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ANNUAL REPORT 2011-2012

ROTO PUMPS LTD.

Corporate Information

BOARD OF DIRECTORS

Mr. Harish Chandra Gupta, *Chairman & Managing Director*
Mr. Anurag Gupta, *Dy Managing Director*
Mr. Arvind Veer Gupta, *Wholetime Director*
Mr. B. S. Ramaswamy, *Director*
Mrs. Asha Gupta, *Director*
Dr. Ramesh Chandra Vaish, *Director*
Mr. Anand Bordia, *Director*
Mr. Vijoy Kumar, *Director*

AUDITORS

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

HEAD OF FINANCE & ACCOUNTS

| Mr. D.K. Suri

COMPANY SECRETARY

| Mr. Ashwani K. Verma

BANKERS

| Bank of India
| Citibank

WORKS

| B – 14 & 15, Phase II Extension, Noida - 201305 U.P. India
| Roto House, NSEZ, Noida - 201305 U.P. India

REGISTERED OFFICE AND MARKETING HEAD OFFICE

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

OVERSEAS BRANCHES

| Melbourne – Australia
| Manchester – United Kingdom

OVERSEAS SUBSIDIARY

| Roto Pumpen GmbH – Germany

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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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of the members of **ROTO PUMPS LIMITED** will be held on Saturday the 22nd September, 2012 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 & Loss Account for the financial year ended 31st March, 2012 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 Mrs. Asha Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Arvind Veer 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 Practising 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 2012-13 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 2012-13 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company for a further period of three years with effect from 1st April 2013 to 31st March, 2016 on the following terms and conditions:

 1. Remuneration upto ₹ 10,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
 2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
 3.
 - a. Provision of Chauffeur Driven Car for use of the Chairman & Managing Director for Company's business provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at the Residence of the Chairman & Managing Director provided that personal long distance calls shall be billed by the Company to him."

ROTO PUMPS LTD.

Note:

Provision of Car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

"RESOLVED FURTHER THAT subject to the provisions of Section 309 read with section 198(4) of the Companies Act, 1956, wherein a financial year during the currency of tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and allowances as detailed above shall be payable to the Chairman & Managing Director as minimum remuneration"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

8. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Mr. Anurag Gupta, Dy Managing Director of the Company for a further period of three years with effect from 1st April 2013 to 31st March, 2016 on the following terms and conditions:

1. Remuneration upto ₹ 8,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur driven Car for use of the Dy Managing Director for Company's business, provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at his Residence, provided that personal long distance calls shall be billed by the Company to him."

Note:

Provision of Car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

"RESOLVED FURTHER THAT subject to the provisions of Section 309 read with section 198(4) of the Companies Act, 1956, wherein a financial year during the currency of tenure of the Dy. Managing Director, the Company has no profits or its profits are inadequate, remuneration by way of salary, perquisites and allowances as detailed above shall be payable to the Dy. Managing Director as minimum remuneration"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Mr. Arvind Veer Gupta, Wholetime Director of the Company for a further period of three years with effect from 1st April 2013 to 31st March, 2016 on the following terms and conditions:

1. Remuneration upto ₹ 7,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur driven Car for use of the Wholetime Director, for Company's business, provided that use of Car for private purpose shall be paid for by him.

- c. Provision of Telephones at his Residence, provided that personal long distance calls shall be billed by the Company to him."

Note:

Provision of Car for use on Company's Business and Telephones at the Residence will not be considered as perquisites.

"RESOLVED FURTHER THAT subject to the provisions of Section 309 read with section 198(4) of the Companies Act, 1956, wherein a financial year during the currency of tenure of the Wholetime Director, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites as detailed above shall be payable to the Wholetime Director as minimum remuneration"

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305
Dated : 13.08.2012

Ashwani K. Verma
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. The proxy need not be a member of the Company.
Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Annual General Meeting.
2. An Explanatory statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 in respect of the business under item nos. 6 to 9 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday the 18th September, 2012 to Saturday the 22nd September, 2012 (both days inclusive).
4. The relevant details pursuant to Clause 49 of the Listing Agreement in respect of item no. 3, 4 and 7 to 9 are annexed hereto.
5. In terms of the provisions of Section 109A of the Companies Act, 1956, Shareholders holding shares in physical form may file nomination forms in respect of their shareholdings. Any such Shareholder willing to avail of this facility may submit to the Company, the prescribed Form 2B or write to the Company for assistance.
6. Relevant documents referred to in the notice of the Annual General Meeting are open for inspection by the members at the registered office of the company on all working days during business hours upto the date of the Annual General Meeting.
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.
8. 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.

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 Practicing Accountants were appointed as the Branch Auditors for the Financial Year 2011-12. It is proposed to re-appoint M/s G C Perry & Co., Certified Practicing Accountant the Branch Auditors for Warehouse and Marketing Office in Australia for the Financial Year 2012-13.
- B. The Company had 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 2011-12. It is proposed to re-appoint Layton Lee, Chartered Accountants, the Branch Auditors for Warehouse and Marketing Office in U. K. for the Financial Year 2012-13.

ROTO PUMPS LTD.

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

ITEM NO. 7

Mr. Harish Chandra Gupta was re-appointed as Managing Director of the Company by the Board at its meeting held on 25th July, 2009 for a period of three years from 1st April 2010 to 31st March 2013 subject to necessary approvals. Approval of the members of the Company was obtained at their Thirty Fourth Annual General Meeting held on 30th September, 2009 and approval of the Central Government was received vide their letter no A91502682/2010-CL.VII dated 29th October, 2010. Mr. Harish Chandra Gupta was re-designated as the Chairman & Managing Director of the Company by the Board at its meeting held on 25th July, 2009.

As the term of office of Mr. Harish Chandra Gupta, Chairman & Managing Director is expiring on 31st March, 2013, the Board of Directors of the Company at its meeting held on 13th August, 2012, subject to your approval has re-appointed Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company for a further period of three years with effect from 1st April 2013. The remuneration payable to Mr. Harish Chandra Gupta has been approved by the Remuneration Committee at its meeting held on 13th August, 2012, subject to your approval. The enabling special resolution containing the terms and conditions of the re-appointment of Mr. Harish Chandra Gupta is placed at sl. No. 7.

A statement referred to in sub clause (iv) of clause (B) of Schedule XIII to the Companies Act, 1956 is appended below as Annexure to the Notice.

None of the Directors of the Company except Mrs. Asha Gupta, Mr. Arvind Veer Gupta and Mr. Harish Chandra Gupta himself may be considered concerned or interested in the resolution. The Board recommends the special resolution for your approval.

The special resolution with explanatory statement may be treated as an abstract under section 302 of the Companies Act, 1956 in respect of the re-appointment of Mr. Harish Chandra Gupta.

Statement referred to in sub-clause (iv) of clause (B) of Schedule XIII to the Companies Act, 1956 with respect to Item No. 7

I. GENERAL INFORMATION

Nature of Industry	:	Manufacturing of Industrial Pumps and spares thereof.
Date or expected date of commencement of commercial production	:	Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus.	:	Not Applicable
Financial Performance based on given indicators	:	Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations	:	During the year ended 31st March, 2012, the Company has achieved an export turnover of ₹ 4595.90 lacs.
Foreign investment or Collaborators, if any	:	₹ 26.74 Lacs

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details:

Mr. Harish Chandra Gupta aged 66 years is a B.Sc. Graduate, who has been associated with the Company since inception and has been instrumental in promoting an Unit in the Noida Special Economic Zone (formerly Noida Export Processing Zone). He has been Managing Director of the Company since June 1996. He is not a Director in any other Company.

(2) Past Remuneration:

Remuneration upto ₹ 6,00,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.

In addition to the above, Mr. Harish Chandra Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(3) Recognitions or awards:

Mr. Harish Chandra Gupta has been an Executive Council Member of Indian Pump Manufacturers Association. He has also been a member of the Joint Business Committee of FICCI and National Committee of Total Quality Management of Confederation of Indian Industry.

(4) Job profile and his suitability:

Mr. Harish Chandra Gupta is the Chairman & Managing Director of the Company and is in-charge of the overall management of the affairs of the Company. He has over 44 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

Remuneration upto ₹ 10,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.

In addition to the above, Mr. Harish Chandra Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Data not available due to variance within the industry in terms of financial performance / size / profile and person.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Mr. Harish Chandra Gupta is one of the promoters of the Company holding 12.77% shares in the paid up capital of the Company. Please also refer note no. 1 and 27 of the Annual Accounts.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits:

There are no losses in the company but the profits generated are inadequate. The main reason for inadequacy of profit is low turnover of the Company due to stiff competition. Another reason is high manpower turnover, which is generally seen in most of the Industries at present. High cost to retain the quality manpower, therefore to be incurred which is not commensurate with the sales of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company continues to increase its focus in the International Market, which is a more profitable avenue. In this direction, the Company is strengthening its Warehouses and Marketing Operations in Australia and U.K. In order to strengthen the marketing base in Europe, the Company has setup a wholly owned subsidiary in Germany, which is planned to start its operations in the later part of the current year. The International Marketing Division has been strengthened to increase the market share in south East Asia, Middle East and to develop market in North America. Ongoing efforts are being made to promote Company's products in this large market and the Company has received a good initial response.

Simultaneously, steps have been taken to strengthen the production capacity to match the proposed increase in turnover. In this direction, the Company has undertaken a program to modernize its manufacturing facilities and acquired new high productivity machines to replace old plant & machinery. The Company would start construction of new state of art workshop at new Industrial land at Greater Noida in the later part of the current year and it would take around one year to complete. Once the new Workshop is in operation, the Company would be able to meet the increased demand and cut supply lead time, which would result in increased operational efficiency and performance.

Steps have also been taken to recruit quality manpower to produce good quality pumps & spares, ensuring timely delivery & customer satisfaction.

(3) Expected increase in productivity and profits in measurable terms.

The Company expects an increase of 25% in Sales turnover (Productivity) and 17% in profits in 2013-14 to 2014-15 respectively and thereafter a steady growth of 20% in sales turnover and 15% in profitability per annum.

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IV. DISCLOSURES

- (1) The remuneration package of Mr. Harish Chandra Gupta is clearly described in clause II (5) above and also in special resolution at Item No. 7 of the Notice of the Thirty Seventh Annual General Meeting of the Company.
- (2) Prescribed disclosure about the remuneration package of Mr. Harish Chandra Gupta has been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report.

ITEM NO. 8

Mr. Anurag Gupta was re-appointed as Dy Managing Director of the Company by the Board at its meeting held on 25th July, 2009 for a period of three years from 1st April 2010 to 31st March 2013 subject to necessary approvals. Approval of the members was obtained at their Thirty Fourth Annual General Meeting held on 30th September, 2009 and approval of the Central Government was received vide their letter no A91613901-CL.VII dated 28th October, 2010. Mr. Anurag Gupta was re-designated as the Dy Managing Director of the Company by the Board at its meeting held on 28th January, 2010.

As the term of office of Mr. Anurag Gupta, Dy Managing Director is expiring on 31st March, 2013, the Board of Directors of the Company at its meeting held on 13th August, 2012, subject to your approval has re-appointed Mr. Anurag Gupta, Dy Managing Director of the Company for a further period of three years with effect from 1st April 2013. The remuneration payable to Mr. Anurag Gupta has been approved by the Remuneration Committee at its meeting held on 13th August, 2012. The enabling special resolution containing the terms and conditions of the re-appointment Mr. Anurag Gupta is placed at Sl. No. 8.

A statement referred to in sub-clause (iv) of clause (B) of the Schedule XIII to the Companies Act, 1956 is appended below as Annexure to the Notice.

None of the Directors of the Company except Mrs. Asha Gupta and Mr. Anurag Gupta himself may be considered concerned or interested in the resolution. The Board recommends the special resolution for your approval.

The special resolution with explanatory statement may be treated as an abstract under section 302 of the Companies Act, 1956 in respect of the re-appointment of Mr. Anurag Gupta.

Statement referred to in sub-clause (iv) of clause (B) of Schedule XIII to the Companies Act, 1956 with respect to Item No. 8

I. GENERAL INFORMATION

Nature of Industry	:	Manufacturing of Industrial Pumps and spares thereof.
Date or expected date of commencement of commercial production	:	Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus.	:	Not Applicable
Financial Performance based on given indicators	:	Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations	:	During the year ended 31st March, 2012, the Company has achieved an export turnover of ₹ 4595.90 lacs.
Foreign investment or collaborators, if any.	:	₹ 26.74 Lacs

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details:

Mr. Anurag Gupta aged 37 years is a Graduate in Commerce, CMA (Intermediate) and MBA from Cardiff University; U.K. He has been associated with the Company since January 1995 and has been instrumental in the restructuring process, the Company had undertaken, which brought major turnaround. He is a Director on the Board of Roto Pumpen GmbH, a wholly owned subsidiary of the Company in Germany.

(2) Past Remuneration:

Remuneration upto ₹ 4,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.

In addition to the above, Mr. Anurag Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(3) Recognitions or awards:

No specific recognition or award to report.

(4) Job profile and his suitability:

Mr. Anurag Gupta is the Dy. Managing Director since 28.01.2010 and has been Wholetime Director since October 1999 and is in-charge of Business Development and Corporate Affairs of the Company. He has over 17 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

Remuneration upto ₹ 8,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.

In addition to the above, Mr. Anurag Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Data not available due to variance within the industry in terms of financial performance / size / profile and person.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Mr. Anurag Gupta is one of the promoters of the Company holding 7.02% shares in the paid up capital of the Company. Please also refer note no. 1 and 27 of the Annual Accounts.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits:

There are no losses in the Company but the profits generated are inadequate. The main reason for inadequacy of profit is low turnover of the Company due to stiff competition. Another reason is high manpower turnover, which is generally seen in most of the Industries at present. High cost to retain the quality manpower, therefore to be incurred which is not commensurate with the sales of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company continues to increase its focus in the International Market, which is a more profitable avenue. In this direction, the Company is strengthening its Warehouses and Marketing Operations in Australia and U. K. In order to strengthen the marketing base in Europe, the Company has setup a wholly owned subsidiary in Germany, which is planned to start its operations in the later part of the current year. The International Marketing Division has been strengthened to increase the market share in south East Asia, Middle East and to develop market in North America. Ongoing efforts are being made to promote Company's products in this large market and the Company has received a good initial response.

