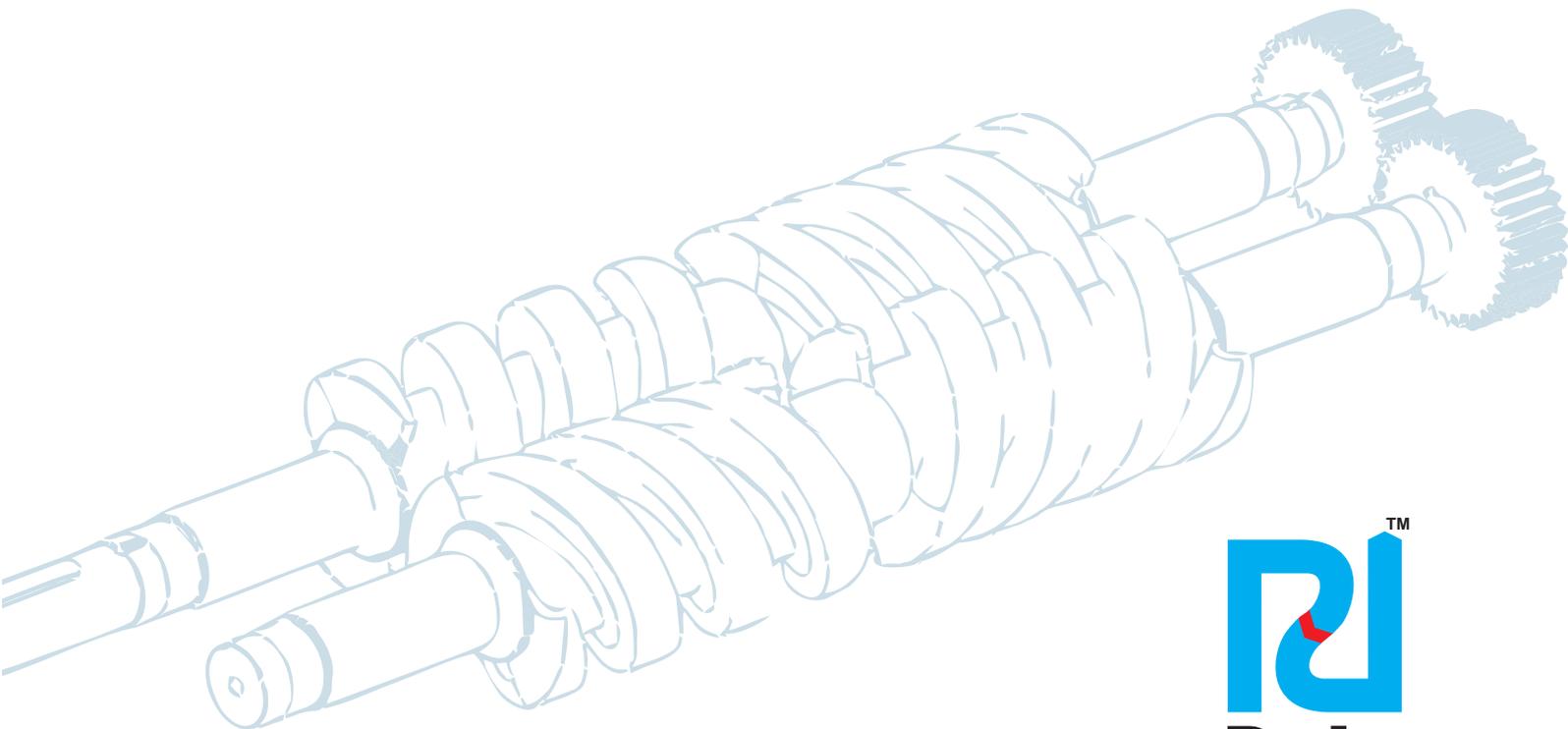


**ENGINEERING
EXCELLENCE**



ACROSS THE PAGES

Corporate Overview

| | |
|---|----|
| Engineering Excellence | 01 |
| Manufacturing Excellence that multiplies Quality | 02 |
| Quality Excellence that delivers Customer Solutions | 04 |
| Market Excellence that expands Product Reach | 06 |
| Message from the Chairman | 08 |
| Roto Products - Engineered to Excel | 10 |
| Our Progress Report | 11 |
| Corporate Information | 12 |

Management Reports

| | |
|------------------------------------|----|
| Notice | 13 |
| Board's Report | 16 |
| Corporate Governance Report | 36 |
| Management Discussion and Analysis | 45 |

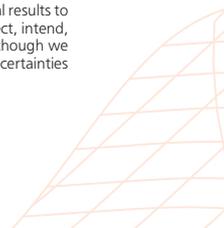
Financial Statements

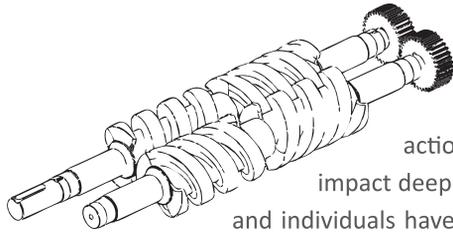
| | |
|-----------------------------------|----|
| Standalone Financial Statements | 51 |
| Consolidated Financial Statements | 74 |

Forward Looking Statements

Certain statements in this annual report concerning our future growth prospects are forward-looking statements, which involve a number of risks, and uncertainties that could cause actual results to differ materially from those in such forward-looking statements. We have tried wherever possible to identify such statements by using words such as 'anticipate', estimate, expect, project, intend, plan, believe and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.





There are actions then there are traits, actions may fade but the traits stay longer, impact deeper. Nations, communities, organizations and individuals have long proved to excel on innate strong traits. We had squarely summarized 'Engineering Excellence' as the way of our being. 'Engineering Excellence' resonates our true characteristic which has been defining our journey till date.

During FY16, the global and Indian economic environment were steady but weaker than expected. At Roto Pumps, we faced a difficult financial year 2015-16 in terms of revenues and profitability compared to previous year. Over the years, we had been investing our resources, energy and time in pursuit of engineering excellence across functions. During the previous year (FY15) we dedicated our second state-of-the-art plant at Greater Noida to the service of our customers, besides increasing our global presence. During FY16, we continued to engineer and nurture excellence. We created introduced new LM pump range and delivered customized solution one of our breweries industry client. Our quest to strengthening our global presence led us to making structural changes in overseas operation.

We executed a prestigious order from Abu Dhabi Airport through L&T Hydrocarbons, and in India, we successfully delivered on Cairn India project.

We believe that our investments in nurturing excellence today are going to translate into a better future for us, tomorrow.





R&D Center, Noida



QUALITY EXCELLENCE THAT DELIVERS CUSTOMER SOLUTIONS

At Roto Pumps, delivering perfect customized solutions to our clients is our priority. For us, engineering solution implies a rigorous and consistent pursuit of excellence. Roto Pumps has been focused on harnessing R&D and maintaining high-quality standards as integral components of its operations.

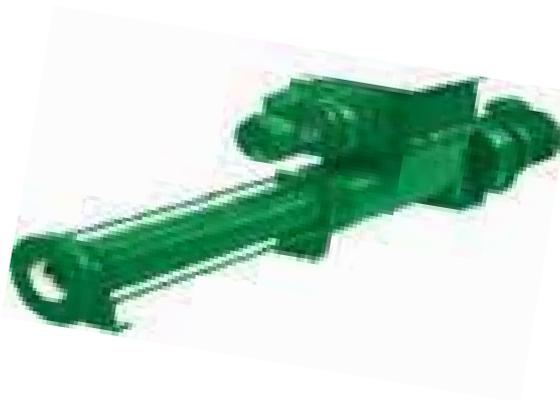
Starting with the pioneering technology of creating intricate rotor profiling in 1967, we had set the course on track for excelling in our engineering endeavors. Since then, we have relentlessly pursued quality as our single most important differentiator. We built unique in-house rubber processing technology for harnessing both metal and rubber expertise. We boast of an in-house R&D and testing facilities that give us complete control of quality. We have bagged some class-leading certifications that only add to our credentials. Our engineering excellence is testified by the trust of our revered clientele. Many of our clients' market standing are synonymous with quality and that, in turn, shows their unflinching trust in Roto Pumps as pumping partners in their critical projects.

QUALITY STRENGTHS:

- ISO 9001 to ISO 14001, OHSAS 18001,
- In-house R&D Facility
- State of the art SCADA based testing facility with flow capacity 1500 M³ / Hour
- Expertise in metal component – rotor and rubber component – stator

QUALITY HIGHLIGHTS FY16:

- Introduces the new LM Range of pumps
- Received ADCO, ADWEA, TAKREER, ZADCO, GASCO, ADGAS registrations
- Conferred with ATEX – CE certification under Machinery Directive & ATEX Directive of EC



New Plant, Greater Noida



Testing Center

MANUFACTURING EXCELLENCE THAT MULTIPLIES QUALITY

What we create at our design center, what we improve in our R&D labs and what we assure in our quality checks must translate into actual customer solution. It is critical to replicate highest standards of quality in equal or more tenacity when it comes to finished products. At Roto Pumps we are committed to all this. Over the years, with single-minded proposition to create customer success we have built strong manufacturing capabilities that are equally fine on quality standards.

As Roto Pumps works on customized solutions rather than providing products and services, the Company has been part of some really large scale, critical projects of its clients. Various certifications for our manufacturing facilities are another testimony of our strong manufacturing capabilities.

Today, Roto Pumps provide mission critical comprehensive solutions to almost every industry — oil & gas, paper & pulp, distilleries & breweries, construction, navy and coast guard to name a few. With the help of our excellent manufacturing facilities, we have been able to serve clients across the Globe.

MANUFACTURING STRENGTHS:

- Two state-of-the-art plants
- PCP: Upto 500 M3/Hrs capacity
- TSP: Upto 1000 M3/Hrs capacity
- CE and ATEX

MANUFACTURING HIGHLIGHTS FY16:

- Solutions for Breweries industry and Paper & Pulp industry
- Successfully executed Cairn India project
- Successfully executed order for Abu Dhabi International Airport

DISTRIBUTION NETWORK



Roto Pumps, Australian Office



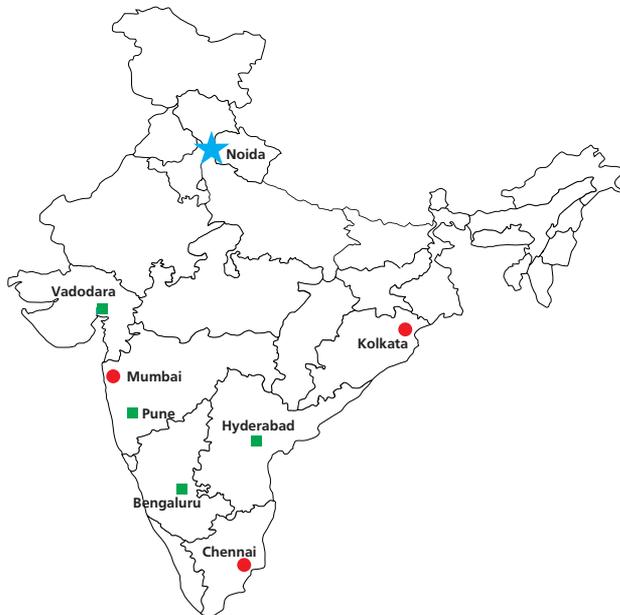
Roto Pumps, UK Office



Roto Pumps, South Africa



Roto Pumps, US Subsidiary



- ★ Marketing Head Office & North Regional Office
- Regional Offices
- Branch Offices

MARKET EXCELLENCE THAT EXPANDS PRODUCT REACH

Having best in class quality standards and an impeccable manufacturing infrastructure, Roto Pumps built a strong market network. Our vision was to turn our quality and manufacturing excellence into compelling solutions for a large customer base. There started the journey of spreading the reach of Roto products to a vast market in India and abroad.

Today, we have come a long way. We sell more than 70% of our products to many developed and developing country markets such as US, UK, Germany, New Zealand, Australia to name a few. In India, our clientele includes some of the most reputed companies across sectors such as Cairn India, Reliance, ONGC, Indian Oil Corporation, Indian Navy & Coast Guard and Engineers India Ltd among others. During all these years, our consistent investments in building the brand Roto has helped the Company to create a distinct space in its customers' mind.

MARKET STRENGTHS:

- 65% exports
- Overseas Branch Offices
- Overseas Subsidiaries
- Serving US, Gulf, Europe, South East Asia, Far East, Australia, Africa and India
- Head Office, 03 Regional Offices, 04 Branch Offices in India

MARKET HIGHLIGHTS FY16:

- New marketing company in South Africa
- Roto appoints new distributor for Saudi Arabia
- Roto appoints new distributors for Thailand
- Roto continues its success in Cairn Energy, India



**MESSAGE
FROM
THE CHAIRMAN**

Dear Shareholders,

It gives me immense pleasure to address you all as we have concluded a busy financial year 2015-16 (FY16) of your Company.

The last 12-15 months were that of economic stability but at slower pace across the globe. The World Economy recorded 3.1% growth rate for calendar year 2015 compared 3.4% for 2014 as per International Monetary Fund estimates. The forecast for the following year – 2016, is positive at about 3.4%. The vulnerability of geo-political environment, China's decelerating growth rate and overall slackness in Emerging Markets and Developing Economies are some developments bring watched with caution. The Indian economy, on the other hand grew impressively at 7.6% as per Central Statistical Office. Although, the sentiments are improving but there are still certain sectors which are yet to get counted in this growth. With present government's growth inducing policies and program implementation, we India can be expected to keep its growth momentum intact.

Roto Pumps is part of USD 47 billion global pumps industry as at the end of 2014. The industry is estimated to reach USD 56 billion by 2017 as per Indian Pumps and Valves report. Pumps industry serves a number of industries and few of these are critical part of economy's core infrastructure like Oil & Gas, Power, Mining, Paper & Pulp and Food & Food Processing to name a few. The Indian Pumps Industry is pegged at around ₹8,500 Crores as on 2014 and expected to reach ₹11,000 crores by 2017. India's export from Pumps industry are estimated to be ₹1,280 crores and is expected to reach ₹1,550 crores by 2017. These numbers indicate towards strong growth potential for the industry both in domestic as well as exports business.

