value of Rs.10 per share)			

Significant Accounting Policies and Notes forming part of the accounts. 14  
This is the Profit and Loss Account referred to in our Report of even date.

**For A.Kay Mehra & Co.,**  
Chartered Accountants  
(Registration No. 050004C)

**For and on behalf of the Board**

(A. Kay Mehra)  
Partner

(Harish Chandra Gupta)  
Chairman & Managing Director

(Anurag Gupta)  
Dy. Managing Director

Place: Noida  
Date : 29.05.2010

(V. K. Jain)  
Chief Financial Officer

(Ashwani K. Verma)  
Company Secretary

# ROTO PUMPS LTD.

## SCHEDULE TO ACCOUNTS

( Amount in Rs.)

SCHEDULE : 1	As at 31st March, 2010	As at 31st March, 2009
<b><u>SHARE CAPITAL</u></b>		
<b>Authorised :</b>		
1,00,00,000 Equity Shares of Rs. 10/- each	<u>10,00,00,000</u>	<u>10,00,00,000</u>
<b>Issued &amp; Subscribed :</b>		
31,00,061 Equity Shares of Rs. 10/- each	<u>3,10,00,610</u>	<u>3,10,00,610</u>
<b>Paid Up:</b>		
30,90,761 Equity Shares of Rs. 10/- each	<b>3,09,07,610</b>	3,09,07,610
Of the above shares:		
i) 60,000 Shares were allotted as fully paid up pursuant to clause 3 of Articles of Association of the Company, for consideration other than Cash.		
ii) 11,430 Shares were allotted for consideration other than cash pursuant to the scheme of amalgamation sanctioned by order of the High Court , Allahabad dt.28.7.81.		
iii) 50 Shares were allotted as fully paid up for consideration other than cash pursuant to the scheme of amalgamation sanctioned by the order of the High Court, Allahabad dt. 19.2.91.		
iv) 11,21,339 Shares were allotted as fully paid up for cash.		
v) 18,97,942 Shares were allotted as fully paid up bonus shares by way of capitalisation of General Reserve of the Company.		
<b>TOTAL</b>	<u><b>3,09,07,610</b></u>	<u><b>3,09,07,610</b></u>
<b>SCHEDULE : 2</b>		
<b><u>RESERVES &amp; SURPLUS</u></b>		
<b>Capital Reserve:</b>		
As per last account	<b>14,13,245</b>	14,13,245
<b>Revaluation Reserve:</b>		
As per last account	<b>17,17,560</b>	20,51,542
Less: Written back during the year		
- Depreciation	<b>1,73,837</b>	2,13,961
- Sale of Assets	<u>-</u>	<u>1,20,021</u>
	<b>15,43,723</b>	17,17,560
<b>General Reserve:</b>		
As per last account	<b>1,39,74,901</b>	1,14,61,592
Add: Transfer from Profit & Loss Account	<u><b>31,15,780</b></u>	<u>25,13,309</u>
	<b>1,70,90,681</b>	1,39,74,901
<b>Share Premium Account :</b>		
As per last account	<b>4,72,06,555</b>	4,72,06,555
<b>Surplus As Per Profit &amp; Loss Account</b>		
	<u><b>10,25,93,536</b></u>	<u>7,13,97,655</u>
<b>TOTAL</b>	<u><b>16,98,47,740</b></u>	<u><b>13,57,09,916</b></u>

**SCHEDULE TO ACCOUNTS**

		( Amount in Rs.)			
	Schedule	As at		As at	
		31st March, 2010		31st March, 2009	
<b>SCHEDULE :3</b>					
<b><u>SECURED LOANS</u></b>					
<b>Term Loan-plant &amp; Machinery</b>					
FROM BANK OF INDIA:		<b>27,51,759</b>		42,99,645	
Against Hypothecation of Plant & Machinery					
<b>Term Loan-corporate</b>					
FROM BANK OF INDIA:		<b>1,50,00,000</b>		-	
Against Hypothecation of stocks, book debts and Plant and Machinery					
<b>Cash Credit :</b>					
FROM BANK OF INDIA:				3,74,47,953	
Against Hypothecation of stocks	<b>2,10,81,198</b>				
Against Hypothecation of Book Debts	<b>3,00,43,360</b>	<b>5,11,24,558</b>	<b>4,29,23,882</b>	8,03,71,835	
<b>Export Packing Credit :</b>					
FROM BANK OF INDIA:				2,60,83,369	
Against Hypothecation of stocks		<b>3,93,89,298</b>			
<b>Bills Discounted &amp; Purchased:</b>					
FROM BANK OF INDIA:				-	
Against deposit of shipping documents and usance bills accepted by customers		<b>45,25,803</b>			
(All the loans mentioned above are further guaranteed 'by the Chairman & Mg. Director and two other Directors in their personal capacities.)					
<b>Deferred Payment Credit</b>					
FROM GREATER NOIDA INDUSRIAL DEVELOPMENT AUTHORITY		<b>3,98,72,000</b>		-	
<b>Vehicle Loan :</b>					
Against Hypothecation of vehicles purchased under the finance				30,80,116	
-From Westpac Banking Corporation	<b>20,53,302</b>				
-From Kotak Mahindra Prime Ltd.	<b>29,03,797</b>			-	
-From Axis Bank Ltd.	<b>6,48,665</b>			9,43,831	
-From Reliance Capital Ltd.	<b>3,19,912</b>			5,22,521	
-From HDFC Bank Ltd.	<b>4,59,653</b>			20,94,263	
-From Tata Capital Limited	<b>5,76,388</b>			-	
-From ICICI Bank Ltd.	<b>18,71,956</b>	<b>88,33,673</b>	<b>9,57,545</b>	75,98,276	
<b>TOTAL</b>		<b>16,14,97,091</b>		<b>11,83,53,125</b>	
<b>SCHEDULE :4</b>					
<b><u>UNSECURED LOANS</u></b>					
Inter-corporate Deposit		-		25,00,000	
<b>TOTAL</b>		<b>-</b>		<b>25,00,000</b>	

