

...moving fluids positively



...the world over



ANNUAL REPORT 2010-2011

ROTO PUMPS LTD.

Corporate Information

BOARD OF DIRECTORS

Shri Harish Chandra Gupta, *Chairman & Managing Director*
Shri Anurag Gupta, *Dy Managing Director*
Shri Arvind Veer Gupta, *Wholetime Director*
Shri B. S. Ramaswamy, *Director*
Smt. Asha Gupta, *Director*
Dr. Ramesh Chandra Vaish, *Director*
Shri Anand Bordia, *Director in casual vacancy*
Shri Vijoy Kumar, *Director*

AUDITORS

M/S A KAY MEHRA & CO.
Chartered Accountants
114 (Basement), Mall Road,
Kingsway Camp, Delhi - 110 009

CHIEF FINANCIAL OFFICER

I Shri Vijay Kumar Jain

COMPANY SECRETARY

I Shri Ashwani K. Verma

BANKERS

I Bank of India

WORKS

B – 14 & 15, Phase II Extension, Noida
Roto House, NSEZ, Noida

REGISTERED OFFICE AND MARKETING HEAD OFFICE

Roto House, Noida Special Economic Zone,
Noida – 201305 U.P. India

OVERSEAS BRANCHES

Melbourne – Australia
Manchester – United Kingdom

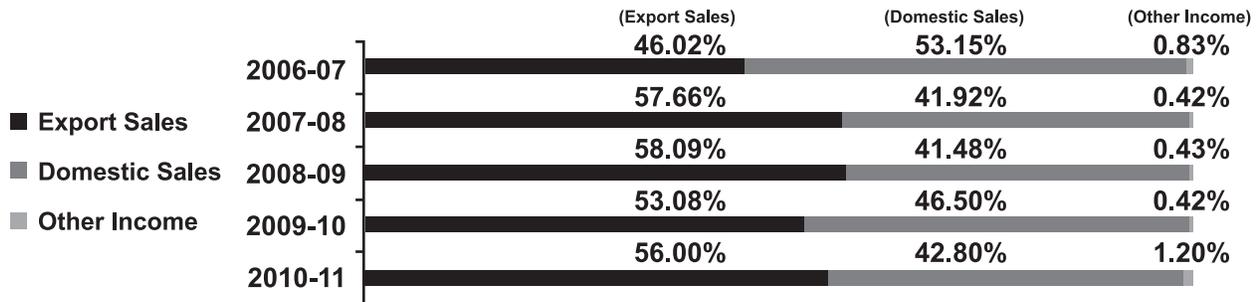
REGISTRAR AND SHARE TRANSFER AGENT

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

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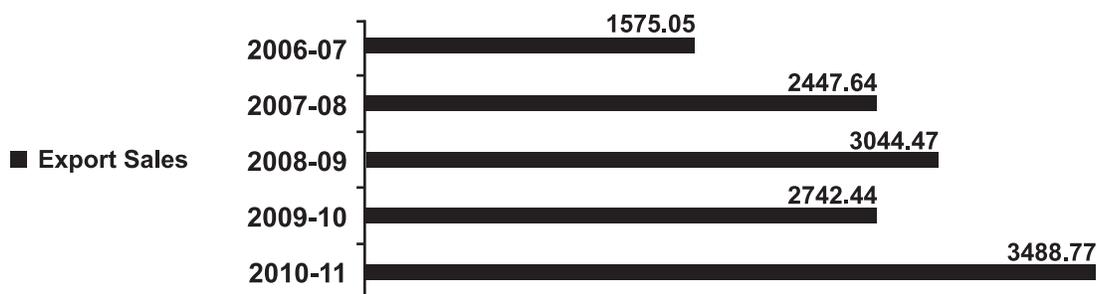
Performance at a Glance

Revenue mix for last five years

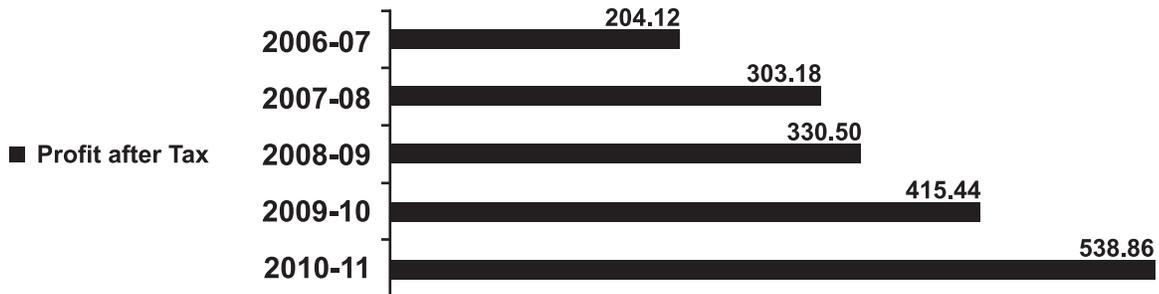
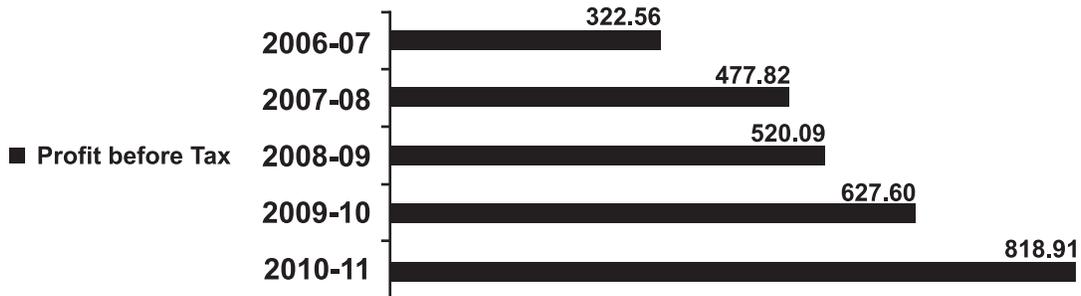


Performance for last five years

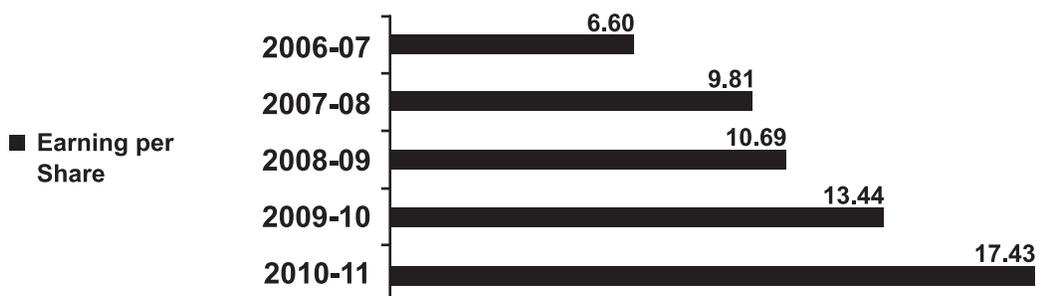
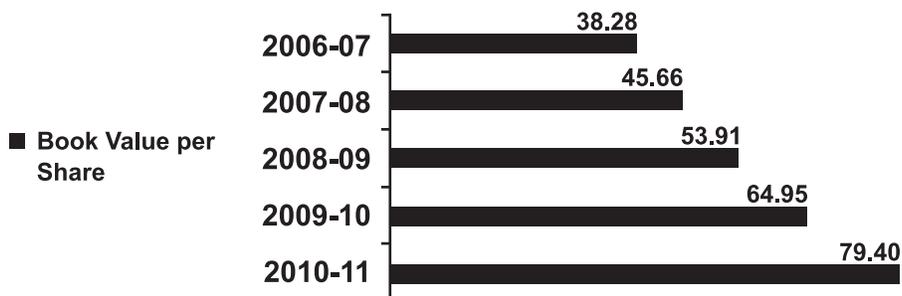
Amount ₹ in Lacs



ROTO PUMPS LTD.



Amount ₹



NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of **ROTO PUMPS LIMITED** will be held on Monday the 19th September, 2011 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 U.P. to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit and Loss Account for the financial year ended 31st March, 2011 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 B. S. Ramaswamy, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Anurag 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 and 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 and Marketing Office of the Company in Australia for the financial year 2011-12 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 and 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 and Marketing Office of the Company in U.K. for the financial year 2011-12 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 Shri Anand Bordia, who was appointed as a Director in the casual vacancy by the Board of Directors of the Company 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 Anand Bordia for the office of the Director of the Company be and is hereby appointed as a Director of the Company.

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305
Dated: 06.08.2011

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 and 7 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 13th September, 2011 to Monday the 19th September, 2011 (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. The relevant details pursuant to Clause 49 of the Listing Agreement in respect of item no. 3, 4 and 7 are annexed hereto.
6. 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.
7. 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 and Marketing Office in Australia in February 2001. M/s G C Perry & Co., Certified Practising Accountants were appointed as the Branch Auditors for the Financial Year 2010-11. It is proposed to re-appoint M/s G C Perry & Co., Certified Practising Accountant as Branch Auditors for Warehouse and Marketing Office in Australia for the Financial Year 2011-12.
- B. The Company has also setup a Warehouse and 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 2010-11. It is proposed to re-appoint Layton Lee, Chartered Accountants, U. K. as Branch Auditors for Warehouse and Marketing Office in U. K. for the Financial Year 2011-12.