Simultaneously, steps have been taken to strengthen the production capacity to match the proposed increase in turnover. In this direction, the Company has undertaken a program to modernize its manufacturing facilities and acquired new high productivity machines to replace old plant & machinery. The Company would start construction of new state of art workshop at new Industrial land at Greater Noida in the later part of the current year and it would take one year to complete. Once the new Workshop is in operation, the Company would be able to meet the increased demand and cut supply lead time, which would result in increased operational efficiency and performance.

Steps have also been taken to recruit quality manpower to produce good quality pumps & spares, ensuring timely delivery & customer satisfaction.

(3) Expected increase in productivity and profits in measurable terms.

The Company expects an increase of 25% in Sales turnover (Productivity) and 17% in profits in 2013-14 to 2014-15 respectively and thereafter a steady growth of 20% in sales turnover and 15% in profitability per annum.

IV. DISCLOSURES

(1) The remuneration package of Mr. Anurag Gupta is clearly described in clause II (5) above and also in special resolution at Item No. 8 of the Notice of the Thirty Seventh Annual General Meeting of the Company.

(2) Prescribed disclosure about the remuneration package of Mr. Anurag Gupta has been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report.

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ITEM NO. 9

Mr. Arvind Veer Gupta was re-appointed as Wholetime Director of the Company by the Board at its meeting held on 25th July, 2009 for a period of three years from 1st April 2010 to 31st March 2013 subject to necessary approvals. Approval of the members was obtained at their Thirty Fourth Annual General Meeting held on 30th September, 2009 and approval of the Central Government was received vide their letter no A91504241-CL.VII dated 29th October, 2010.

As the term of office of Mr. Arvind Veer Gupta, Wholetime Director is expiring on 31st March, 2013, the Board of Directors of the Company at its meeting held on 13th August, 2012, subject to your approval has re-appointed Mr. Arvind Veer Gupta, Wholetime Director of the Company for a further period of three years with effect from 1st April 2013. The remuneration payable to Mr. Arvind Veer Gupta has been approved by the Remuneration Committee at its meeting held on 13th August, 2012. The enabling special resolution containing the terms and conditions of the re-appointment Mr. Arvind Veer Gupta is placed at sl. No. 9.

A statement referred to in sub clause (iv) of clause (B) of Schedule XIII to the Companies Act, 1956 is appended below as Annexure to the Notice.

None of the Directors of the Company except Mr. Harish Chandra Gupta and Mr. Arvind Veer Gupta himself may be considered concerned or interested in the resolution. The Board recommends the special resolution for your approval.

The special resolution with explanatory statement may be treated as an abstract under section 302 of the Companies Act, 1956 in respect of the re-appointment of Mr. Arvind Veer Gupta.

Statement referred to in sub-clause (iv) of clause (B) of Schedule XIII to the Companies Act, 1956 with respect to Item No. 9

I. GENERAL INFORMATION

Nature of Industry	:	Manufacturing of Industrial Pumps and spares thereof.
Date or expected date of commencement of commercial production	:	Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus.	:	Not Applicable
Financial Performance based on given indicators	:	Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations	:	During the year ended 31st March, 2012, the has achieved an export turnover of ₹ 4595.90 lacs.
Foreign investment or collaborators, if any.	:	₹ 26.74 Lacs

II. INFORMATION ABOUT THE APPOINTEE

(1) Background Details:

Mr. Arvind Veer Gupta aged 35 years is a Bachelor of Management (Manufacturing Engineering), has been associated with the Company since July 1995. He has been Wholetime Director of the Company since January, 2001. He is not a Director in any other Company.

(2) Past Remuneration:

Remuneration upto ₹ 4,00,000/- by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company

In addition to the above, Mr. Arvind Veer Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(3) Recognitions or awards:

No specific recognition or award to report.

(4) Job profile and his suitability:

Mr. Arvind Veer Gupta is the Wholetime Director of the Company and is in-charge of the Marketing of the Company's

products. He has over 17 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

Remuneration upto ₹ 7,50,000/- by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company

In addition to the above, Mr. Arvind Veer Gupta is also entitled to Company's contribution to the provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Data not available due to variance within the industry in terms of financial performance / size / profile and person.

(7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Mr. Arvind Veer Gupta is one of the promoters of the Company holding 7.83% shares in the paid up capital of the Company. Please also refer note no. 1 and 27 of the Annual Accounts.

III. OTHER INFORMATION

(1) Reasons of loss or inadequate profits:

There are no losses in the company but the profits generated are inadequate. The main reason for inadequacy of profit is low turnover of the Company due to stiff competition. Another reason is high manpower turnover, which is generally seen in most of the industries at present. High cost to retain the quality manpower, therefore to be incurred which is not commensurate with the sales of the Company.

(2) Steps taken or proposed to be taken for improvement:

The Company continues to increase its focus in the International Market, which is a more profitable avenue. In this direction, the Company is strengthening its Warehouses and Marketing Operations in Australia and U. K. In order to strengthen the marketing base in Europe, the Company has setup a wholly owned subsidiary in Germany, which is planned to start its operations in the later part of the current year. The International Marketing Division has been strengthened to increase the market share in south East Asia, Middle East and to develop market in North America. Ongoing efforts are being made to promote Company's products in this large market and the Company has received a good initial response.

Simultaneously, steps have been taken to strengthen the production capacity to match the proposed increase in turnover. In this direction, the Company has undertaken a program to modernize its manufacturing facilities and acquired new high productivity machines to replace old plant & machinery. The Company would start construction of new state of art workshop at new Industrial land at Greater Noida in the later part of the current year and it would take one year to complete. Once the new Workshop is in operation, the Company would be able to meet the increased demand and cut supply lead time, which would result in increased operational efficiency and performance.

Steps have also been taken to recruit quality manpower to produce good quality pumps & spares, ensuring timely delivery & customer satisfaction.

(3) Expected increase in productivity and profits in measurable terms.

The Company expects an increase of 25% in Sales turnover (Productivity) and 17% in profits in 2013-14 to 2014-15 respectively and thereafter a steady growth of 20% in sales turnover and 15% in profitability per annum.

IV. DISCLOSURES

1. The remuneration package of Mr. Arvind Veer Gupta is clearly described in clause II (5) above and also in special resolution at Item No. 9 of the Notice of the Thirty Seventh Annual General Meeting of the Company.
2. Prescribed disclosure about the remuneration package of Mr. Arvind Veer Gupta has been mentioned in the Board of Directors' report under the heading "Corporate Governance" attached to the Annual Report.

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305
Dated : 13.08.2012

Ashwani K. Verma
Company Secretary

ROTO PUMPS LTD.

ANNEXURE

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

Name : **Mrs. Asha Gupta**

Brief profile : Mrs. Asha Gupta aged about 64 years is a postgraduate. She has been associated with the Company as an alternate Director/Director from time to time. She has been actively participating in the Company as an Alternate Director /Director.

Directorship in Other Companies : Mrs. Asha Gupta did not hold directorship in any other Company as on 31.03.2012

Shareholding in the Company : Mrs. Asha Gupta held 499933 shares in the Company as on 31.03.2012

Name : **Mr. Arvind Veer Gupta**

Brief profile : Mr. Arvind Veer Gupta aged about 35 years is a young and dynamic professional. He is a Bachelor of Management (Manufacturing) from University of Western Sydney, Macarthur, Australia. He is well versed with and has expertise in Manufacturing Management and Marketing. He is associated with the Company since 1995 and is a Director since January 2001. He has been actively involved in the restructuring process undertaken by the Company.

Directorship in Other Companies : Mr. Arvind Veer Gupta did not hold directorship in any other Company as on 31.03.2012

Shareholding in the Company : Mr. Arvind Veer Gupta held 242067 shares in the Company as on 31.03.2012

Name : **Mr. Harish Chandra Gupta**

Brief Profile : Mr. Harish Chandra Gupta aged about 66 years is a Science Graduate. He has been associated with the Company since inception and has been instrumental in promoting a unit in Noida Special Economic Zone. He has been an Executive Council Member of Indian Pumps Manufacturers Association. He has also been a member of the Joint Business Committee of FICCI and National Committee of Total Quality Management of CII. He is the Managing Director and in-charge of overall management of affairs of the Company, having 44 years experience in the production and marketing of Company's products.

Directorship in Other Companies : Mr. Harish Chandra Gupta did not hold directorship in any other Company as on 31.03.2012

Shareholding in the Company : Mr. Harish Chandra Gupta held 394739 shares in the Company as on 31.03.2012

Name : **Mr. Anurag Gupta**

Brief Profile : Mr. Anurag Gupta aged about 37 years is a young and dynamic professional. He is a Commerce graduate, CMA-Intermediate and MBA from Cardiff University. U. K. He is well versed with and has Expertise in Operations and Finance. He is associated with the Company since 1995. He has been instrumental in the restructuring process of the Company, result of which is now getting reflected in the present performance of the Company.

Directorship in Other Companies : Mr. Anurag Gupta is a Director in Roto Pumpen GmbH, a wholly owned subsidiary of the Company in Germany

Shareholding in the Company : Mr. Anurag Gupta held 217067 shares in the Company as on 31.03.2012

DIRECTORS' REPORT

To the Members of
ROTO PUMPS LIMITED

Your Directors have pleasure in presenting herewith the Thirty Seventh Annual Report and Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2012.

FINANCIAL RESULTS

The summarized financial performance of the Company for the financial year ended 31st March, 2012 as compared to the previous year is as under:

Amount ₹ in lacs

Particulars	Financial Year Ended	
	31st March, 2012	31st March, 2011
Revenue from Operations	7627.92	5947.24
Other Income	73.73	46.35
Profit / (loss) before interest, depreciation and taxation	1464.51	1130.03
Interest	193.31	161.36
Depreciation	195.95	150.24
Profit before Taxation	1075.25	818.43
Taxation	347.78	279.33
Profit after tax	727.47	539.10
Profit brought forward	1421.05	1025.94
Profit available for appropriation	2148.52	1565.04
Appropriations:		
Proposed dividend	77.27	77.27
Dividend Tax	12.53	12.83
Transfer to General Reserve	75.10	53.89
Surplus carried to Balance Sheet	1983.62	1421.05

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, 2012, 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 ₹ 89.80 lacs including dividend tax.

Transfer to the Investor Education and Protection Fund

In terms of Section 205C of the Companies Act, 1956, the unclaimed dividend relating to the financial year 2004-05 is due for remittance on 4th November, 2012 to the Investor Education and Protection Fund established by the Central government.

Year in retrospect

Your Company has registered the highest ever turnover of ₹ 7701.65 Lacs representing an increase of 28.50% over previous year's turnover of ₹ 5993.59 lacs. The Export turnover during the year was ₹ 4595.90 lacs as compared to ₹ 3488.77 lacs in the preceding year, this amounts to an increase of 31.73% over last year. Export Sales constitutes 58.26% of total sales.

Outlook

Your Company's operations are showing consistent improvements. Indian Economy is expected to grow by 6.50% in 2012-13. 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 had 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 did not commence its business activities due to downturn in European economy particularly in manufacturing sector. It was decided to defer the commencement of business activities of the German

ROTO PUMPS LTD.

subsidiary to the later part of the current year. Continued acceptance of the Company's products in established markets and new markets in Middle East and America and the operations of Warehouse and Marketing Offices in U.K. and Australia would lead to increased export turnover.

Subject to the unforeseen circumstances, the Company is expected to register an improved performance in 2012-13.

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 have been installed in existing location. Your Company had also acquired Industrial Land of 20,000 Sqm but has not been able to commence construction activities due to lack of proper infrastructure at the site. It is planned to start construction for production facilities at the said new location in the third quarter of the current year and it would take around one year to complete the work.

Fixed deposits

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

Subsidiary Company

Your Company had setup a wholly owned subsidiary in Germany in the name and style 'Roto Pumpen GmbH. The subsidiary company has yet not started its business activities and the same may be started during the later part of the current year. Annual accounts of the subsidiary company in terms of the provisions of section 212 (1) read with section 212 (2) a (ii) of the Companies Act, 1956 are annexed. A statement pursuant to the provisions of Section 212 (3) and Section 212 (5) of the Companies Act, 1956 in respect of the subsidiary company is also annexed. The Consolidated Financial Statements include financial results of the subsidiary company.

Listing of Shares

The Equity Shares of your Company are presently listed at the BSE 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, Mrs. Asha Gupta and Mr. Arvind Veer Gupta, Directors are due to retire from the Board by rotation, and are eligible for re-appointment.

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 Practising Accountant, Australia and M/s Layton Lee, Chartered Accountants, U.K., respectively, will expire at the conclusion of the ensuing Annual General Meeting and they are eligible for re-appointment.

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 , 2012.

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

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

Conservation of Energy:

Although 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, 2012 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, 2012 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 Auditor's 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, 2012 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 : 13.08.2012

Harish Chandra Gupta
Chairman & Managing Director

ROTO PUMPS LTD.

Annexure to the Directors' Report

ANNEXURE - 1

Statement pursuant to the provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 referred to in the Directors' Report for the year ended 31st March, 2012 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 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 is another step in this effort. The subsidiary would commence its business activities in the later part of the current year.

Development of new export markets for products

The Company continued to pursue its objective of developing new markets in North America, South America, Middle East 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 financial year ended 31st March, 2012 as compared to previous year were as under:

Amount ₹ in lacs

Particulars	Financial Year Ended	
	31st March, 2012	31st March, 2011
Total Foreign Exchange earned	4583.34	3487.57
Total Foreign Exchange used	2101.32	1490.33

Note: Current year's foreign exchange used includes expenses of ₹ 1389.50 Lacs (Previous year ₹ 1264.39 Lacs) at Company's Overseas Warehouse cum Marketing Offices.

For and on behalf of the Board

Place : Noida
Dated : 13.08.2012

Harish Chandra Gupta
Chairman & Managing Director

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 year ended 31st March, 2012 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	Mr. Harish Chandra Gupta	66	B.Sc.	Chairman & Managing Director	₹ 72,90,680/-	Since incorporation	44 years	Own business
2	Mr. David Roy Bent	51	Diploma Engineer	General Manager	₹ 66,36,577/- GBP 86263	15.10.2004	32 Years	Orbit Pumps Ltd as Director

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

Sl	Name of Employee	Age (Yrs)	Qualification	Designation	Remuneration	Date of Joining	Experience	Last Employment held
1	Mr. Gavin Snoxal	48	Associate Diploma of Business Marketing Advance Certificate in Sales Management	General Manager	₹ 75,37,448/- AUD 151810	18.03.2010 left on 31.12.2011	31 Years	Mono Pumps Ltd as National Sales & Marketing Manager
2	Mr. David Michael Frendin	47	Associate Diploma of Mechanical Engineering Certificate in Mechanical Technology	General Manager	₹ 7,80,522/- AUD 14477	27.02.2012	30 Years	Siemens Ltd as Business Development Manager

Notes:

1. Remuneration comprises of salary, allowances, company's contribution to superannuation fund and monetary value of perquisites.
2. Mr. David Bent Roy is posted at Company's Warehouse and Marketing Office in U. K. Mr. Gavin Snoxal was and Mr. Davind Michael Frendin is posted at Company's Warehouse and Marketing Office in Australia. They are not related to the Directors of the Company and their employment is permanent.