**SCHEDULE TO ACCOUNTS**

**SCHEDULE : 5**  
**FIXED ASSETS**  
( Amount in Rs.)

FIXED ASSETS	GROSS BLOCK		DEPRECIATION		NET BLOCK				
	As At 01.4.2009 (See Schedule 14 Note No. C-1)	Adjustment	Additions	Total As at 31.03.2010	Upto Adjustment 31.3.2009	For the Year	Total Upto 31.3.2010	As at 31.3.2010	As at 31.3.2009
Land ( Lease Hold )	56,30,640	-	8,69,04,376	9,25,35,016	-	-	-	9,25,35,016	56,30,640
Factory Buildings	4,43,60,520	1,31,852	1,03,408	4,43,32,076	2,23,46,490	44,267	2,20,14,030	1,98,28,177	2,20,14,030
Other Buildings	26,74,436	-	-	26,74,436	14,71,839	-	60,130	11,42,467	12,02,597
Plant & Machinery Furniture, Fixture &	8,73,65,033	-	71,28,960	9,44,93,993	5,55,74,785	-	5,01,9043	3,39,00,165	3,17,90,248
Office Equipment	1,24,05,100	72,840	7,65,158	1,30,97,418	60,73,237	24,377	11,73,565	58,74,993	63,31,863
Computers	1,17,65,474	-	8,79,919	1,26,39,393	81,80,952	-	15,95,758	28,62,663	35,84,522
Vehicles	1,86,97,725	27,76,762	76,63,456	2,35,84,419	81,71,515	14,66,734	34,72,237	1,34,07,401	1,05,26,210
<b>TOTAL</b>	18,28,98,928	29,81,454	10,34,39,277	28,33,56,751	10,18,18,818	15,35,378	1,35,22,409	11,38,05,849	16,95,50,902
Capital Work-in-progress	43,875	43,875	9,66,080	9,66,080	-	-	-	9,66,080	43,875
<b>GRAND TOTAL</b>	18,29,42,803	30,25,329	10,44,05,357	28,43,22,831	10,18,18,818	15,35,378	1,35,22,409	11,38,05,849	17,05,16,985
Previous Year	16,19,24,903	1,05,38,740	3,15,56,640	18,29,42,803	9,83,09,111	87,41,269	1,22,50,976	8,11,23,985	6,36,15,792

Note: Capital Work-in-Progress consists of Rs.1,10,298/- towards Sand Blasting Room, Rs.7,57,766/- towards Reheometer and Rs.98,016/- towards Moulds.

**SCHEDULE TO ACCOUNTS**

	( Amount in Rs.)			
Schedule	As at 31st March, 2010		As at 31st March, 2009	
<b>SCHEDULE : 6</b>				
<b><u>CURRENT ASSETS, LOANS &amp; ADVANCES</u></b>				
<b>A) CURRENT ASSETS :</b>				
<b>i) Stock In Trade</b> (As per inventory taken, valued and certified by management)				
a) Raw Materials	1,48,77,372		1,43,30,803	
b) Bought Out Goods	2,68,16,542		2,55,30,179	
c) Finished Goods	7,43,03,616		7,38,99,984	
d) Work in Process	1,03,32,379		87,46,875	
e) Scrap & Wastage	2,22,583		43,837	
f) Stores Tools & Other Materials	<u>42,07,511</u>	<u>13,07,60,003</u>	<u>57,82,827</u>	12,83,34,505
<b>ii) Sundry Debtors</b> (Unsecured, Unconfirmed and considered good)				
a) Debts due for a period exceeding six months	26,06,673		19,25,251	
b) Others	<u>11,63,42,891</u>	<u>11,89,49,564</u>	<u>8,92,00,458</u>	9,11,25,709
<b>iii) Cash &amp; Bank Balances:</b>				
a) Cash in Hand	3,44,026		3,03,527	
b) Balance with Scheduled Banks In:				
- Current Accounts	72,17,907		81,28,771	
- Term Deposit Accounts(Margin Money)	45,52,006		42,66,893	
- Unclaimed / Unpaid Dividend Accounts	4,84,429		3,67,670	
c) Remittances in transit	<u>22,42,709</u>	<u>1,48,41,077</u>	<u>26,61,064</u>	1,57,27,925
<b>iv) Other Current Assets</b> Interest accrued on Bank & Other Deposits/Loans				
		48,292		99,227
<b>B) LOANS &amp; ADVANCES</b> (Unsecured, Unconfirmed and considered good)				
<b>Loans</b>				
Staff Loans	6,63,538		10,08,400	
<b>Advances</b>				
a) Advances recoverable in cash or in kind or for value to be received	1,10,56,177		3,80,67,444	
b) Security Deposits	46,82,827		46,64,674	
c) Deposit with Excise & Other Authorities	24,38,866		46,55,497	
d) Advance Income Tax & Tax Deducted at Source	1,68,80,293		1,35,68,630	
e) Advance Fringe Benefit Tax	-		11,21,671	
f) Other Receivables	<u>36,12,997</u>	<u>3,93,34,698</u>	<u>14,59,666</u>	6,45,45,982
<b>TOTAL</b>		<u><b>30,39,33,634</b></u>	<u><b>29,98,33,348</b></u>	

# ROTO PUMPS LTD.

## SCHEDULE TO ACCOUNTS

	( Amount in Rs.)	
	As at 31st March, 2010	As at 31st March, 2009
<b>SCHEDULE : 7</b>		
<b><u>CURRENT LIABILITIES AND PROVISIONS</u></b>		
<b>Current Liabilities</b>		
i) Sundry Creditors *	4,30,21,010	3,68,53,834
ii) Advances received against Orders	86,82,426	37,54,097
iii) Other Liabilities	2,42,31,124	2,05,52,974
iv) Unclaimed / Unpaid Dividend	4,84,429	3,67,671
	<b>7,64,18,989</b>	<b>6,15,28,576</b>
<b>Provisions</b>		
Provisions for Income Tax	2,30,77,956	1,67,11,296
Provisions for Wealth Tax	29,439	12,841
Provisions for Fringe Benefit Tax	-	10,56,290
Provision for Dividend ( With Tax)	72,32,073	72,32,073
Provision for Gratuity	2,04,110	4,87,462
Provision for Leave Encashment	60,03,493	53,37,221
	<b>3,65,47,071</b>	<b>3,08,37,183</b>
<b>TOTAL</b>	<b>11,29,66,060</b>	<b>9,23,65,759</b>

\* The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act'2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given.