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

ITEM NO. 7

The Board at its meeting held on 28.01.2010 had appointed Shri Anand Bordia as a Director in the casual vacancy caused due to the resignation of Shri K. Chandramouli. As the term of the original director Shri K. Chandramouli will expire at the ensuing Annual General Meeting, Shri Anand Bordia holds office upto the date of ensuing Annual General Meeting. A brief profile of Shri Anand Bordia is given in the details of Director which forms part of the notice.

The Company has received a notice under section 257 of the Companies Act, 1956 alongwith the requisite security deposit of ₹ 500/- from a member signifying his intention to propose the candidature of Shri Anand Bordia for the Office of the Director of the Company.

Continuance of Shri Anand Bordia on the Board of the Company is in the best interest of the Company. None of the Directors of the Company except Shri Anand Bordia 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: 06.08.2011

Ashwani K. Verma
Company Secretary

ANNEXURE

Referred to in the Notes to the Notice regarding information pursuant to Clause 49 of the Listing Agreement for appointment / reappointment of Directors.

Name : **Shri B. S. Ramaswamy**

Brief profile : Shri B. S. Ramaswamy aged about 81 years is a retired IA & AS. He is a science and Commerce Graduate, Graduate Engineer and the Senior Most Cost Accountant in the Country. He has an experience of over 53 years in the key functions of Finance & Accounts in the Government and various other organizations in the field of Finance, Accounts, Cost Accounting and other allied management functions.

Directorship in Other Companies : Shri Ramaswamy did not hold directorship in any other Company as on 31.03.2011

Shareholding in the Company : Shri Ramaswamy held 100 shares in the Company as on 31.03.2011

Name : **Shri Anurag Gupta**

Brief profile : Shri Anurag Gupta aged about 36 years is an young and dynamic professional. He is a Commerce graduate, ICWA-Inter and MBA from Cardiff University, U.K. He is well versed with the overall affairs of the Company and has expertise in Operations and Finance. He has been associated with the Company since 1995.

Directorship in Other Companies : Shri Anurag Gupta did not hold directorship in any other Company as on 31.03.2011

Shareholding in the Company : Shri Anurag Gupta held 217067 shares in the Company as on 31.03.2011

Name : **Shri Anand Bordia**

Brief profile : Shri Anand Bordia aged 66 years; a retired IRS Officer, holds a Master's degree. Shri Bordia has 37 years of professional experience most of which has been at a senior level in the Government of India and International Organizations. 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 Customs Cooperation Council, Brussels.

Directorship in other Companies :

Sl.	Name of Company	Nature of Interest	Chairmanship/ membership of Committees
1.	Birla Corporation Ltd.	Director	Member-Audit Committee
2.	C&C Constructions Ltd.	Director	Member-Audit Committee
3.	C and C Projects Ltd.	Director	-

Shareholding in the Company : Shri Anand Bordia did not hold any shares in the Company as on 31.03.2011

ROTO PUMPS LTD.

DIRECTORS' REPORT

To the Members of
ROTO PUMPS LIMITED

Your Directors have pleasure in presenting herewith the Thirty Sixth Annual Report and Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2011.

FINANCIAL RESULTS

The summarized financial performance of the Company for the financial year ended 31st March, 2011 as compared to the previous year is as under:

Amount ₹ in lacs

Particulars	2010-11	2009-10
Sales Turnover	6,155.08	5,144.70
Other Income	74.75	21.75
Profit / (loss) before interest, depreciation and taxation	1,130.52	876.24
Interest	161.36	115.15
Depreciation	150.24	133.49
Profit before Taxation	818.91	627.60
Taxation	280.05	212.16
Profit after tax	538.86	415.44
Profit brought forward	1,025.94	713.98
Profit available for appropriation	1,564.80	1,129.42
Appropriations		
Proposed dividend	77.27	61.85
Dividend Tax	12.59	10.50
Transfer to General Reserve	53.89	31.16
Surplus carried to Balance Sheet	1,421.05	1,025.94

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 2.50 per share of ₹ 10/- each i.e. 25% for the financial year ended 31st March, 2011, which if approved by the members at the forthcoming Annual General Meeting will be paid out of the profits of the Company for the said year. The payout of Dividend will involve cash outflow of ₹ 90.10 lacs including dividend tax.

YEAR IN RETROSPECT

Your Company has registered the highest ever turnover of ₹ 6,155.08 Lacs representing an increase of 19.64% over previous year's turnover of ₹ 5,144.70 lacs. The Export turnover during the year was ₹ 3,488.77 lacs as compared to ₹ 2,742.44 lacs in the preceding year, this amounts to an increase of 27.21% over last year. Export Sales constitutes 56.68% of total sales.

OUTLOOK

Your Company's operations are showing consistent improvements. Indian Economy is expected to grow by 7.50% in 2011-12. This would offer growth opportunities particularly in infrastructure development and related projects which would result in increased opportunities for growth of the Company.

On the International front, your Company has setup a wholly owned subsidiary company in Germany to carry on sales and marketing activities in Germany and adjoining German speaking Countries to cater to the customers in that region more effectively. The subsidiary company would start its business activities in the later part of the current year. Continued acceptance of the Company's products in established markets and the operations of Warehouse and Marketing Offices in U. K. and Australia and functioning of German subsidiary, would lead to increased export turnover.

With the above, subject to unforeseen circumstances, the Company is expected to register an improved performance in 2011-12.

Your Company has undertaken an expansion cum modernization of the production facilities to augment its capacities as well as to improve operational efficiencies to cater to increased demand. In this direction, your Company has acquired efficient machines / machining centers. The new machines / machining centers are being installed at existing location. Your Company has also acquired an Industrial Land of 20,000 Sqm but has not been able to complete the modernization of the production facilities on this land, as the infrastructure development work on the land is not complete. Your Company may be able to start construction for production facilities and office at the said new location in the third quarter of the current year and it would take around one year to complete the work.

In order to introduce more cost effective and efficient products, the Company has also acquired new designs from United Kingdom. The new design pumps are currently under prototype development stage and would be launched in the market in the next financial year.

FIXED DEPOSITS

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

SUBSIDIARY COMPANY

Your company did not have any subsidiary company as on 31st March, 2011. However, a wholly owned subsidiary company, in the name and style 'Roto Pumpen GmbH is setup in Germany during the financial year 2011-12, which would start its business activities in the later part of the current year.

LISTING OF SHARES

The Equity Shares of your Company are presently listed at the 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

Pursuant to the provisions of the Companies Act, 1956 read with the Articles of Association of the Company, Shri B. S. Ramaswamy and Shri Anurag Gupta, Directors are due to retire from the Board by rotation, and are eligible for re-appointment.

Shri Anand Bordia was appointed as a director in the casual vacancy caused by the resignation of Shri K Chandramauli and holds office upto the date of the ensuing annual General Meeting. Your company has received a notice from a member alongwith the requisite security deposit signifying his intention to propose the candidature of Shri Anand Bordia for the office of the director of the Company.

AUDITORS

The term of the present Auditors of the 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 and Marketing Offices of the Company in Australia and U. K., M/s G C Perry & Co., Certified Practicing 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.

COST AUDITOR

M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi were appointed as the Cost Auditor of the Company pursuant to an order made under section 233 B of the Companies Act, 1956 for conducting audit of the cost accounts maintained by the Company for the financial year ended 31st March, 2011.

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:

ROTO PUMPS LTD.

CONSERVATION OF ENERGY:

Although the 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:

The Company made further progress in the product development work for complete range of pumps as well as developing other cost effective pumps. The 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, 2011 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 the Company. The relations between the management and the employees continue to be cordial. 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, 2011 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, your 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 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 the Company as at 31st March, 2011 and of the profit of the 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 the 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 the Company.

For and on behalf of the Board

Place : Noida
Dated : 06.08.2011

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 financial year ended 31st March, 2011 and forming part thereof:

Activities relating to export

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

Initiative taken to increase exports

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

The establishment of a wholly owned subsidiary company in Germany in 2011-12 is another step in this effort.

Development of new export markets for products

The Company continued to pursue its objective of developing new markets in North America, Middle East, Far East Asia and Africa and has been able to commence supplies in North and South America.

Export plans

The 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 the North America, Middle East / Gulf and Africa.

The foreign exchange earnings and outgo during the year ended 31st March, 2011 as compared to previous year were as under:

Amount ₹ in lacs

Particulars	2010-11	2009-10
Total Foreign Exchange earned	3,487.57	2,732.60
Total Foreign Exchange used	1,490.33	1,315.64

Note: Current year's foreign exchange used includes expenses of ₹ 1,264.39 Lacs (Previous year ₹ 1,126.09 Lacs) at Company's Overseas Warehouse cum Marketing Branch Offices.

For and on behalf of the Board

Place : Noida
Dated : 06.08.2011

Harish Chandra Gupta
Chairman & Managing Director

ROTO PUMPS LTD.

Annexure to the Directors' Report

ANNEXURE – 2

Statement pursuant to Section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 referred to in the Directors' Report for the financial year ended 31st March, 2011 and forming part thereof:

A. Employed throughout the year and were in receipt of remuneration for the financial year in aggregate of not less than ₹ 60,00,000/- p.a.

Sl	Name of Employee	Age (Yrs)	Qualification	Designation	Remuneration	Date of Joining	Experience	Last Employment held
1	Shri Gavin Snoxal	48	Associate Diploma of Business Marketing Advance Certificate in Sales Management	General Manager	₹ 79,20,199/- AUD 182349	18.03.2010	30 Years	Mono Pumps Ltd as National Sales & Marketing Manager

B. Employed part of the year and were in receipt of remuneration for the period in aggregate of not less than ₹ 5,00,000/- p.m.