For and on behalf of the Board

Place : Noida
Dated : 13.08.2012

Harish Chandra Gupta
Chairman & Managing Director

ROTO PUMPS LTD.

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, 2012 were ₹ 3518.45 lacs as compared to ₹ 2919.34 lacs on 31st March, 2011 indicating an increase of 20.50%. The net increase was mainly on account of purchase of plant & machinery, computers & software, furniture & fixtures and office equipment.

Current Assets

Current assets as at 31st March, 2012 were ₹ 4506.19 lacs, which were greater by ₹ 950.08 lacs than the previous year. The increase was mainly on account of increase in Trade receivables by ₹ 856.83 lacs, Inventories by ₹ 47.87 lacs and Short-term loans & advances by ₹ 46.52 lacs. Increase in Trade receivables was mainly due to increase in sales. Trade receivables outstanding for more than six months amounted to ₹ 105.58 lacs as compared to ₹ 57.54 lacs in the previous year. The management has recognised Trade receivables of ₹ 3.54 lacs as bad debts and as not recoverable.

Non-current Liabilities

Non-current liabilities as at 31st March 2012 were ₹ 167.53 lacs as compared to ₹ 261.07 as at 31st March, 2011. The decrease in non-current assets was due to repayment of term loan and deferred payment liabilities.

Current Liabilities

Current liabilities as at 31st March 2012 were ₹ 3550.81 lacs, which were greater by ₹ 864.73 lacs than the previous year. Increase in current liabilities was mainly due to increase in Short-term borrowings by ₹ 208.59 lacs, Trade payables by ₹ 307.20 lacs and other current liabilities by ₹ 304.41 lacs.

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.

The Company's revenue has grown to ₹ 7701.65 lacs from ₹ 5993.59 lacs during 2010-11. Domestic sales during the year have been ₹ 3292.15 lacs against ₹ 2666.31 lacs during 2010-11. Export sales during the year were ₹ 4595.90 lacs as compared to ₹ 3488.78 lacs during 2010-11 representing an increase of 31.73% over last year. Growth in Export Sales from Warehouse and Marketing Offices in Australia and U.K. was 15.18%.

The Company earned a profit after tax of ₹ 727.47 lacs against ₹ 539.10 lacs in 2010-11 and also recommended a dividend of 25% for 2011-12 at the same rate as was in the previous year. The payment of dividend would involve total cash outflow of ₹ 89.80 lacs including tax on dividend.

OPPORTUNITIES AND THREATS

Opportunities

Although Indian economy is not growing at previously anticipated rate but it would still provide enough opportunities in Infrastructure & Development Projects. International market would continue to provide ample opportunities in niche market despite sluggish economic scenario.

Threats

The Indian market is becoming intensely competitive with additional domestic players as well as 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 2011-12 was recruitment of professional engineers, managers & staff at various levels. HR successfully recruited more than 75 people in response to various business needs. The present manpower strength stands at 350 people as compared to 305 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, 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.

ROTO PUMPS LTD.

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 2011-12, composition of the Company's Board has been as under:

S.No.	Name	Category
1	Mr. Harish Chandra Gupta	Promoter / Executive Chairman
2	Mr. Anurag Gupta	Promoter / Executive Director
3	Mr. Arvind Veer Gupta	Promoter / Executive Director
4	Mrs. Asha Gupta	Promoter / Non-executive Director
5	Mr. B. S. Ramaswamy	Independent / Non-executive Director
6	Dr. Ramesh Chandra Vaish	Independent / Non-executive Director
7	Mr. Anand Bordia	Independent / Non-executive Director
8	Mr. 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 2011-12, five meetings of the Board of Directors of the Company were held on 26.04.2011, 28.05.2011, 06.08.2011, 03.11.2011 and 04.02.2012. 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 2011-12 was as under,

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

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	Mr. Harish Chandra Gupta	-	-
2	Mr. Anurag Gupta	Roto Pumpen GmbH	-
3	Mr. Arvind Veer Gupta	-	-
4	Mrs. Asha Gupta	-	-
5	Mr. B. S. Ramaswamy	-	-

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 G I Power Ltd Atos Mayar Healthcare Pte Ltd Bharat Consultants Pvt Ltd	Member - Audit Committee – – – Chairman–Remuneration Committee, Audit Committee Member–Audit Committee – – –
7	Mr. Anand Bordia	Birla Corporation Ltd C & C Constructions Ltd C and C Projects Ltd	Member – Audit Committee Member – Audit Committee –
8	Mr. Vijoy Kumar	KLG Systel Ltd Energy Development Company Ltd Lanco Mandakini Hydro Energy Pvt 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: Mr. Harish Chandra Gupta, Chairman & Managing Director ₹ 72,90,680/-, Mr. Anurag Gupta, Dy Managing Director ₹ 45,83,293/- and Mr. Arvind Veer Gupta, Wholetime Director ₹ 45,86,301/-. 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 ₹ 5000/- for attending each meeting of the Board and / or Committee thereof. The sitting fees paid during the year to the Directors are as follows: Mr. B. S. Ramaswamy ₹ 60,000/-, Mrs. Asha Gupta ₹ 30,000/-, Dr. Ramesh Chandra Vaish ₹ 25,000/-, Mr. Anand Bordia ₹ 50,000/- and Mr. Vijoy Kumar ₹ 20,000/-.

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 2011–12.

Harish Chandra Gupta
Chairman & Managing Director

AUDIT COMMITTEE

Composition

The Audit Committee of the Board comprises of four 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 Mr. B. S. Ramaswamy, who is an Independent Director. Mr. B. S Ramaswamy is a B.Sc., B.Com. Graduate Engineer, FCMA, and a retired Officer of the Indian Audit & Accounts Service. Mr. Ashwani K. Verma, Company Secretary acts as Secretary of the Committee. During the year, four meetings of the Audit Committee were held on 28.05.2011, 06.08.2011, 03.11.2011 and 04.02.2012.

ROTO PUMPS LTD.

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

S.No.	Name	Position	No. of meetings attended
1	Mr. B. S Ramaswamy	Chairman	4
2	Mr. Anand Bordia	Member	4
3	Smt. Asha Gupta	Member	3
4	Dr. Ramesh Chandra Vaish*	Member	1

* w. e. f. 06.08.2011

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

Your Company had setup a wholly owned subsidiary company during the year under review 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 and the same may be started in the later part of the current year.

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 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	Position	No. of meetings attended
1	Dr. Ramesh Chandra Vaish	Chairman	1
2	Mr. Vijoy Kumar	Member	2
3	Mr. Anurag Gupta	Member	2

Total 2 complaints were received from the Shareholders during the year and the same were resolved.

SHARE TRANSFER & TRANSMISSION COMMITTEE

Composition

S.No.	Name	Position
1	Mr. Harish Chandra Gupta	Chairman
2	Mr. Anurag Gupta	Member
3	Mr. Arvind Veer Gupta	Member

TERMS OF REFERENCE

The terms of reference of the Share Transfer Committee inter alia include approval of the transfer of shares, issue of duplicate share certificates, dematerialization and re-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 31.03.2012.

CEO / CFO CERTIFICATION

The CEO and CFO certification of the financial statements and the cash flow statement for 2011-12 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	Position
1	Mr. B. S. Ramaswamy	Chairman
2	Mr. Anand Bordia	Member
3	Mr. 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 6th August, 2011. 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
2011	AGM	19.09.2011	Registered Office	11.30 A.M.
2010	AGM	28.09.2010	Registered Office	11.00 A.M.
2009	AGM	30.09.2009	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

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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 Saturday the 22nd September, 2012 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 18th September, 2012 to Saturday the 22nd September, 2012 (both days inclusive) for the purpose of payment of dividend and Thirty Seventh 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	BSE Ltd., 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

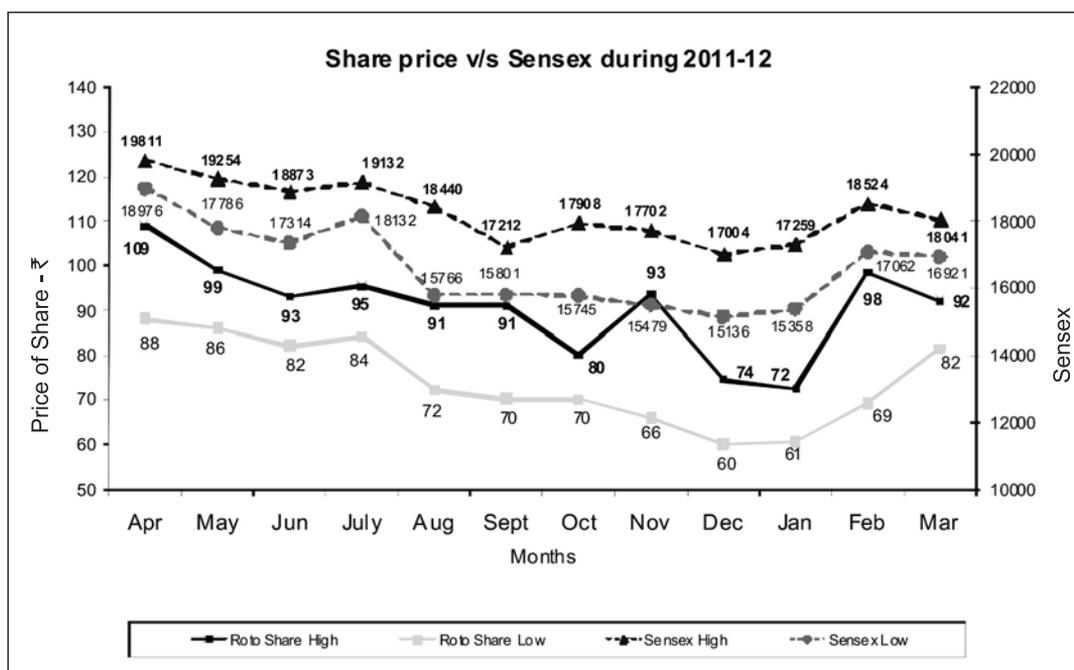
ISIN Number

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 2011-12 was as under.

Month	BSE Sensex		Roto Share	
	High	Low	High	Low
April, 2011	19811.14	18976.19	108.90	88.10
May, 2011	19253.87	17786.13	99.00	86.00
June, 2011	18873.39	17314.38	93.00	82.10
July, 2011	19131.70	18131.86	95.45	84.10
August, 2011	18440.07	15765.53	91.00	72.10
September, 2011	17211.80	15801.01	91.00	70.20
October, 2011	17908.13	15745.43	79.95	70.05
November, 2011	17702.26	15478.69	93.30	66.00
December, 2011	17003.71	15135.86	74.40	60.00
January, 2012	17258.97	15358.02	72.40	60.55
February, 2012	18523.78	17061.55	98.25	69.05
March, 2012	18040.69	16920.61	92.00	81.60



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, 2012 as compared to 31st March 2011 was as follows

Category of Shareholders	As on 31st March, 2012		As on 31st March, 2011	
	No. of shares	Percentage	No. of shares	Percentage
Promoters	2157424	69.80	2137424	69.16
Mutual Funds and Banks	1600	0.05	1700	0.05
Private Bodies Corporate	83192	2.69	95057	3.08
NRIs and OCBs	83110	2.68	82854	2.68
Resident Individuals and others	765435	24.77	773726	25.03
Total	3090761	100.00	3090761	100.00

ROTO PUMPS LTD.

Distribution of Shareholding

The distribution of shareholding of the Company as on 31st March, 2012 was as follows

Shareholding of value of ₹	Shareholders		Shares	
	Number	percentage	Number	percentage
1 – 5000	3004	92.40	366433	11.86
5001 – 10000	120	3.69	93943	3.03
10001 – 20000	62	1.91	93840	3.04
20001 – 30000	22	0.68	54929	1.78
30001 – 40000	4	0.12	13815	0.45
40001 – 50000	5	0.16	23790	0.77
50001 – 100000	17	0.52	128337	4.15
100001 – and above	17	0.52	2315674	74.92
Total	3251	100.00	3090761	100.00

Dematerialisation of Shares and liquidity

2883585 Equity shares out of the total 3090761 shares have been dematerialised upto 31.03.2012. 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. 13, 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

CEO / CFO CERTIFICATION

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

Sirs,

We, Harish Chandra Gupta, Managing Director and D. K. Suri, Dy General Manager (Finance & Accounts), 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 31.03.2012 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 : 28.05.2012

D. K. Suri
Dy General Manager (F&A)

Harish Chandra Gupta
Chairman & Managing Director

AUDITOR'S 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, 2012, 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
(Registration No. 050004C)

Place : NOIDA
Dated : 13.08.2012

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

ROTO PUMPS LTD.

AUDITOR'S REPORT

TO THE MEMBERS,
ROTO PUMPS LIMITED

We have audited the attached Balance Sheet of **ROTO PUMPS LIMITED** as at 31st March 2012 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 2012, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2012 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 thereon give the information required by the Act, in the manner so required and give a 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, 2012
 - 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 : 28.05.2012

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

ANNEXURE TO THE AUDITOR'S REPORT

- i) In respect of its fixed assets:
 - (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets on the basis of available information.
 - (b) As explained to us, all 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 Inventories 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 inventories 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 inventories. 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 is 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, 2012 for a period of more than six months from the date of becoming payable.
 - (c) The disputed statutory dues aggregating to ₹ 54.59 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:

ROTO PUMPS LTD.