	( Amount in Rs.)	
	Year Ended 31st March, 2010	Year Ended 31st March, 2009
<b>SCHEDULE :8</b>		
<b><u>OTHER INCOME</u></b>		
Service Charges-Income	12,25,668	13,22,292
Interest Income		
- On Bank Deposits	2,45,726	2,16,500
- Others	89,659	95,341
	<b>3,35,385</b>	<b>3,11,841</b>
(Tax Deducted at Source Rs.24,570/-) (Previous Year-Rs.22636/-)		
Misc. Credit Balances Written Off	5,81,097	-
Profit on Sale/Impairment of Fixed Assets	-	6,12,660
Miscellaneous Receipts	32,768	-
<b>TOTAL</b>	<b>21,74,918</b>	<b>22,46,793</b>



## SCHEDULE TO ACCOUNTS

( Amount in Rs.)

	Year Ended 31st March, 2010		Year Ended 31st March, 2009	
<b>SCHEDULE: 9</b>				
<b><u>MATERIALS</u></b>				
<b>i) Raw Materials Consumed</b>				
Opening Stock	1,43,30,803		1,17,21,711	
Add: Purchases & Expenses thereon	8,49,61,232		10,17,99,952	
Less: Closing Stock	1,48,77,372	8,44,14,663	1,43,30,803	9,91,90,860
<b>ii) Bought Out Components Consumed</b>				
Opening Stock	2,55,30,179		1,79,02,470	
Add: Purchases & Expenses thereon	9,91,06,327		11,05,61,940	
Less: Closing Stock	2,68,16,542	9,78,19,964	2,55,30,179	10,29,34,231
<b>iii) Consumable Materials</b>				
Opening Stock	6,22,074		8,85,218	
Add: Purchases	47,11,648		40,75,917	
Less: Closing Stock	6,62,760	46,70,962	6,22,074	43,39,061
<b>iv) (Accretion) / Decretion To Stock</b>				
OPENING STOCK:				
Finished Goods	7,38,99,984		6,06,63,546	
Unfinished Goods	87,46,875		1,17,28,627	
Scrap & Wastage	43,837		82,125	
	8,26,90,696		7,24,74,298	
LESS: CLOSING STOCK:				
Finished Goods	7,43,03,616		7,38,99,984	
Unfinished Goods	1,03,32,379		87,46,875	
Scrap & Wastage	2,22,583		43,837	
	8,48,58,578		8,26,90,696	
<b>Net ( Accretion)/Decretion</b>		(21,67,882)		(1,02,16,398)
<b>TOTAL</b>		<b>18,47,37,707</b>		<b>19,62,47,754</b>

## SCHEDULE : 10

### EMPLOYMENT

Wages, Salary, Bonus, Gratuity & Other Allowances	9,57,29,728	9,38,50,645
Contribution to Provident & Other Funds	84,66,566	80,27,651
Directors' Remuneration	1,01,75,314	83,38,615
Workmen & Staff Welfare	43,99,268	44,01,991
<b>TOTAL</b>	<b>11,87,70,876</b>	<b>11,46,18,902</b>

# ROTO PUMPS LTD.

## SCHEDULE TO ACCOUNTS

( Amount in Rs.)

	Year Ended 31st March, 2010	Year Ended 31st March, 2009
<b>SCHEDULE : 11</b>		
<b><u>OPERATIONS</u></b>		
Power & Fuel	77,25,288	74,67,707
Machining & Electroplating	98,20,872	1,00,88,425
Excise Duty Paid	1,71,39,326	2,21,54,301
Tools	60,15,130	71,69,922
Repairs :		
Building	9,57,441	13,12,264
Plant & Machinery	25,04,668	30,05,687
Others	17,58,541	15,08,755
Insurance Charges	7,49,647	8,03,132
Travelling & Conveyance	2,09,49,331	1,56,26,801
Postage & Telephone	39,71,088	39,96,766
Professional & Consultancy	17,88,072	10,67,020
Vehicle Running & Maintenance	38,66,308	33,64,227
Rent	51,66,951	45,77,304
Rates & Taxes	15,51,334	15,69,354
Directors' Sitting Fees	96,000	66,000
Payment to Auditors :		
Audit Fee	1,25,000	1,25,000
Tax Audit Fee	50,000	50,000
Taxation Matters	25,000	25,000
Foreign Branch Audit Fee	4,67,198	4,10,706
Cost Audit Fee	25,000	25,000
Out of Pocket Expenses	5,000	5,000
Packing & Forwarding Expenses	1,90,00,146	2,05,77,178
Commission & Discount	11,96,106	1,85,028
Advertisement & Publicity	17,59,271	55,84,319
Bad Debts	11,67,455	7,87,348
Loss on Sale and Impairment of Fixed Assets	95,428	-
Foreign Exchange Diff. - Foreign Operations & Others	21,39,026	34,15,478
Miscellaneous Expenses	1,53,98,354	2,21,44,742
<b>TOTAL</b>	<b><u>12,55,12,981</u></b>	<b><u>13,71,12,464</u></b>
<b>SCHEDULE : 12</b>		
<b><u>DEPRECIATION</u></b>		
For the year	1,35,22,409	1,22,50,976
Less : Transferred to Revaluation Reserve	1,73,837	2,13,961
<b>TOTAL</b>	<b><u>1,33,48,572</u></b>	<b><u>1,20,37,015</u></b>
<b>SCHEDULE : 13</b>		
<b><u>INTEREST</u></b>		
On Term Loans	23,71,067	14,50,857
On Others	91,43,968	1,05,99,598
<b>TOTAL</b>	<b><u>1,15,15,035</u></b>	<b><u>1,20,50,455</u></b>

## SCHEDULE TO ACCOUNTS

### SCHEDULE - 14

#### SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES

##### (A) Significant Accounting Policies :

#### 1 System of Accounting

Unless otherwise stated hereunder the financial accounts of the Company have been drawn up on historical cost convention and on accrual basis.

#### 2 Use of Estimates

The preparation of financial statement requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Differences between actual results and estimates are recognised in the period in which they materialise.

#### 3 Sales

Sales are net of taxes and sales returns but inclusive of excise duty and exchange rates fluctuations.

#### 4 Fixed Assets

Fixed Assets are capitalised at cost of acquisition and subsequent improvements thereto including taxes, duties etc other than Cenvat credit wherever applicable. Freight & other incidental expenses related to acquisition and installation are added to cost. In case of write-up due to revaluation, Fixed Assets are shown at such higher amount.