None

NOTES:

1. Remuneration comprises of salary, allowances, company's contribution to superannuation fund and monetary value of perquisites.
2. Shri Gavin Snoxal is posted at Company's Warehouse and Marketing Office in Australia. He is not a relative of any of the Directors of the Company and he is in permanent employment of the Company.

For and on behalf of the Board

Place : Noida
Dated : 06.08.2011

Harish Chandra Gupta
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

The Pump Industry holds a prominent position in Capital Engineering Goods segment, which are needed by wide spectrum of industries. Its growth is directly linked to industrialization. The Pump Industry is growing in India at a healthy rate keeping pace with GDP growth. India is also gaining grounds in export markets.

FINANCIAL STATEMENTS

The Financial Statements of the 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 the Company.

RESOURCES ALLOCATION

Fixed Assets

The Gross Fixed Assets as at 31st March, 2011 were ₹ 2,919.34 lacs as compared to ₹ 2,833.57 lacs on 31st March, 2010 indicating an increase of 3%. The net increase was mainly on account of purchase of computers, technical drawings, vehicles and addition to factory building.

Working Capital

Net current assets as at 31st March, 2011 were ₹ 2,239.71 lacs, which were greater by ₹ 330.03 lacs than the previous year. The details are as follows:

Amount ₹ in lacs

Particulars	As at 31.03.2011	As at 31.03.2010
Current Assets, Loans and Advances:		
Inventories	1,534.83	1,307.60
Sundry Debtors	1,303.99	1,189.50
Cash and Bank Balances	252.72	148.41]
Loans, Advances and Others	464.57	393.83
Total	3,556.11	3,039.34
Current Liabilities and Provisions:		
Current Liabilities	847.96	764.19
Provisions	468.45	365.47
Total	1,316.41	1,129.66
Net Current Assets	2,239.70	1,909.68

Inventories increased by ₹ 227.23 lacs and sundry debtors increased by ₹ 114.49 lacs due to increased sales. Sundry debtors outstanding for more than six months amounted to ₹ 57.54 lacs as compared to ₹ 26.07 lacs in the previous year. The management has recognised debtors of ₹ 12.23 lacs as bad debts being not recoverable.

Current liabilities have increased by ₹ 83.77 lacs. Provisions have been increased by ₹ 102.98 lacs due to increase in provision for income tax, proposed dividend and leave encashment.

The management believes that the 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. The Company has a rich heritage in manufacturing technology. The company offers comprehensive range of progressive cavity (single screw and multiple screw) pumps for various applications.

ROTO PUMPS LTD.

The Company's revenue has grown to ₹ 6,229.83 lacs from ₹ 5,166.45 lacs during 2009-10. Domestic sales during the year have been ₹ 2,666.31 lacs against ₹ 2,402.26 lacs during 2009-10. Export sales during the year were ₹ 3,488.77 lacs as compared to ₹ 2742.44 lacs during 2009-10 representing an increase of 27.21% over last year. Growth in Export Sales from Warehouse and Marketing Offices in Australia and U.K. was 15.61%.

The Company earned a profit after tax of ₹ 538.86 lacs against ₹ 415.44 lacs in 2009-10 and also recommended a dividend of 25% for 2010-11 (20% in 2009-10) involving a total cash out flow of ₹ 90.10 lacs including tax on dividend.

OPPORTUNITIES AND THREATS

Opportunities

Steady growth in Indian economy especially increased investments in Infrastructure & Development Projects will continue to provide enough opportunities. International market also offers good opportunities in niche market despite sluggish economic scenario.

Threats

The Indian market is becoming intensely competitive with cheap imports from China predominantly in the simple water handling pump market & presence of multi-national companies in the high end of industrial segment. The Indian companies would have to continuously invest in R&D, Manufacturing and Product Technology in order to improve product efficiency and cost effectiveness to retain and grow their market share.

RISK AND CONCERNS

There is going to be pressure on margins due to steep increase in input costs & Interest rates. The Government approach to rein in the Inflation is having a dampening effect on the growth of the economy and sluggishness towards reforms is hampering the inflow of Foreign Investments. Cheap Imports backed by favorable commercial terms from China pose a definite risk to the Domestic industry.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate system of internal controls implemented by the management towards achieving efficiency in all areas. These controls have been designed to provide a reasonable assurance with regard to maintenance of proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations and for ensuring reliability of financial reporting.

The Audit Committee of the Board of Directors regularly reviews the adequacy of internal controls and takes the necessary corrective actions wherever required.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

We believe that in order to sustain growth in the domestic as well as in global markets under competitive conditions, the Human Capital of the company should have high level of motivation and knowledge.

ROTO continues to focus and invest in human resources development to provide an open work culture and rewarding career opportunities to all its employees.

For your company, the key challenge for the year 2010-11 was recruitment of professional engineers, managers & staff at various levels. HR successfully recruited more than 65 people in response to various business needs. The present manpower strength stands at 305 people as compare to 240 people in the previous year.

The overall employee relations were peaceful and harmonious throughout the year. The Company continued to create conducive work environment with opportunities for growth and learning by implementing robust and comprehensive HR policies.

FUTURE OUTLOOK

Roto's strength is its committed manpower and in-house technology. The Company has undertaken an expansion cum modernization of production facilities to augment the expected increased demand and increased focus on exports, which would result in improved performance 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.

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 for playing a significant role in the proper and efficient functioning of the Company. The Company's Board has an appropriate mix of Executive, Non-executive and Independent Directors. During the year 2010-11, composition of the Company's Board has been as under:

S.No.	Name	Category
1	Shri Harish Chandra Gupta	Promoter / Executive Chairman
2	Shri Anurag Gupta	Promoter / Executive Director
3	Shri Arvind Veer Gupta	Promoter / Executive Director
4	Smt. Asha Gupta	Promoter / Non-executive Director
5	Shri B. S. Ramaswamy	Independent / Non-executive Director
6	Dr. Ramesh Chandra Vaish	Independent / Non-executive Director
7	Shri Anand Bordia	Independent / Non-executive Director
8	Shri Vijoy Kumar	Independent / Non-executive Director

Non-Executive Directors' compensation and disclosure

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

Other provisions of the Board

During the year 2010-11, four meetings of the Board of Directors of the Company were held on 29.05.2010, 02.08.2010, 29.10.2010 and 31.01.2011. All relevant information were placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2010-11 was as under,

S.No.	Name	No. of Meetings attended	Attended last AGM
1	Shri Harish Chandra Gupta	4	Yes
2	Shri Anurag Gupta	4	Yes
3	Shri Arvind Veer Gupta	2	Yes
4	Smt. Asha Gupta	3	Yes
5	Shri B. S. Ramaswamy	4	No
6	Dr. Ramesh Chandra Vaish	4	Yes
7	Shri Anand Bordia	3	No
8	Shri Vijoy Kumar	3	No

Details of the Directorship and membership of Board Committees in other Companies

S.No.	Name	Directorship (s) held in Other Companies	Membership of the Board Committees in Other Companies
1	Shri Harish Chandra Gupta	-	-
2	Shri Anurag Gupta	-	-
3	Shri Arvind Veer Gupta	-	-
4	Smt. Asha Gupta	-	-
5	Shri B. S. Ramaswamy	-	-

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S.No.	Name	Directorship (s) held in Other Companies	Membership of the Board Committees in Other Companies
6	Dr. Ramesh Chandra Vaish	Ansal Properties & Infrastructure Ltd Express News Papers Ltd Jaiprakash Power Ventures Ltd Jaypee Infratech Ltd Omax Autos Ltd OCL India Ltd Saanguine Singapore Pte Ltd Mayar Infrastructure Development Pvt Ltd Bharat Consultants Pvt Ltd Atos Mayar Healthcare Pte Ltd	Member - Audit Committee - - - Chairman–Remuneration Committee, Audit Committee Member – Audit Committee - - -
7	Shri Anand Bordia	Birla Corporation Ltd C & C Constructions Ltd C and C Projects Ltd	Member–Audit Committee Member –Audit Committee -
8	Shri Vijoy Kumar	KLG Systel Ltd	Member – Audit Committee

Details of remuneration to Directors

The aggregate value of salary and perquisites paid to the Chairman & Managing Director, Dy Managing Director and Wholetime Director during the year is as follows: Shri Harish Chandra Gupta, Chairman & Managing Director ₹ 56,98,180/-, Shri Anurag Gupta, Dy Managing Director ₹ 38,05,356/- and Shri Arvind Veer Gupta, Wholetime Director ₹ 37,99,127/-. In addition, the Chairman & Managing Director, Dy Managing Director and Wholetime Director are also entitled to Gratuity and encashment of leave at the end of tenure, as per the Company's Rules. They are also entitled to the use of a Chauffeur driven Car for Company's business and Telephones at the residence.

The Company paid sitting fee to all Non-executive Directors at the rate of ₹ 5,000/- for attending each meeting of the Board and / or Committee thereof. The sitting fees paid during the year to the Directors are as follows: Shri B. S. Ramaswamy ₹ 45,000/-, Smt. Asha Gupta ₹ 30,000/-, Dr. Ramesh Chandra Vaish ₹ 40,000/-, Shri Anand Bordia ₹ 45,000/- and Shri Vijoy Kumar ₹ 35,000/-.

The 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 the 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 the Company.

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

I hereby confirm that the 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 2010–11.