For Roto Pumps, FY16 was not so encouraging in terms of performance. Our sales revenue were flat compared to previous year, growing from ₹94.97 crores in FY15 to ₹ 94.27 crores in FY16. Our Net Profits decreased from ₹7.42 Crores in FY15 to ₹4.28 Crores in FY16. We are of the view that we will be able to soon make a comeback in our topline in view of the growth projections for the economy and our industry. On the profitability front, we would like to take up the positive side of bottomline decrease. We have, in recent past, invested in various forward-looking avenues for the Company's growth wherein 'Engineering Excellence' summarizes the Company's thought-process. In the previous year, we had inaugurated our new state-of-the-art plant at Greater Noida resulting in definitive increase in capacities. In recent few years, we have developed a R&D Centre which as largest test-bed in its category. We have also one some new orders and are executing some prestigious client projects. We see impact of all forward-looking initiatives may have impacted our bottom line the short term but then these initiatives only help us increase our scale and gear up for a increasingly dynamic market tomorrow.

We believe that engineering and nurturing excellence across the Organization, is going to be our true differentiator to sustain and grow long-term stakeholder value.

I would like to thank our shareholders, investors, customers and suppliers for their trust and support. I would also like to thank our splendid team for keeping us in good stead.

Best regards,

Harish Chandra Gupta

Chairman & Managing Director

ROTO PRODUCTS - ENGINEERED TO EXCEL

Roto Pumps' product range includes a vast range of highly engineered customized pumping solutions.

1. Progressive Cavity Pumps (PCP): PCPs have their application in pumping and metering of fluids and highly viscous, abrasive and shear sensitive materials.

PCPs work on positive movement of fluids through sealed cavities between a helical metallic rotor and a helical elastomeric stator. As cavities move between the stator and rotor, fluids move from suction point to delivery point.

Our PCP product capacity goes up to 500 M³/hour of flow and up to 48 Bar of pressure.



2. Twin Screw Pumps (TSP): TSPs are used to pump clean, lubricating, non-lubricating and aggressive liquids. In TSPs two screw spindles move within a pump casing.

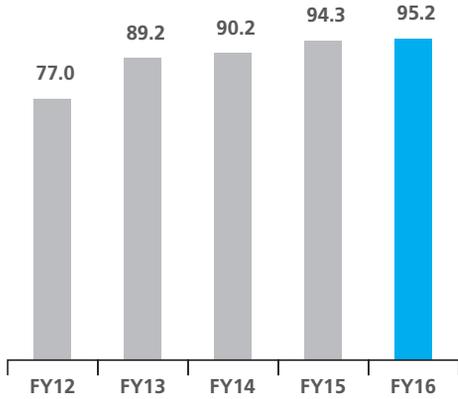
Intermeshing rotating screws in the pump casing and liner form transfer chambers, that transfer the fluid axially from the extreme ends to the center of the casing or vice-versa

Our TSP product capacity range goes up to 1000 M³/hour of flow and pressure range up to 40 Bar.

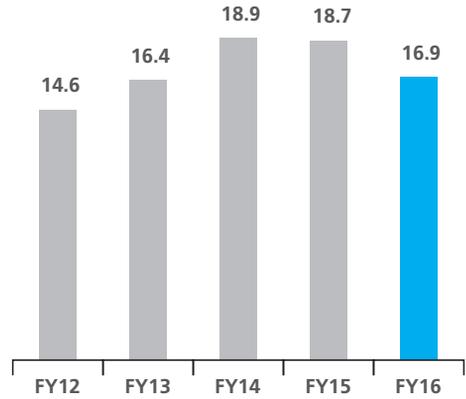


OUR PROGRESS REPORT

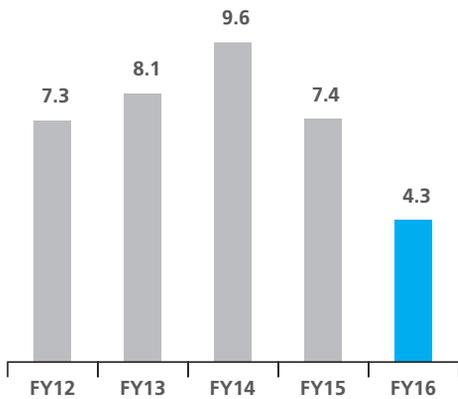
Income (₹ Crore)



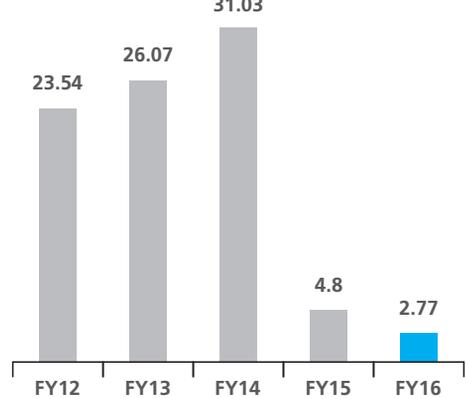
EBIDTA (₹ Crore)



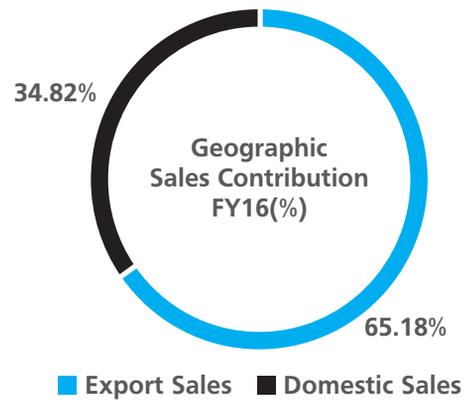
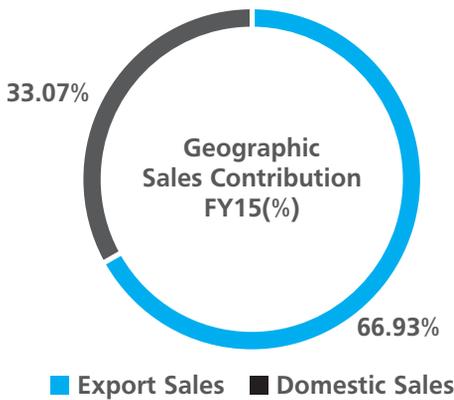
PAT (₹ Crore)



EPS (₹)



EPS: Face Value ₹2/- per share from FY15, earlier ₹10/-



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 |
| Mrs. Annapurna Dixit | Director |

COMPANY SECRETARY Mr. Ashwani K. Verma

Chief Financial Officer Mr. Pradeep Jain

BANKERS

Bank of India
Citibank N. A.
IndusInd Bank

WORKS

Plot No. 31, Sector Ecotech XII, Greater Noida 201008 U.P. India

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

Roto House, NSEZ, Noida - 201305 U.P. India

OVERSEAS SETUP

Melbourne, Australia - Warehouse & Marketing Branch
Manchester, United Kingdom - Warehouse & Marketing Branch
Tulsa, USA - Wholly Owned Subsidiary Company
Minden, Germany - Wholly Owned Subsidiary Company
South Africa - Subsidiary Company

REGISTRAR AND SHARE TRANSFER AGENT

RCMC Share Registry Pvt. Ltd.
B – 25/1, Okhla Industrial Area, Phase II, Near Rana Motors,
New Delhi - 110020 India
Tel.: +91 11 26387320, 21, 23
Fax.: + 91 11 26387322
Email: info@rcmcdelhi.com

REGD. OFFICE:

Roto House, Noida Special Economic Zone
Noida - 201 305 (U.P.) India
Ph: +91 120 2567902-05
Fax: +91 120 2567911
Website: www.rotopumps.com
Email: investors@rotopumps.com

CIN: L28991UP1975PLC004152

NOTICE OF ANNUAL GENERAL MEETING

To
The Member(s)
Roto Pumps Ltd.

Notice is hereby given that the Forty First Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Wednesday, the 28th September, 2016 at 11.30 A.M. at the Registered Office of the Company at 'Roto House', Noida Special Economic Zone, Noida – 201305 Uttar Pradesh to transact the following business;

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Asha Gupta (DIN: 00334345), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, M/s. A. Kay Mehra & Co., Chartered Accountants (Registration No. 050004C) be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Branch Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made there under, the Board of Directors of the Company be and is hereby authorized to appoint the Branch Auditors of Warehouse & Marketing Branch Offices in Australia and United Kingdom and the Overseas Branches which may be opened/acquired hereafter for the financial year 2016-17 in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within the provisions of Section 143(8) of the Companies Act, 2013 and to fix their remuneration.”

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida – 201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated: 12.08.2016

Ashwani K. Verma
Company Secretary
M. No.: A15482

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF, ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person /shareholder of the Company.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The relevant details pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of item no.3 are given at point no. 12 hereinafter.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 22nd September, 2016 to Wednesday the 28th September, 2016 (both days inclusive).
6. Relevant documents referred 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 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.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RCMC Share Registry Private Ltd, RTA of the Company.
10. Location Map of the Annual General Meeting Venue is given on the back of attendance slip.

11. Instructions for E-Voting

- i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) is being provided through National Securities Depository Limited (NSDL).
- ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii) The members who have casted their vote by remote e- voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Friday the 23rd September, 2016 at 9.00 am and ends on 27th September, 2016 at 5.00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of 21st September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
- v) The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email Ids are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz. “remote e- voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of Roto Pumps Limited.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to dayalmaur@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM) :

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/ PIN |
|-------------------------------------|---------|---------------|
| | | |

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote

e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- vii) If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- viii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- ix) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2016.
- x) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA at info@rcmcdelhi.com
- xi) If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xiii) Mr. Barinder Singh Maur, Practicing Company Secretary (PCS No. 7041) Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the Scrutinizer and Mr. Shailesh Dayal, Practicing Company Secretary (PCS No. 7142), Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the alternate Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.
- xv) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rotopumps.com and on the website of

NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

12. Additional information on directors being re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016:

Brief profile of Mrs. Asha Gupta is as under-

Mrs. Asha Gupta aged about 68 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. Mrs. Gupta has a long experience in business management and also business of the Company. Mrs. Gupta is mother of Mr. Anurag Gupta, Dy Managing Director of the Company.

Mrs. Asha Gupta did not hold directorship in any other Company as on 31.03.2016. Mrs. Asha Gupta held 24,99,665 shares in the Company as on 31.03.2016.

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102(1) of the Companies Act, 2013

Item no 5.

The Company is having Warehouse and Marketing Branch Offices in Australia and United Kingdom and may open/acquire new branches outside India in the future. It would be necessary to appoint Branch auditors to carry out audit of the accounts of such Warehouse and Marketing Branch Offices and Branches. The members are requested to authorize the Board of Directors of the Company to appoint the Branch Auditors in consultation with the Company's Auditors and fix their remuneration for the financial year 2016-17. The Board recommends the resolution at **Item no 5** for approval by the members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested in the resolution.

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida – 201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated: 12.08.2016

Ashwani K. Verma
Company Secretary
M. No.: A15482

BOARD'S REPORT

To the Members of
ROTO PUMPS LTD

Your Directors have pleasure in presenting their 41st Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2016.

Financial Results

The Company's financial performance for the year under review alongwith previous year's figure is given here under:

Amount ₹ In Lacs

| Particulars | Financial year ended | |
|--|----------------------|---------------------|
| | 31st March, 2016 | 31st March, 2015 |
| Revenue from Operations | 9,497.94 | 9,427.95 |
| Other Income | 31.79 | 6.64 |
| Profit / (loss) before finance costs, depreciation and taxation | 1,693.87 | 1,870.10 |
| Less: Finance Costs | 318.22 | 223.27 |
| Depreciation | 765.43 | 484.14 |
| Profit before Taxation | 610.22 | 1,162.69 |
| Less :Taxation | 182.44 | 421.18 |
| Profit after tax | 427.78 | 741.51 |
| Add: Profit brought forward | 3,905.99 | 3,372.15 |
| Less: Additional depreciation upto 31.03.2015 | - | 16.06 |
| Profit available for appropriation | 4,333.77 | 4,097.60 |
| Appropriations: | | |
| Proposed Dividend | 30.90 | 92.72 |
| Dividend Distribution Tax | 6.29 | 18.87 |
| Transfer to General Reserve | - | 80.00 |
| Surplus carried to Balance Sheet | 4,296.57 | 3,905.99 |

Dividend

Your Directors are pleased to recommend a dividend of INR 0.20 per share (i.e.10%) for the financial year ended 31st March, 2016, which if approved by the members at the forthcoming Annual General Meeting would result in a dividend outflow of INR 30,90,761/-and dividend distribution tax of ₹ 6,29,206 /- aggregating a total outflow of ₹ 37,19,967/-.

Share Capital

The Paid up Equity Share Capital as on 31st March, 2016 was ₹ 3.09 Crores. During the year under review, your Company has not issued any shares, bonus shares or bought back any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

Transfer of unclaimed dividend to Investor Education and Protection Fund

In terms of the provisions of Section 205A(5) of the Companies Act, 1956, the unclaimed dividend relating to

the financial year 2007-08 has been remitted to the Investor Education and Protection Fund established by the Central Government. Further, the unclaimed dividend relating to the financial year 2008-09 is becoming due for remittance to the said Investor Education and Protection Fund on 06.11.2016.

Details of unclaimed dividend are available on the Company's website at www.rotopumps.com.

Year in retrospect

Your Company has achieved income from operations of ₹ 9497.94 lacs against previous year's income of ₹ 9427.95 lacs, registering a marginal growth of 3.9%. Domestic sale was ₹ 3307.07 lacs as compared to ₹ 3117.72 lacs, registering growth of 6% over last year. Export sale was ₹ 6190.87 lacs as compared to ₹ 6310.23 lacs which was lower than last year by 1.9%.Export sales include ₹ 4122.95 lacs, sales from Marketing Outlets in United Kingdom and Australia. Revenue from total export sales constitutes 65.18 % of total revenue from operations. The reason for marginal fall in export sales has been due to sluggish growth in major economies.

Outlook

Your company's operations are expected to be better due to marginal rise in Export sales including to overseas subsidiaries. On Domestic front, the outlook is looking slightly encouraging with projected GDP growth of 7.6%, this would auger increased Govt. spending in infrastructure and investments by private sector due to economic reforms including Goods and Service Tax. The pressure on margins would however continue as there is still a wide gap between supply and demand.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries and joint venture have been prepared in accordance with Accounting Standard 21 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

The annual accounts of the subsidiaries and Joint Venture Company and related information are kept at the Registered Office of the Company, as also at the registered offices of the respective subsidiary companies and will be available to investors seeking information at any time.