#### 5 Depreciation

- i) Depreciation on all assets has been charged by written down value method in accordance with the rates and manner specified in Schedule XIV to the Companies Act, 1956.
- ii) In respect of revalued assets, the incremental depreciation attributable to the Revaluation is transferred to Revaluation Reserve.

#### 6 Inventories

Inventories have been valued as follows -

Raw Materials	:	At cost *
Finished Goods	:	At lower of the cost and net realisable value **
Work in Progress	:	At cost *
Stores, Tools & Other Materials	:	At cost *

\* The cost has been arrived at by using 'FIFO' method.

\*\* The cost of finished goods has been determined by considering standard conversion cost.

#### 7 Impairment of Assets

Impairment loss is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an assets's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continue use of an asset and from its disposal as the end of its useful life.

#### 8 Employees' Benefits

Company's contribution to Provident Fund and Family Pension Fund are charged to profit & loss account. Provision for Gratuity and Leave Encashment benefits, in respect of employees governed by Indian rules and regulations is made on the basis of actuarial valuation as at the end of the year in conformity with the Accounting standard-15 (Revised) issued by the Institute of Chartered Account of India and the provision for leave encashment

(including long term leave) in respect of employee at foreign branches is made as per law prevalent in foreign country. Contribution to Employee Group Gratuity Trust for the current year are charged to Profit & Loss account and for the past years are adjusted in the Provision for Gratuity a/c.

## 9 Foreign Currency Translations

### a Foreign Currency Transactions

Transactions in foreign currency are accounted for at the exchange rates prevailing at the date of transaction. Gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit & Loss Account. Exchange differences arising on account of monetary liabilities related to fixed assets are adjusted in the cost of assets. Bank Guarantee in foreign currency are translated at the exchange rate prevailing at the year end.

### b Foreign Branch Operation's Translations

The activities of the Foreign Branches are an integral part of the operations of the company and hence the foreign branch financial statements are translated in accordance with accounting standard applicable to Integral Foreign Operation as given under:

- i) Income & Expenditure items by applying to the foreign currency amount, the exchange rate at the date of transaction. The rate used is an average rate for calendar month and used for all transaction occurring during that calendar month.
- ii) Fixed Assets at the exchange rate prevailing on the date of transaction.
- iii) Depreciation on the fixed assets in Indian rupees, which are reported using the exchange rate at the date of transaction.
- iv) Inventories related to stocks transfer from reporting enterprise are shown at the cost of reporting enterprises plus expenses incurred to bring the material at the shelf of foreign branch's warehouse and local bought inventories are translated at the exchange rate prevailing at the year end.
- v) Other current assets and liabilities are converted at the exchange rates prevailing at the year end.
- vi) The exchange difference on translation of Foreign Branch financial statements are recognised in profit & loss account.

## 10 Research & Development

Revenue expenditure pertaining to research and development is charged to revenue in the year in which it is incurred. Capital Expenditure is treated as forming part of Fixed Assets.

## 11 Government Grants

- i) Revenue grants are accounted for in Profit & Loss Account.
- ii) Capital grants other than relating to specific fixed assets are credited to Capital Reserve.

## 12 Miscellaneous Expenditure

Public Issue Expense, Deferred Revenue Expenses & other expenses on intangible assets are recognised & amortised as per the Accounting Standard no. 26 on Intangible Assets issued by the Institute of Chartered Accountants of India.

## 13 Borrowing Cost

Interest and other costs in connection with borrowing of funds to the extent related / attributed to the acquisition

/ construction of qualifying fixed assets are capitalised upto the date when such assets are ready for its intended use and other borrowing cost are charged to profit & loss A/c.

#### 14 Provision for Deferred and Current tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

#### 15 Others

- I) Contingent liabilities not provided for, are disclosed by way of notes.
- II) Contingencies which can be reasonably ascertained are provided for.

#### (B) Contingent Liabilities:

Particulars	Amount (Rs.)	
	2009-10	2008-09
i) Disputed Sales Tax (appeals pending)	6,70,096	8,14,322
ii) Disputed Income Tax (appeals pending)	50,54,838	50,54,838
iii) Bank Guarantee	2,05,25,302	2,00,17,988
iv) Labour Cases	29,21,756	27,33,097

#### (C) Notes:

- 1 Revaluation of all the fixed assets (except Building under construction upto 31.03.1993) was carried out by an approved valuer as on 31st March, 1993, which resulted in an increase in the Gross Value of assets over original cost by Rs. 2,50,17,478/-. The net increase in the value, resulting from the revaluation amounting to Rs.2,50,17,478/- has been credited to Revaluation Reserve, created during the year ended 31.03.1993.
- 2 Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.
- 3 The Credit Facilities from Bank of India as detailed in Schedule 3, relating to secured loans are collaterally secured against :-
  - a Equitable Mortgage of Land & Building located at B-14, Phase-II Extn. Noida and Roto House, Noida Special Economic Zone, Noida.
  - b Hypothecation of Plant & Machinery installed at B-14 & B-15, Phase-II Extn. Noida and Roto House, Noida Special Economic Zone, Noida.
  - c Lien on Flat No. 54, 5th floor, Ajai Deep, Nariman Street, Mumbai.
- 4 The Company has been allotted 20,001.40 square meter land by Greater Noida Industrial Development Authority (GNIDA) at Ecotech XII, Greater Noida and the lease deed for the same has been executed on 31st March, 2010. Hence the Company has capitalised the Land as at the end of current year alongwith upto date interest amount and registration charges. The 70% value of the Land cost i.e. Rs.4,98,40,000/- has been financed by the GNIDA at 11% rate of interest, payable in 10 (ten) instalment. As per terms of finance, the land will be re-possessed by GNIDA in case of default in payment of two consecutive installments. The financing towards land cost by GNIDA has been shown as deferred Payment credit under Secured Loan.
- 5 Term Deposits with Bank of India, Janpath Branch amounting to Rs. 25,75,000/- (Prev. year Rs. 25,77,845/-) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

## ROTO PUMPS LTD.

6 Term Deposit With ANZ Banking Group Limited, Melbourne amounting to AUD 48376.00 ( Rs 1977,006/-) ( Previous Year AUD 48376/- & Rs.1689048/-) are pledged with ANZ Banking Group Limited as margin on Bank Guarantee.