Harish Chandra Gupta
Chairman & Managing Director

AUDIT COMMITTEE

Composition

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, four meetings of the Audit Committee were held on 29.05.2010, 02.08.2010, 29.10.2010 and 31.01.2011.

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

S.No.	Name	Directorship (s) held in Other Companies	No. of meetings attended
1	Shri B. S Ramaswamy	Chairman	4
2	Shri Anand Bordia	Member	3
3	Smt. Asha Gupta	Member	3

TERMS OF REFERENCE

The role and terms of reference of the Audit Committee covers the matters specified for Audit committee under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 which interalia include overseeing the company's financial reporting process, reviewing periodical financial results, financial statements, internal control and internal audit systems, accounting policies and practices related party transactions and performance of internal and external auditors.

SUBSIDIARY COMPANIES

The Company did not have any subsidiary Company as on 31.03.2011. A wholly owned subsidiary company is incorporated in the month of July 2011 in Germany to carry on the sales and marketing activities in the German region to cater to the customers more effectively in that region. The subsidiary Company is yet to start its business activities.

DISCLOSURES

Related party transactions

The Notes to Accounts has a detailed summary of all related party transactions of the 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.

The Company has a procedure to inform the Board about the risk assessment and minimization procedure. The Company has also formed a Risk Management Committee comprising of a Dy Managing Director and Executives of the Company to assess the risk and minimization procedures and report the same to the Chairman & 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 the Company.

Shareholders

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

The 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

Composition

S.No.	Name	Directorship (s) held in Other Companies	No. of meetings attended
1	Dr. Ramesh Chandra Vaish	Chairman	4
2	Shri Vijoy Kumar	Member	3
3	Shri Anurag Gupta	Member	4

Total 4 complaints were received from the Shareholders during the year and the same were resolved.

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SHARE TRANSFER & TRANSMISSION COMMITTEE

Composition

S.No.	Name	Directorship (s) held in Other Companies
1	Shri Harish Chandra Gupta	Chairman
2	Shri Anurag Gupta	Member
3	Shri Arvind Veer Gupta	Member

TERMS OF REFERENCE

The terms of reference of the Share Transfer Committee interalia include approval of the transfer of shares, issue of duplicate share certificate and dematerialization of shares.

During the year, the Share Transfer Committee approved transfer, transmission and dematerialization of shares on a fortnightly basis. No shares were pending for transfer as on 31.03.2011.

CEO / CFO CERTIFICATION

The CEO and CFO certification of the financial statements and the cash flow statement for 2010-11 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 of the Stock Exchanges forms part of this report.

REMUNERATION COMMITTEE

Composition

S.No.	Name	Directorship (s) held in Other Companies
1	Shri B. S. Ramaswamy	Chairman
2	Shri Anand Bordia	Member
3	Shri Vijoy Kumar	Member

The Remuneration Committee is constituted to review and approve the remuneration package of the Chairman & Managing Director, Dy Managing Director and Wholetime Director 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 29th October, 2010. All the members were present at the meeting.

COMPLIANCE WITH THE MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of clause 49 of the listing agreement with the Stock Exchanges. Among the non-mandatory requirements, the Company has constituted 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
2010	AGM	28.09.2010	Registered Office	11.00 A.M.
2009	AGM	30.09.2009	Registered Office	10.00 A.M.
2008	AGM	30.09.2008	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 - No
f. Procedure for postal ballot - NA

Means of Communication

Half yearly report sent to each household of shareholders	No. The results of the Company are published in the newspapers
Quarterly results normally published in which newspaper	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 Monday the 19th September, 2011 at 11.30 A.M at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305.

Financial Calendar

The Company follows April – March financial year. The un-audited financial results for first, second (half yearly) and third quarter would be published in July/August, October/November and January/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 Tuesday the 13th September, 2011 to Monday the 19th September, 2011 (both days inclusive) for the purpose of payment of dividend and Thirty Sixth Annual General Meeting.

Dividend payment date

Dividend will be paid within thirty days from the date of the Annual General Meeting.

The Stock Exchanges on which the Company's Shares are listed

S.No.	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	7707

ISIN Number

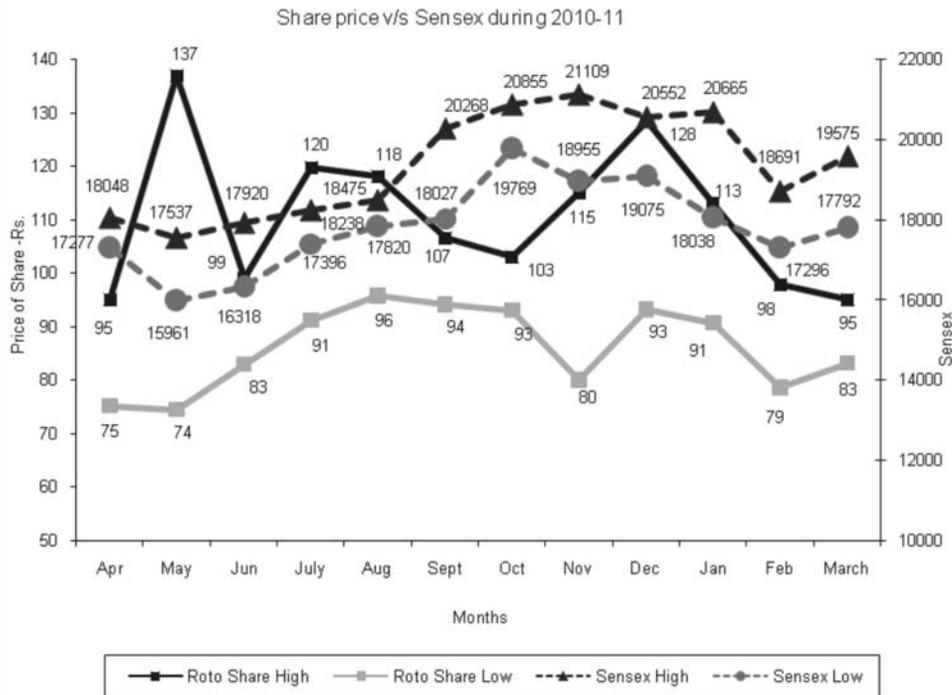
ISIN number of the Company for NSDL and CDSL is INE535D01011

Market Price Data and Performance in comparison to BSE Sensex

The performance of the Company's share on BSE as compared to the BSE Sensex during the year 2010-11 was as under.

Month	BSE Sensex		Roto Share	
	High	Low	High	Low
April 2010	18047.86	17276.80	94.95	75.15
May, 2010	17536.86	15960.62	136.85	74.45
June, 2010	17919.62	16318.19	99.00	82.90
July, 2010	18237.56	17395.58	119.70	91.10
August, 2010	18475.27	17819.99	118.00	95.65
September, 2010	20267.98	18027.12	106.50	94.05
October, 2010	20854.55	19768.96	103.00	93.00
November, 2010	21108.64	18954.82	115.00	80.00
December, 2010	20552.03	19074.57	128.40	93.15
January, 2011	20664.80	18038.48	112.95	90.65
February, 2011	18690.97	17295.62	97.85	78.55
March, 2011	19575.16	17792.17	95.00	83.10

ROTO PUMPS LTD.



Registrar and Share Transfer Agent

The Company has 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 the 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 broad shareholding pattern of the Company as on 31st March, 2011 as compared to 31st March 2010 was as follows

Month	As on 31st March, 2011		As on 31st March, 2010	
	No. of shares	percentage	No. of shares	percentage
Promoters	2137424	69.16	2161231	69.93
Mutual Funds and Banks	1700	0.05	1700	0.05
Private Bodies Corporate	95057	3.08	72794	2.36
NRIs and OCBs	82854	2.68	81470	2.64
Resident Individuals and others	773726	25.03	773566	25.02
Total	3090761	100.00	3090761	100.00

Distribution of Shareholding

The distribution of shareholding of the Company as on 31st March, 2011 was as follows

Category	Shareholders		Shares	
	Number	percentage	Number	percentage
1 – 500	2580	90.81	346393	11.21
501 – 1000	126	4.44	98347	3.18
1001 – 2000	68	2.39	103356	3.34
2001 – 3000	22	0.78	52590	1.70
3001 – 4000	5	0.18	17350	0.56
4001 – 5000	6	0.21	27084	0.88
5001 – 10000	16	0.56	119672	3.87
10001 – and above	18	0.63	2325969	75.26
Total	2841	100.00	3090761	100.00

Dematerialisation of Shares and liquidity

2878485 Equity shares out of the total 3090761 shares have been dematerialised upto 31.03.2011. The 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.

Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India a qualified practicing company secretary carries out the secretarial audit to reconcile the total admitted capital with National Securities Limited and Central Depository Services Limited and the total issued and listed capital. The audit is carried out every quarter and the report is submitted to the Stock Exchanges and is also placed before the Board.

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

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

Plant Locations

1. B -14 & 15, Phase II Extension, 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 – 3043928
 Email: investors@rotopumps.com
 Website: www.rotopumps.com

ROTO PUMPS LTD.

CEO / CFO CERTIFICATION

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

Sirs,

We, Harish Chandra Gupta, Chairman & Managing Director and Vijay Kumar 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 31.03.2011 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 : 28.05.2011

Vijay Kumar Jain
Chief Financial Officer

Harish Chandra Gupta
Chairman & Managing Director

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, 2011, 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 : 06.08.2011

(A. KAY MEHRA)
Partner
Membership 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, 2011 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, 2011, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 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, 2011;
 - 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 : 28.05.2011

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

ROTO PUMPS LTD.