Performance of the Subsidiaries and Joint Venture Company

- Roto Pumpen GmbH** - a wholly owned subsidiary company setup in Germany during the financial year 2011-12 to carry on the sales and marketing of the Company's products in German region to service the customers more effectively. The subsidiary has commenced its business operations in the last quarter of the previous year. The subsidiary had achieved an

Income of Euro 199,307 and incurred a loss of Euro 90,847 during the year under review.

Considering the economic conditions and other factors, the Board of Directors has decided to suspend the business operations of Roto Pumpen GmbH, German Subsidiary Company from 31st August, 2016. The related market would be directly served by the Marketing Office in United Kingdom.

- b. **Roto Pumps Americas, Inc.**—a wholly owned subsidiary company setup in USA. during the previous year The subsidiary had further setup a wholly owned subsidiary company in the name and style of Roto Pumps North America, Inc. to carry on sales and marketing of Company's products in North American region and also maintain warehouse facility to carry inventory. During the year under review, it achieved an Income of USD 696,756 and incurred a loss of USD 334,852.
- c. **Roto Overseas Pte Ltd** - a Joint Venture Company (JVC) setup during the previous year in Singapore with Mr. Ed Lemke of South Africa. Your Company holds sixty percent stake in the joint venture company. The JVC had acquired a strategic majority equity stake in Ecochem Pumps Pty Ltd, a South African Company engaged in the sales and marketing pumps and other related equipment. During the year, the JVC has divested its said equity stake at par value. Further, the JVC has placed sales proceeds of equity stake in another South African Company known as Roto Pumps (Africa) Pty Ltd with intent to acquire majority stake. Proceedings for acquisition of equity stake could not be completed till 31st March, 2016. Roto Pumps (Africa) Pty Ltd has started sales and marketing of pumps and parts of pumps during the year under review and has achieved a sales turnover of South African Rand (ZAR) 613,493 and incurred a loss of ZAR 533,702. The process of acquisition of shares is being completed.

Statements containing the salient features of financial statements of wholly owned subsidiary companies and joint venture company in the prescribed Form AOC-1 is annexed as per **Annexure-A**.

Particulars of Loans, Guarantees or Investments

Your Company has made following investments during the year under review;

- a. ₹ 1,46,79,751/- to acquire 2,00,000 equity shares of Euro 1 each in the share capital of Roto Pumpen GmbH, an existing wholly owned subsidiary company in Germany;
- b. ₹ 2,93,76,500/- to acquire 4,50,000 equity shares of USD 1 each in the share capital of Roto Pumps Americas, Inc. a new wholly owned subsidiary company in USA;

Your Company has not given any loan or provided any guarantees as on 31st March, 2016.

Fixed Deposits

The Company has neither accepted nor renewed any deposits during the year under review.

Related Party Transactions

All Related Party Transactions that were entered into by the Company during the year under review were on an arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under Section 188 of the companies Act, 2013 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions and other relevant details as are required in terms of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the transactions with Related Parties are provided at Note no. 28 of the accompanying standalone financial statements.

Risk Management

The Company has formulated a risk management policy to put in place a procedure to inform the Board about the risk assessment and minimization procedure. The Company has also formed a Risk Management Committee comprising of Directors and Executives of the Company to assess the risk and minimization procedures and report the same to the Board at the meetings.

Internal Control System and its adequacy

Your Company has an adequate internal control system commensurate with the size of the Company and nature of its business.

Further, in terms of provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder, your Company has appointed M/s. Kapoor Tandon & Co., Chartered Accountants as its Internal Auditor to conduct the internal audit of the functions and activities of the Company. Based on the report of internal audit function, the Board undertakes corrective action in the respective areas and thereby strengthens the controls.

Directors and Key Managerial Personnel

Pursuant to the provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Asha Gupta, Director DIN: 00334345 retires from the Board by rotation, and is eligible for re-appointment.

The Board had re-appointed Mr. Harish Chandra Gupta, Chairman & Managing Director, Mr. Anurag Gupta, Dy Managing Director and Mr. Arvind Veer Gupta, Whole-time

Director for a further term of three years commencing from 1st April, 2016, their re-appointment were approved by the members by way of Special resolutions at their Fortieth Annual General Meeting held on 30th September, 2015.

The Board has appointed Mr. Pradeep Jain, Deputy General Manager – Finance and Accounts of the Company as the Chief Financial Officer of the Company at its meeting held on 10.11.2015.

Annual Evaluation of Board Performance and Performance of its Committees and of Directors:

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has laid down the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors

Independent Directors and their meetings

The Independent directors were provided an insight about their roles, duties, rights and responsibilities. They were given a fair idea and knowledge about the working, strategy and the organizational structure of the company so that they could adapt to the company culture and contribute through active participation and interaction in a better manner.

The Nomination and Remuneration Policy adopted by the company deals with the criteria for selection and determining the Independence of Directors and also the Remuneration policy for directors, Key Managerial Personnel (KMP) and other employees. Remuneration policy is available at <http://www.rotopumps.com/investors/policies.html>.

Your Company's Independent Directors meet at least once in a financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted to enable the Independent Directors to discuss matters pertaining to the Company's Affairs and put forth their view. During the year under review, one meeting of the Independent Directors was held on 10th November, 2015.

Board and Committee and their meetings

Five meetings of the Board were convened and held during the year under review. Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013, the Rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013, the Board hereby submits its responsibility Statement:

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) The directors had 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 at the end of the financial year and of the profit and loss of the Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility

The Company has formulated its Corporate Social Responsibility (CSR) Policy to undertake the CSR activities as specified in the Schedule VII to the Companies Act, 2013. CSR Policy is available at <http://www.rotopumps.com/investors/policies.html>. The Annual Report of CSR activity for the financial year 2015-16 is annexed at **Annexure B**.

Policy on prevention, prohibition and redressal of sexual harassment at Workplace

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress any complaint(s) of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action. Your Company has not received any complaint of sexual harassment during the financial year 2015-16.

Vigil Mechanism / Whistle Blower Policy

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy has been adopted in compliance with the requirements of SEBI and Section 177(9) of the Companies Act, 2013 and the Rules thereunder.

Material changes and commitment, if any, affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of the report

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which these financial statements relate and on the date of this report.

Significant and Material Orders passed by the Courts or Regulators

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

Auditors**a. Statutory Auditors**

M/s A. Kay. Mehra & Co. Chartered Accountants, Firm Registration no. 050004C were appointed as the Statutory Auditors for a period of one year by the members of the Company at their Annual General Meeting held on 30th September, 2015. In terms of the provisions of Section 139 of the Companies Act, 2013 read with Companies (Removal of Difficulties) Third Order, 2016, they are eligible for appointment at the ensuing Annual General for a period of one year.

It is proposed to appoint the exiting Auditors, M/s A. Kay Mehra & Company, Chartered Accountants to hold office till the concluding of next Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. The observations of the Auditors in their report read with the notes to accounts are self-explanatory and do not call for any further action or information.

b. 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. Board of Directors of your Company is seeking authority to appoint Branch Auditors for the financial year 2016-17.

c. Cost Auditor

In terms of the provisions of Companies (Cost Records and Audit) Rules, 2014 as amended by Companies (Cost Records and Audit) Amendment Rules, 2016 dated 14.07.2016, your Company was not required to appoint a Cost Auditor to carry out audit of the cost records for the year under review.

d. Secretarial Auditors

M/s Dayal & Maur, Company Secretaries have been appointed as the Secretarial Auditors to carry out the secretarial audit for the year under review. The Secretarial Audit Report for the financial year ended 31st March, 2016 is annexed at **Annexure-C**.

Regarding audit observation for corporate social responsibility spending, the Company has decided as a part of CSR to support research & development of energy based treatments for preventive health care. The Company has committed a sum of ` 35.00 lacs as its contribution for this purpose. This will be released as soon as substantial progress has been made on this project.

Conservation of energy, Technology absorption, Foreign Exchange earnings and outgo

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished at **Annexure-D**.

Declaration of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

Board independence

Your Company's definition of 'Independence' of Directors is derived from Regulation 16(1) (b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013 :-

a) Mr. B. S. Ramaswamy

Mr. B. S. Ramaswamy, aged about 87 years is a retired IA & AS Officer. He is a Science and Commerce

Graduate, Graduate Engineer and the Senior Most Cost and Management Accountant in the Country. He has an experience of over 61 years in the key functions of Finance & Accounts in the Government and various other organizations in the field of Finance, Accounts, Cost Accounting and other allied management functions.

b) Dr. Ramesh Chandra Vaish

Dr. Ramesh Chandra Vaish, aged about 75 years holds a degree in M. A., M. Com, LLB, Ph. D. in Economics from University of Florida USA and is a Fellow Member of the Institute of Chartered Accountants of India. Dr. Vaish is an eminent practicing Chartered Accountant having over 45 years of rich and varied experience with specialization in international taxation and finance, tax planning and off-shore investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi. Dr. Vaish has been a Senior Counsel, Tax and Business Advisory Services at Price Waterhouse Coopers, New Delhi, besides being a member of the Company Law Advisory Committee, Regional Tax Advisory Committee, and various fiscal committees of FICCI and ASSOCHAM.

c) Mr. Anand Bordia

Mr. Anand Bordia, aged 72 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 36 years of professional experience most of which have been at a senior level in the Government of India and International Organizations. Mr. Bordia has worked in Ministry of Finance and Ministry of Social Justice and Empowerment in the Government of India. Mr. Bordia has been Member Finance in National Highway Authority of India. Mr. Bordia has also worked in Indian Customs and Central Excise Department and held various field positions such as Commissioner of Customs and Director Audit. Mr. Bordia has also worked in the Secretariat of Custom Cooperation Council, Brussels.

d) Mr. Vijoy Kumar

Mr. Vijoy Kumar, aged 73 years is retired Chairman of U. P. Electricity Regulatory Commission, holds degree in B. Sc. Engineering (Electrical) from BIT, Sindri, Bihar. Mr. Vijoy Kumar has worked in Central Electricity Authority from 1965 to 2003 and held prestigious positions such as Secretary Central Electricity Authority, Member Secretary, Western Regional Electricity Board, Member Secretary, Northern Regional Electricity Board, Member Secretary, North Eastern Electricity Board, Advisor Power, North Eastern Council, Director, North Eastern Electric Power Company.

e) Mrs. Annapurna Dixit

Mrs. Annapurna Dixit, aged about 68 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons) and

Masters and M. Phil in Education. Mrs. Dixit has worked for over two decades as an Officer in the India Country Office of the United Nations Children's Fund. Mrs. Dixit closely worked with the relevant Ministries of Government of India, State Governments, NCW, NHRC, IMA, NIPCCD and with NGOs for ensuring protection of rights of women and children.

Particulars of Employees and related disclosures

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed at **Annexure- E**.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is annexed at in **"Annexure F"**.

Listing of Shares

The Equity Shares of your Company are listed at the BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. The Annual Listing fee for the year 2016-17 has been paid.

Extract of Annual Return

Pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extract of Annual Return in Form MGT- 9 annexed at **Annexure-G**.

Corporate Governance

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V thereof, forms a part of the Annual Report.

Acknowledgements

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed in the Company.

For and on behalf of the Board of Directors

Place : Noida
Dated : 12.08.2016

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

Annexure A to the Boards' Report FORM AOC-1

Statement containing salient features of the financial statements of subsidiaries/associates/joint Venture (Pursuant to the first proviso to sub-section (3) of Section-129 read with Rule 5 of Companies (Accounts) Rules, 2014

Part "A" Subsidiaries

| Sl No. | Particulars | Name of the Subsidiaries | | | |
|--------|--|--------------------------|---------------------------|---------------------------------|-----------------------|
| | | Roto Pumpen GmbH | Roto Pumps Americas, Inc. | Roto Pumps North Americas, Inc. | Roto Overseas Pte Ltd |
| 1 | Reporting period of the subsidiary on if different from the holding company's reporting period | NA | NA | NA | 28th February 2016 |
| 2 | Reporting currency and Exchange rate as on year end date | Euro | USD | USD | SGD |
| 3 | Share Capital | 2,25,000 | 5,25,000 | 5,08,000 | 8,00,001 |
| 4 | Reserve & Surplus | -1,72,842 | -209 | -4,26,613 | -151456 |
| 5 | Total Assets | 74,467 | 5,24,790 | 6,26,239 | 6,53,645 |
| 6 | Total Liabilities | 22,310 | - | 5,44,852 | 51,000 |
| 7 | Investment | - | 5,08,000 | - | - |
| 8 | Turnover | 1,99,308 | - | 6,96,756 | - |
| 9 | Profit/(Loss) before taxation | (90,847) | (209) | (3,34,642) | (1,51,456) |
| 10 | Provision for taxation | - | - | - | - |
| 11 | Profit/(Loss) after taxation | (90,847) | (209) | (3,34,642) | (1,51,456)* |
| 12 | Proposed Dividend | - | - | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 60% |

No subsidiary has been liquidated or sold during the year.

* This includes exchange loss of SGD 1,35,797.

Part "B": Associates and Joint Ventures

The Joint Venture Company in Singapore - Roto Overseas Pte Ltd has divested its equity stake in the associate South African company - Ecochem Pumps Africa (Pty) Ltd at par value during the year and placed the sales proceeds with another South African Company known as Roto Pumps Africa (Pty) Ltd with intent to acquire majority stake. The process of acquisition of equity could not be completed as on 31st March, 2016. Roto Pumps (Africa) Pty Ltd has started sales and marketing of pumps and parts of pumps during the year under review and has achieved a sales turnover of South African Rand (ZAR) 613,493 and incurred a loss of ZAR 533,702.

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

Place: Noida
Date : 12.08.2016

(PRADEEP JAIN)
Chief Financial Officer

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

**Annexure B to the Boards' Report
Annual Report of CSR activities**
1. Corporate Social Responsibility

Roto Pumps Ltd is deeply conscious of its moral obligation to act in a manner that benefits the community at large and also the environment in which it operates. It has accordingly integrated CSR initiatives in the way it conducts its business, as a matter of policy, while focusing on inclusivity and sustainability.

The main objective of the Company's CSR policy is to formulate guidelines to undertake various programs/projects relating to corporate social responsibility including establishment of a self-regulating mechanism that ensures that the Company's CSR activities are monitored regularly and are in active compliance with the spirit of the Law as envisaged in Schedule VII read with Section 135 of the Companies Act, 2013 and the listing agreement with the Stock Exchange.