### 7 Related Party Disclosure

#### i) Key Managerial Personnel

Name	Designation	Amount (Rs.)	
		Nature of Transaction	Gross salary
Mr. Harish Chandra Gupta	Chairman & Managing Director	48,13,573	(39,61,932)
Mr. Anurag Gupta	Dy. Managing Director	31,88,670	(26,60,211)
Mr. Arvind Gupta	Whole Time Director	31,22,939	(24,74,553)

Figures in brackets are of previous year.

#### ii) Relatives of Key Managerial Personnel

##### Mr. H. C. Gupta HUF

Mr. H. C. Gupta, Chairman & Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company has taken on lease a residential accommodation from H. C. Gupta HUF and paid Rs. 15,00,000/- towards rent during the year (Prev year Rs. 14,25,00/-)

##### Mr. N. K Gupta HUF

Mr. Anurag Gupta, Dy. Managing Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid Rs. 10,80,000/- towards rent during the year (Prev. year Rs.10,35,000/-)

### 8 Remuneration to Chairman & Managing Director, Dy. Managing Director and Whole Time Director.

Particulars	Amount (Rs.)	
	Year ended 31st March, 2010	Year ended 31st March, 2009
Salary	75,45,000	59,10,000
Contribution to P.F. & other funds	9,05,400	7,09,200
Other Perquisites	26,74,782	24,77,496
	<u>1,11,25,182</u>	<u>90,96,696</u>

9 Application Money on 9,300 Equity Shares @ Rs. 10/- per Share alongwith premium @ Rs. 45/- per share aggregating to Rs. 5,11,500/- allotted on 11.11.1994 has not yet been realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the Bankers.

10 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ( Rs 13,95,824/-) ( Previous Year - Rs. 29,09,803/-) has been grouped with Export Sale.

11 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to Rs.1,62,968/- (Prev. year Rs .2,35,305/-) has been included in the value of the closing stock after creating suitable provision for liability.

12 Profit/Loss on Sales and Impairment of fixed assets account includes Rs.1,14,611/ - ( Prev. Year - Rs. 3,75,650/-) towards loss on impairment of assets.

13 In the opinion of the Board, the Current Assets, Loans and Advances are stated at a value, considered realisable in the ordinary course of business.

14 The Company's operations predominantly comprises of only one segment - Pumps & spares, therefore segment reporting does not apply.

**15 Deferred Tax**

- a Deferred Tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing laws.
- b Breakup of deferred tax assets / liabilities and reconciliation of current year deferred tax charge.

Particulars	Amount (Rs.)		
	Deferred Tax Asset/ (Liability) as on 31.03.2009	Current Year Credit / (Charge)	Deferred Tax Asset / (Liability) as on 31.03.2010
Difference in carrying amount of fixed assets in financial statements and income tax return	(25,26,589)	4,96,889	(20,29,700)
Provision for Gratuity	1,65,688	(96,311)	69,377
Provision for Leave encashment	18,14,121	2,26,466	20,40,587
Others	(5,74,143)	12,61,764	6,87,621
<b>TOTAL</b>	<b>(11,20,923)</b>	<b>18,88,808</b>	<b>7,67,885</b>

Note: The Company has recognised the Deferred Tax Asset of Rs.18,88,808/- (Previous year Deferred Tax Charge Rs. 9,23,911/-) during the year and debited to Profit & Loss Account.

**16 Earning per share**

Particulars	Amount (Rs.)	
	2009-10	2008-09
Net profit after taxes for the year	4,15,43,734	3,30,50,099
Number of Equity Shares	30,90,761	30,90,761
Basic and Diluted Earning per Shares	13.44	10.69
Face Value per Share	10	10

17 The disclosure required under Accounting Standard 15-"Employee Benefits" notified in the Companies (Accounting Standards) Rules 2006, are given below:

**A DEFINED CONTRIBUTION PLAN**

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under:

Particulars	Amount (Rs.)	
	2009-10	2008-09
Employer's Contribution to Provident fund	39,64,364	36,14,538
Employer's Contribution to Superannuation/NIC at foreign branches	37,45,337	37,06,635

**B DEFINED BENEFIT PLAN**

The Employees' gratuity fund scheme managed by Reliance Life Insurance Company Ltd. is a defined benefit plan. The present value of obligation for gratuity and leave encashment is determined on the basis of Actuarial Valuation Report made at the year end.

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	Gratuity Funded		Leave encashment	
	Amount (Rs) 2009-10	Amount (Rs) 2008-09	Amount (Rs) 2009-10	Amount (Rs) 2008-09
<b>a) In respect of Employees in India</b>				
<b>i) The principle assumptions used in actuarial valuation</b>				
-Discount rate	8.0%	7.5%	8.0%	7.5%
-Expected rate on return of assets ( per annum)	8.0%	7.5%	N.A	N.A
-Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
<b>ii) Change in Present value of Obligation</b>				
-Present value of obligation as at 01.04.2009	<b>71,45,585</b>	65,91,372	<b>31,73,430</b>	32,26,356
-Interest Costs	<b>5,35,919</b>	5,27,310	<b>2,38,008</b>	2,66,174
-Current Service Cost	<b>11,49,030</b>	11,38,982	<b>5,31,107</b>	2,75,428
-Benefits Paid	<b>(2,95,615)</b>	-	<b>(7,21,382)</b>	(9,75,803)
-Actuarial (Gain) / Loss on obligations	<b>(7,44,457)</b>	(11,12,079)	<b>5,08,936</b>	3,81,275
-Present value of obligation as at 31.03.2010	<b>77,90,462</b>	71,45,585	<b>37,30,099</b>	31,73,430
<b>iii) Change in fair value of Plan Assets</b>				
Fair Value of Plan Assets at the beginning of the period	<b>66,58,123</b>	56,48,748	-	-
Expected Return on Plan Assets	<b>4,99,359</b>	4,51,900	-	-
Contributions	-	9,50,000	-	-
Benefit Paid	<b>(2,95,615)</b>	-	-	-
Actuarial Gain/(Loss) on Plan Assets	<b>7,24,485</b>	(3,92,525)	-	-
Fair Value of Plan Assets at the end of the period	<b>75,86,352</b>	66,58,123	-	-
Actual Return on Plan Assets	<b>12,23,844</b>	59,375	-	-
<b>iv) Liability Recognised in Balance Sheet</b>				
-Present value of obligation as at 31.03.2010	<b>77,90,462</b>	71,45,585	<b>37,30,099</b>	31,73,430
-Fair value of plan assets as at the end of the year	<b>75,86,352</b>	66,58,123	-	-
-Unfunded status	<b>2,04,110</b>	4,87,462	<b>37,30,099</b>	31,73,430
-Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	<b>2,04,110</b>	4,87,462	<b>37,30,099</b>	31,73,430
<b>v) Expenses recognised in Profit and Loss Account</b>				
-Current Service Cost	<b>11,49,030</b>	11,38,982	<b>5,31,107</b>	2,75,428
-Interest Costs	<b>5,35,919</b>	5,27,310	<b>2,38,008</b>	2,66,174
-Expected Return on Plan assets	<b>(4,99,359)</b>	(451900)	-	-
-Net Actuarial (Gain)/ Loss recognised during the year	<b>(14,68,942)</b>	(7,19,554)	<b>5,08,936</b>	3,81,275
Total Expenses recognised in Profit and Loss a/c	<b>(2,83,352)</b>	4,94,838	<b>12,78,051</b>	9,22,877
<b>(b) In respect of employees at Foreign branches</b>				
Liability Recognised in Balance Sheet				
Holiday Pay Provision	-	-	<b>22,73,394</b>	21,63,791
Net (Assets)/ Liability recognised in Balance Sheet	-	-	<b>22,73,394</b>	21,63,791
Expenses recognised in Profit and Loss Account				
Holiday Pay	-	-	<b>2,63,057</b>	6,35,744
Total Expenses recognised in Profit and Loss a/c	-	-	<b>2,63,057</b>	6,35,744