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	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 : 28.05.2012

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

BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Note No.	As At 31st March, 2012		As At 31st March, 2011	
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	1	3,09,07,610		3,09,07,610	
Reserves & Surplus	2	27,81,35,827	30,90,43,437	21,45,03,874	24,54,11,484
NON-CURRENT LIABILITIES					
Long Term Borrowings	3		1,67,52,559		2,61,06,598
Deferred Tax Liabilities (Net)			26,60,119		-
CURRENT LIABILITIES					
Short Term Borrowings	4	13,43,30,839		11,34,72,193	
Trade Payables		7,77,25,941		4,70,05,900	
Other Current Liabilities	5	9,17,22,816		6,12,81,794	
Short Term Provisions	6	5,13,01,103	35,50,80,699	4,68,44,840	26,86,04,727
TOTAL			68,35,36,814		54,01,22,809
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets					
i) Tangible Assets	7	22,32,24,040		18,02,09,422	
ii) Intangible Assets	7	34,56,061		19,78,103	
iii) Capital Work in Progress	7	54,25,329	23,21,05,430	12,82,333	18,34,69,858
Non-Current Investments	8		8,12,500		-
Deferred Tax Assets (Net)			-		1,041,803
CURRENT ASSETS					
Inventories	9	15,82,70,451		15,34,83,201	
Trade Receivables	10	21,60,81,672		13,03,98,817	
Cash and Cash Equivalents	11	2,51,15,500		2,52,71,790	
Short Term Loans and Advances	12	5,10,08,261		4,63,55,849	
Other Current Assets	13	1,43,000	45,06,18,884	1,01,491	35,56,11,148
TOTAL			68,35,36,814		54,01,22,809
Significant Accounting Policies and Notes on Financial Statements					
	1 to 48				

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. SURI)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

ROTO PUMPS LTD.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Note No.	Year Ended 31st March, 2012	Year Ended 31st March, 2011
INCOME			
Revenue from Operations	14	76,27,92,101	59,47,23,805
Other Income	15	73,73,101	46,35,379
TOTAL REVENUE		77,01,65,202	59,93,59,184
EXPENSES			
Cost of Materials consumed	16	31,26,26,451	23,00,16,877
Change in Inventories of Finished goods and Work in Progress	17	(11,72,897)	(1,93,49,258)
Employee Benefits Expense	18	16,38,60,033	14,40,45,232
Finance Costs	19	1,93,31,242	1,61,36,493
Depreciation & Amortisation Expense	20	1,95,94,531	1,50,23,897
Other Expenses	21	14,84,01,068	13,16,42,974
TOTAL EXPENSES		66,26,40,428	51,75,16,215
Profit before Tax		10,75,24,774	8,18,42,969
Tax expenses			
Current tax		3,11,24,984	2,84,89,688
Deferred Tax		37,01,922	(2,73,918)
Short/(Excess) Provisions - earlier years		(49,343)	(2,83,026)
Profit After Tax		7,27,47,211	5,39,10,225
Earning Per Share (₹) (Basic & Diluted)		23.54	17.43
Significant Accounting Policies and Notes on Financial Statements			
		1 to 48	

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. SURI)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012	Year Ended 31st March, 2011
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extra ordinary items	10,75,24,774	8,18,91,326
Adjusted for:		
1. Depreciation	1,95,94,531	1,50,23,897
2. Interest Paid	1,93,31,242	1,61,36,493
3. Interest received	(7,07,483)	(3,52,127)
4. Loss/(Profit) on sale of fixed assets	(7,33,188)	(13,46,445)
Operating Profit / (Loss) before Working Capital Changes	14,50,09,876	11,13,53,144
1. Adjusted for:		
a. Trade and Other Receivables	(8,81,51,176)	(1,48,86,235)
b. Inventories	(47,87,250)	(2,27,23,199)
c. Trade and Other Payables	2,85,09,001	1,16,39,531
2. Cash Generated from Operations	8,05,80,451	8,53,83,241
3. Direct Taxes Paid & Previous year adjustments	(3,06,33,817)	(2,66,81,129)
4. Direct Taxes Refund Received	-	2,19,391
4. Cash Flow before Extra Ordinary Items	4,99,46,634	5,89,21,503
5. Extra Ordinary Items	-	-
Net Cash from Operating Activities	4,99,46,634	5,89,21,503
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
1. Purchase of Fixed Assets	(3,50,73,397)	(2,89,15,242)
2. Proceeds on sale of Fixed Assets	19,12,372	32,00,320
3. Investment in Subsidiary	(8,12,500)	-
4. Interest Received	7,07,483	3,52,127
Net Cash used in Investing Activities	(3,32,66,042)	(2,53,62,795)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
1. Proceeds from Long Term borrowings	1,21,91,094	53,00,000
2. Repayment of Long Term borrowings	(2,15,45,135)	(2,34,91,962)
4. Short Term Borrowings(Net)	2,08,58,646	1,84,32,533
5. Interest Paid	(1,93,31,242)	(1,61,36,493)
6. Dividend & Dividend tax Paid	(90,10,245)	(72,32,073)
Net Cash used in Financing Activities	(1,68,36,882)	(2,31,27,995)
Net increase in Cash and Cash Equivalents (A+B+C)	(1,56,290)	1,04,30,713
Cash and Cash Equivalents as at the beginning of the year	2,52,71,790	1,48,41,077
Cash and Cash Equivalents as at the end of the year	2,51,15,500	2,52,71,790

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. SURI)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

ROTO PUMPS LTD.

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 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.

10. 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:

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.

Fixed Assets at the exchange rate prevailing on the date of transaction.

Depreciation on the fixed assets in Indian rupees, which are reported using the exchange rate at the date of transaction.

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.

Other current assets and liabilities are converted at the exchange rates prevailing at the year end.

The exchange difference on translation of Foreign Branch financial statements are recognised in profit & loss account.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

ROTO PUMPS LTD.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

1 SHARE CAPITAL

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
AUTHORISED SHARE CAPITAL 1,00,00,000 Equity Shares of par value ₹ 10/- each (Previous year 1,00,00,000 Equity shares of par value of ₹ 10/- each)	10,00,00,000	10,00,00,000
ISSUED & SUBSCRIBED SHARE CAPITAL 31,00,061 Equity Shares of par value Rs. 10/- each (Previous year 31,00,061 Equity Shares of ₹ par value of 10/- each)	3,10,00,610	3,10,00,610
PAID UP SHARE CAPITAL 30,90,761 Equity Shares of par value of ₹ 10/- each (Previous year 30,90,761 Equity Shares of par value ₹ 10/- each)	3,09,07,610	3,09,07,610

1.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

Name of Shareholder	As At 31st March, 2012		As At 31st March, 2011	
	Number of Shares held in the Company	% Held	Number of Shares held in the Company	% Held
Anurag Gupta	2,17,067	7.02	2,17,067	7.02
Nand Kishore Gupta HUF	2,97,732	9.63	2,97,732	9.63
Arvind Veer Gupta	2,42,067	7.83	2,42,067	7.83
Asha Gupta	4,99,933	16.18	4,99,933	16.18
Harish Chandra Gupta	3,94,739	12.77	3,94,739	12.77
Harish Chandra Gupta HUF	2,14,220	6.93	2,14,220	6.93
Neera Gupta	1,69,715	5.49	1,69,715	5.49

- 1.2 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.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

2. RESERVES & SURPLUS

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
CAPITAL RESERVE:				
As per last Balance Sheet		14,13,245		14,13,245
REVALUATION RESERVE:				
As per last Balance Sheet	12,99,877		15,43,723	
Less: Written back during the year				
Depreciation	1,22,374		1,43,313	
Sale of Fixed Assets	12,484	11,65,019	1,00,533	12,99,877
GENERAL RESERVE:				
As per last Balance Sheet	2,24,79,316		1,70,90,681	
Add: Transferred during the year	75,10,000	2,99,89,316	53,88,635	2,24,79,316
SHARE PREMIUM ACCOUNT :				
As per last Balance Sheet		4,72,06,555		4,72,06,555
PROFIT AND LOSS ACCOUNT				
As per last Balance Sheet	14,21,04,881		10,25,93,536	
Add: Profit for the year	7,27,47,211		5,39,10,225	
	21,48,52,092		15,65,03,761	
Less: Appropriations				
Transferred to General Reserve	75,10,000		53,88,635	
Proposed Dividend	77,26,903		77,26,903	
(Dividend per share ₹ 2.50, Previous year ₹ 2.50)				
Tax on Dividend	12,53,497	19,83,61,692	12,83,342	14,21,04,881
TOTAL		27,81,35,827		21,45,03,874

3 LONG-TERM BORROWINGS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
SECURED		
Term Loan from Banks	34,48,094	16,66,667
Term Loan from Others	33,36,465	45,03,931
Deferred Payment Liabilities	99,68,000	1,99,36,000
TOTAL	1,67,52,559	2,61,06,598

3.1 Term Loan from Banks consist of Plant and Machinery loans secured against hypothecation of respective Plant and Machinery and guaranteed by the Chairman and Managing Director, Dy. Managing Director and one other Director and collaterally secured by:

- Equitable Mortgage of Factory Land and Building located at Roto House, 14 NSEZ, Noida.
- Equitable Mortgage of factory Land and Building located at B-14, Phase-II, Extension, Noida.
- Negative Lien (Pledge of shares of Housing Society) on Company's Flat no 54, 5th Floor, Ajai Deep, Nariman Street, Mumbai,

3.2 Terms of Repayment:

- Term Loan from bank is repayable in 20 equal quarterly instalments of ₹ 7,50,000/- each
- Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments and secured by hypothecation of respective vehicles.
- Deferred Payment liabilities consists of facility from Greater Noida Industrial Development Authority in respect of Industrial land financing of ₹ 4,98,40,000/- repayable in 10 half yearly installments of ₹ 49,84,000/- alongwith interest thereon at 11%.

ROTO PUMPS LTD.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

4 SHORT-TERM BORROWINGS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
SECURED		
LOANS REPAYABLE ON DEMAND		
Working Capital Loans from Banks	13,43,30,839	11,34,72,193

4.1 The working Capital loans are secured against hypothecation of stocks and book debts and guaranteed by the Chairman and Managing Director, Dy. Managing Director and one other Director and collaterally secured by:

- Equitable Mortgage of Factory Land and Building located at Roto House, 14 NSEZ, Noida.
- Equitable Mortgage of factory Land and Building located at B-14, Phase-II, Extension, Noida.
- Negative Lien (Pledge of shares of Housing Society) on Company's Flat no 54, 5th Floor, Ajai Deep, Nariman Street, Mumbai.
- Hypothecation of plant & machinery installed that at B-14 & 15, Phase-II, Extension, Noida and Roto House, 14 NSEZ, Noida.

5 OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
Current Liabilities of Long Term Borrowings	1,84,87,203	2,34,91,962
Interest accrued but not due on borrowings	5,48,240	8,22,360
interest accrued and due on borrowings	1,01,139	33,443
Un-paid/ Unclaimed Dividend	8,88,330	6,15,807
Sales Tax Payable	19,53,493	8,58,415
Excise Duty Payable	10,17,563	3,65,804
Other Payables	6,87,26,848	3,50,36,003
TOTAL	9,17,22,816	6,12,81,794

5.1 Other payable includes ₹ 3,58,92,367/- for Capital liability (Previous year ₹ 14,21,621/-) and ₹ 1,01,62,769/- on account of advance from customers (Previous year ₹ 1,62,48,892/-and balance on account of other expenses payable.

6 SHORT TERM PROVISIONS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
Provision for Employee Benefits		
- Superannuation, Gratuity and Un-availed Leave	1,11,45,081	92,96,551
Provision for Dividends(including dividend tax)	89,80,400	90,10,245
Provision for Income tax	3,11,24,984	2,84,89,687
Provision for Wealth Tax	50,638	48,357
TOTAL	5,13,01,103	4,68,44,840

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

7. FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK			
	As At 01.04.2011	Additions/ Adjustments during the year	Deductions during the year	Total As At 31.03.2012	Upto 31.03.2011	Provided during the year	Deduction/ Adjustments during the year	Total Upto 31.03.2012	As At 31.03.2012	As At 31.03.2011
TANGIBLE ASSETS										
OWN ASSETS										
Leasehold Land	9,25,35,016	-	-	9,25,35,016	-	-	-	-	9,25,35,016	9,25,35,016
Factory Buildings	4,74,83,631	3,29,955	-	4,78,13,586	2,65,54,821	21,12,263	-	2,86,67,084	1,91,46,502	2,09,28,810
Other Buildings	26,74,436	-	-	26,74,436	15,89,092	54,267	-	16,43,359	10,31,077	10,85,344
Plant & Machinery	9,03,12,137	5,53,08,591	1,01,30,36	14,46,07,692	5,17,34,069	95,37,229	9,39,615	6,03,31,683	8,42,76,009	3,85,78,068
Furniture & Fixtures	72,71,271	10,37,707	-	83,08,978	46,85,770	5,94,159	-	52,79,929	30,29,049	25,85,501
Office Equipments	55,32,384	9,81,887	1,69,420	63,44,851	21,74,041	5,68,286	1,01,418	26,40,909	37,03,942	33,58,343
Vehicles	2,96,80,810	31,28,750	35,73,034	2,92,36,526	1,17,51,536	44,95,581	25,41,553	1,37,05,564	1,55,30,962	1,79,29,274
Computers	1,26,81,040	20,18,938	7,34,240	1,39,65,738	94,71,974	12,37,756	7,15,475	99,94,255	39,71,483	32,09,066
TOTAL	28,81,70,725	6,28,05,828	54,89,730	34,54,86,823	10,79,61,303	1,85,99,541	42,98,061	12,22,62,783	22,32,24,040	18,02,09,422
INTANGIBLE ASSETS										
Software	26,93,011	25,95,322	-	52,88,333	17,41,596	9,74,552	-	27,16,148	25,72,185	9,51,415
Technical Design & Drawings	10,70,334	-	-	10,70,334	43,646	1,42,812	-	1,86,458	8,83,876	10,26,688
Total	37,63,345	25,95,322	-	63,58,667	17,85,242	11,17,364	-	29,02,606	34,56,061	19,78,103
Capital Work-in-progress									54,25,329	12,82,333
GRAND TOTAL	29,19,34,070	6,54,01,150	54,89,730	35,18,45,490	10,97,46,545	1,97,16,905	42,98,061	12,51,65,389	23,21,05,430	18,34,69,858
PREVIOUS YEAR	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	18,34,69,858	-

NOTE:

- i) Net Block of Fixed Assets as on 31st March, 2012 includes fixed assets held at Foreign Branches of the company ₹ 47,69,437/- (Previous Year ₹ 64,21,232/-)
- ii) Net Block of Fixed Assets as on 31st March, 2012 includes ₹ 11,23,532/- towards assets revalued on 31st March, 1993 by an approved valuer.
- iii) Capital work in progress Includes Capital Advances to Suppliers.