The Company has decided as a part of CSR to support research & development of energy based treatments for preventive health care. This initiative is undertaken by the Human Energy Research Center in Haridwar in the Garhwal region of the foothills of the Himalayas, and is designed to serve the population of millions of people in great medical, economic, and social need. The objectives of Human Energy Research Centre are-

- i. to develop the knowledge and awareness of the energy field and energy flows within human body,

and their vital connection with healthcare and well-being.

- ii. to provide a scientific basis for use of this knowledge for preventive healthcare as well as energy-based treatment of body organs and systems for a wide range of illness and disease conditions.
- iii. to explore, research, and develop energy-based treatment of chronic diseases, including Cancer, on the basis of non-invasive and non-toxic therapy with latest development in the related technology.

2. The composition of the CSR Committee is as under;

Mrs. Annapurna Dixit, Chairman of the Committee
Mr. Anurag Gupta, Member of the Committee
Mr. Arvind Veer Gupta, Member of the Committee

3. Average net profit of the Company for last three financial years : ₹ 854.72 lacs

4. Prescribed CSR Expenditure : ₹ 17.10 lacs
(two (2%) percent of the amount as in item 3 above).

5. Details of CSR spent during the financial year:

- a. Total amount to be incurred for the financial year : ₹ 17.10 lacs
- b. Amount un-spent if any: ₹ 17.10 lacs
- c. Manner in which the amount spent during the financial year is detailed below:

| S No. | CSR project or activity identified | Sector in which the project is covered | Projects or programs 1. Local area or other 2. Specify the State and district where projects or programs were undertaken | Amount outlay (budget) project or program wise | Amount spent on the program Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads | Cumulative expending upto the reporting period | Amount spent Direct or through implementing agency |
|-------|------------------------------------|--|--|--|---|--|--|
| 1 | Healthcare | Health | 1. Others 2. District Haridwar - Uttarakhand | ₹ 17.10 lacs | - | - | - |

6. Reasons for not spending:

The Company has decided as part of CSR to support research & development of energy based treatments for preventive health care. The Company had committed a sum of ₹ 35.00 lacs as its contribution for this purpose. This sum is yet to be released and will be released as soon as substantial progress is made on this project.

7. The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in Compliance with the CSR objectives and Policy of the Company.

Anurag Gupta
Dy Managing Director

Annapurna Dixit
Chairperson of CSR Committee

Place : Noida
Date : 08.07.2016

Annexure C to the Boards' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Roto Pumps Limited
Roto House, Noida Special Economic Zone,
Noida, Uttar Pradesh-201301.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Roto Pumps Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Roto Pumps Limited for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to

time;

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benets) Regulations, 2014; (Not applicable to the Company during the audit period)
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (vi) Other laws applicable to the Company as per the representations made by the Management.

We have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings were specified on 1st July, 2015.
- ii) The Listing Agreement entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. However, it has been observed that during the Year Company has not spent the amount as prescribed for its Corporate Social Responsibility Activities.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during

the period under review were carried out in compliance with the provisions of the Act.

We further report that:

As per the Management Report, adequate Notices were given to all directors to schedule their Board and various Committee Meetings.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the shares of the company were listed at the Delhi Stock Exchange

(DSE), Uttar Pradesh Stock Exchange (UPSE) and Bombay Stock Exchange (BSE), but as on 19.11.2014 and 09.06.2015 the DSE and UPSE got de-recognized respectively. So, now the shares of the Company are listed only at the Bombay Stock Exchange.

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

For DAYAL & MAUR
Company Secretaries

BARINDER SINGH MAUR

Partner

FCS No. 6544

CP No. 7041

Place: New Delhi

Date : 03.08.2016

'Annexure A'

To,
The Members,
Roto Pumps Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

For DAYAL & MAUR
Company Secretaries

BARINDER SINGH MAUR

Partner

FCS No. 6544

CP No. 7041

Place: New Delhi

Date : 03.08.2016

Annexure–D to the Boards' Report

Pursuant to the provisions of Section 134(3) (m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors-

A. Conservation of energy:

- a. The steps taken or impact on conservation of energy

Although your Company's operations involve low energy consumption, due attention was paid to optimize the use of energy by improved operational methods. The efforts to conserve and optimize the use of energy by improved operational methods and other means will continue. Your Company has installed energy efficient lightings and equipment at its new Manufacturing Facility at Greater Noida.

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

- b. The steps taken by the company for utilizing alternate sources of energy

Your Company is evaluating the use of solar energy.

- c. The capital investment on energy conservation equipment.

Your Company had incurred an expenditure of ₹ 3.27 lacs on energy conservation initiatives during the year under review.

B. Technology absorption:

- a. The efforts made towards technology absorption: Identification of products, to be developed, based on market feedback to widen product basket for

- Domestic and International Markets, conceptualization of product on the basis of fuller understanding of market need, designing, manufacturing and testing prototype, finalization of design based on test with modification, performance / endurance tests and field trials to prove the product capability and releasing design and drawing for commercial production.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution:
Widening of product range, product improvement, cost reduction and introduction of new generation cost effective pumps to meet increased competition, product development, import substitution.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) N.A.
- d. The expenditure incurred on Research and Development:
Your Company does not account for research & development expenses separately. These are accounted under the normal accounting heads of expense.
- C. Foreign exchange earnings and Outgo**
Your Company's export activities consist of exports of its products e.g. pumps and spare parts of pumps and annual maintenance services and commissioning & installation services. The particulars of foreign exchange earned and used during the year are given in Note 39 to 42 in the notes forming part of the financial statements.

Annexure – E to the Boards' Report

DISCLOSURES PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company secretary during the Financial Year 2015-16, ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against performance of the Company are as under;

| Sl. | Name of the Director / KMP and Designation | Remuneration of Directors/ KMP for the Financial year 2015-16 | % of increase in remuneration in Financial year 2015-16 | Ratio of remuneration of each director/ KMP to the Median remuneration of the Employee |
|-----|--|---|---|--|
| 1 | Mr. Harish Chandra Gupta Chairman & Managing Director | 11021659 | 10.62% | 27.42 |
| 2 | Mr. Anurag Gupta, Dy Managing Director | 6856085 | 12.40% | 17.06 |
| 3 | Mr. Arvind Veer Gupta, Wholetime Director | 6742159 | 12.20% | 16.77 |
| 4 | Mr. Ashwani K. Verma, Company Secretary | 1493585 | 10.00% | 3.72 |
| 5 | Mr. Pradeep Jain, Chief Financial Officer | *2051585 | | 5.10 |
| | Total | 23204007 | | |

*Appointed as Chief Financial Officer since 10th November 2015

- ii) The median remuneration of Employees of the Company during the financial year : ₹ 401952/-
- iii) The percentage increase in the median remuneration of the employees in the financial year : 7.50%
- iv) The number of permanent employees on the rolls of company as on 31st March, 2016 : 211
- v) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial i.e. 2014-15 year 10.76% whereas the increase in the managerial remuneration for the same financial year was 11.30%. The increase in the remuneration of the managerial personnel (Directors) is marginally higher and is well within the limits approved by the Central Government.
- vi) The key parameters for any variable component of remuneration availed by the directors: The Directors have not been paid variable remuneration during the year as their remuneration was being paid as per approval of the Central Government;
- vii) It is hereby affirmed that the remuneration paid is as per remuneration policy for Directors, Key Managerial Personnel and other Employees of the Company.

Annexure F to the Boards' Report
Statement of particulars of Employees pursuant to the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 (2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
A. Names of top ten employees in terms of remuneration drawn during the year

| Sl | Name of Employee | Age (Yrs) | Qualification | Designation | Remuneration | Date of Joining | Experience | Last Employment held |
|----|--------------------------|-----------|---|------------------------------|--------------------------|---------------------|------------|---|
| 1 | Mr. Harish Chandra Gupta | 68 | B.Sc. | Chairman & Managing Director | ₹ 1,10,21,659/- | Since incorporation | 48 years | Own business |
| 2 | Mr. Anurag Gupta | 42 | B.Com, CMA Intermediate and MBA | Dy Managing Director | ₹ 68,56,085/- | 01.01.1995 | 22 Years | Roto Pumps Ltd |
| 3 | Mr. Arvind Veer Gupta | 40 | Bachelor of Management (Manufacturing Engineering) | Whole-time Director | ₹ 67,42,159/- | 07.1995 | 21 years | Roto Pumps Ltd |
| 4 | Mr. David Roy Bent | 55 | Diploma Engineer | General Manager | ₹ 88,97,933/- GBP 90424 | 15.10.2004 | 36 years | Orbit Pumps Ltd as Director |
| 5 | Mr. S Clark | 53 | C & G Mechanical Engineer | Sales Manager | ₹ 50,21,726/- GBP 51033 | 01.08.2008 | 30 years | Sales engineer - PC Pumps |
| 6 | Mr. Steve Allis | 59 | BA Hons (Economics) and ICAEW | Accountant | ₹ 48,04,971/- GBP 48830 | 01.06.2007 | 37 years | Company Accountant/ Director KSR Automotive |
| 7 | Mr. Andrew Lai | 42 | Bachelor of Engineering (Mech.) | Contracts Manager | ₹ 42,60,014/- AUD 88722 | 02.09.2013 | 9 years | Internal sales-Xylem |
| 8 | Mr. Philip Johnston | 62 | Diploma of Animal Husbandry | Territory Manager | ₹ 41,21,227/- AUD 85797 | 06.07.2006 | 43 years | Sales manager-Ebsray Pumps |
| 9 | Mr. Kevin Moore | 53 | Bachelor of Engineering (Electronic and Electrical) | General Manager | ₹ 85,81,196/- AUD 178664 | 15.09.2014 | 29 years | Self-Employed |
| 10 | Mr. Ross Leabeater | 56 | Fitter and Turner | Territory Manager | ₹ 50,94,493/- AUD 106165 | 14.03.2014 | 5 years | Sales manager-Statewide Bearings |

B. Employed throughout the year and were in receipt of remuneration for the financial year in aggregate of not less than ₹ 1,02,00,000/- p.a.

None except as included in Section A

C. Employed part of the year and were in receipt of remuneration for the financial year in aggregate of not less than ₹ 8,50,000/- p.m. None

D. Employed throughout the financial year or part thereof, was in receipt of remuneration in that period, in aggregate, or as the case may be, at a rate which, in aggregate, is in excess of remuneration drawn by Chairman and Managing Director or Dy Managing Director whole-time director and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company. None

Notes: 1) Remuneration comprises of salary, allowances and monetary value of perquisites. Their appointments are contractual.

2) Employees at Sl. No. 4 to 6 are posted at the Warehouse and Marketing Office of the Company at U.K and the Employees mentioned from Sl. No. 7 to 10 are posted at the Warehouse and Marketing Office of the Company at Australia.

3) Mr. Harish Chandra Gupta is the father of Arvind Veer Gupta and are related to each other. None of the other employees are relatives of any director or manager.

Annexure G to the Boards' Report**Form No. MGT 9**

Extract of Annual Return as on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. Registration and Other Details

| | | |
|----|--|--|
| 1. | CIN | L28991UP1975PLC004152 |
| 2. | Registration Date | 31st July, 1975 |
| 3. | Name of the Company | Roto Pumps Limited |
| 4. | Category/Sub-category of the Company | Public Company / Limited by Shares |
| 5. | Address of the Registered office & contact details | Roto House, Noida Special Economic Zone, Noida – 201305 U.P. India Tel.: +91 120 2567902-04, Fax : +91 120 2567911 Email : investors@rotopumps.com Website : www.rotopumps.com |
| 6. | Whether listed company | Yes |
| 7 | Name, Address & contact details of the Registrar & Transfer Agent, if any. | RCMC Share Registry Pvt. Ltd B-25/1, Okhla Industrial Area, Phase -2, Near Rana Motors, New Delhi, Delhi 110020 Tel.: +91 11 26387320-21, Fax : +91 26387320-22 Email : info@rcmcdelhi.com, Website : ww.rcmcdelhi.com |

II Principal Business Activities of the Company

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Screw Pumps | 3562 | 51 |
| 2 | Parts of Pumps | 3562 | 49 |

III. Particulars of Holding, Subsidiary and Associate Companies

| Sl. No. | Name and address of the Company | CIN / GLN | Holding/ Subsidiary/ Associate | % of shares hold | Applicable section |
|---------|--|-----------|--------------------------------|------------------|--------------------|
| 1 | Roto Pumpen GmbH .nehmcoll. RechtsanwälteGrafenbergerAllee 277-287 40237 Duesseldorf GERMANY | NA | Subsidiary | 100% | 2 (87) (i) (ii) |
| 2 | Roto Pumps Americas, Inc. 16192, Coastal Highway, Lewes, Delaware 19958 USA | NA | Subsidiary | 100% | 2 (87) (i) (ii) |
| 3 | Roto Pumps North America, Inc. 16192, Coastal Highway, Lewes, Delaware 19958 USA | NA | Subsidiary | 100% | 2 (87) (i) (ii) |
| 4 | Roto Overseas Pte Ltd 1 North Bridge Road,# 19-04/05 High Street Centre, Singapore - 179094 | NA | Subsidiary | 60% | 2 (87) (ii) |