NOTE: The provision of Gratuity has been made on the basis of Actuarial certificate considering the ceiling limit of Rs.3,50,000/- .

- 18 Taxation provisions for current year and previous year tax adjustments includes interest etc.
- 19 Previous Year's figures have been re-grouped/re-arranged wherever necessary to render them comparable with the current year's figures.
- 20 Figures have been rounded off to the nearest rupee.
- 21 Schedule 1 to 14 form integral part of the accounts.

**(D) Additional Information pursuant to the provisions of para 3 and 4 of Part II of Schedule VI to the Companies Act, 1956:**

**i) Licenced and Installed Capacities**

Particulars	Amount (Rs.)	
	2009-10	2008-09
Positive Displacement Pump (Single Screw and Lob. Rotor Pumps) and Single Eccentric Screw type Pumps:		
Licenced	N.A.	N.A.
Installed	N.A.	N.A.
	<b>Not Ascertainable as it could vary with the change in product size/mix</b>	<b>Not Ascertainable as it could vary with the change in product size/mix</b>

**ii) Opening Stock, Production and Closing Stock of Goods Manufactured**

Particulars	2009-10		2008-09	
	Pumps (Nos)		Pumps (Nos)	
Opening Stock	592		583	
Add: Manufactured during the year	4,145		4,120	
<b>TOTAL</b>	<b>4,737</b>		<b>4,703</b>	
Less : Closing Stock	875		592	
Goods sold	<b>3,862</b>		<b>4,111</b>	

**iii) Raw Material and Components Consumed**

Particulars	2009-10		2008-09	
	Quantity	Amount (Rs)	Quantity	Amount(Rs)
MILD STEEL	15.042 MT	37,06,118	23.548 MT	44,96,183
STEEL (SS & ALLOY)	332.785 MT	4,33,98,241	328.436 MT	5,34,58,900
IRON & METAL CASTINGS	181.564 MT	1,83,71,745	181.441 MT	2,19,98,710
RUBBER & CHEMICALS	63.293 MT	85,19,078	56.711 MT	94,00,194
PIPES	6,830.040 MTRS	80,10,178	6,409.683 MTRS	76,24,727
OTHER MATERIALS & COMPONENTS		9,78,19,965		10,29,34,231
FREIGHT,CARTAGE,CLG. & INS.		24,09,302		22,12,146
<b>TOTAL</b>		<b>18,22,34,627</b>		<b>20,21,25,091</b>

Note: In view of large number and various types of Other Materials and Components, it has not been considered necessary to furnish the respective quantitative information.

# ROTO PUMPS LTD.

	2009-10		2008-09	
	Amount (Rs)		Amount (Rs)	
<b>iv) Consumable Materials</b>				
Stores Consumables		<u>46,70,962</u>		<u>43,39,061</u>
<b>TOTAL</b>		<u>46,70,962</u>		<u>43,39,061</u>
<b>v) Breakup of Sales (Including Export Sales)</b>				
<b>Particulars</b>	<b>2009-10</b>		<b>2008-09</b>	
	<b>Quantity</b>	<b>Amount (Rs)</b>	<b>Quantity</b>	<b>Amount (Rs)</b>
<b>Pumps</b>	<b>3,862</b>	<b>28,38,99,402</b>	<b>4,111</b>	<b>30,87,92,028</b>
<b>Spare Parts</b>	<b>-</b>	<b>22,89,18,815</b>	<b>-</b>	<b>21,10,05,432</b>
<b>Scrap &amp; Wastage</b>	<b>-</b>	<b>16,52,135</b>	<b>-</b>	<b>20,30,919</b>
<b>TOTAL</b>		<u>51,44,70,352</u>		<u>52,18,28,379</u>
<b>vi) Particulars of Total Sales</b>				
Indigenous		<u>24,02,26,279</u>		<u>21,73,81,755</u>
Export		<u>27,42,44,073</u>		<u>30,44,46,624</u>
<b>TOTAL</b>		<u>51,44,70,352</u>		<u>52,18,28,379</u>

## vii) Earnings in Foreign Currency

Particulars	Qty. (No.)	2009 – 10		Qty. (No.)	2008 – 09	
		Bill Value Rs.	FOB Value Rs.		Bill Value Rs.	FOB Value Rs.
Export of Goods						
Pumps	<b>2,295</b>	<b>13,85,00,203</b>	<b>13,78,24,481</b>	2,565	17,20,74,741	17,14,41,849
Spares		<b>13,57,43,871</b>	<b>13,51,34,646</b>		13,23,71,883	13,20,34,846
Others						
Service Charges		<b>2,83,957</b>	<b>2,83,957</b>		2,52,052	2,52,052
Interest Income		<b>13,693</b>	<b>13,693</b>		55,386	55,386
Misc. Receipts		<b>2,767</b>	<b>2,767</b>		0	0
<b>TOTAL</b>		<u>27,45,44,491</u>	<u>27,32,59,544</u>		<u>30,47,54,062</u>	<u>30,37,84,133</u>

Note :