ANNEXURE TO THE AUDITORS' 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 31st March, 2011 for a period of more than six months from the date of becoming payable.

- (c) The disputed statutory dues aggregating to ₹ 57.42 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 ₹ Lacs
1.	Income Tax Act, 1961	Income Tax	High Court – Allahabad	46.11
	Income Tax Act, 1961	Income Tax	Commissioner – Appeals Kanpur (UP)	4.44
2.	Central Sales Tax Act	Sales Tax	Trade Tax – Tribunal – Kanpur	2.83
	Central Sales Tax Act	Sales Tax	Dy. Commissioner – Assessment, Noida	4.04

- 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 : 28.05.2011

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

ROTO PUMPS LTD.

BALANCE SHEET AS AT 31ST MARCH, 2011

(Amount in ₹)

PARTICULARS	SCHEDULE	As At 31st March, 2011	As At 31st March, 2010
SOURCES OF FUNDS			
Shareholders' Fund			
Share Capital	1	3,09,07,610	3,09,07,610
Reserves & Surplus	2	21,45,03,874	24,54,11,484
		<u>24,54,11,484</u>	<u>16,98,47,740</u>
Loan Funds			
Secured Loans	3	16,30,70,753	16,14,97,091
TOTAL		<u>40,84,82,237</u>	<u>36,22,52,441</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	29,19,34,070	28,33,56,751
Less : Depreciation		10,97,46,545	11,38,05,849
		<u>18,21,87,525</u>	<u>16,95,50,902</u>
Capital work-in-progress		12,82,333	9,66,080
Net Block		<u>18,34,69,858</u>	<u>17,05,16,982</u>
Current Assets, Loans & Advances			
Inventories	5	15,34,83,202	13,07,60,003
Sundry Debtors		13,03,98,817	11,89,49,564
Cash & Bank Balances		2,52,71,790	1,48,41,077
Other Current Assets		1,01,491	48,292
Loans & Advances		4,63,55,849	3,93,34,698
Total		<u>35,56,11,149</u>	<u>30,39,33,634</u>
Less : Current Liabilities & Provisions			
Current Liabilities	6	8,47,95,732	7,64,18,989
Provisions		4,68,44,841	3,65,47,071
Total		<u>13,16,40,573</u>	<u>11,29,66,060</u>
Net Current Assets		<u>22,39,70,576</u>	<u>19,09,67,574</u>
Deferred Tax Assets		<u>10,41,803</u>	<u>7,67,885</u>
(See note no. 15 of Schedule 13)			
TOTAL		<u>40,84,82,237</u>	<u>36,22,52,441</u>

Significant Accounting Policies and Notes forming part of the accounts.

13

This is the Balance Sheet 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
Membership No. 009963

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ARVIND VEER GUPTA)
Director

(V. K. JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Amount in ₹)

PARTICULARS	SCHEDULE	Year Ended 31st March, 2011	Year Ended 31st March, 2010
INCOME			
Sales		61,55,07,926	51,44,70,352
Other Income	7	74,74,731	21,74,918
TOTAL		62,29,82,657	51,66,45,270
EXPENDITURE			
Materials	8	21,06,67,619	18,47,37,707
Employment	9	14,40,45,232	11,87,70,876
Operations	10	15,52,18,090	12,55,12,981
Depreciation	11	1,50,23,897	1,33,48,572
Interest	12	1,61,36,493	1,15,15,035
TOTAL		54,10,91,331	45,38,85,171
Profit Before Taxation		8,18,91,326	6,27,60,099
Provision for Taxation			
Current Year Income Tax		2,84,89,688	2,30,77,956
Deferred Income Tax Charge/(Credit)		(2,73,918)	(18,88,808)
Current Year Wealth Tax		48,357	29,439
Short/(Excess) Provision for Wealth Tax of earlier year		(14,987)	-
Short/(Excess) Provision for Income Tax of earlier year		(2,44,162)	(5,829)
Short/(Excess) Provision for Fringe Benefit Tax of earlier year		-	3,607
Profit After Taxation		5,38,86,348	4,15,43,734
Balance Brought Forward from Previous Year		10,25,93,536	7,13,97,655
Profit Available for Appropriation		15,64,79,884	11,29,41,389
Appropriations			
Proposed Dividend		77,26,903	61,81,523
Tax on Dividend -Current Year		12,83,342	10,50,550
Short/(Excess) Provision for Dividend Tax of earlier year		(23,877)	-
Transfer to General Reserve		53,88,635	31,15,780
Surplus carried forward to Balance Sheet		14,21,04,881	10,25,93,536
		15,64,79,884	11,29,41,389
Earning Per Share (see note no. 16-Sch.13) (Face value of ₹ 10/- per share)		17.43	13.44

Significant Accounting Policies and Notes forming part of the accounts.

13

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
Membership No. 009963

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ARVIND VEER GUPTA)
Director

(V. K. JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2011

ROTO PUMPS LTD.

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	As At 31st March, 2011	As At 31st March, 2010
SCHEDULE : 1		
SHARE CAPITAL		
AUTHORISED :		
1,00,00,000 Equity Shares of ₹ 10/- each	10,00,00,000	10,00,00,000
ISSUED & SUBSCRIBED :		
31,00,061 Equity Shares of ₹ 10/- each	3,10,00,610	3,10,00,610
PAID UP :		
30,90,761 Equity Shares of ₹ 10/- each	3,09,07,610	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.		
TOTAL	3,09,07,610	3,09,07,610
SCHEDULE : 2		
RESERVES & SURPLUS		
CAPITAL RESERVE :		
As per last account	14,13,245	14,13,245
REVALUATION RESERVE :		
As per last account	15,43,723	17,17,560
Less: Written back during the year		
— Depreciation	1,43,313	1,73,837
— Sale of Assets	1,00,533	-
	12,99,877	15,43,723
GENERAL RESERVE :		
As per last account	1,70,90,681	1,39,74,901
Add: Transfer from Profit & Loss Account	53,88,635	31,15,780
	2,24,79,316	1,70,90,681
SHARE PREMIUM ACCOUNT :		
As per last account	4,72,06,555	4,72,06,555
SURPLUS AS PER PROFIT & LOSS ACCOUNT :		
	14,21,04,881	10,25,93,536
TOTAL	21,45,03,874	16,98,47,740

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	As At 31st March, 2011	As At 31st March, 2010
SCHEDULE : 3		
SECURED LOANS		
TERM LOAN-PLANT & MACHINERY :		
FROM BANK OF INDIA :	16,65,107	27,51,759
Against Hypothecation of Plant & Machinery		
TERM LOAN-CORPORATE		
FROM BANK OF INDIA :	83,33,333	1,50,00,000
Against Hypothecation of stocks, book debts and Plant and Machinery		
CASH CREDIT :		
FROM BANK OF INDIA :		
Against Hypothecation of stocks	3,25,43,391	2,10,81,198
Against Hypothecation of Book Debts	3,56,66,034	3,00,43,360
	6,82,09,425	5,11,24,558
EXPORT PACKING CREDIT :		
FROM BANK OF INDIA :		
Against Hypothecation of stocks	4,52,62,768	3,93,89,298
BILLS DISCOUNTED & PURCHASED :		
FROM BANK OF INDIA :		
Against deposit of shipping documents and usance bills accepted by customers	-	45,25,803
(All the loans mentioned above are further guaranteed by the Chairman & Mg. Director and two other Directors in their personal capacities.)		
DEFERRED PAYMENT CREDIT :		
FROM GREATER NOIDA INDUSRIAL DEVELOPMENT AUTHORITY :	2,99,04,000	3,98,72,000
VEHICLE LOAN :		
Against Hypothecation of vehicles purchased under the finance	96,96,120	88,33,673
TOTAL	16,30,70,753	16,14,97,091

ROTO PUMPS LTD.

SCHEDULES TO ACCOUNTS:

SCHEDULE: 4 FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.04.10 (See Schedule 13 Note No. C-1)	Additions during the year	Deductions/ Adjustments	Total As At 31.03.2011	Upto 31.03.2010	For the year	Adjustment on deduction	Total Upto 31.03.2011	As At 31.03.2011	As At 31.03.2010
Land (Lease Hold)	9,25,35,016	-	-	9,25,35,016	-	-	-	-	9,25,35,016	9,25,35,016
Factory Buildings	4,43,32,076	31,51,555	-	4,74,83,631	2,45,03,899	20,50,922	-	2,65,54,821	2,09,28,810	1,98,28,177
Other Buildings	26,74,436	-	-	26,74,436	15,31,969	57,123	-	15,89,092	10,85,344	11,42,467
Plant & Machinery	9,44,93,993	1,07,55,746	1,49,37,602	9,03,12,137	6,05,93,828	56,34,739	1,44,94,498	5,17,34,069	3,85,78,068	3,39,00,165
Furniture, Fixture & Office Equipment	1,30,97,418	17,80,702	20,74,465	1,28,03,655	72,22,425	12,39,525	16,02,138	68,59,812	59,43,843	58,74,993
Computers	1,26,39,393	30,95,356	3,60,698	1,53,74,051	97,76,710	17,54,700	3,17,840	1,12,13,570	41,60,481	28,62,683
Vehicles	2,35,84,419	99,04,547	38,08,156	2,96,80,810	1,01,77,018	43,86,554	28,12,036	1,17,51,536	1,79,29,274	1,34,07,401
Technical Design & Drawings	-	10,70,334	-	10,70,334	-	43,645	-	43,645	10,26,689	-
Total	28,33,56,751	2,97,58,240	2,11,80,921	29,19,34,070	11,38,05,849	1,51,67,208	1,92,26,512	10,97,46,545	18,21,87,525	16,95,50,902
Capital Work-in-Progress									12,82,333	9,66,080
Grand Total									18,34,69,858	17,05,16,982
Previous Year	18,28,98,928	10,34,39,277	29,81,454	28,33,56,751	10,18,18,818	1,35,22,409	15,35,378	11,38,05,849	17,05,16,982	-

Note:

- Net Block of Fixed Assets as on 31st March, 2011 includes fixed assets held at Foreign Branches of the company - ₹ 64,21,232/-
- Net Block of Fixed Assets as on 31st March, 2011 includes ₹ 12,99,877/- towards assets revalued on 31st March, 1993 by an approved valuer.