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
Category-wise Share Holding

| Sl No. | Category of Shareholder | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % change during the year |
|------------|---|---|-------------|-----------------|-------------------|---|-------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total Shares | Demat | Physical | Total | % of total Shares | |
| (A) | Shareholding of Promoter and Promoter Group² | | | | | | | | | |
| 1 | Indian | | | | | | | | | |
| (a) | Individuals/ Hindu Undivided Family | 10770620 | 0 | 10770620 | 69.70% | 10770620 | 0 | 10770620 | 69.70% | 0.00% |
| (b) | Central Government/ State Government(s) | | | | | | | | | |
| (c) | Bodies Corporate | | | | | | | | | |
| (d) | Financial Institutions/ Banks | | | | | | | | | |
| (e) | Any Others(Specify) | | | | | | | | | |
| | Sub Total(A)(1) | 10770620 | 0 | 10770620 | 69.70% | 10770620 | 0 | 10770620 | 69.70% | 0.00% |
| 2 | Foreign | | | | | | | | | |
| a | Individuals (Non-Residents Individuals/Foreign Individuals) | | | | | | | | | |
| b | Bodies Corporate | | | | | | | | | |
| c | Institutions | | | | | | | | | |
| d | Qualified Foreign Investor | | | | | | | | | |
| e | Any Others(Specify) | | | | | | | | | |
| | Sub Total(A)(2) | 0 | | 0 | 0.00% | 0 | | 0 | 0.00% | 0.00% |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 10770620 | 0 | 10770620 | 69.70% | 10770620 | 0 | 10770620 | 69.70% | 0.00% |
| (B) | Public shareholding | | | | | | | | | |
| 1 | Institutions | | | | | | | | | |
| (a) | Mutual Funds/ UTI | | 6500 | 6500 | 0.04% | | 6500 | 6500 | 0.04% | 0.00% |
| (b) | Financial Institutions / Banks | | 500 | 500 | 0.00% | | 500 | 500 | 0.00% | 0.00% |
| (c) | Central Government/ State Government(s) | | | | | | | | | |
| (d) | Venture Capital Funds | | | | | | | | | |
| (e) | Insurance Companies | | | | | | | | | |
| (f) | Foreign Institutional Investors | 273810 | 0 | 273810 | 1.77% | 306204 | 0 | 306204 | 1.98% | 0.21% |
| (g) | Foreign Venture Capital Investors | | | | | | | | | |
| (h) | Qualified Foreign Investor | | | | | | | | | |
| (i) | Any Other (specify) | | | | | | | | | |
| | Sub-Total (B)(1) | 273810 | 7000 | 280810 | 1.82% | 306204 | 7000 | 313204 | 2.03% | 0.21% |
| B 2 | Non-institutions | | | | | | | | | |
| (a) | Bodies Corporate | 301032 | 50500 | 351532 | 2.27% | 465910 | 48000 | 513910 | 3.33% | 1.05% |
| (b) | Individuals | | | | | | | | | |
| I | Individuals - i. Individual shareholders holding nominal share capital up to ₹ 1 lakh | 2183419 | 499000 | 2682419 | 17.36% | 2401915 | 463600 | 2865515 | 18.54% | 1.18% |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. ₹ lakh. | 786492 | 0 | 786492 | 5.09% | 501195 | 0 | 501195 | 3.24% | -1.85% |
| (c) | Qualified Foreign Investor | | | | | | | | | |

| SI No. | Category of Shareholder | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | | % change during the year |
|------------|---|---|---------------|-----------------|-------------------|---|---------------|-----------------|-------------------|--------------------------|
| | | Demat | Physical | Total | % of total Shares | Demat | Physical | Total | % of total Shares | |
| (d) | Any Other (specify) | | | | | | | | | |
| (d-i) | CLEARING MEMBERS | 171698 | 0 | 171698 | 1.11% | 76306 | 0 | 76306 | 0.49% | -0.62% |
| (d-ii) | NON-RESIDENTS | 27234 | 382500 | 409734 | 2.65% | 30055 | 382500 | 412555 | 2.67% | 0.02% |
| (d-iii) | TRUST | 0 | 500 | 500 | 0.00% | 0 | 500 | 500 | 0.00% | 0.00% |
| | Sub-Total (B)(2) | 3469875 | 932500 | 4402375 | 28.49% | 3475381 | 894600 | 4369981 | 28.28% | -0.21% |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 3743685 | 939500 | 4683185 | 30.30% | 3781585 | 901600 | 4683185 | 30.30% | 0.00% |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | | | | | |
| | GRAND TOTAL (A)+(B)+(C) | 14514305 | 939500 | 15453805 | 100.00% | 14552205 | 901600 | 15453805 | 100.00% | 0.00% |

B) Shareholding of Promoter-

| SI No. | Shareholder name | No. of Shares held at the beginning of the year [As on 31-March-2015] | | | No. of Shares held at the end of the year [As on 31-March-2016] | | | % change during the year |
|--------|--------------------------|---|----------------------------------|---|---|----------------------------------|---|--------------------------|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/ encumbered to total shares | |
| 1 | N K Gupta HUF | 1488660 | 9.63% | 0% | 1488660 | 9.63% | 0% | 0.00% |
| 2 | Anurag Gupta | 1085335 | 7.02% | 0% | 1085335 | 7.02% | 0% | 0.00% |
| 3 | Arvind Gupta | 1210335 | 7.83% | 0% | 1210335 | 7.83% | 0% | 0.00% |
| 4 | Asha Gupta | 2499665 | 16.18% | 0% | 2499665 | 16.18% | 0% | 0.00% |
| 5 | Harish Chandra Gupta | 1973695 | 12.77% | 0% | 1973695 | 12.77% | 0% | 0.00% |
| 6 | Harish Chandra Gupta HUF | 1071100 | 6.93% | 0% | 1071100 | 6.93% | 0% | 0.00% |
| 7 | Manoj Agarwal | 19325 | 0.13% | 0% | 19325 | 0.13% | 0% | 0.00% |
| 8 | Mansi Kanoria | 158700 | 1.03% | 0% | 158700 | 1.03% | 0% | 0.00% |
| 9 | Madhu Agarwal | 103600 | 0.67% | 0% | 103600 | 0.67% | 0% | 0.00% |
| 10 | Neera Gupta | 848575 | 5.49% | 0% | 848575 | 5.49% | 0% | 0.00% |
| 11 | Rajeeta Gupta | 135155 | 0.87% | 0% | 135155 | 0.87% | 0% | 0.00% |
| 12 | Rajendra Kumar Gupta | 10810 | 0.07% | 0% | 10810 | 0.07% | 0% | 0.00% |
| 13 | Rolly Gupta | 133830 | 0.87% | 0% | 133830 | 0.87% | 0% | 0.00% |
| 14 | Shalini Gupta | 30835 | 0.20% | 0% | 30835 | 0.20% | 0% | 0.00% |
| 15 | Urmila Agarwal | 1000 | 0.01% | 0% | 1000 | 0.01% | 0% | 0.00% |

C) Change in Promoters' Shareholding (please specify, if there is no change)

During the year, there has been no change in the shareholding of the promoters.

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

| SI No. | For Each of the Top 10 Shareholders | Reason for change | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|--------------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | PASSAGE TO INDIA MASTER FUND LIMITED | | | | | |
| | At the beginning of the year 01/04/2015 | | 273810 | 1.77 | 273810 | 1.77 |
| | 10/04/2015 | Purchase of shares | 8170 | 0.05 | 281980 | 1.82 |
| | 17/04/2015 | Purchase of shares | 8326 | 0.05 | 290306 | 1.87 |
| | 04/09/2015 | Purchase of shares | 3984 | 0.03 | 294290 | 1.9 |
| | 11/09/2015 | Purchase of shares | 1914 | 0.01 | 296204 | 1.91 |
| | 04/03/2016 | Purchase of shares | 10000 | 0.06 | 306204 | 1.98 |
| | At the end of the year 31/03/2016 | | | | 306204 | 1.98 |
| 2 | AMIT GUPTA | | | | | |
| | At the beginning of the year 01/04/2015 | | 206990 | 1.34 | 206990 | 1.34 |
| | 01/05/2015 | Purchase of shares | 1003 | 0.01 | 207993 | 1.34 |
| | 08/05/2015 | Purchase of shares | 1000 | 0.01 | 208993 | 1.35 |
| | 15/05/2015 | Purchase of shares | 5364 | 0.03 | 214357 | 1.38 |
| | 22/05/2015 | Purchase of shares | 11 | 0 | 214368 | 1.38 |
| | 27/11/2015 | Purchase of shares | 642 | 0 | 215010 | 1.39 |
| | 11/03/2016 | Purchase of shares | 40 | 0 | 215050 | 1.39 |
| | At the end of the year 31/03/2016 | | | | 215050 | 1.39 |
| 3 | SEETHA KUMARI | | | | | |
| | At the beginning of the year 01/04/2015 | | 165782 | 1.07 | 165782 | 1.07 |
| | 07/08/2015 | Sale of shares | -10859 | -0.07 | 154923 | 1 |
| | 21/08/2015 | Sale of shares | -1000 | -0.01 | 153923 | 0.99 |
| | 16/10/2015 | Sale of shares | -26897 | -0.17 | 127026 | 0.82 |
| | 23/10/2015 | Sale of shares | -2286 | -0.01 | 124740 | 0.8 |
| | 30/10/2015 | Sale of shares | -3620 | -0.02 | 121120 | 0.78 |
| | 13/11/2015 | Sale of shares | -823 | -0.01 | 120297 | 0.78 |
| | 27/11/2015 | Sale of shares | -12380 | -0.08 | 107917 | 0.7 |
| | 04/12/2015 | Sale of shares | -73093 | -0.47 | 34824 | 0.22 |
| | 11/12/2015 | Sale of shares | -7425 | -0.05 | 27399 | 0.18 |
| | 18/12/2015 | Sale of shares | -8948 | -0.06 | 18451 | 0.12 |
| | At the end of the year 31/03/2016 | | | | 18451 | 0.12 |
| 4 | QUANT CAPITAL SECURITIES PRIVATE LTD. | | | | | |
| | At the beginning of the year 01/04/2015 | | 120000 | 0.77 | 120000 | 0.77 |
| | 10/04/2015 | Purchase of Shares | 78000 | 0.5 | 198000 | 1.28 |
| | At the end of the year 31/03/2016 | | | | 198000 | 1.28 |
| 5 | VIMAL SAGARMAL JAIN | | | | | |
| | At the beginning of the year 01/04/2015 | | 100005 | 0.65 | 100005 | 0.65 |
| | At the end of the year 31/03/2016 | | | | 100005 | 0.65 |
| 6 | USHA CHANDRASINGH MEHTA | | | | | |
| | At the beginning of the year 01/04/2015 | | 100000 | 0.65 | 100000 | 0.65 |
| | At the end of the year 31/03/2016 | | | | 100000 | 0.65 |

| Sl No. | For Each of the Top 10 Shareholders | Reason for change | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|--------------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 7 | AMIT GUNCHANDRA MEHTA | | | | | |
| | At the beginning of the year 01/04/2015 | | 86140 | 0.56 | 86140 | 0.56 |
| | At the end of the year 31/03/2016 | | | | 86140 | 0.56 |
| 8 | QUANT BROKING PRIVATE LIMITED | | | | | |
| | At the beginning of the year 01/04/2015 | | 78000 | 0.5 | 78000 | 0.5 |
| | 10/07/2015 | Sale of shares | -56205 | -0.36 | 21795 | 0.14 |
| | 17/07/2015 | Purchase of shares | 177705 | 1.15 | 199500 | 1.29 |
| | 31/07/2015 | Sale of shares | -500 | 0 | 199000 | 1.28 |
| | 07/08/2015 | Sale of shares | -1000 | -0.01 | 198000 | 1.28 |
| | 14/08/2015 | Purchase of shares | 250 | 0 | 198250 | 1.28 |
| | 28/08/2015 | Purchase of shares | 500 | 0 | 198750 | 1.28 |
| | 02/10/2015 | Sale of shares | -198000 | -1.28 | 750 | 0 |
| | 16/10/2015 | Sale of shares | -740 | 0 | 10 | 0 |
| | 04/03/2016 | Purchase of shares | 440 | 0 | 450 | 0 |
| | At the end of the year 31/03/2016 | | | | 450 | 0 |
| 9 | RAJENDRA S KHEMKA | | | | | |
| | At the beginning of the year 01/04/2015 | | 66465 | 0.43 | 66465 | 0.43 |
| | 19/06/2015 | Sale of shares | -4638 | -0.03 | 61827 | 0.4 |
| | 03/07/2015 | Sale of shares | -12010 | -0.08 | 49817 | 0.32 |
| | 10/07/2015 | Sale of shares | -44302 | -0.29 | 5515 | 0.04 |
| | At the end of the year 31/03/2016 | | | | 5515 | 0.04 |
| 10 | MAYADEV I R KHEMKA | | | | | |
| | At the beginning of the year 01/04/2015 | | 61110 | 0.39 | 61110 | 0.39 |
| | 19/06/2015 | Sale of shares | -7377 | -0.05 | 53733 | 0.35 |
| | 26/06/2015 | Sale of shares | -1597 | -0.01 | 52136 | 0.34 |
| | 10/07/2015 | Sale of shares | -10000 | -0.06 | 42136 | 0.27 |
| | 17/07/2015 | Sale of shares | -37298 | -0.24 | 4838 | 0.03 |
| | At the end of the year 31/03/2016 | | | | 4838 | 0.03 |
| 11 | PRABHUDAS LILLADHER PVT. LTD. | | | | | |
| | At the beginning of the year 01/04/2015 | | 50574 | 0.33 | 50574 | 0.33 |
| | 10/04/2015 | Sale of shares | -1200 | -0.01 | 49374 | 0.32 |
| | 15/05/2015 | Purchase of shares | 1000 | 0.01 | 50374 | 0.32 |
| | 05/06/2015 | Sale of shares | -149 | 0 | 50225 | 0.32 |
| | 26/06/2015 | Purchase of shares | 200 | 0 | 50425 | 0.33 |
| | 03/07/2015 | Sale of shares | -200 | 0 | 50225 | 0.32 |
| | 13/11/2015 | Purchase of shares | 200 | 0 | 50425 | 0.33 |
| | 20/11/2015 | Sale of shares | -200 | 0 | 50225 | 0.32 |
| | 18/12/2015 | Sale of shares | -38351 | -0.25 | 11874 | 0.08 |
| | 25/12/2015 | Purchase of shares | 882 | 0.01 | 12756 | 0.08 |
| | 08/01/2016 | Purchase of shares | 800 | 0.01 | 13556 | 0.09 |
| | 15/01/2016 | Sale of shares | -5844 | -0.04 | 7712 | 0.05 |
| | 22/01/2016 | Purchase of shares | 3573 | 0.02 | 11285 | 0.07 |
| | 29/01/2016 | Sale of shares | -3 | 0 | 11282 | 0.07 |
| | 05/02/2016 | Purchase of shares | 1 | 0 | 11283 | 0.07 |