Export of goods includes sales at Foreign Branches Rs.20,68,48,174/- (Prev. Year Rs. 23,10,17,802/-)

Service Charges includes charges at Foreign Branches Rs.2,83,957/- (Prev. Year Rs. 2,52,052/-)

Interest Income includes interest at Foreign Branches Rs.13,693/- (Prev. Year Rs. 55,386/-)

Misc. Receipts includes receipts at Foreign Branches Rs.2,767/- (Prev. Year Rs. Nil)

## viii) Expenditure in Foreign Currency

Particulars	2009-10		2008-09	
	Amount (Rs.)		Amount (Rs.)	
Travelling Expenses		<u>63,97,911</u>		<u>37,30,786</u>
Expenses at Foreign Branch		<u>11,26,08,947</u>		<u>12,21,75,160</u>
Other Expenses		<u>21,17,756</u>		<u>4,23,874</u>
<b>TOTAL</b>		<u>12,11,24,614</u>		<u>12,63,29,820</u>

Note :

Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch Rs.1,42,452/- (Prev. Year Rs.30,22,505/-)

ix) Remittance in foreign currency towards Dividend for 2008-09 to Ms. Debra Pauly, U.K. of Rs.1,52,800/- on 76,400 Equity Shares (Previous Year Rs. 1,52,800/-)

x) **Value of Imports (Calculated on CIF basis)**

Particulars	2009-10	2008-09
	Amount (Rs.)	Amount (Rs.)
Material , Components , Spares & Tools	35,85,509	34,13,755
Capital Goods	46,51,141	54,94,483
<b>TOTAL</b>	<b>82,36,650</b>	<b>89,08,238</b>

xi) **Consumption of Indigenous/Imported Materials**

Particulars	2009-10		2008-09	
	Amount (Rs.)	%	Amount (Rs.)	%
<b>a) Raw Materials and components</b>				
Indigenous	14,36,99,237	78.85%	14,98,95,380	74.16%
Imported	3,85,35,390	21.15%	5,22,29,711	25.84%
<b>TOTAL</b>	<b>18,22,34,627</b>	<b>100%</b>	<b>20,21,25,091</b>	<b>100%</b>

Note: Imported Raw Material and Components includes Rs.3,64,84,970/- ( Previous Year Rs. 4,90,98,584/-) consumption at foreign branches

**b) Consumable Stores**

Indigenous	41,05,408	87.89%	36,71,424	84.61%
Imported	5,65,554	12.11%	6,67,637	15.39%
<b>TOTAL</b>	<b>46,70,962</b>	<b>100%</b>	<b>43,39,061</b>	<b>100%</b>

Note: Imported Consumables includes Rs.5,65,554/- ( Previous Year Rs.6,67,637/-) consumption at foreign branches

**Signature to Schedule 1 to 14**

**For A.Kay Mehra & Co.,**  
Chartered Accountants  
(Registration No. 050004C)

**For and on behalf of the Board**

(A. Kay Mehra)  
Partner

(Harish Chandra Gupta)  
Chairman & Managing Director

(Anurag Gupta)  
Dy. Managing Director

Place: Noida  
Date : 29.05.2010

(V. K. Jain)  
Chief Financial Officer

(Ashwani K. Verma)  
Company Secretary

# ROTO PUMPS LTD.

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

### 1. REGISTRATION DETAILS :

Registration No. 

L	2	8	9	9	1	U	P	1	9	7	5	P	L	C	O	0	4	1	5	2
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---

Balance Sheet Date 

3	1
---	---

0	3
---	---

2	0	1	0
---	---	---	---

 State Code 

2	0
---	---

Date                      Month                      Year

### 2. CAPITAL RAISED DURING THE YEAR : (Amount Rs. in Thousand)

Public Issue

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

Rights Issue

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

Bonus Issue

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

Private Placement

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

### 3. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS : (Amount Rs. in Thousand) :

Total Liabilities

				3	6	2	2	5	2
--	--	--	--	---	---	---	---	---	---

Total Assets

				3	6	2	2	5	2
--	--	--	--	---	---	---	---	---	---

#### SOURCES OF FUNDS

Paid up Capital

				3	0	9	0	8
--	--	--	--	---	---	---	---	---

Reserves & Surplus

				1	6	9	8	4	7
--	--	--	--	---	---	---	---	---	---

Secured Loans

				1	6	1	4	9	7
--	--	--	--	---	---	---	---	---	---

Unsecured Loans

						0	0	0	0
--	--	--	--	--	--	---	---	---	---

Deferred Tax Liabilities

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

#### APPLICATION OF FUNDS

Net Fixed Assets

				1	7	0	5	1	7
--	--	--	--	---	---	---	---	---	---

Investments

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

Net Current Assets

				1	9	0	9	6	7
--	--	--	--	---	---	---	---	---	---

Misc. Expenditure

				N	I	L				
--	--	--	--	---	---	---	--	--	--	--

Deferred Tax Assets

								7	6	8
--	--	--	--	--	--	--	--	---	---	---

**4. PERFORMANCE OF COMPANY :**

(Amount Rs. in Thousand) :

Turnover  

				5	1	6	6	4	5
--	--	--	--	---	---	---	---	---	---

Total Expenditure  

				4	5	3	8	8	5
--	--	--	--	---	---	---	---	---	---

+ - Profit/Loss Before Tax  

<input checked="" type="checkbox"/>		6	2	7	6	0
-------------------------------------	--	---	---	---	---	---

+ - Profit /Loss After Tax  

<input checked="" type="checkbox"/>		4	1	5	4	3
-------------------------------------	--	---	---	---	---	---

(Please tick appropriate box + for Profit, - for Loss)

Earning Per Share (Rs.)  