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	As At		As At	
	31st March, 2011		31st March, 2010	
SCHEDULE : 5				
CURRENT ASSETS, LOANS & ADVANCES				
A) CURRENT ASSETS :				
i) STOCK IN TRADE :				
(As per inventory taken, valued and certified by management)				
a) Raw Materials	1,99,50,738		1,48,77,372	
b) Bought Out Goods	2,58,19,871		2,68,16,542	
c) Finished Goods	9,09,27,221		7,43,03,616	
d) Work in Process	1,31,64,116		1,03,32,379	
e) Scrap & Wastage	1,16,499		2,22,583	
f) Stores Tools & Other Materials	<u>35,04,757</u>	<u>15,34,83,202</u>	<u>42,07,511</u>	<u>13,07,60,003</u>
ii) SUNDRY DEBTORS :				
(Unsecured, Unconfirmed and considered good)				
a) Debts due for a period exceeding six months	57,53,836		26,06,673	
b) Others	<u>12,46,44,981</u>	<u>13,03,98,817</u>	<u>11,63,42,891</u>	<u>11,89,49,564</u>
iii) CASH & BANK BALANCES :				
a) Cash in Hand	8,38,489		3,44,026	
b) Balance with Scheduled Banks in:				
- Current Accounts	1,43,19,238		72,17,907	
- Term Deposit Accounts (Margin Money)	94,98,255		45,52,006	
Unclaimed / Unpaid Dividend Accounts	6,15,808		4,84,429	
c) Remittances in transit	-	<u>2,52,71,790</u>	<u>22,42,709</u>	<u>1,48,41,077</u>
iv) OTHER CURRENT ASSETS :				
Interest accrued on Bank & Other Deposits/Loans		1,01,491		48,292
B) LOANS & ADVANCES :				
(Unsecured, Unconfirmed and considered good)				
LOANS :				
Staff Loans	7,45,980		6,63,538	
ADVANCES :				
a) Advances recoverable in cash or in kind or for value to be received	1,39,55,066		1,10,56,177	
b) Security Deposits	48,25,461		46,82,827	
c) Deposit with Excise & Other Authorities	25,48,807		24,38,866	
d) Advance Income Tax & Tax Deducted at Source	2,05,17,661		1,68,80,293	
e) Other Receivables	<u>37,62,874</u>	<u>4,63,55,849</u>	<u>36,12,997</u>	<u>3,93,34,698</u>
TOTAL		<u><u>35,56,11,149</u></u>		<u><u>30,39,33,634</u></u>

ROTO PUMPS LTD.

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	As At		As At
	31st March, 2011		31st March, 2010
SCHEDULE : 6			
CURRENT LIABILITIES AND PROVISIONS			
CURRENT LIABILITIES :			
i) Sundry Creditors *	4,39,16,617		4,30,21,010
ii) Advances received against Orders	1,62,48,892		86,82,426
iii) Other Liabilities	2,40,14,415		2,42,31,124
iv) Unclaimed / Unpaid Dividend	6,15,808	8,47,95,732	4,84,429
			7,64,18,989
PROVISIONS :			
Provisions for Income Tax	2,84,89,688		2,30,77,956
Provisions for Wealth Tax	48,357		29,439
Provision for Dividend (Inclgd. Dividend Tax)	90,10,245		72,32,073
Provision for Gratuity	20,27,989		2,04,110
Provision for Leave Encashment	72,68,562	4,68,44,841	60,03,493
			3,65,47,071
TOTAL		13,16,40,573	11,29,66,060

*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 ₹)

PARTICULARS	Year Ended		Year Ended
	31st March, 2011		31st March, 2010
SCHEDULE : 7			
OTHER INCOME			
Service Charges-Income		28,39,352	12,25,668
Interest Income			
— On Bank Deposits	2,30,229		2,45,726
— Others	1,21,898	3,52,127	89,659
			3,35,385
(Tax Deducted at Source ₹ 23,119/- (Previous Year-₹ 24,570/-)			
Misc. Credit Balances Written Off		3,49,662	5,81,097
Foreign Exchange Diff. - Foreign Operations & Others		25,51,145	-
Profit on Sale/Impairment of Fixed Assets		13,46,445	-
Miscellaneous Receipts		36,000	32,768
TOTAL		74,74,731	21,74,918

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2011	Year Ended 31st March, 2010
SCHEDULE: 8		
MATERIALS		
i) RAW MATERIALS CONSUMED :		
Opening Stock	1,48,77,372	1,43,30,803
Add: Purchases & Expenses thereon	11,06,16,055	8,49,61,232
Less: Closing Stock	<u>1,99,50,738</u>	<u>1,48,77,372</u>
	10,55,42,689	8,44,14,663
ii) BOUGHT OUT COMPONENTS CONSUMED :		
Opening Stock	2,68,16,542	25530179
Add: Purchases & Expenses thereon	11,81,28,048	99106327
Less: Closing Stock	<u>2,58,19,871</u>	<u>26816542</u>
	11,91,24,719	9,78,19,964
iii) CONSUMABLE MATERIALS :		
Opening Stock	6,62,760	6,22,074
Add: Purchases	52,12,881	47,11,648
Less: Closing Stock	<u>5,26,172</u>	<u>6,62,760</u>
	53,49,469	46,70,962
iv) (ACCRETION) / DECRETION TO STOCK :		
OPENING STOCK :		
Finished Goods	7,43,03,616	7,38,99,984
Unfinished Goods	1,03,32,379	87,46,875
Scrap & Wastage	<u>2,22,583</u>	<u>43,837</u>
	8,48,58,578	8,26,90,696
LESS: CLOSING STOCK :		
Finished Goods	9,09,27,221	7,43,03,616
Unfinished Goods	1,31,64,116	1,03,32,379
Scrap & Wastage	<u>1,16,499</u>	<u>2,22,583</u>
	10,42,07,836	8,48,58,578
Net (Accretion)/Decretion	<u>(1,93,49,258)</u>	<u>(21,67,882)</u>
TOTAL	<u>21,06,67,619</u>	<u>18,47,37,707</u>

SCHEDULE : 9
EMPLOYMENT :

Wages, Salary, Bonus Gratuity & Other Allowances	11,78,03,111	9,57,29,728
Contribution to Provident & Other Funds	96,84,288	84,66,566
Directors' Remuneration	1,21,81,129	1,01,75,314
Workmen & Staff Welfare	<u>43,76,704</u>	<u>43,99,268</u>
TOTAL	<u>14,40,45,232</u>	<u>11,87,70,876</u>

ROTO PUMPS LTD.

SCHEDULES TO ACCOUNTS

(Amount in ₹)

PARTICULARS	As At 31st March, 2011	As At 31st March, 2010
SCHEDULE : 10		
OPERATIONS		
Power & Fuel	1,07,09,230	77,25,288
Machining & Electroplating	1,29,55,842	98,20,872
Excise Duty Paid	2,39,80,129	1,71,39,326
Tools	64,50,074	60,15,130
Repairs :		
Building	15,99,206	9,57,441
Plant & Machinery	31,53,805	25,04,668
Others	10,16,832	17,58,541
Insurance Charges	8,95,319	7,49,647
Travelling & Conveyance	2,25,58,062	209,49,331
Postage & Telephone	42,91,973	39,71,088
Professional & Consultancy	33,51,763	17,88,072
Vehicle Running & Maintenance	41,49,200	38,66,308
Rent	70,50,801	51,66,951
Rates & Taxes	14,97,743	15,51,334
Directors' Sitting Fees	1,85,000	96,000
Payment to Auditors :		
Audit Fee	1,75,000	1,25,000
Tax Audit Fee	50,000	50,000
Taxation Matters	25,000	25,000
Foreign Branch Audit Fee	4,93,032	4,67,198
Cost Audit Fee	30,000	25,000
Out of Pocket Expenses	5,000	5,000
Packing & Forwarding Expenses	2,32,05,500	1,90,00,146
Commission & Discount	1,38,630	11,96,106
Advertisement & Publicity	43,22,389	17,59,271
Bad Debts	12,22,519	11,67,455
Loss on Sale and Impairment of Fixed Assets	-	95,428
Foreign Exchange Diff. - Foreign Operations & Others	-	21,39,026
Miscellaneous Expenses	2,17,06,041	1,53,98,354
TOTAL	15,52,18,090	12,55,12,981

SCHEDULE : 11 DEPRECIATION

For the year	1,51,67,209	1,35,22,409
Less : Transferred to Revaluation Reserve	1,43,312	1,73,837
TOTAL	1,50,23,897	1,33,48,572

SCHEDULE : 12 INTEREST

On Term Loans	62,22,426	23,71,067
On Others	99,14,067	91,43,968
TOTAL	1,61,36,493	1,15,15,035

SCHEDULES TO ACCOUNTS

SCHEDULE - 13

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 are 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 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

The Company determines whether there is any indication of impairment of the carrying amount of the company's assets. The recoverable amount of such assets are estimated, if any indication exists, and impairment losses recognised wherever the carrying amount of the assets exceeds its recoverable amount.