ROTO PUMPS LTD.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

8 NON-CURRENT INVESTMENTS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
Trade Investment in Equity Shares - Fully paid up and unquoted 12500 Equity Shares of Euro 1 each in Roto Pumpen-GmbH (Wholly Owned Subsidiary)	8,12,500	-
TOTAL	8,12,500	-

9 INVENTORIES

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
a) Raw Materials-In stock	4,74,35,662		4,57,70,609	
b) Work in Process-In stock	1,02,14,642		1,31,64,116	
c) Finished Goods-In stock	8,91,24,793		8,21,79,177	
d) Finished Goods-In Transit	59,23,499		87,48,044	
e) Stores & Spares	22,35,041		15,83,432	
f) Loose Tools	17,60,352		11,26,096	
g) Packing Material	14,58,663		7,95,228	
h) Scrap and Wastage	1,17,799	15,82,70,451	1,16,499	15,34,83,201
TOTAL		15,82,70,451		15,34,83,201

10 TRADE RECEIVABLES

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
(Unsecured and considered good)				
a) Trade receivables due for a period exceeding six months	1,05,57,581		57,53,836	
b) Others	20,55,24,091	21,60,81,672	12,46,44,981	13,03,98,817
TOTAL		21,60,81,672		13,03,98,817

11 CASH & CASH EQUIVALENT

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
a) Cash in Hand		6,27,809		8,38,489
b) Balance with Scheduled Banks In:				
- Current Accounts	1,21,33,346		1,43,19,238	
- Term Deposit(Restricted)- Margin Money against guarantees	1,14,66,014		94,98,255	
- Earmarked Balances with Bank - Unclaimed dividend a/c	8,88,331	2,44,87,691	6,15,808	24433301
TOTAL		2,51,15,500		25271790

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

12 SHORT-TERM LOANS & ADVANCES

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
(Unsecured, Unconfirmed and considered good)				
a) Prepaid Expenses	57,25,269		1,39,55,066	
b) Security Deposits	76,34,795		48,25,461	
c) Deposit with Excise & Other* Authorities	99,29,981		25,48,807	
d) Advance Income Tax & Tax Deducted at Source	2,27,43,261		2,05,17,661	
e) Staff Loans	9,01,300		7,45,980	
f) Other Receivables	40,73,655	5,10,08,261	37,62,874	4,63,55,849
TOTAL		5,10,08,261		4,63,55,849

13. OTHER CURRENT ASSETS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012	As At 31st March, 2011
Interest accrued on Bank deposits	1,43,000	1,01,491
TOTAL	1,43,000	1,01,491

14. REVENUE FROM OPERATIONS

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012	Year Ended 31st March, 2011
Sale of Products	78,58,95,083	61,28,37,730
Sale of Services	23,87,363	28,39,351
Other Operating Revenue	29,10,348	26,70,197
	79,11,92,794	61,83,47,278
Less: Excise Duty	2,84,00,693	2,36,23,473
Total Revenue From Operations	76,27,92,101	59,47,23,805

14.1 Sale of Products includes Export Sales of ₹ 45,95,89,953/- (Previous Year ₹ 34,88,76,762/-)

15. OTHER INCOME

(Amount in ₹)

Particulars	As At 31st March, 2012		As At 31st March, 2011	
Interest Income				
- On Bank Deposits	6,78,881		2,30,229	
- Others	28,602	7,07,483	1,21,898	3,52,127
(Tax Deducted at Source ₹ 67,890/- (Previous Year-₹ 23,119/-)				
Misc. Credit Balances Written Off		-		3,49,662
Foreign Exchange Diff.-Foreign Operations & Others		59,31,350		25,51,145
Profit on Sale/Impairment of Fixed Assets		7,33,188		13,46,445
Miscellaneous Receipts		1,080		36,000
TOTAL		73,73,101		46,35,379

ROTO PUMPS LTD.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

16. COST OF MATERIALS CONSUMED

(Amount in ₹)

Particulars	Year Ended 31st March, 2012		Year Ended 31st March, 2011	
i) RAW MATERIALS CONSUMED				
Opening Stock	1,99,50,738		1,48,77,372	
Add: Purchases & Expenses thereon	12,51,64,635		11,06,16,055	
Less: Closing Stock	1,90,11,534	12,61,03,839	1,99,50,738	10,55,42,689
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	2,58,19,871		2,68,16,542	
Add: Purchases & Expenses thereon	18,29,11,663		11,81,28,048	
Less: Closing Stock	2,84,24,128	18,03,07,406	2,58,19,871	11,91,24,719
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	5,26,172		6,62,760	
Add: Purchases	68,08,502		52,12,881	
Less: Closing Stock	11,19,468	62,15,206	5,26,172	53,49,469
TOTAL		31,26,26,451		23,00,16,877

17. CHANGE IN INVENTORIES

(Amount in ₹)

Particulars	Year Ended 31st March, 2012		Year Ended 31st March, 2011	
OPENING STOCK:				
Finished Goods	9,09,27,221		7,43,03,616	
Work in Progress	1,31,64,116		1,03,32,379	
Scrap & Wastage	1,16,499	10,42,07,836	2,22,583	8,48,58,578
LESS: CLOSING STOCK:				
Finished Goods	9,50,48,292		9,09,27,221	
Work in Progress	1,02,14,642		1,31,64,116	
Scrap & Wastage	1,17,799	10,53,80,733	1,16,499	10,42,07,836
Net Change in Inventories		(11,72,897)		(1,93,49,258)

18. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012		Year Ended 31st March, 2011	
Wages, Salary, Bonus Gratuity & Other Allowances	13,29,32,288		11,78,03,111	
Contribution to Provident & Other Funds	1,12,23,913		96,84,288	
Directors' Remuneration	1,51,51,828		1,21,81,129	
Workmen & Staff Welfare	45,52,004		43,76,704	
TOTAL	16,38,60,033		14,40,45,232	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

19. FINANCE COST

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012	Year Ended 31st March, 2011
INTEREST :		
On Term Loans	48,67,669	62,22,426
On Others	1,44,63,573	99,14,067
TOTAL	1,93,31,242	1,61,36,493

20. DEPRECIATION & AMORTISATION EXPENSE

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012	Year Ended 31st March, 2011
For the year	1,97,16,905	1,51,67,209
Less : Transferred to Revaluation Reserve	1,22,374	1,43,312
TOTAL	1,95,94,531	1,50,23,897

21. OTHER EXPENSES

(Amount in ₹)

Particulars	Year Ended 31st March, 2012		Year Ended 31st March, 2011	
Power & Fuel		1,25,66,297		1,07,09,230
Machining & Electroplating		1,36,39,011		1,29,55,842
Tools		50,95,193		64,50,074
Repairs :				
Building	24,16,965		15,99,206	
Plant & Machinery	35,98,604		31,53,805	
Others	17,52,510	77,68,079	10,16,832	57,69,843
Insurance Charges		882,190		8,95,319
Travelling & Conveyance		2,58,59,463		2,25,58,062
Postage & Telephone		46,26,974		42,91,973
Professional & Consultancy		20,27,331		33,51,763
Vehicle Running & Maintenance		43,06,419		41,49,200
Rent		86,35,917		70,50,801
Rates & Taxes		20,00,012		19,02,756
Directors' Sitting Fees		1,85,000		1,85,000
Payment to Auditors :				
Audit Fee	1,75,000		1,75,000	
Tax Audit Fee	50,000		50,000	
Taxation Matters	25,000		25,000	
Foreign Branch Audit Fee	5,72,489		4,93,032	
Cost Audit Fee	30,000		30,000	
Out of Pocket Expenses	19,500	8,71,989	5,000	7,78,032
Packing & Forwarding Exp.		2,99,61,531		2,32,05,500
Commission & Discount		6,31,072		1,38,630
Advertisement & Publicity		67,17,747		43,22,389
Bad Debts		3,54,491		12,22,519
Miscellaneous Expenses		2,22,72,352		2,17,06,041
TOTAL		14,84,01,068		13,16,42,974

ROTO PUMPS LTD.

22 CONTINGENT LIABILITIES & COMMITMENTS

22.1 Contingent Liabilities

(Amount in ₹)

PARTICULARS	2011-12	2010-11
i) Disputed Sales Tax (appeals pending)	4,03,642	6,87,089
ii) Disputed Income Tax (appeals pending)	50,54,838	50,54,838
iii) Bank Guarantee	2,33,42,385	2,98,59,936
iv) Labour Cases	35,74,214	33,25,342

22.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, ₹ 24,28,769/- (Previous year ₹ 3865494/-)

23. 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 ₹ 2,38,52,459/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2012.
24. Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.
25. Term Deposits with Bank of India, Janpath Branch amounting to ₹ 89,24,823/- (Prev. year ₹ 72,85,658/-) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.
26. Term Deposit With ANZ Banking Group Limited, Melbourne amounting to AUD 48,376.00 (₹ 25,41,198/-) (Previous Year AUD 48,376/- & ₹ 22,12,597/-) are pledged with ANZ Banking Group Limited as margin on Bank Guarantee.

27. Related Party Disclosure

Key Managerial Personnel

(Amount in ₹)

Name	Designation	Nature of Transaction
		Gross salary
Mr. Harish Chandra Gupta	Chairman & Managing Director	72,90,680
		(56,98,180)
Mr. Anurag Gupta	Dy. Managing Director	45,83,293
		(38,05,356)
Mr. Arvind Veer Gupta	Whole Time Director	45,86,301
		(37,99,127)

Figures in brackets are of previous year.

Relatives of Key Managerial Personnel

Mr. H. C. Gupta HUF

Mr. H. C. Gupta, Chairman & Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company has taken on lease a residential accommodation from H. C. Gupta HUF and paid ₹ 4,65,000/- towards rent during the year (Prev year ₹ 17,70,000/-)

Mr. N. K Gupta HUF

Mr. Anurag Gupta, Dy. Managing Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid ₹ 14,16,000/- towards rent during the year (Prev. year ₹ 13,32,000/-)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

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

(Amount in ₹)

Particulars	Year 2011-12	Year 2010-11
Salary	1,05,46,500	89,70,000
Contribution to P.F. & Other Funds	12,65,580	10,76,400
Other Perquisites	46,48,194	32,56,263
	1,64,60,274	1,33,02,663

29. Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ 38,91,826/- (Previous Year - (₹ 25,414/-)) has been grouped with Export Sale.
30. Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 5,61,602/- (Prev. year ₹ 353,873/-) has been included in the value of the closing stock after creating suitable provision for liability.
31. Profit/Loss on Sales and Impairment of fixed assets account includes ₹ Nil - (Prev. Year - ₹ 4,79,939/-) towards loss on impairment of assets.
32. 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.
33. The Company's operations predominantly comprises of only one segment - Pumps & spares, therefore segment reporting does not apply.

34. Deferred Tax

Deferred Tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing laws.

Breakup of deferred tax assets / liabilities and reconciliation of current year deferred tax credit/charge.

(Amount in ₹)

Particulars	Deferred Tax Asset/ (Liability) as on 31.03.2011	Current Year Credit / (Charge)	Deferred Tax Asset/ (Liability) as on 31.03.2012
Difference in carrying amount of fixed assets in financial statements and income tax return	(23,90,924)	(32,99,579)	(56,90,503)
Provision for Gratuity	6,73,647	2,56,611	9,30,258
Provision for Leave encashment	24,14,435	2,71,329	26,85,764
Others	3,44,645	(9,30,283)	(5,85,638)
Total	10,41,803	(37,01,922)	(26,60,119)

Note: The Company has recognised the Deferred Tax charge of ₹ 37,01,921/- (Previous year Deferred Tax Assets ₹ 273,918/-) during the year and debited to Profit & Loss Account.

35 Earning per share

(Amount in ₹)

Particulars	2011-12	2010-11
Net profit after taxes for the year	7,27,47,211	5,38,86,348
Number of Equity Shares	30,90,761	30,90,761
Basic and Diluted Earning per Shares	23.54	17.43
Face Value per Share	10	10

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

ROTO PUMPS LTD.

DEFINED CONTRIBUTION PLAN

Contribution to Defined Contribution Plan, recognised are charged off for the year are as under: (Amount in ₹)

Particulars	2011-12	2010-11
Employer's Contribution to Provident fund	51,86,298	47,06,224
Employer's Contribution to Superannuation/NIC at foreign branches	49,59,571	40,78,091

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.

In respect of Employees in India

Particulars	Gratuity Funded		Leave encashment	
	2011-12 Amount (₹)	2010-11 Amount (₹)	2011-12 Amount (₹)	2010-11 Amount (₹)
The principle assumptions used in actuarial valuation				
- Discount rate	8.25%	8.25%	8.25%	8.3%
- Expected rate on return of assets (per annum)	8.25%	8.25%	N.A	N.A
- Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
Change in Present value of Obligation				
- Present value of obligation as at 01.04.2011	1,09,39,069	77,90,462	43,48,950	37,30,099
- Interest Costs	9,02,473	6,23,237	3,58,788	2,98,408
- Current Service Cost	15,30,505	11,04,558	7,07,434	6,20,365
- Past Service Cost (vested benefit)	-	28,26,714	-	-
- Benefits Paid	(8,66,712)	(8,12,923)	(25,69,546)	(12,71,501)
- Actuarial (Gain) / Loss on obligations	(8,54,980)	(5,92,979)	13,91,772	9,71,579
- Present value of obligation as at 31.03.2012	1,16,50,355	1,09,39,069	42,37,398	43,48,950
Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	89,11,080	75,86,352	-	-
Expected Return on Plan Assets	7,35,164	6,06,908	-	-
Contributions	-	14,99,921	-	-
Benefit Paid	(9,07,506)	(8,12,923)	-	-
Actuarial Gain/(Loss) on Plan Assets	44,427	30,822	-	-
Fair Value of Plan Assets at the end of the period	88,23,958	89,11,080	-	-
Actual Return on Plan Assets	8,99,407	6,23,801	-	-
Liability Recognised in balance Sheet				
- Present value of obligation as at 31.03.2012	1,16,50,355	1,09,39,069	43,48,950	43,48,950
- Fair value of plan assets as at the end of the year	87,83,170	89,11,080	-	-
- Unfunded status	28,67,185	20,27,989	43,48,950	43,48,950
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	28,67,185	20,27,989	43,48,950	43,48,950
Expenses recognised in Profit and Loss Account				
- Current Service Cost	15,30,505	11,04,558	7,07,434	5,31,107
- Interest Costs	9,02,473	6,23,237	2,98,408	2,38,008
- Expected Return on Plan assets	(7,35,164)	(6,06,908)	-	-
- Past Service Cost(vested benefit) Recognised	-	28,26,714	-	-
- Net Actuarial (Gain)/ Loss recognised during the year	(8,58,619)	(6,23,801)	13,91,772	5,08,936
Total Expenses recognised in Profit and Loss a/c	8,39,195	33,23,800	23,97,614	12,78,051
In respect of employees at Foreign branches				
Liability Recognised in balance Sheet				
Holiday Pay Provision	-	-	40,39,853	29,19,612
Net (Assets)/ Liability recognised in Balance Sheet	-	-	40,39,853	29,19,612
Expenses recognised in Profit and Loss Account				
Holiday Pay	-	-	3,62,887	3,76,181
Total Expenses recognised in Profit and Loss a/c	-	-	3,62,887	3,76,181

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

37. Taxation provisions for current year and previous year tax adjustments includes interest thereon.
38. 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.