				1	3	.	4	4
--	--	--	--	---	---	---	---	---

Dividend Rate %  

2	0
---	---

**5. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS /SERVICES OF COMPANY**

(As Per Monetary Terms) :

Item Code No.  
(ITC Code) 

8	4	1	3	6	0	2	0			
---	---	---	---	---	---	---	---	--	--	--

Product Description 

R	O	T	A	R	Y	P	O	S	I	T	I	V	E	D	I	S	P	L	A	C	E	M	E	N	T	P	U	M	P	S	
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	--

Item Code No.  
(ITC Code) 

8	4	1	3	9	1	9	0			
---	---	---	---	---	---	---	---	--	--	--

Product Description 

P	A	R	T	O	F	P	U	M	P	S																							
---	---	---	---	---	---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Item Code No.  
(ITC Code) 

-	N	.	A	.	-																												
---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Product Description 

M	A	I	N	T	E	N	A	N	C	E	A	N	D	R	E	P	A	I	R	S	E	R	V	I	C	E	S				
---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	---	--	--	--	--

**For A.Kay Mehra & Co.,**  
Chartered Accountants  
(Registration No. 050004C)

**For and on behalf of the Board**

(A. Kay Mehra)  
Partner

(Harish Chandra Gupta)  
Chairman & Managing Director

(Anurag Gupta)  
Dy. Managing Director

Place: Noida  
Date : 29.05.2010

(V. K. Jain)  
Chief Financial Officer

(Ashwani K. Verma)  
Company Secretary

# ROTO PUMPS LTD.

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010 (AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

PARTICULARS	Year Ended	( Amount in Rs.)
	31st March, 2010	Year Ended 31st March, 2009
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit / (Loss) before tax and extra ordinary items	6,27,60,098	5,20,08,582
Adjusted for:		
1. Depreciation	1,33,48,572	1,20,37,015
2. Interest Paid	1,15,15,035	1,20,50,455
3. Interest received	(3,35,385)	(3,11,841)
4. Loss/(Profit) on sale of fixed assets	95,428	(6,12,660)
<b>Operating Profit / (Loss) before Working Capital Changes</b>	<b>8,73,83,748</b>	<b>7,51,71,551</b>
1. Adjusted for:		
a. Trade and Other Receivables	(3,71,644)	(2,70,44,643)
b. Inventories	(24,25,497)	(1,95,01,032)
c. Trade and Other Payables	1,53,42,331	(1,13,10,791)
2. Cash Generated from Operations	9,99,28,938	1,73,15,085
3. Direct Taxes Paid & Previous year adjustments	(19,96,819)	(1,65,68,094)
4. Cash Flow before Extra Ordinary Items	7,99,60,741	7,46,991
5. Extra Ordinary Items	-	-
<b>Net Cash from Operating Activities</b>	<b>7,99,60,741</b>	<b>7,46,991</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES:</b>		
1. Purchase of Fixed Assets	(10,44,30,480)	(3,13,12,404)
2. Proceeds on sale of Fixed Assets	13,50,648	22,90,110
3. Interest Received	3,35,385	3,11,841
<b>Net Cash used in Investing Activities</b>	<b>(10,27,44,447)</b>	<b>(2,87,10,453)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES:</b>		
1. Corporate Term Loan	2,00,00,000	-
2. Repayment of Term Loans (Corporate/Plant & Machinery)	(65,47,886)	(11,14,355)
3. Deferred Payment Credit-Greater Noida Land	4,98,40,000	-
4. Re-payment of Deferred Payment Credit-Greater Noida Land	(99,68,000)	-
5. Re-payment of Unsecured Loan	(25,00,000)	-
6. Working Capital Limits Changes	(1,14,15,544)	5,65,31,366
7. Proceeds from other Borrowings	62,50,000	52,80,339
8. Repayment of other Borrowings	(50,14,604)	(44,94,836)
9. Interest Paid	(1,15,15,035)	(1,20,50,455)
10. Dividend & Dividend tax Paid	(72,32,073)	(72,32,072)
<b>Net Cash used in Financing Activities</b>	<b>2,18,96,858</b>	<b>3,69,19,987</b>
<b>Net increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(8,86,848)</b>	<b>89,56,525</b>
Cash and Cash Equivalents as at the beginning of the year	1,57,27,925	67,71,400
<b>Cash and Cash Equivalents as at the end of the year</b>	<b>1,48,41,077</b>	<b>1,57,27,925</b>

For and on behalf of the Board

Place : NOIDA  
Dated: 29.05.2010

(Harish Chandra Gupta)  
Chairman & Managing Director

**ROTO PUMPS LTD.**

**Registered Office :** Roto House, Noida Special Economic Zone Noida-201305

**PROXY**

I/We .....of ..... in the district of .....being a member / members of ROTO PUMPS LTD. hereby appoint .....of..... failing him / her ..... or failing him / her.....of.....in the district .....as my /our proxy to attend and vote for me /us and on my / our behalf at the THIRTY FIFTH ANNUAL GENERAL MEETING of the Company at Roto House, Noida special Economic Zone, Noida – 201305 to be held on Tuesday the 28th September, 2010 at 11.00 A.M. and at any adjournment thereof.

Signed this ..... Day of .....2010

Signature .....



Folio No / Client Id / DP Id .....

Note : The proxy form duly signed across revenue stamp of 1/- Rupee should reach the Company's Registered Office at least 48 hours before the time fixed for holding the meeting.

**ROTO PUMPS LTD.**

I/ We hereby record my presence at the THIRTY FIFTH ANNUAL GENERAL MEETING of the Company at Roto House, Noida Special Economic Zone Noida – 201305 to be held on Tuesday the 28th September, 2010 at 11.00 A.M.

Name of the Shareholder (In Block Capitals)

Signature

Folio No. / Client Id / DP Id:

Full name of Proxy (In Block Capitals)

Signature

Note : Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

**IMPORTANT INFORMATION**

Shareholders holding Shares in physical form and wish to avail ECS facility, may send their ECS mandate form as given below:

To,  
RCMC Share Registry Pvt. Ltd.  
Unit : Roto Pumps Limited  
B – 106, SECTOR – 2,  
Noida – 201301, U. P.

Dated : .....

**Re : Payment of Dividend through ECS**  
**Folio No.** .....

Dear Sirs,

I / We hereby give to Company my / our consent to credit my / our dividend on the shares held by me / us under the aforesaid foilo number directly to my / our bank account through the Electronic Clearing Service. The details of the Bank account are given below:

Name of the Bank [Grid]  
Branch Address [Grid]  
Account No. (SB /CA) [Grid]  
MICR Code No. [Grid]

(Please attach a photocopy of the cheque or a cancelled cheque of the aforesaid account)

NAME & ADDRESS OF THE SHAREHOLDER

Signature of Ist / Sole Shareholder

**Book- Post**

**To,**

<sup>TM</sup>  
*If undelivered, please return to :*  
**ROTO PUMPS LTD**  
Roto House, Noida Special Economic Zone  
NOIDA-201 305 (U.P.)

R.S. Offset : 981115398