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 Accountants of India and the provision for leave encashment (including long term leave) in respect of employees 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 currency are recognised in the profit and 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.

ROTO PUMPS LTD.

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 out inventories are translated at the exchange rate prevailing at 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 and Loss Account.

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:

(Amount in ₹)

Particulars	2010-11	2009-10
i) Disputed Sales Tax (appeals pending)	6,87,089	6,70,096
ii) Disputed Income Tax (appeals pending)	50,54,838	50,54,838
iii) Bank Guarantee	2,98,59,936	2,05,25,302
iv) Labour Cases	33,25,342	29,21,756

(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

₹ 2,50,17,478/-. The net increase in the value, resulting from the revaluation amounting to ₹ 2,50,17,478/- has been credited to Revaluation Reserve, created during the year ended 31.03.1993. Of this Revaluation reserve, a sum of ₹ 2,37,17,601/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2011.

- 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 20001.4 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. The 70% value of the Land cost i.e. ₹ 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 ₹ 72,85,658/- (Prev. year ₹ 25,75,000/-) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.
- 6 Term Deposit With ANZ Banking Group Limited, Melbourne amounting to AUD 48,376.00 (₹ 22,12,597/-) (Previous Year AUD ₹ 48,376/- & ₹ 19,77,006/-) are pledged with ANZ Banking Group Limited as margin on Bank Guarantee.

7 Related Party Disclosure

i) Key Managerial Personnel

(Amount in ₹)

Name	Designation	Nature of Transaction Gross salary
Shri Harish Chandra Gupta	Chairman & Managing Director	5698180 (4813573)
Shri Anurag Gupta	Dy. Managing Director	3805356 (3188670)
Shri Arvind Veer Gupta	Wholetime Director	3799127 (3122939)

Figures in brackets are of previous year.

ii) Relatives of Key Managerial Personnel

H. C. Gupta HUF

Shri Harish Chandra 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 ₹ 17,70,000/- towards rent during the year (Prev year ₹ 15,00,000/-)

N. K Gupta HUF

Shri 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 ₹ 13,32,000/- towards rent during the year (Prev. year ₹ 10,80,000/-)

8 Remuneration to Chairman & Managing Director, Dy. Managing Director and Wholetime Director.

(Amount in ₹)

Particulars	Year Ended 31st March, 2011	Year Ended 31st March, 2010
Salary	89,70,000	75,45,000
Contribution to P.F. & other funds	10,76,400	9,05,400
Other Perquisites	32,56,263	26,74,782
Total	1,33,02,663	1,11,25,182

ROTO PUMPS LTD.

- 9 Application Money on 9,300 Equity Shares @ ₹ 10/- per Share alongwith premium @ ₹ 45/- per share aggregating to ₹ 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 ₹ 25,414/- (Previous Year - (₹ 13,95,824/-)) has been grouped with Export Sale.
- 11 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 3,53,873/- (Prev. year ₹ 1,62,968/-) 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 ₹ 4,79,939/- (Prev. Year - ₹ 1,14,611/-) 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 comprise 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 credit/charge.

(Amount in ₹)

Particulars	Deferred Tax Asset / (Liability) as on 31.03.2010	Current Year Credit / (Charge)	Deferred Tax Asset / (Liability) as on 31.03.2011
Difference in carrying amount of fixed assets in financial statements and income tax return	(20,29,700)	(3,61,224)	(23,90,924)
Provision for Gratuity	69,377	6,04,270	6,73,647
Provision for Leave encashment	20,40,587	3,73,848	24,14,435
Others	6,87,621	(3,42,976)	3,44,645
Total	7,67,885	2,73,918	10,41,803

Note: The Company has recognised the Deferred Tax Asset of ₹ 2,73,918/- (Previous year Deferred Tax Charge ₹ 18,88,808/-) during the year and debited to Profit & Loss Account.

16 Earning per share

(Amount in ₹)

Particulars	2010-11	2009-10
Net profit after taxes for the year	5,38,86,348	4,15,43,734
Number of Equity Shares	30,90,761	30,90,761
Basic and Diluted Earning per Shares	17.43	13.44
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: (Amount in ₹)

Particulars	2010-11	2009-10
Employer's Contribution to Provident fund	47,06,224	39,64,364
Employer's Contribution to Superannuation/NIC at foreign branches	40,78,091	37,45,337

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.

a) In respect of Employees in India

Particulars	Gratuity Funded		Leave encashment	
	2010-11 (Amount in ₹)	2009-10 (Amount in ₹)	2010-11 (Amount in ₹)	2009-10 (Amount in ₹)
i) The principle assumptions used in actuarial valuation				
- Discount rate	8.25%	8.0%	8.25%	8.0%
- Expected rate on return of assets (per annum)	8.25%	8.0%	N.A	N.A
- Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
ii) Change in Present value of Obligation				
- Present value of obligation as at 01.04.2010	77,90,462	71,45,585	37,30,099	31,73,430
- Interest Costs	6,23,237	5,35,919	2,98,408	2,38,008
- Current Service Cost	11,04,558	11,49,030	6,20,365	5,31,107
- Past Service Cost (vested benefit)	28,26,714	-	-	-
- Benefits Paid	(8,12,923)	(2,95,615)	(12,71,501)	(7,21,382)
- Actuarial (Gain)/Loss on obligations	(5,92,979)	(7,44,457)	9,71,579	5,08,936
- Present value of obligation as at 31.03.2011	1,09,39,069	77,90,462	43,48,950	37,30,099
iii) Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	75,86,352	66,58,123	-	-
Expected Return on Plan Assets	6,06,908	4,99,359	-	-
Contributions	14,99,921	-	-	-
Benefit Paid	(8,12,923)	(2,95,615)	-	-
Actuarial Gain/(Loss) on Plan Assets	30,822	7,24,485	-	-
Fair Value of Plan Assets at the end of the period	89,11,080	75,86,352	-	-
Actual Return on Plan Assets	6,23,801	14,68,942	-	-
iv) Liability Recognised in balance Sheet				
- Present value of obligation as at 31.03.2011	1,09,39,069	77,90,462	43,48,950	37,30,099
- Fair value of plan assets as at the end of the year	89,11,080	75,86,352	-	-
- Unfunded status	20,27,989	2,04,110	43,48,950	37,30,099
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	20,27,989	2,04,110	43,48,950	37,30,099
v) Expenses recognised in Profit and Loss Account				
- Current Service Cost	11,04,558	11,49,030	6,20,365	5,31,107
- Interest Costs	6,23,237	5,35,919	2,98,408	2,38,008
- Expected Return on Plan assets	(6,06,908)	(4,99,359)	-	-
- Past Service Cost(vested benefit) Recognised	28,26,714	-	-	-
- Net Actuarial (Gain)/ Loss recognised during the year	(6,23,801)	(14,68,942)	9,71,579	5,08,936
Total Expenses recognised in Profit and Loss a/c	33,23,800	(2,83,352)	18,90,352	12,78,051
(b) In respect of employees at Foreign branches				
Liability Recognised in balance Sheet				
Holiday Pay Provision	-	-	29,19,612	22,73,394
Net (Assets)/ Liability recognised in Balance Sheet	-	-	29,19,612	22,73,394
Expenses recognised in Profit and Loss Account				
Holiday Pay	-	-	3,76,181	-2,63,057
Total Expenses recognised in Profit and Loss a/c	-	-	3,76,181	-2,63,057

NOTE: The provision of Gratuity has been made on the basis of Actuarial certificate.

18 Taxation provisions for current year and previous year tax adjustments includes interest thereon.

19 Previous Year's figures have been re-grouped/re-arranged wherever necessary to render them comparable with the current year's figures.

ROTO PUMPS LTD.

20 Figures have been rounded off to the nearest rupee

21 Schedule 1 to 13 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	2010-11	2009-10
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.
	Not Ascertainable as it could vary with the change in product size/mix	Not Ascertainable as it could vary with the change in product size/mix

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

Particulars	2010-11 Pumps (Nos)	2009-10 Pumps (Nos)
Opening Stock	875	592
Add: Manufactured during the year	4,533	4,145
Total	5,408	4,737
Less : Closing Stock	938	875
Goods sold	4,470	3,862

iii) Raw Material and Components Consumed

Particulars	2010-11		2009-10	
	Quantity	(Amount in ₹)	Quantity	(Amount in ₹)
Mild Steel	26.679 MT	24,39,110	15.042 MT	37,06,118
Steel (SS & Alloy)	384.057 MT	5,14,01,262	332.785 MT	4,33,98,241
Iron & Metal Castings	192.870 MT	2,40,80,612	181.564 MT	1,83,71,745
Rubber & Chemicals	87.682 MT	1,41,26,939	63.293 MT	85,19,078
Pipes	10354.051 MTRS	1,02,68,196	6830.040 MTRS	80,10,178
Other Materials & Components		11,91,24,719		9,78,19,965
Freight, Cartage, CLG. & INS.		32,26,570		24,09,302
TOTAL		22,46,67,408		18,22,34,627

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.

iv) Consumable Materials

(Amount in ₹)

Particulars	2010-11	2009-10
Stores Consumables	53,49,469	46,70,962
TOTAL	53,49,469	46,70,962

v) Breakup of Sales (Including Export Sales)