39. Raw Material and Components Consumed (Amount in ₹)

Particulars	2011-12	2010-11
Mild Steel	5,48,989	24,39,110
Steel (SS & Alloy)	6,03,31,130	5,14,01,262
Iron & Metal Castings	2,85,41,031	2,40,80,612
Rubber & Chemicals	2,02,17,744	1,41,26,939
Pipes	1,28,40,547	1,02,68,196
Other Materials & Components	18,03,07,405	11,91,24,719
Freight, Cartage, Clg. & Ins.	36,24,399	32,26,570
TOTAL	30,64,11,245	22,46,67,408

40. Consumable Material (Amount in ₹)

Particulars	2011-12	2010-11
Stores Consumables	62,15,206	53,49,469
TOTAL	62,15,206	53,49,469

41. Particulars of Revenue from Operations (Amount in ₹)

Particulars	2011-12	2010-11
Domestic		
Sales of products	29,81,74,416	24,05,75,232
Sales of Services	12,19,466	10,92,863
Other Operating Revenue	26,40,369	24,32,459
Export		
Sales of products	45,95,89,953	34,88,76,762
Sales of Services	11,67,897	17,46,489
TOTAL	76,27,92,101	59,47,23,805

42. Earnings in Foreign Currency

	2011-12		2010-11	
	Bill Value (₹)	FOB Value (₹)	Bill Value (₹)	FOB Value (₹)
Export of Goods				
Pumps	22,90,91,063	22,84,62,680	15,49,00,386	15,37,49,680
Spares	23,04,98,890	22,87,28,780	19,39,76,376	19,32,34,187
Others				
Service Charges	11,67,897	11,67,897	17,46,489	17,46,489
Interest Income	25,724	25,724	26,306	26,306
TOTAL	46,07,83,574	45,83,85,081	35,06,49,557	34,87,56,662

Note : Export of goods includes sales at Foreign Branches ₹ 27,54,42,238/- (Prev. Year ₹ 23,91,33,438/-)
 Service Charges includes charges at Foreign Branches ₹ 11,67,897/- (Prev. Year ₹ 16,60,514/-)
 Interest Income includes interest at Foreign Branches ₹ 25,724/- (Prev. Year ₹ 26,306/-)

ROTO PUMPS LTD.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

43. Expenditure in Foreign Currency

(Amount in ₹)

Particulars	2011-12	2010-11
Travelling Expenses	53,13,263	71,86,893
Expenses at Foreign Branch	13,89,49,696	12,64,39,196
Other Expenses	24,93,744	23,79,034
TOTAL	14,67,56,703	13,60,05,123

Note : Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 4,13,795/- (Prev. Year ₹ 34,10,982/-)

44. Remittance in foreign currency towards Dividend for 2010-11 to Ms. Debra Pauly, U.K. of ₹ 1,91,000/- on 76400 Equity Shares (Previous Year ₹ 1,52,800/-)

45. Value of Imports (Calculated on CIF basis)

(Amount in ₹)

Particulars	2011-12	2010-11
Materials	2,32,96,037	35,85,509
Capital Goods	3,98,89,283	46,51,141
TOTAL	6,31,85,320	82,36,650

46. Consumption of Indigenous/Imported Materials

	2011-12		2010-11	
	Amount (₹)	%	Amount (₹)	%
a) Raw Materials and components				
Indigenous	24,51,86,393	80.02%	17,58,56,716	78.27%
Imported	6,12,24,852	19.98%	4,88,10,692	21.73%
TOTAL	30,64,11,245	100%	22,46,67,408	100%
Note: Imported Raw Material and Components includes ₹ 5,46,63,044/- (Previous Year ₹ 4,40,50,707/-) consumption at foreign branches.				
b) Consumable Stores				
Indigenous	53,70,645	86.41%	47,81,988	89.39%
Imported	8,44,561	13.59%	5,67,481	10.61%
TOTAL	62,15,206	100%	53,49,469	100%
Note: Imported Consumables includes ₹ 8,44,561/- (Previous Year ₹ 5,67,481/-) consumption at foreign branches.				

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

48. Figures have been rounded off to the nearest rupee.

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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. Suri)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

Statement pursuant to the provisions of 212 of the Companies Act, 1956 relating to Subsidiary Company

1. Name of the Subsidiary Company : Roto Pumpen GmbH
2. Financial year ended of the subsidiary company : 31st March, 2012
3. Shares of the subsidiary held by Roto Pumps on the above date
 - a. Number of shares and face value : 12500 equity shares of Euro 1/- each
 - b. Extent of holding : 100%
4. Net aggregate amount of profit / (loss) of the subsidiary company not dealt within the holding company's accounts.
 - a. For the current financial year : ₹ 3.16 Lacs
 - b. For the previous financial years : Not applicable
5. Net aggregate amount of profit / (loss) of the subsidiary company dealt within the holding company's accounts.
 - a. For the current financial year : Nil
 - b. For the previous financial years : Not applicable

For and on behalf of the Board

(HARISH CHANDRA GUPTA)
Chairman & Managing Director

(ANURAG GUPTA)
Dy. Managing Director

Place : Noida
Date : 28th May, 2012

(D.K. Suri)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

ROTO PUMPS LTD.

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS,
ROTO PUMPS LIMITED

We have audited the attached Consolidated Balance Sheet of **ROTO PUMPS LIMITED** (the Company) and its subsidiary, Roto Pumpen GmbH (collectively referred to as "the Group") as at 31st March, 2012, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the Management on the basis of separate financial statements and other financial information regarding the Group. Our responsibility is to express an opinion on these financial statements based on our audit.

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 misstatement. 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.

1. We have relied on the financial statements of the subsidiary company. These financial statements as approved by the Board of Directors of the subsidiary company have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of the subsidiary company is based solely on such approved financial statements.
2. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, as notified by the Companies (Accounting Standards) Rules, 2006.
3. Based on our audit as aforesaid and on the other financial information of the companies and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Consolidated Balance Sheet, of the State of Affairs of the Group as at 31st March, 2012;
 - (ii) in the case of the Consolidated Statement of Profit and Loss, of the Profit of the Group for the year ended on that date; and
 - (iii) in the case of the Consolidated Cash Flow Statement, of the Cash Flows of the Group for the year ended on that date.

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

Place : NOIDA
Dated : 28.05.2012

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

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Note No.	As At 31st March, 2012	
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	1	3,09,07,610	
Reserves & Surplus	2	27,78,19,851	30,87,27,461
NON-CURRENT LIABILITIES			
Long Term Borrowings	3		1,67,52,559
Deferred Tax Liabilities (Net)			26,60,119
CURRENT LIABILITIES			
Short Term Borrowings	4	13,43,30,839	
Trade Payables		7,77,25,941	
Other Current Liabilities	5	9,17,22,816	
Short Term Provisions	6	5,13,01,103	35,50,80,699
TOTAL			68,32,20,838
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets			
i) Tangible Assets	7	22,32,24,040	
ii) Intangible Assets	7	34,56,061	
iii) Capital Work in Progress	7	54,25,329	23,21,05,430
CURRENT ASSETS			
Inventories	8	15,82,70,451	
Trade Receivables	9	21,60,81,672	
Cash and Cash Equivalents	10	2,56,12,024	
Short Term Loans and Advances	11	5,10,08,261	
Other Current Assets	12	1,43,000	45,11,15,408
TOTAL			68,32,20,838
Significant Accounting Policies and Notes on Consolidated Financial Statements		1 to 46	

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. Suri)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

ROTO PUMPS LTD.

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Note No.	Year Ended 31st March, 2012
INCOME		
Revenue from Operations	13	76,27,92,101
Other Income	14	74,05,351
TOTAL REVENUE		77,01,97,452
EXPENSES		
Cost of Materials consumed	15	31,26,26,451
Change in Inventories of Finished goods and Work in Progress	16	(11,72,897)
Employee Benefits Expense	17	16,38,60,033
Finance Costs	18	1,93,31,242
Depreciation & Amortisation Expense	19	1,95,94,531
Other Expenses	20	14,87,49,294
TOTAL EXPENSES		66,29,88,654
Profit before Tax		10,72,08,798
Tax expenses		
Current tax		3,11,24,984
Deferred Tax		37,01,922
Short/(Excess) Provisions- earlier years		(49,343)
Profit After Tax		7,24,31,235
Earning Per Share (₹) (Basic & Diluted)		23.43
Significant Accounting Policies and Notes on Consolidated Financial Statements	1 to 46	

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. Suri)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(Amount in ₹)

PARTICULARS	Year Ended 31st March, 2012
(A) CASH FLOW FROM OPERATING ACTIVITIES:	
Net Profit / (Loss) before tax and extra ordinary items	10,72,08,798
Adjusted for:	
1. Depreciation	1,95,94,531
2. Interest Paid	1,93,31,242
3. Interest received	(7,07,483)
4. Loss/(Profit) on sale of fixed assets	(7,33,188)
Operating Profit / (Loss) before Working Capital Changes	14,46,93,900
1. Adjusted for:	
a. Trade and Other Receivables	(8,81,51,176)
b. Inventories	(47,87,250)
c. Trade and Other Payables	2,85,09,001
2. Cash Generated from Operations	8,02,64,475
3. Direct Taxes Paid & Previous year adjustments	(3,06,33,817)
4. Direct Taxes Refund Received	-
5. Cash Flow before Extra Ordinary Items	4,96,30,658
6. Extra Ordinary Items	-
Net Cash from Operating Activities	4,96,30,658
(B) CASH FLOW FROM INVESTING ACTIVITIES:	
1. Purchase of Fixed Assets	(3,50,73,397)
2. Proceeds on sale of Fixed Assets	19,12,372
4. Interest Received	7,07,483
Net Cash used in Investing Activities	(3,24,53,542)
(C) CASH FLOW FROM FINANCING ACTIVITIES:	
1. Proceeds from Long Term borrowings	1,21,91,094
2. Repayment of Long Term borrowings	(2,15,45,135)
4. Short Term Borrowings(Net)	2,08,58,646
5. Interest Paid	(1,93,31,242)
6. Dividend & Dividend tax Paid	(90,10,245)
Net Cash used in Financing Activities	(1,68,36,882)
Net increase in Cash and Cash Equivalents (A+B+C)	3,40,234
Cash and Cash Equivalents as at the beginning of the year	2,52,71,790
Cash and Cash Equivalents as at the end of the year	2,56,12,024

As per 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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. SURI)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

ROTO PUMPS LTD.

SIGNIFICANT ACCOUNTING POLICIES

1. System of Consolidation

- a) The Consolidated Financial Statements are prepared in accordance with the Accounting Standard 21 "Consolidated Financial Statements" .
- b) The Consolidated Financial Statements comprise the Financial Statements of the Company and its wholly owned subsidiary company Roto Pumpen GmbH in Germany.
- c) Roto Pumpen GmbH was incorporated on 5th July,2011 hence the financial statements of Roto Pumpen GmbH for the period from 5th July,2011 to 31st March,2012 have been consolidated with the company.

2. 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.

3. 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.

4. Sales

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

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. Foreign Currency Translations

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.

11. 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:

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.

Fixed Assets at the exchange rate prevailing on the date of transaction.

Depreciation on the fixed assets in Indian rupees, which are reported using the exchange rate at the date of transaction.

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.

Other current assets and liabilities are converted at the exchange rates prevailing at the year end.

The exchange difference on translation of Foreign Branch financial statements are recognised in profit & loss account.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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.

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

1 SHARE CAPITAL

(Amount in ₹)

PARTICULARS	As At 31st March, 2012
AUTHORISED SHARE CAPITAL 1,00,00,000 Equity Shares of par value ₹ 10/- each	10,00,00,000
ISSUED & SUBSCRIBED SHARE CAPITAL 31,00,061 Equity Shares of par value ₹ 10/- each	3,10,00,610
PAID UP SHARE CAPITAL 30,90,761 Equity Shares of par value of ₹ 10/- each	3,09,07,610

1.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

Name of Shareholder	As At 31st March, 2012	
	Number of Shares held in the Company	% Held
Anurag Gupta	2,17,067	7.02
Nand Kishore Gupta HUF	2,97,732	9.63
Arvind Veer Gupta	2,42,067	7.83
Asha Gupta	4,99,933	16.18
Harish Chandra Gupta	3,94,739	12.77
Harish Chandra Gupta HUF	2,14,220	6.93
Neera Gupta	1,69,715	5.49

- 1.2 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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

2. RESERVES & SURPLUS

(Amount in ₹)

Particulars	As At 31st March, 2012	
CAPITAL RESERVE		
As per last Balance Sheet		14,13,245
REVALUATION RESERVE		
As per last Balance Sheet	12,99,877	
Less: Written back during the year		
Depreciation	1,22,374	
Sale of Fixed Assets	12,484	
		11,65,019
GENERAL RESERVE		
As per last Balance Sheet	2,24,79,316	
Add: Transferred during the year	75,10,000	
		2,99,89,316
SHARE PREMIUM ACCOUNT		
As per last Balance Sheet		4,72,06,555
PROFIT AND LOSS ACCOUNT		
As per last Balance Sheet	14,21,04,881	
Add: Profit for the year	7,24,31,235	
	21,45,36,116	
Less: Appropriations		
Transferred to General Reserve	75,10,000	
Proposed Dividend	77,26,903	
(Dividend per share ₹ 2.50 Previous year ₹ 2.50)		
Tax on Dividend	12,53,497	
		19,80,45,716
TOTAL		27,78,19,851

3 LONG-TERM BORROWINGS

(Amount in ₹)

Particulars	As At 31st March, 2012
SECURED	
Term Loan from Banks	34,48,094
Term Loan from Others	33,36,465
Deferred Payment Liabilities	99,68,000
TOTAL	1,67,52,559

3.1 Term Loan from Banks consist of Plant and Machinery loans secured against hypothecation of respective Plant and Machinery and guaranteed by the Chairman and Managing Director, Dy. Managing Director and one other Director and collaterally secured by:

- Equitable Mortgage of Factory Land and Building located at Roto House, 14 NSEZ, Noida.
- Equitable Mortgage of Factory Land and Building located at B-14, Phase-II, Extension, Noida.
- Negative Lien (Pledge of shares of Housing Society) on Company's Flat no 54, 5th Floor, Ajai Deep, Nariman Street, Mumbai,

3.2 Terms of Repayment:

- Term Loan from bank is repayable in 20 equal quarterly instalments of ₹ 7,50,000/- each
- Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments and secured by hypothecation of respective vehicles.
- Deferred Payment liabilities consists of facility from Greater Noida Industrial Development Authority in respect of Industrial land financing of ₹ 4,98,40,000/- repayable in 10 half yearly installments of ₹ 49,84,000/- alongwith interest thereon at 11%.