ROTO PUMPS LTD. - ANNUAL REPORT 2015-16

| SI No. | For Each of the Top 10 Shareholders | Reason for change | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|--------------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| | 12/02/2016 | Purchase of shares | 999 | 0.01 | 12282 | 0.08 |
| | 19/02/2016 | Purchase of shares | 40217 | 0.26 | 52499 | 0.34 |
| | 26/02/2016 | Purchase of shares | 1783 | 0.01 | 54282 | 0.35 |
| | 04/03/2016 | Sale of shares | -300 | 0 | 53982 | 0.35 |
| | 11/03/2016 | Sale of shares | -200 | 0 | 53782 | 0.35 |
| | At the end of the year 31/03/2016 | | | | 53782 | 0.35 |
| 12 | ARCHANA SANDEEP TANDON | | | | | |
| | At the beginning of the year 01/04/2015 | | 47930 | 0.31 | 47930 | 0.31 |
| | At the end of the year 31/03/2016 | | | | 47930 | 0.31 |
| 13 | ANSUYA MAHESH SACHADE | | | | | |
| | At the beginning of the year 01/04/2015 | | 26100 | 0.17 | 26100 | 0.17 |
| | 19/06/2015 | Purchase of shares | 1000 | 0.01 | 27100 | 0.17 |
| | 22/01/2016 | Purchase of shares | 22900 | 0.15 | 50000 | 0.32 |
| | 19/02/2016 | Sale of shares | -40000 | -0.26 | 10000 | 0.06 |
| | At the end of the year 31/03/2016 | | | | 10000 | 0.06 |
| 14 | QUANT CAPITAL HOLDINGS PRIVATE LIMITED | | | | | |
| | At the beginning of the year 01/04/2015 | | 9060 | 0.06 | 9060 | 0.06 |
| | 19/06/2015 | Purchase of shares | 1600 | 0.01 | 10660 | 0.07 |
| | 26/06/2015 | Purchase of shares | 6423 | 0.04 | 17083 | 0.11 |
| | 03/07/2015 | Purchase of shares | 15687 | 0.1 | 32770 | 0.21 |
| | 17/07/2015 | Purchase of shares | 23795 | 0.15 | 56565 | 0.36 |
| | At the end of the year 31/03/2016 | | | | 56565 | 0.36 |
| 15 | MAHESH KHERAJ SACHADE | | | | | |
| | At the beginning of the year 01/04/2015 | | 2485 | 0.02 | 2485 | 0.02 |
| | 11/12/2015 | Purchase of shares | 27100 | 0.17 | 29585 | 0.19 |
| | 18/12/2015 | Purchase of shares | 39851 | 0.26 | 69436 | 0.45 |
| | 15/01/2016 | Purchase of shares | 5874 | 0.04 | 75310 | 0.49 |
| | 22/01/2016 | Sale of shares | -50000 | -0.32 | 25310 | 0.16 |
| | At the end of the year 31/03/2016 | | | | 25310 | 0.16 |
| 16 | DEBRA PAULY | | | | | |
| | At the beginning of the year 01/04/2015 | | 382000 | 2.46 | 382000 | 2.46 |
| | At the end of the year 31/03/2016 | | | | 382000 | 2.46 |

E) Shareholding of Directors and Key Managerial Personnel:

| SI No. | Shareholding of each Directors and each Key Managerial Personnel | Reason for change | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|-------------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1 | Mr. Harish Chandra Gupta | | | | | |
| | At the beginning of the year | | 1973695 | 12.77% | 1973695 | 12.77% |
| | At the end of the year | | 1973695 | 12.77% | 1973695 | 12.77% |
| 2 | Mr. Anurag Gupta | | | | | |
| | At the beginning of the year | | 1085335 | 7.02% | 1085335 | 7.02% |
| | At the end of the year | | 1085335 | 7.02% | 1085335 | 7.02% |

| Sl No. | Shareholding of each Directors and each Key Managerial Personnel | Reason for change | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|-------------------|---|----------------------------------|---|----------------------------------|
| | | | No. of Shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 3 | Mr. Arvind Veer Gupta | | | | | |
| | At the beginning of the year | | 1215335 | 7.86% | 1215335 | 7.86% |
| | At the end of the year | | 1215335 | 7.86% | 1215335 | 7.86% |
| 4 | Mrs. Asha Gupta | | | | | |
| | At the beginning of the year | | 2499665 | 16.18% | 2499665 | 16.18% |
| | At the end of the year | | 2499665 | 16.18% | 2499665 | 16.18% |
| 5 | Mr. B. S. Ramaswamy | | | | | |
| | At the beginning of the year | | 500 | 0.00% | 500 | 0.00% |
| | At the end of the year | | 500 | 0.00% | 500 | 0.00% |
| 6 | Dr. Ramesh Chandra Vaish | | 0 | 0.00% | 0 | 0.00% |
| 7 | Mr. Anand Bordia | | 0 | 0.00% | 0 | 0.00% |
| 8 | Mr. Vijoy Kumar | | 0 | 0.00% | 0 | 0.00% |
| 9 | Mrs. Annapurna Dixit | | 0 | 0.00% | 0 | 0.00% |
| 10 | Mr. Pradeep Jain | | 0 | 0.00% | 0 | 0.00% |
| 11 | Mr. Ashwani K. Verma | | 0 | 0.00% | 0 | 0.00% |

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | 417194048 | - | - | 417194048 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 362010 | - | - | 362010 |
| Total (i+ii+iii) | 417556058 | - | - | 417556058 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | 4000000 | - | - | 4000000 |
| * Reduction | 27112296 | - | - | 27112296 |
| Net Change | 23112296 | - | - | 23112296 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | 394421217 | - | - | 394421217 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | 22544 | - | 22544 | 22544 |
| Total (i+ii+iii) | 394443762 | - | - | 394443762 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| S No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | Total Amount |
|-------|---|--|--|---|--------------|
| | | Mr. Harish Chandra Gupta, Chairman & Managing Director | Mr. Anurag Gupta, Dy Managing Director | Mr. Arvind Veer Gupta, Wholetime Director | |
| 1 | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 60,90,000 | 64,74,000 | 63,75,000 | 1,89,39,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 49,31,659 | 3,82,085 | 3,67,159 | 56,80,903 |
| | (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | 0 | 0 | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 | 0 |
| 4 | Commission | | | | |
| | -as % of profit | | | | |
| | - others, specify... | 0 | 0 | 0 | 0 |
| 5 | Others, please specify | | | | |
| | Total (A) | 1,10,21,659 | 68,56,085 | 67,42,159 | 2,46,19,903 |
| | Ceiling as per the Act | 1,17,80,698 | 1,11,09,000 | 1,00,80,000 | 3,29,69,698 |

B. Remuneration to other directors

| S No. | Particulars of Remuneration | Name of Directors | | | | | Total Amount |
|-------|--|--------------------|-----------------|--------------------------|------------------|-----------------|--------------|
| | | Mr. B.S. Ramaswamy | Mrs. Asha Gupta | Dr. Ramesh Chandra Vaish | Mr. Anand Bordia | Mr. Vijoy Kumar | |
| 1 | Independent Directors | | | | | | |
| | Fee for attending board and committee meetings | 1,25,000 | | 1,15,000 | 95,000 | 90,000 | 75,000 |
| | Commission | | | | | | |
| | Others, please specify | | | | | | |
| | Total (1) | 1,25,000 | | 1,15,000 | 95,000 | 90,000 | 75,000 |
| 2 | Other Non-Executive Directors | | | | | | |
| | Fee for attending board committee meetings | | 80,000 | | | | |
| | Commission | | | | | | |
| | Others, please specify | | | | | | |
| | Total (2) | | 80,000 | | | | |
| | Total (B)=(1+2) | 1,25,000 | 80,000 | 1,15,000 | 95,000 | 90,000 | 75,000 |
| | Total Managerial Remuneration | | | | | | |
| | Overall Ceiling as per the Act | | | | | | |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/WTD

| S No. | Particulars of Remuneration | Ashwani K. Verma, Company Secretary | Mr. Pradeep Jain, Chief Financial Officer* |
|-------|---|--|---|
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 14,22,102 | 19,70,720 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 56,483 | 52,865 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | |
| 2 | Stock Option | | |
| 3 | Sweat Equity | | |
| 4 | Commission | | |
| | - as % of profit | | |
| | Others specify... | | |
| 5 | Others, please specify- Children Education Allowance | | |
| | Total | 14,78,585 | 20,23,585 |

* Mr. Pradeep Jain, Deputy General Manager – Finance & Accounts of the Company was appointed as the Chief Financial Officer with effect from 10th November, 2015.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the Companies Act | Brief Description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/ COURT] | Appeal made, if any(give Details) |
|---|------------------------------|-------------------|--|----------------------------|-----------------------------------|
| A. COMPANY Penalty Punishment Compounding | | | NA | | |
| B. DIRECTORS Penalty Punishment Compounding | | | NA | | |
| C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding | | | NA | | |

Corporate Governance

Company's philosophy on code of Corporate Governance

At your Company, Corporate Governance aims at safeguarding and value addition to the interest of the various stakeholders. Corporate Governance ensures working of the company in a more accountable and transparent manner.

Board of Directors

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, Independent and Women Directors. During the year 2015-16, composition of the Company's Board has been as under:

| S. No. | Name | Category | Number of Directorship in other Companies | Position in Committees | |
|--------|--------------------------|--|---|------------------------|----------|
| | | | | Member | Chairman |
| 1 | Mr. Harish Chandra Gupta | Promoter / Executive Chairman | 1 | - | - |
| 2 | Mr. Anurag Gupta | Promoter / Executive Director | 3 | - | - |
| 3 | Mr. Arvind Veer Gupta | Promoter / Executive Director | 3 | - | - |
| 4 | Mrs. Asha Gupta | Promoter / Non-executive/ Woman Director | - | - | - |
| 5 | Mr. B. S. Ramaswamy | Independent / Non-executive Director | - | - | - |
| 6 | Dr. Ramesh Chandra Vaish | Independent / Non-executive Director | 8 | 5 | 2 |
| 7 | Mr. Anand Bordia | Independent / Non-executive Director | 6 | 5 | 3 |
| 8 | Mr. Vijoy Kumar | Independent / Non-executive Director | 9 | 2 | 1 |
| 9 | Mrs. Annapurna Dixit | Independent / Non-executive/ Woman Director | 1 | - | - |

Shares and convertible instruments held by non-executive Directors

The Company has not issued any convertible instruments. The position of the holding of equity shares of the Company by the non-executive directors as on 31.03.2016 was as under:

| S.No. | Name | No. of Equity shares held on 31.03.2016 |
|-------|--------------------------|---|
| 1 | Mrs. Asha Gupta | 2499665 |
| 2 | Mr. B. S. Ramaswamy | 500 |
| 3 | Dr. Ramesh Chandra Vaish | Nil |
| 4 | Mr. Anand Bordia | Nil |
| 5 | Mr. Vijoy Kumar | Nil |
| 6 | Mrs. Annapurna Dixit | Nil |

Relationships between Directors inter se

Mr. B. S. Ramaswamy, Dr. Ramesh Chandra Vaish, Mr. Anand Bordia, Mr. Vijoy Kumar and Mrs. Annapurna Dixit are the Independent, Non-executive directors of the Company and are not related to each other in any way. They are also unrelated to the other Directors on the Board of the Company.

Mrs. Asha Gupta and Mr. Anurag Gupta are related to each other in the relationship mother-son between them. Similarly, Mr. Arvind Veer Gupta being the son of Mr. Harish Chandra Gupta, they both are related to each other.

Non-Executive Directors' compensation and disclosure

Non-executive Directors have been paid sitting fees for attending the meetings of the Board of Directors and Committees of the Board. No other compensation is paid. The sitting fee is fixed by the Board and has the approval of the shareholders of the Company.

Other provisions of the Board

During the year 2015-16, five meetings of the Board of Directors of the Company were held on 30.05.2015, 12.08.2015, 04.09.2015, 10.11.2015 and 22.01.2016. The time gap between any two meetings did not exceed one hundred and twenty

(120) days as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All relevant information was placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2015-16 was as under,

| S.No. | Name | No. of Meetings attended | Attended last AGM |
|-------|--------------------------|--------------------------|-------------------|
| 1 | Mr. Harish Chandra Gupta | 5 | Yes |
| 2 | Mr. Anurag Gupta | 5 | Yes |
| 3 | Mr. Arvind Veer Gupta | 4 | No |
| 4 | Mrs. Asha Gupta | 5 | Yes |
| 5 | Mr. B. S. Ramaswamy | 5 | Yes |
| 6 | Dr. Ramesh Chandra Vaish | 4 | No |
| 7 | Mr. Anand Bordia | 4 | No |
| 8 | Mr. Vijoy Kumar | 4 | No |
| 9 | Mrs. Annapurna Dixit | 4 | No |

Code of Conduct

The Board has laid down a code of conduct applicable to all Board members and senior executives of the Company. The Chairman & Managing Director of the Company has given the certificate as below as per the requirement of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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 2015-16.

Harish Chandra Gupta
Chairman & Managing Director

Audit Committee

The Audit Committee of the Board comprises of four members all of whom are Non-executive Independent Directors, except Mrs. 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, Fellow Member of the Institute of Cost and Management Accountants of India, 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, five meetings of the Audit Committee were held on 30.05.2015, 12.08.2015, 04.09.2015, 10.11.2015 and 22.01.2016. The time gap between any two meetings did not exceed one hundred and twenty (120) days as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 | 5 |
| 2 | Mr. Anand Bordia | Member | 4 |
| 3 | Smt. Asha Gupta | Member | 5 |
| 4 | Dr. Ramesh Chandra Vaish | Member | 4 |

Terms of reference

The role and terms of reference of the Audit Committee covers the matters specified for Audit committee under Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act,2013 which inter-alia 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.

Nomination & Remuneration Committee

Nomination and Remuneration Committee comprises of Non-executive Directors all of whom are Independent. During the year, four meetings of the Nomination and Remuneration Committee were held on 12.08.2015, 04.09.2015, 10.11.2015 and 22.01.2016. Composition of the Committee and attendance at the meeting during the year are as under

| S.No. | Name | Position | No. of meetings attended |
|-------|---------------------|----------|--------------------------|
| 1 | Mr. B. S. Ramaswamy | Chairman | 4 |
| 2 | Mr. Anand Bordia | Member | 3 |
| 3 | Mr. Vijoy Kumar | Member | 3 |

Terms of reference

Terms of reference of the Nomination and Remuneration Committee are in consonance with the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has framed the Nomination and Remuneration Policy and has laid down the criteria for the evaluation of the performance of the Independent Directors in the said policy.

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 ₹ 11021659/-, Mr. Anurag Gupta, Dy Managing Director ₹ 6856085/- and Mr. Arvind Veer Gupta, Wholetime Director ₹ 6742159/-. In addition, the Chairman & Managing Director, Dy Managing Director and Wholetime Director were also entitled to Company's contribution to provident fund, 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 Chauffer driven Car for Company's business and Telephones at the residence. Notice period is three months from either side. No severance fees except statutory retirement benefits is payable. Details of the Directors' remuneration are given in Annexure H point no. VI to the Directors' Report.