Particulars	2010-11		2009-10	
	Quantity	(Amount in ₹)	Quantity	(Amount in ₹)
Pumps	4,470	31,08,78,742	3,862	28,38,99,402
Spare Parts	-	30,19,58,987	-	22,89,18,815
Scrap & Wastage	-	26,70,197	-	16,52,135
TOTAL		61,55,07,926		51,44,70,352

vi) Particulars of Total Sales

(Amount in ₹)

Particulars	2010-11	2009-10
Indigenous	26,66,31,164	24,02,26,279
Export	34,88,76,762	27,42,44,073
TOTAL	61,55,07,926	51,44,70,352

vii) Earnings in Foreign Currency

Particulars	Quantity (No.)	2010-11		Quantity (No.)	2009-10	
		Bill Value ₹	FOB Value ₹		Bill Value ₹	FOB Value ₹
Export of Goods						
Pumps	2,586	15,49,00,386	15,37,49,680	2,295	13,85,00,203	13,78,24,481
Spares		19,39,76,376	19,32,34,187		13,57,43,871	13,51,34,646
Others						
Service Charges		17,46,489	17,46,489		2,83,957	2,83,957
Interest Income		26,306	26,306		13,693	13,693
Misc. Receipts		-	-		2,767	2,767
TOTAL		35,06,49,557	34,87,56,662		27,45,44,491	27,32,59,544

Note : Export of goods includes sales at Foreign Branches ₹ 23,91,33,438/- (Prev. Year ₹ 20,68,48,174/-)

Service Charges includes charges at Foreign Branches ₹ 16,60,514/- (Prev. Year ₹ 2,83,957/-)

Interest Income includes interest at Foreign Branches ₹ 26,306/- (Prev. Year ₹ 13,693/-)

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

viii) Expenditure in Foreign Currency

(Amount in ₹)

Particulars	2010-11	2009-10
Travelling Expenses	71,86,893	63,97,911
Expenses at Foreign Branch	12,64,39,196	11,26,08,947
Other Expenses	23,79,034	21,17,756
TOTAL	13,60,05,123	12,11,24,614

Note : Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 34,10,982/- (Prev. Year ₹ 1,42,452/-)

ix) Remittance in foreign currency towards Dividend for 2009-10 to Ms. Debra Pauly, U.K. of ₹ 1,52,800/- on 76400 Equity Shares (Previous Year ₹ 1,52,800/-)

x) Value of Imports (Calculated on CIF basis)

(Amount in ₹)

Particulars	2010-11	2009-10
Material, Components, Spares & Tools	48,54,615	35,85,509
Capital Goods	32,60,159	46,51,141
TOTAL	81,14,774	82,36,650

ROTO PUMPS LTD.

xi) Consumption of Indigenous/Imported Materials

a) Raw Materials and components

Particulars	2010-11		2009-10	
	(Amount in ₹)	%	(Amount in ₹)	%
Indigenous	17,58,56,716	78.27%	14,36,99,237	78.85%
Imported	4,88,10,692	21.73%	3,85,35,390	21.15%
TOTAL	22,46,67,408	100%	18,22,34,627	100%

Note: Imported Raw Material and Components includes ₹ 4,40,50,707/- (Previous Year ₹ 3,64,84,970/-) consumption at foreign branches.

b) Consumable Stores

Particulars	2010-11		2009-10	
	(Amount in ₹)	%	(Amount in ₹)	%
Indigenous	47,81,988	89.39%	41,05,408	87.89%
Imported	5,67,481	10.61%	5,65,554	12.11%
TOTAL	53,49,469	100%	46,70,962	100%

Note: Imported Consumables includes ₹ 5,67,481/- (Previous Year ₹ 5,65,554/-) consumption at foreign branches.

Signature to Schedule 1 to 13

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

For and on behalf of the Board

(A. KAY. MEHRA)
Partner
Membership No. 009963

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ARVIND VEER GUPTA)
Director

(V. K. JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2011

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.

Balance Sheet date State Code

Date Month Year

II. Capital Raised during the year (Amount ₹ in Thousands)

Public Issue	Rights Issue
<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Bouns Issue	Private Placement
<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>

III. Position of Mobilisation and Deployment of Funds (Amount ₹ in thousands)

Total Liabilities	Total Assets
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="4"/> <input type="text" value="0"/> <input type="text" value="8"/> <input type="text" value="4"/> <input type="text" value="8"/> <input type="text" value="2"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="4"/> <input type="text" value="0"/> <input type="text" value="8"/> <input type="text" value="4"/> <input type="text" value="8"/> <input type="text" value="2"/>

Sources of Funds

Paid Up Capital	Reserves & Surplus
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="0"/> <input type="text" value="8"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="1"/> <input type="text" value="4"/> <input type="text" value="5"/> <input type="text" value="0"/> <input type="text" value="3"/>
Secured Loans	Unsecured Loans
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="6"/> <input type="text" value="3"/> <input type="text" value="0"/> <input type="text" value="7"/> <input type="text" value="1"/>	<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Deferred Tax Liabilities	
<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>	

Application of Funds

Net Fixed Assets	Investments
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="3"/> <input type="text" value="4"/> <input type="text" value="7"/> <input type="text" value="0"/>	<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Net Current Assets	Misc. Expenditure
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="2"/> <input type="text" value="3"/> <input type="text" value="9"/> <input type="text" value="7"/> <input type="text" value="0"/>	<input type="text" value=""/> <input type="text" value="N"/> <input type="text" value="I"/> <input type="text" value="L"/>
Deferred Tax Assets	
<input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="4"/> <input type="text" value="2"/>	

IV. Performance of Company (Amount ₹ in Thousands)

Turnover	Total Expenditure
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="6"/> <input type="text" value="2"/> <input type="text" value="2"/> <input type="text" value="9"/> <input type="text" value="8"/> <input type="text" value="2"/>	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="5"/> <input type="text" value="4"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="9"/> <input type="text" value="1"/>
+ - Profit/Loss before Tax	+ - Profit/Loss after tax
<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="8"/> <input type="text" value="1"/> <input type="text" value="8"/> <input type="text" value="9"/> <input type="text" value="1"/>	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="5"/> <input type="text" value="3"/> <input type="text" value="8"/> <input type="text" value="8"/> <input type="text" value="6"/>
(Please tick appropriate box + for Profit, - for Loss)	
Earning per Share in ₹	Dividend rate %
<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value="1"/> <input type="text" value="7"/> <input type="text" value="."/> <input type="text" value="4"/> <input type="text" value="3"/>	<input type="text" value=""/> <input type="text" value="2"/> <input type="text" value="5"/>

ROTO PUMPS LTD.

V. Generic Names of Three Principal Products/Services of the 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 S 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
Membership No. 009963

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ARVIND VEER GUPTA)
Director

(V. K. JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011
(AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2011	Year Ended 31st March, 2010
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extra ordinary items	8,18,91,326	6,27,60,098
Adjusted for:		
1. Depreciation	1,50,23,897	1,33,48,572
2. Interest Paid	1,61,36,493	1,15,15,035
3. Interest received	(3,52,127)	(3,35,385)
4. Loss/(Profit) on sale of fixed assets	(13,46,445)	95,428
Operating Profit / (Loss) before Working Capital Changes	11,13,53,144	8,73,83,748
1. Adjusted for:		
a. Trade and Other Receivables	(1,48,86,235)	(3,71,644)
b. Inventories	(2,27,23,199)	(24,25,497)
c. Trade and Other Payables	1,03,06,439	1,53,42,331
2. Cash Generated from Operations	8,40,50,149	9,99,28,938
3. Direct Taxes Paid & Previous year adjustments	(2,66,81,129)	(1,99,68,197)
4. Direct Taxes Refund Received	2,19,391	-
5. Cash Flow before Extra Ordinary Items	5,75,88,411	7,99,60,741
6. Extra Ordinary Items	-	-
Net Cash from Operating Activities	5,75,88,411	7,99,60,741
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
1. Purchase of Fixed Assets	(2,89,15,242)	(10,44,30,480)
2. Proceeds on sale of Fixed Assets	32,00,320	13,50,648
3. Interest Received	3,52,127	3,35,385
Net Cash used in Investing Activities	(2,53,62,795)	(10,27,44,447)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
1. Term Loan (Corporate/Plant & Machinery)	-	2,00,00,000
2. Repayment of Term Loans (Corporate/Plant & Machinery)	(77,53,319)	(65,47,886)
3. Deferred Payment Credit-Greater Noida Land	-	4,98,40,000
4. Re-payment of Deferred Payment Credit-Greater Noida Land	(99,68,000)	(99,68,000)
5. Re-payment of Unsecured Loan	-	(25,00,000)
6. Working Capital Limits Changes	1,84,32,533	(1,14,15,544)
7. Proceeds from other Borrowings	-	62,50,000
8. Repayment of other Borrowings	8,62,449	(50,14,604)
9. Interest Paid	(1,61,36,493)	(1,15,15,035)
10. Dividend & Dividend tax Paid	(72,32,073)	(72,32,073)
Net Cash used in Financing Activities	(2,17,94,903)	2,18,96,858
Net increase in Cash and Cash Equivalents (A+B+C)	1,04,30,713	(8,86,848)
Cash and Cash Equivalents as at the beginning of the year	14,84,1077	1,57,27,925
Cash and Cash Equivalents as at the end of the year	2,52,71,790	1,48,41,077

This is the Cash Flow Statement 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
Membership No. 009963

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ARVIND VEER GUPTA)
Director

(V. K. JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2011

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