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

4. SHORT-TERM BORROWINGS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012
SECURED	
LOANS REPAYABLE ON DEMAND	
Working Capital Loans from Banks	13,43,30,839

- 4.1 The working Capital loans are secured against hypothecation of stocks and book debts and guaranteed by the Chairman and Managing Director, Dy. Managing Director and one other Director and collaterally secured by:
- Equitable Mortgage of Factory Land and Building located at Roto House, 14 NSEZ, Noida.
 - Equitable Mortgage of Factory Land and Building located at B-14, Phase-II, Extension, Noida.
 - Negative Lien (Pledge of shares of Housing Society) on Company's Flat no 54, 5th Floor, Ajai Deep, Nariman Street, Mumbai.
 - Hypothecation of plant & machinery installed that at B-14 & 15, Phase-II, Extension, Noida and Roto House, 14 NSEZ, Noida.

5. OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	As At 31st March, 2012
Current Liabilities of Long Term Borrowings	1,84,87,203
Interest accrued but not due on borrowings	5,48,240
interest accrued and due on borrowings	1,01,139
Un-paid/ Unclaimed Dividend	8,88,330
Sales Tax payable	19,53,493
Excise Duty Payable	10,17,563
Other Payables	6,87,26,848
TOTAL	9,17,22,816

- 5.1 Other payable includes ₹ 3,58,92,367/- for Capital liability and ₹ 1,01,62,769/- on account of advance from customers and balance on account of other expenses payable.

6. SHORT TERM PROVISIONS

(Amount in ₹)

PARTICULARS	As At 31st March, 2012
Provision for Employee Benefits	
- Superannuation, Gratuity and Un-availed Leave	1,11,45,081
Provision for Dividends(including dividend tax)	89,80,400
Provision for Income tax	3,11,24,984
Provision for Wealth Tax	50,638
TOTAL	5,13,01,103

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

7. FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As At 01.04.2011	Additions/ Adjustments during the year	Deductions during the year	Total As At 31.03.2012	Upto 31.03.2011	Provided during the year	Deduction/ Adjustments during the year	Total Upto 31.03.2012	As At 31.03.2012
TANGIBLE ASSETS									
OWN ASSETS									
Leasehold Land	9,25,35,016	-	-	9,25,35,016	-	-	-	-	9,25,35,016
Factory Buildings	4,74,83,631	3,29,955	-	4,78,13,586	2,65,54,821	21,12,263	-	2,86,67,084	1,91,46,502
Other Buildings	26,74,436	-	-	26,74,436	15,89,092	54,267	-	16,43,359	10,31,077
Plant & Machinery	9,03,12,137	5,53,08,591	1,01,30,36	14,46,07,692	5,17,34,069	95,37,229	9,39,615	6,03,31,683	8,42,76,009
Furniture & Fixtures	72,71,271	10,37,707	-	83,08,978	46,85,770	5,94,159	-	52,79,929	30,29,049
Office Equipments	55,32,384	9,81,887	1,69,420	63,44,851	21,74,041	5,68,286	1,01,418	26,40,909	37,03,942
Vehicles	2,96,80,810	31,28,750	35,73,034	2,92,36,526	1,17,51,536	44,95,581	25,41,553	1,37,05,564	1,55,30,962
Computers	1,26,81,040	20,18,938	7,34,240	1,39,65,738	94,71,974	12,37,756	7,15,475	99,94,255	39,71,483
TOTAL	28,81,70,725	6,28,05,828	54,89,730	34,54,86,823	10,79,61,303	1,85,99,541	42,98,061	12,22,62,783	22,32,24,040
INTANGIBLE ASSETS									
Software	26,93,011	25,95,322	-	52,88,333	17,41,596	9,74,552	-	27,16,148	25,72,185
Technical Design & Drawings	10,70,334	-	-	10,70,334	43,646	1,42,812	-	1,86,458	8,83,876
Total	37,63,345	25,95,322	-	63,58,667	17,85,242	11,17,364	-	29,02,606	34,56,061
Capital Work-in-progress									54,25,329
GRAND TOTAL	29,19,34,070	6,54,01,150	54,89,730	35,18,45,490	10,97,46,545	1,97,16,905	42,98,061	12,51,65,389	23,21,05,430

NOTE:

- i) Net Block of Fixed Assets as on 31st March, 2012 includes fixed assets held at Foreign Branches of the company ₹ 47,69,437/-
- ii) Net Block of Fixed Assets as on 31st March, 2012 includes ₹ 11,23,632/- towards assets revalued on 31st March, 1993 by an approved valuer.
- iii) Capital work in progress Includes Capital Advances to Suppliers.

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

8. INVENTORIES

(Amount in ₹)

Particulars	As At 31st March, 2012	
a) Raw Materials-In stock	4,74,35,662	
b) Work in Process-In stock	1,02,14,642	
c) Finished Goods-In stock	8,91,24,793	
d) Finished Goods-In Transit	59,23,499	
e) Stores & Spares	22,35,041	
f) Loose Tools	17,60,352	
g) Packing Material	14,58,663	
h) Scrap and Wastage	1,17,799	15,82,70,451
TOTAL		15,82,70,451

9. TRADE RECEIVABLES

(Amount in ₹)

Particulars	As At 31st March, 2012	
(Unsecured and considered good)		
a) Trade receivables due for a period exceeding six months	1,05,57,581	
b) Others	20,55,24,091	21,60,81,672
TOTAL		21,60,81,672

10. CASH & CASH EQUIVALENT

(Amount in ₹)

Particulars	As At 31st March, 2012	
a) Cash in Hand		6,27,809
b) Balance with Scheduled Banks In:		
- Current Accounts	1,26,29,870	
- Term Deposit(Restricted)- Margin Money against guarantees	1,14,66,014	
- Earmarked Balances with Bank -Unclaimed dividend a/c	8,88,331	2,49,84,215
TOTAL		2,56,12,024

11. SHORT-TERM LOANS & ADVANCES

(Amount in ₹)

Particulars	As At 31st March, 2012	
(Unsecured,Unconfirmed and considered good)		
a) Prepaid Expenses	57,25,269	
b) Security Deposits	76,34,795	
c) Deposit with Excise & Other Authorities	99,29,981	
d) Advance Income Tax & Tax Deducted at Source	2,27,43,261	
e) Staff Loans	9,01,300	
f) Other Receivables	40,73,655	5,10,08,261
TOTAL		5,10,08,261

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

12. OTHER CURRENT ASSETS

(Amount in ₹)

Particulars	As At 31st March, 2012
Interest accrued on Bank deposits	1,43,000
TOTAL	1,43,000

13. REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	Year Ended 31st March, 2012
Sales of Products	78,58,95,083
Sales of Services	23,87,363
Other Operating Revenue	29,10,348
	<u>79,11,92,794</u>
Less: Excise Duty	2,84,00,693
	<u>76,27,92,101</u>

13.1 Sale of Products includes Export Sales of ₹ 45,95,89,953/- (Previous Year ₹ 348876762/-)

14. OTHER INCOME

(Amount in ₹)

Particulars	Year Ended 31st March, 2012	
Interest Income		
- On Bank Deposits	6,78,881	
- Others	28,602	7,07,483
	<u>7,07,483</u>	
(Tax Deducted at Source ₹ 67890/- (Previous Year-₹ 23119/-)		
Foreign Exchange Diff. - Foreign Operations & Others		59,63,600
Profit on Sale/Impairment of Fixed Assets		7,33,188
Miscellaneous Receipts		1,080
		<u>74,05,351</u>
TOTAL		74,05,351

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

15. COST OF MATERIALS CONSUMED

(Amount in ₹)

Particulars	Year Ended 31st March, 2012	
i) RAW MATERIALS CONSUMED		
Opening Stock	1,99,50,738	
Add: Purchases & Expenses thereon	12,51,64,635	
Less: Closing Stock	1,90,11,534	12,61,03,839
ii) BOUGHT OUT COMPONENTS CONSUMED		
Opening Stock	2,58,19,871	
Add: Purchases & Expenses thereon	18,29,11,663	
Less: Closing Stock	2,84,24,128	18,03,07,406
iii) CONSUMABLE STORES AND SPARES		
Opening Stock	5,26,172	
Add: Purchases	68,08,502	
Less: Closing Stock	11,19,468	62,15,206
TOTAL		31,26,26,451

16. CHANGE IN INVENTORIES

(Amount in ₹)

Particulars	Year Ended 31st March, 2012	
OPENING STOCK:		
Finished Goods	9,09,27,221	
Work in Progress	1,31,64,116	
Scrap & Wastage	1,16,499	10,42,07,836
LESS: CLOSING STOCK:		
Finished Goods	9,50,48,292	
Work in Progress	1,02,14,642	
Scrap & Wastage	1,17,799	10,53,80,733
Net Change in Inventories		(11,72,897)

17. EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

Particulars	Year Ended 31st March, 2012
Wages, Salary, Bonus Gratuity & Other Allowances	13,29,32,288
Contribution to Provident & Other Funds	1,12,23,913
Directors' Remuneration	1,51,51,828
Workmen & Staff Welfare	45,52,004
TOTAL	16,38,60,033

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

18. FINANCE COST

(Amount in ₹)

Particulars	Year Ended 31st March, 2012
INTEREST :	
On Term Loans	48,67,669
On Others	1,44,63,573
TOTAL	1,93,31,242

19 DEPRECIATION & AMORTISATION EXPENSE

Particulars	Year Ended 31st March, 2012
For the year	1,97,16,905
Less : Transferred to Revaluation Reserve	1,22,374
TOTAL	1,95,94,531

20. OTHER EXPENSES

(Amount in ₹)

Particulars	Year Ended 31st March, 2012	
Power & Fuel		1,25,66,297
Machining & Electroplating		1,36,39,011
Tools		50,95,193
Repairs :		
Building	24,16,965	
Plant & Machinery	35,98,604	
Others	17,52,510	77,68,079
Insurance Charges		8,82,190
Travelling & Conveyance		2,58,59,463
Postage & Telephone		46,26,974
Professional & Consultancy		20,27,331
Vehicle Running & Maintenance		43,06,419
Rent		86,35,917
Rates & Taxes		20,00,012
Directors' Sitting Fees		1,85,000
Payment to Auditors :		
Audit Fee	1,75,000	
Tax Audit Fee	50,000	
Taxation Matters	25,000	
Foreign Branch Audit Fee	5,72,489	
Cost Audit Fee	30,000	
Out of Pocket Expenses	19,500	8,71,989
Packing & Forwarding Exp.		2,99,61,531
Commission & Discount		6,31,072
Advertisement & Publicity		67,17,747
Bad Debts		3,54,491
Miscellaneous Expenses		2,26,20,578
TOTAL		14,87,49,294

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

21 CONTINGENT LIABILITIES & COMMITMENTS

21.1 Contingent Liabilities

(Amount in ₹)

Particulars	2011-12
i) Disputed Sales Tax (appeals pending)	4,03,642
ii) Disputed Income Tax (appeals pending)	50,54,838
iii) Bank Guarantee	2,33,42,385
iv) Labour Cases	35,74,214

21.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, ₹ 24,28,769/-.

22. 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 ₹ 2,38,52,459/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2012.
23. Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.
24. Term Deposits with Bank of India, Janpath Branch amounting to ₹ 89,24,823/- are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.
25. Term Deposit With ANZ Banking Group Limited, Melbourne amounting to AUD 48,376.00 (₹ 25,41,198/-) are pledged with ANZ Banking Group Limited as margin on Bank Guarantee.

26. Related Party Disclosure

Key Managerial Personnel

(Amount in ₹)

Name	Designation	Nature of Transaction
		Gross salary
Mr. Harish Chandra Gupta	Chairman & Managing Director	72,90,680
Mr. Anurag Gupta	Dy. Managing Director	45,83,293
Mr. Arvind Veer Gupta	Whole Time Director	45,86,301

Relatives of Key Managerial Personnel

Mr. H. C. Gupta HUF

Mr. H. C. Gupta, Chairman & Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company has taken on lease a residential accommodation from H. C. Gupta HUF and paid ₹ 4,65,000/- towards rent during the year.

Mr. N. K Gupta HUF

Mr. Anurag Gupta, Dy. Managing Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid ₹ 14,16,000/- towards rent during the year.

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

(Amount in ₹)

Particulars	Year 2011-12
Salary	1,05,46,500
Contribution to P.F. & other funds	12,65,580
Other Perquisites	46,48,194
Total	1,64,60,274

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

28. Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ 38,91,826/- has been grouped with Export Sale.
29. Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 5,61,602/- has been included in the value of the closing stock after creating suitable provision for liability.
30. 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.
31. The Company's operations predominantly comprises of only one segment - Pumps & spares, therefore segment reporting does not apply.
32. **Deferred Tax**
Deferred Tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing laws.

Breakup of deferred tax assets / liabilities and reconciliation of current year deferred tax credit/charge.