The sitting fees paid to all the non-executive directors was revised during the year and increased from ₹ 5000/- to ₹ 10000/- 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 ₹ 125,000/-, Mrs. Asha Gupta ₹ 80,000/-, Dr. Ramesh Chandra Vaish ₹ 115,000/-, Mr. Anand Bordia ₹ 95,000/-, Mr. Vijoy Kumar ₹ 90,000/- and Mrs. Annapurna Dixit ₹ 75000/-.

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

Stakeholders Relationship Committee

Stakeholders Relationship Committee comprises of Non-executive Directors and Dy Managing Director under the Chairmanship of Dr. Ramesh Chandra Vaish, who is an Independent Director. During the year, four meetings of the Stakeholders Relationship Committee were held on 30.05.2015, 04.09.2015, 10.11.2015, and 22.01.2016. Composition of the Committee and attendance at the meeting during the year was as under

| S.No. | Name | Position | No. of meetings attended |
|-------|--------------------------|----------|--------------------------|
| 1 | Dr. Ramesh Chandra Vaish | Chairman | 4 |
| 2 | Mr. Vijoy Kumar | Member | 3 |
| 3 | Mr. Anurag Gupta | Member | 4 |

Mr. Ashwani K. Verma, Company Secretary is the Compliance Officer.

During the year, a total of 9 complaints were received from the Shareholders and the same were resolved.

General Body meetings

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

| Year | Type | Date | Venue | Time |
|------|------|------------|-------------------|------------|
| 2015 | AGM | 30.09.2015 | Registered Office | 11.30 A.M. |
| 2014 | AGM | 29.09.2014 | Registered Office | 11.30 A.M. |
| 2013 | AGM | 28.09.2013 | Registered Office | 11.30 A.M. |

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

Means of Communication

| | |
|---|--|
| Quarterly results | The results of the Company are published in the newspapers |
| Newspapers wherein results normally published | The Economic Times and Nav Bharat Times |
| Any website where displayed | Submitted to the Stock Exchange in the prescribed format and also at the website of the Company www.rotopumps.com |
| The presentation made to the Institutional Investor and Analyst | No. |

General Shareholder Information**Annual General Meeting**

The ensuing Annual General Meeting is scheduled to be held on Wednesday, 28th September, 2016 at 11.30 AM at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305.

Financial Year

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.

Book Closure

The Share transfer books and Register of Members will be closed from Thursday the 22nd September, 2016 to Wednesday the 28th September, 2016 (both days inclusive) for the purpose of payment of dividend and Forty First Annual General Meeting.

Dividend payment date

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

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

The Equity Shares of your Company are presently listed at the BSE Ltd, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 vide Security Code 517500. The shares of the Company are not suspended for trading.

The Annual Listing fee for the year has been paid.

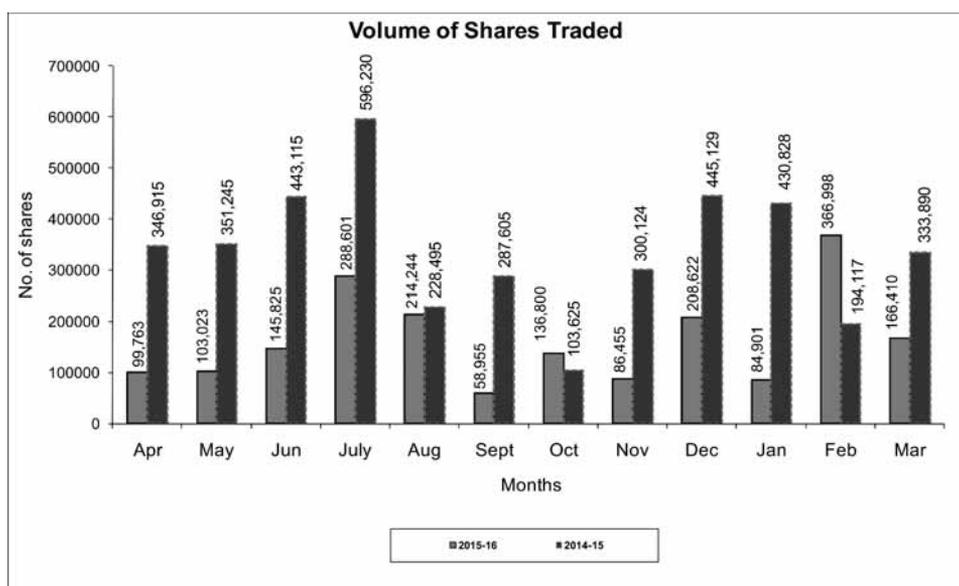
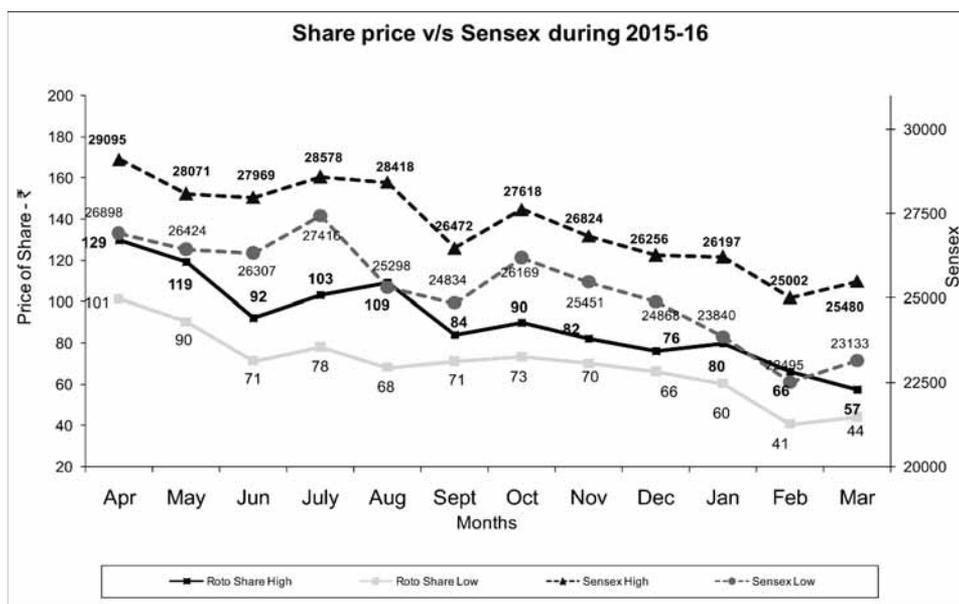
ISIN Number

ISIN number of the Company for National Securities Depository Ltd (NSDL) and Central Depository Services Ltd is INE535D01029.

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 2015-16 has been as under.

| Month | BSE Sensex | | Roto Share | |
|-----------------|------------|----------|------------|--------|
| | High | Low | High | Low |
| April, 2015 | 29094.61 | 26897.54 | 129.40 | 101.00 |
| May, 2015 | 28071.16 | 26423.99 | 119.00 | 90.10 |
| June, 2015 | 27968.75 | 26307.07 | 92.00 | 71.15 |
| July, 2015 | 28578.33 | 27416.39 | 102.95 | 78.00 |
| August, 2015 | 28417.59 | 25298.42 | 109.00 | 68.00 |
| September, 2015 | 26471.82 | 24833.54 | 84.00 | 71.00 |
| October, 2015 | 27618.14 | 26168.71 | 89.70 | 73.25 |
| November, 2015 | 26824.30 | 25451.42 | 82.00 | 70.00 |
| December, 2015 | 26256.42 | 24867.73 | 75.95 | 66.00 |
| January, 2016 | 26197.27 | 23839.76 | 79.90 | 60.20 |
| February, 2016 | 25002.32 | 22494.61 | 66.10 | 40.50 |
| March, 2016 | 25479.62 | 23133.18 | 57.30 | 44.10 |



Shareholding pattern

The broad shareholding pattern of the Company as on 31st March, 2016 as compared to 31st March 2015 was as follows;

| Category of Shareholders | As on 31st March, 2016 | | As on 31st March, 2015 | |
|---------------------------------|------------------------|---------------|------------------------|---------------|
| | No. of shares | Percentage | No. of shares | Percentage |
| Promoters | 10770620 | 69.70 | 10770620 | 69.70 |
| Mutual Funds and Banks | 313204 | 2.03 | 280810 | 1.82 |
| Private Bodies Corporate | 315910 | 2.04 | 351532 | 2.27 |
| NRIs and OCBs | 412555 | 2.67 | 409734 | 2.65 |
| Resident Individuals and others | 3641516 | 23.56 | 3641109 | 23.56 |
| Total | 15453805 | 100.00 | 15453805 | 100.00 |

Distribution of Shareholding

The distribution of shareholding of the Company as on 31st March, 2016 was as follows;

| Shareholding of value of ₹ | Shareholders | | Shares | |
|----------------------------|--------------|---------------|-----------------|---------------|
| | Number | percentage | Number | percentage |
| 1 – 5000 | 3608 | 94.11 | 1553302 | 10.05 |
| 5001 – 10000 | 108 | 2.82 | 405839 | 2.63 |
| 10001 – 20000 | 56 | 1.46 | 399315 | 2.58 |
| 20001 – 30000 | 16 | 0.42 | 193098 | 1.25 |
| 30001 – 40000 | 8 | 0.21 | 147941 | 0.96 |
| 40001 – 50000 | 9 | 0.23 | 201387 | 1.30 |
| 50001 – 100000 | 10 | 0.26 | 400309 | 2.59 |
| 100001 – and above | 19 | 0.50 | 12152614 | 78.64 |
| Total | 3834 | 100.00 | 15453805 | 100.00 |

Dematerialization of Shares and liquidity

14552205 Equity shares out of the total 15453805 Equity shares have been dematerialized till 31.03.2016. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have option to dematerialize their shares with either depository. Equity shares are actively traded in BSE Ltd.

Registrar and Share Transfer Agent

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

RCMC Share Registry Pvt. Limited
B-25/1, Okhla Industrial Area,
Phase -2, Near Rana Motors,
New Delhi – 110020
Tel.: +91 11-26387320-21
Fax.: +91 11-26387322
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 and Transmission 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 dematerialized shares, the same can be effected through the demat accounts of the transferor(s) and transferee(s) maintained with Depository Participants.

Reconciliation of Share Capital Audit Report

As stipulated by Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a qualified practicing company secretary carries out the reconciliation of share capital 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 Exchange 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
3. Plot No. 31, Sector Ecotech XII, Greater Noida – 201008 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 – 2567902-5
Fax: +91 – 120 – 2567911
Email: investors@rotopumps.com
Website: www.rotopumps.com

Other Disclosures**Material related party transactions**

The Company has not entered into any material related party transactions that may have potential conflict with the interest of the Company at large. Particulars of the related party transactions are given in note no. 28 of the standalone annual accounts. The related party transactions have approval / omnibus approval of the Audit Committee and approval of the Board wherever necessary. Details of related party transactions are placed before the Audit Committee on a quarterly basis. Policies on Material Subsidiary and Related Party Transactions are available at <http://www.rotopumps.com/policies.html>.

Compliance

There were no instances of non-compliance by the Company; hence no penalties or strictures are imposed on the Company by Stock Exchange, SEBI or any other Statutory Authority on any matter related to capital markets during the last three years.

Risk Management

In terms of the provisions Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement of constitution of Risk Management Committee is not applicable on the Company. However, the Company has formulated a risk management policy to put in place, a procedure to inform the Board about the risk assessment and minimization procedure. The Company has also formed a Risk Management Committee comprising of Directors and Executives of the Company to assess the risk and minimization procedures and report the same 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 since 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.

Whistle Blower Policy/Vigil Mechanism

The Company has adopted a Whistle Blower Policy in pursuance of the provisions of Section 177(9) of the Companies Act, 2013, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

Share Transfer & Transmission Committee

Composition of the Share Transfer and Transmission Committee is as under:

| 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 & Transmission Committee inter-alia include approval of the transfer of shares, issue of duplicate share certificates and dematerialization of shares.

During the year, the Share Transfer & Transmission Committee approved transfer, transmission and dematerialization of shares on a fortnightly basis. No shares were pending for transfer as on 31.03.2016.

CEO / CFO Certification

The CEO and CFO certification of the financial statements and the cash flow statement for 2015-16 is enclosed at the end of this report.

Corporate Governance

Certificate from the Statutory Auditors confirming compliance with all the conditions of the corporate governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 forms a part of this report.

Compliance with mandatory requirements

The Company has complied with all the mandatory requirements of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Discretionary Requirements

With respect to the discretionary requirements as per Regulation 27(1) and Part E of Schedule II to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a record of unmodified audit opinion on financial statements. It is evident from the audit reports of previous financial years. The Company endeavors to continue the same in future.

Your Company do not have any demat suspense account / unclaimed suspense account.

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, 2016, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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 Regulations. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
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

A. Kay Mehra
Partner

Membership No. 009963

Place : Noida

Dated : 03.08.2016

CEO / CFO CERTIFICATION

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

Sirs,

- A. We, Harish Chandra Gupta, Chairman & Managing Director and Pradeep Jain, Chief Financial Officer of Roto Pumps Limited have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 - (1) significant changes in internal control over financial reporting during the year;
 - (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (3) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Noida

Dated : 30.05.2016

Harish Chandra Gupta
Chairman & Managing Director

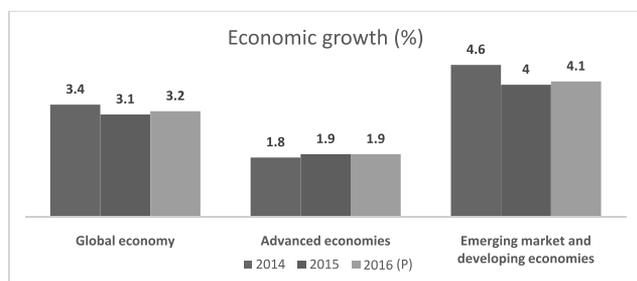
Pradeep Jain
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

Global economy

The global economy, during Calendar Year 2015 (CY15), grew by 3.1% which is lower than the 3.4% growth registered in CY14. This sluggishness was on account of a number of factors. These factors included falling commodity prices, weak external demand, tighter financial conditions, low productivity growth, slower trade growth and sharp decline in crude oil prices, besides certain other factors. The advanced economies recorded a moderate increase in growth rate from 1.8% in CY14 to 1.9% in CY15. The emerging market and developing economies on the other hand grew at a weaker than expected rate of 4% in CY15 as compared to 4.6% in 2014.