(Amount in ₹)

Particulars	Deferred Tax Asset/ (Liability) as on 31.03.2011	Current Year Credit / (Charge)	Deferred Tax Asset/ (Liability) as on 31.03.2012
Difference in carrying amount of fixed assets in financial statements and income tax return	(23,90,924)	(32,99,579)	(56,90,503)
Provision for Gratuity	6,73,647	2,56,611	9,30,258
Provision for Leave encashment	24,14,435	2,71,329	26,85,764
Others	3,44,645	(9,30,282)	(5,85,637)
Total	10,41,803	(37,01,922)	(26,60,119)

Note: The Company has recognised the Deferred Tax charge of ₹ 37,01,921/- during the year and debited to Profit & Loss Account.

33. **Earning per share** (Amount in ₹)

Particulars	2011-12
Net profit after taxes for the year	7,27,47,211
Number of Equity Shares	30,90,761
Basic and Diluted Earning per Shares	23.54
Face Value per Share	10

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

DEFINED CONTRIBUTION PLAN

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

Particulars	2011-12
Employer's Contribution to Provident fund	51,86,298
Employer's Contribution to Superannuation/NIC at foreign branches	49,59,571

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.

ROTO PUMPS LTD.

In respect of Employees in India

(Amount in ₹)

Particulars	Gratuity Funded	Leave encashment
	2011-12	2011-12
The principle assumptions used in actuarial valuation		
- Discount rate	8.25%	8.25%
- Expected rate on return of assets (per annum)	8.25%	N.A
- Expected rate of future salary increase	5.75%	5.75%
Change in Present value of Obligation		
- Present value of obligation as at 01.04.2011	1,09,39,069	43,48,950
- Interest Costs	9,02,473	3,58,788
- Current Service Cost	15,30,505	7,07,434
- Past Service Cost (vested benefit)	-	28,26,714
- Benefits Paid	(8,66,712)	(25,69,546)
- Past Service		
- Actuarial (Gain) / Loss on obligations	(8,54,980)	13,91,772
- Present value of obligation as at 31.03.2012	1,16,50,355	42,37,398
Change in fair value of Plan Assets		
Fair Value of Plan Assets at the beginning of the period	89,11,080	-
Expected Return on Plan Assets	7,35,164	-
Contributions	-	-
Benefit Paid	(9,07,506)	-
Actuarial Gain/(Loss) on Plan Assets	44,427	-
Fair Value of Plan Assets at the end of the period	88,23,958	-
Actual Return on Plan Assets	8,99,407	-
Liability Recognised in balance Sheet		
- Present value of obligation as at 31.03.2012	1,16,50,355	43,48,950
- Fair value of plan assets as at the end of the year	87,83,170	-
- Unfunded status	28,67,185	43,48,950
- Unrecognised Actuarial (Gain)/Loss	-	-
Net (Assets)/ Liability recognised in Balance Sheet	28,67,185	43,48,950
Expenses recognised in Profit and Loss Account		
- Current Service Cost	15,30,505	7,07,434
- Interest Costs	9,02,473	2,98,408
- Expected Return on Plan assets	(7,35,164)	(6,06,908)
- Past Service Cost (vested benefit) Recognised	-	28,26,714
- Net Actuarial (Gain)/ Loss recognised during the year	(8,58,619)	13,91,772
Total Expenses recognised in Profit and Loss a/c	8,39,195	23,97,614
In respect of employees at Foreign branches		
Liability Recognised in balance Sheet		
Holiday Pay Provision	-	40,39,853
Net (Assets)/ Liability recognised in Balance Sheet	-	40,39,853
Expenses recognised in Profit and Loss Account		
Holiday Pay	-	3,62,887
Total Expenses recognised in Profit and Loss a/c	-	3,62,887

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

35. Taxation provisions for current year and previous year tax adjustments includes interest thereon.
36. 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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

37. Raw Material and Components Consumed (Amount in ₹)

Particulars	2011-12
Mild Steel	548,989
Steel (SS & Alloy)	6,03,31,130
Iron & Metal Castings	2,85,41,031
Rubber & Chemicals	2,02,17,744
Pipes	1,28,40,547
Other Materials & Components	18,03,07,405
Freight, Cartage, Clg. & Ins.	36,24,399
TOTAL	30,64,11,245

38. Consumable Material (Amount in ₹)

Particulars	2011-12
Stores Consumables	62,15,206
TOTAL	62,15,206

39. Particulars of Revenue from Operations (Amount in ₹)

Particulars	2011-12
Domestic	
Sales of products	29,81,74,416
Sales of Services	12,19,466
Other Operating Revenue	26,40,369
Export	
Sales of products	45,95,89,953
Sales of Services	11,67,897
TOTAL	76,27,92,101

40. Earnings in Foreign Currency

	2011-12	
	Bill Value (₹)	FOB Value (₹)
Export of Goods		
Pumps	22,90,91,063	22,84,62,680
Spares	23,04,98,890	22,87,28,780
Others		
Service Charges	11,67,897	11,67,897
Interest Income	25,724	25,724
TOTAL	46,07,83,574	45,83,85,081

Note : Export of goods includes sales at Foreign Branches ₹ 27,54,22,673/-
Service Charges includes charges at Foreign Branches ₹ 11,67,897/-
Interest Income includes interest at Foreign Branches ₹ 25,724/-

41. Expenditure in Foreign Currency (Amount in ₹)

Particulars	2011-12
Travelling Expenses	53,13,263
Expenses at Foreign Branch	13,89,49,696
Other Expenses	24,93,744
TOTAL	14,67,56,703

Note : Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 4,13,795/-.

ROTO PUMPS LTD.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

42. Remittance in foreign currency towards Dividend for 2010-11 to Ms. Debra Pauly, U.K. of ₹ 1,91,658/- on 76400 Equity Shares.

43. Value of Imports (Calculated on CIF basis)

(Amount in ₹)

Particulars	2011-12
Materials	2,32,96,037
Capital Goods	3,98,89,283
TOTAL	6,31,85,320

44. Consumption of Indigenous/Imported Materials

	2011-12	
	Amount (₹)	%
a) Raw Materials and components		
Indigenous	24,51,86,393	80.02%
Imported	6,12,24,852	19.98%
TOTAL	30,64,11,245	100%
Note: Imported Raw Material and Components includes ₹ 5,46,63,044/- consumption at foreign branches.		
b) Consumable Stores		
Indigenous	53,70,645	86.41%
Imported	8,44,561	13.59%
TOTAL	62,15,206	100%
Note: Imported Consumables includes ₹ 8,44,561/- consumption at foreign branches.		

45. The Consolidated Financial Statement are being prepared for the first occasion hence previous year figure have not been stated.

46. Figures have been rounded off to the nearest rupee.

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

(ANURAG GUPTA)
Dy. Managing Director

(D.K. Suri)
(DGM-Finance & Accounts)

(ASHWANI K VERMA)
Company Secretary

Place : Noida
Date : 28th May, 2012

ROTO PUMPEN GmbH
**BILANZ (BALANCE SHEET) ZUM (AS PER)
31. MÄRZ (MARCH) 2012**

	Geschäftsjahr (Financial Year) (31.03.2012) EUR	Eröffnungsbilanz (Opening Balance Sheet) (05.07.2011) EUR
AKTIVA (Assets)		
Bankkonto (Bank Account)	7.347,20	12.498,00
	7.347,20	12.498,00

**BILANZ ZUM 31. MÄRZ 2012 (BALANCE SHEET AS
PER 31 MARCH 2012)**

	Geschäftsjahr (Financial Year) (31.03.2012) EUR	Eröffnungsbilanz (Opening Balance Sheet) (05.07.2011) EUR
Eigenkapital (Equity Capital)		
I. Gezeichnetes Kapital (Subscribed capital)	25.000,00	25.000,00
Nicht eingefordert (Uncalled)	12.500,00	12.500,00
Eingefordertes Kapital (Called-up capital)	12.500,00	12.500,00
II. Verlustvortrag (Loss carry-forward)	2,00	-
III. Jahresergebnis (= Fehlbetrag) (Annual result = Net loss for the year)	5.150,80	2,00
	7.347,20	12.498,00

**GEWINN- UND VERLUSTRECHNUNG VOM 06.07.2012
BIS 31.03.2012**
**(PROFIT AND LOSS ACCOUNT FOR THE PERIOD
FROM 06.07.2012 THROUGH 31.03.2012)**

	Geschäftsjahr (Financial Year) EUR	Vorzeit (Prior Period) EUR
1. Sonstige betriebliche Aufwendungen (Other operating expenses)	5.150,80	2,00
2. Ergebnis der gewöhnlichen Geschäftstätigkeit (Result of ordinary business activity)	5.150,80	2,00
3. Jahresergebnis (= Fehlbetrag) (Annual result=Net loss for the year)	5.150,80	2,00

**KONTENNACHWEIS zur BILANZ zum 31.03.2012
(Account Statements to Balance Sheet as per
31.03.2012)**

Konto Bezeichnung (Account) (Designation)	Geschäftsjahr (Financial Year) EUR	Vorzeit (Prior Period) EUR
AKTIVA (Assets)		
Schecks, Kassenbestand, Bundesbank- und Postgiro- guthaben, Guthaben bei Kreditinstituten		
(Cheques, cash in hand, deposits with Federal Bank and Postal Giro Bank, credit balances with credit institutes)		
1200 State Bank of India 0072240014	7.347,20	12.498,00
Summe Aktiva (Total Assets)	7.347,20	12.498,00

**KONTENNACHWEIS ZUR BILANZ ZUM 31.03.2012
(ACCOUNT STATEMENTS TO BALANCE SHEET AS
PER 31.03.2012)**

Konto Bezeichnung (Account) (Designation)	Geschäftsjahr (Financial Year) EUR	Vorzeit (Prior Period) EUR
PASSIVA (Liabilities)		
Gezeichnetes Kapital (Subscribed capital)		
0800 Gezeichnetes Kapital (Subscribed capital)	25.000,00	25.000,00
0820 nicht eingefordertes Kapital (Uncalled capital)	12.500,00	12.500,00
eingefordertes Kapital (Called-up capital)	12.500,00	12.500,00
Verlustvortrag (Loss carry-forward)		
0868 Vortrag vor Verwendung (Carry-forward prior to utilization)	2,00	-
Jahresergebnis (Annual result)		
0000 Verlust (Loss for the year)	5.150,80	2,00
	5.152,80	2,00
Summe Passiva (Total Liabilities)	7.347,20	12.498,00

ROTO PUMPS LTD.

ROTO PUMPEN GmbH

KONTENNACHWEIS ZUR G. U. V. VOM 06.07.2011 BIS 31.03.2012 (ACCOUNT STATEMENTS TO PROFIT AND LOSS ACCOUNT FOR THE PERIOD FROM 06.07.2011 THROUGH 31.03.2012)

Konto Bezeichnung (Account) (Designation)	Geschäftsjahr (Financial Year)		Vorzeit (Prior Period)
	EUR		EUR
Aufwendungen (Other operating expenses)			
4380 Beiträge (Contributions)	214,00	-	
4390 Sonstige Abgaben/Gebühren (Other charges/fees)	20,00	-	
4950 Rechts- und Beratungskosten (Legal and consultancy fees)	4.898,80	-	
4970 Nebenkosten des Geldverkehrs (Incidental expenses for monetary transactions)	18,00		2,00
Jahresergebnis (Annual result)	5.150,80		2,00
0000 Verlust (Net loss for the year)	5.150,80		2,00

ANHANG UND LAGEBERICHT ZUM JAHRESABSCHLUSS AUF DEN 31.03.2012 (ANNEX AND MANAGEMENT REPORT TO ANNUAL FINANCIAL STATEMENTS AS PER 31.03.2012)

ANHANG (ANNEX)

I. Buchführung (Accounting)

Die Buchführung erfolgte manuell.
(The accounting was done manually.)

II. Erläuterungen zur Bilanz und zur Gewinn- u. Verlustrechnung

(Notes to the Balance Sheet and to the Profit & Loss Account)

Die Gesellschaft war im Geschäftsjahr de facto noch nicht wirtschaftlich nicht tätig. Der Verlust resultiert ausschließlich aus den Gründungskosten.

(During the financial year the company was de facto not yet engaged in economic transactions. The loss exclusively results from the costs of company formation.)

III. Sonstige Angaben

(Other Details)

Geschäftsführer der Gesellschaft ist Herr Anurag Gupta.
(The Managing Director of the company is Mr. Anurag Gupta.)

LAGEBERICHT (Management Report)

Die Gesellschaft plant die Aufnahme des aktiven Geschäftsbetriebs im Geschäftsjahre 2012/2013.

(The company intends to start the active business operations in the financial years 2012-2013.)

Düsseldorf, den 16th Mai 2012
(Düsseldorf; 16th May 2012)

....Sd/-.....
(Anurag Gupta)

ROTO PUMPS LTD.

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

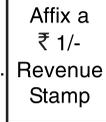
PROXY

I/We of in the district ofbeing a member / members of **ROTO PUMPS LTD.** hereby appoint of..... failing him / her or failing him/her.....of.....in the districtas my/our proxy to attend and vote for me /us and on my / our behalf at the **Thirty Seventh Annual General Meeting** of the Company at Roto House, Noida special Economic Zone, Noida – 201305 to be held on Saturday the 22nd September, 2012 at 11.30 A.M. and at any adjournment thereof.

Signed thisDay of.....2012

Folio No / Client Id / DP Id

Signature



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

ROTO PUMPS LTD.

I/ We hereby record my presence at the THIRTY SEVENTH ANNUAL GENERAL MEETING of the Company at Roto House, Noida Special Economic Zone Noida – 201305 to be held on Saturday the 22nd September, 2012 at 11.30 A.M.

Name of the Shareholder (In Block Capitals)

Signature

Folio No. / Client Id / DP Id:

Full name of Proxy (In Block Capitals)

Signature

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

IMPORTANT INFORMATION

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

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

Re : Payment of Dividend through ECS
Folio No.

Dated :

Dear Sirs,

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

Name of the Bank	<input type="text"/>
Branch Address	<input type="text"/>
Account No. (SB /CA)	<input type="text"/>
MICR Code No.	<input type="text"/>

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

NAME & ADDRESS OF THE SHAREHOLDER

Signature of 1st / Sole Shareholder

BOOK POST



If undelivered, please return to

ROTO PUMPS LTD.
Roto House, Noida Special Economic Zone
Noida - 201 305 (U.P.)