Source: International Monetary Fund, April 2016

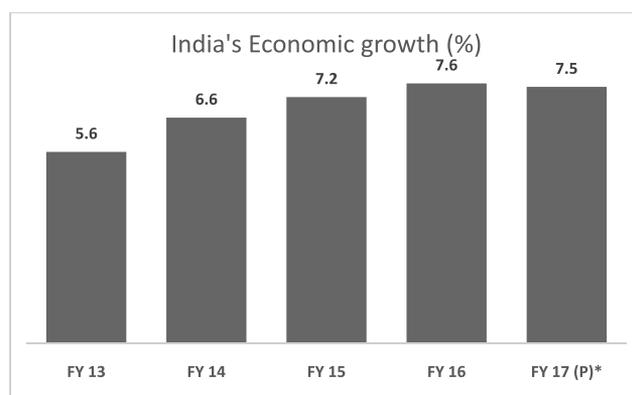
Going forward, the global economic scenario is estimated to be moderate but stable. The world economy is estimated to grow at 3.2% growth in CY16. This positive movement is likely to be supported by rising growth in the emerging market and developing economies. On the other hand, the advanced economies, in CY16 are expected to grow moderately compared to CY15. These positive movements are estimated to be driven by lower energy prices, higher domestic demand and accommodative monetary policies.

Indian economy

During Financial Year 2015-16 (FY16), Indian economy registered a robust gross GDP growth of 7.6%, fastest growth rate amongst the world's major growing economies. This positive momentum during FY16 was mainly driven by sharp rise in manufacturing sector's growth of 9.5%, compared to 5.5% FY15; consolidated services sector's growth of 8.8% during this period; decline in overall subsidy bill (supported by falling global crude oil prices); and decreasing CPI inflation at 4.83% which was owing to falling commodity prices.

The future outlook for Indian Economy seems stable and steady. The Indian economy is expected to grow at a rate between of 7-7.5% in FY17. This growth expected to be supported by better monsoon that will boost agriculture sector's incomes and expected implementation of the Seventh Pay Commission that will lead to increased

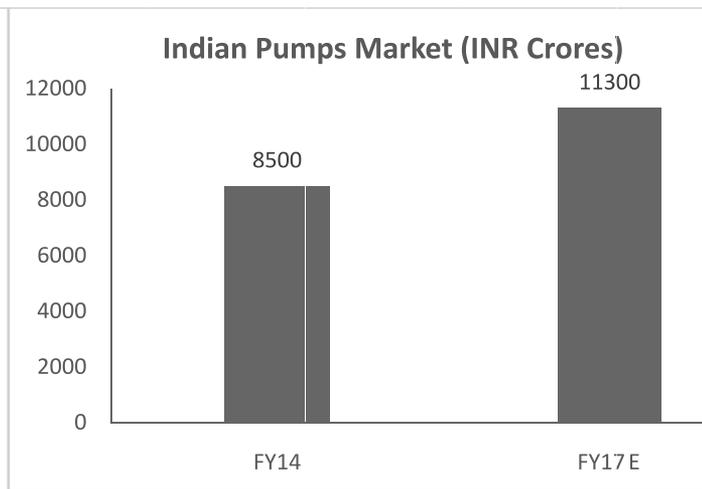
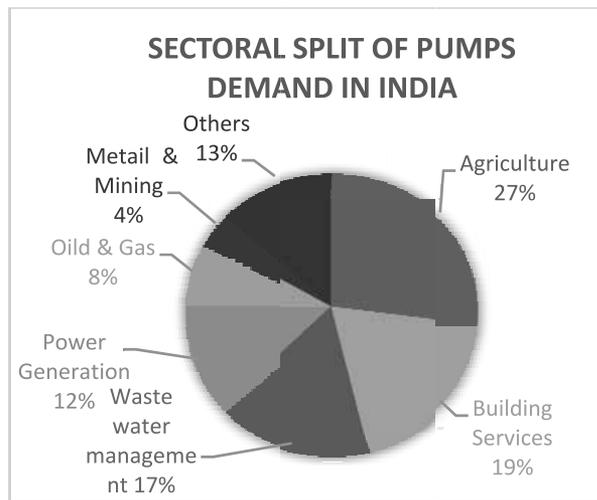
spending from higher wages and allowances of government workers. On the policy front, the present government has been taking initiatives and implementing the existing initiatives to boost growth and improve the investor sentiments. Some of these initiatives include ease of doing business, anticipated implementation of GST reforms and liberalization of foreign direct investment (FDI) in sectors including mining, defense, civil aviation, and broadcasting.



Industry overview

The Pumps and Valves industry plays a crucial role in growth and advancement of manufacturing and core infrastructure sectors of an economy. India, being fastest growing major economies in world, is no exception to this strong industry-economy connect. In India, Agriculture and Building Services sectors contribute the most to the industrial pumps' demand followed by Water & Waste Water Management, Power Generation, and Oil & Gas besides metal & mining and others (www.indianpumpsandvalves.com/statistics). The other sectors which deploy industrial pumps at the core of their operations include Paper & Pulp, Distilleries & Breweries, Mining, Marine and Food & Food Processing.

The global pumps industry is estimated at USD 47 billion in 2014 and expected to reach USD 56 billion by 2017. The Indian Pumps industry has been growing at a steady pace and holds tremendous potential as per data provided by www.indianpumpsandvalves.com which is resonated by a Tata Strategic Management Group (TSMG) article in January 2015 issue of Chemical Engineering World (CEW) magazine. The Indian Pumps Industry is estimated to be at ₹ 8,500 crores in FY14 and expected to reach ₹ 11,300 crores by FY17, growing at a CAGR of 10% during this period. The Pumps & Valves Industry's growth is expected to get its impetus from the present government's growth inducing policy and program implementation. Pumps industry in India has highest Net Value addition ratio of about 20% to total manufacturing sector. On exports front, India is estimated to have reached ₹ 1280 crores in FY14 and further expected to grow by about 100% in subsequent three years.



Source: www.indianpumpsandvalves.com

Source: www.indianpumpsandvalves.com

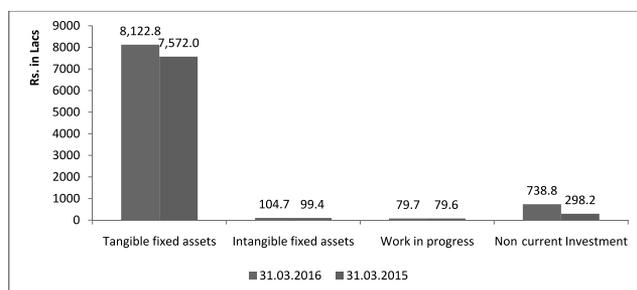
FINANCIAL STATEMENTS

The Financial Statements of your Company have been prepared in compliance with the requirement of the Companies Act, 2013 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 rational basis, in order that the same reflect a true and fair view of the affairs of the Company.

Resources Allocation

Non-current Assets

Non-current assets of the Company at 31st March, 2016 have been ₹ 9045.51 lacs against ₹ 8049.18 lacs as at 31st March, 2015. Composition of non-current assets has been as under-



Tangible fixed assets

Tangible fixed assets of the Company as at 31st March, 2016 have been ₹ 8122.8 lacs against ₹ 7572.0 lacs at 31st March, 2015 representing net increase of 7.27%. The increase in tangible fixed assets has been mainly due to capitalization of balance civil work and furniture & fixtures of Greater Noida Unit and addition to the plant & machinery, office equipment and computers.

Intangible fixed assets

Intangible fixed assets of the Company comprises of computer software, technical drawings and trademarks. Intangible fixed assets of the Company have been ₹ 104.7 lacs against ₹ 99.4 lacs at 31st March, 2015. The net increase in Intangible assets has been due to additions in computer software and expenditure on registration of trade marks.

Capital Work-in-progress

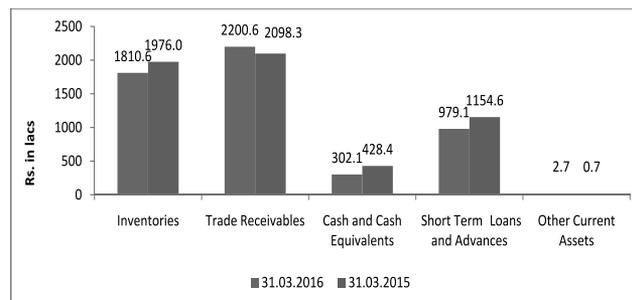
Capital work in progress as at 31st March, 2016 has been ₹ 79.7 lacs. This comprises of plant & machineries under installation and a small civil work.

Non-current Investments

Non-current invests of the Company comprises of investment in wholly owned subsidiaries in United States and Germany and joint venture company in Singapore. The non-current investments as at 31st March, 2016 have been ₹ 738.8 lacs against ₹ 298.2 lacs representing an increase of ₹ 440.56 lacs. The increase has been due to further share capital contribution in the wholly owned subsidiaries in United States and Germany.

Current Assets

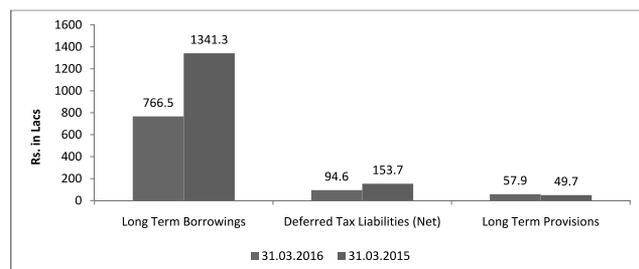
Total current assets of the Company as at 31st March, 2016 have been ₹ 5295.0 lacs against ₹ 5657.9 lacs representing net decrease of 6.40%. Composition of the Current as on 31st March, 2016 as compared to 31st March 2015 has been as under-



The decrease in current assets was due to the decrease in inventory by ₹ 165.4 lacs, cash & cash equivalent by ₹ 126.3 lacs and short term loans & advances by ₹ 175.4 lacs. Trade receivables increased by ₹ 102.2 lacs. Trade receivables outstanding for more than six months amounted to ₹ 292.63 lacs as compared to ₹ 188.3 lacs in the previous year. The management has recognized trade receivables of ₹ 32.2 lacs as bad debts and as not recoverable.

Non-current Liabilities

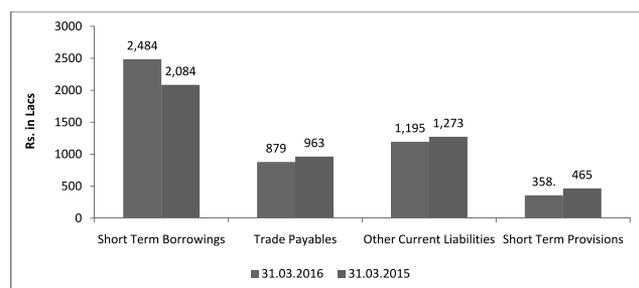
Non-current liabilities as at 31st March, 2016 were ₹ 919.0 lacs as compared to ₹ 1544.7 lacs as at 31st March, 2015 representing net decrease of 40%. Composition of non-current liabilities as on 31st March, 2016 as compared to at 31st March, 2015 has been as under-



The net decrease in noncurrent liabilities was mainly due to repayment of long-term borrowings, decrease in deferred tax assets due to creation of deferred tax liability during the year and increase in long terms provisions due to provision of employee benefits during the year.

Current Liabilities

Current liabilities as at 31st March 2016 were ₹ 4915.7 lacs, which were higher by ₹ 128.8 lacs than the previous year. The composition of the current liabilities as at 31st March, 2015 compared to as at 31st March, 2015 has been as under-



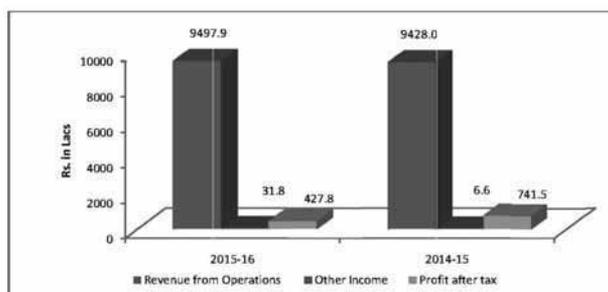
The net increase in current liabilities was due to increase in short term borrowings and decrease in trade payable, other current liabilities and short term provisions. Short term borrowings have increased due to increased utilization of working capital limits. Trade payables have decreased on payment of trade payables. Other current liabilities have decreased mainly due to repayment of long-term borrowings thereby reducing current liability component thereof. Net decrease in short term provisions has been mainly due to lower proposed dividend and lower provision for income tax due to lower

taxable income as compared to the previous year.

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

FINANCIAL AND OPERATIONAL PERFORMANCE

The principal source of Roto Pumps' revenues is from the sale of pumps and spares and retrofit spares. Your Company has a rich heritage of designing and manufacturing superior products and technologies. Your Company offers comprehensive range of Progressive Cavity Pumps (PCP), with single screw and multiple screws, for various industrial and municipal applications.



Your Company's Income during the year 2015-16 has been ₹ 9529.7 lacs as compared to Rs. ₹ 9434.6 lacs during the year 2014-15. Revenue from operations during the year has been ₹ 9497.9 lacs as compared to ₹ 9427.9 lacs during the previous year mainly due to negligible growth in domestic sales and below expectations exports sales. Other income during the year has been ₹ 31.79 lacs as compared to ₹ 6.64 lacs during the previous year.

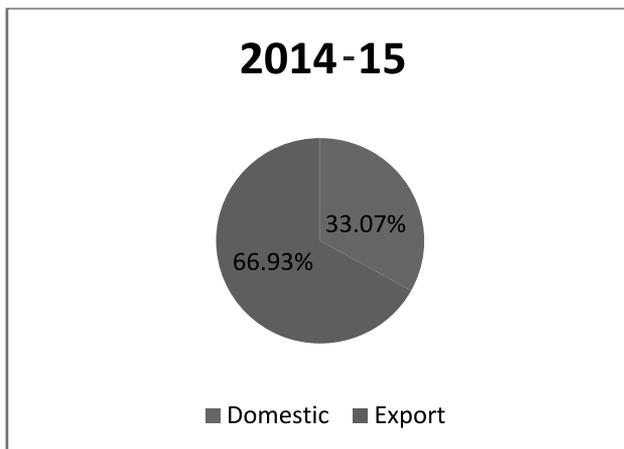
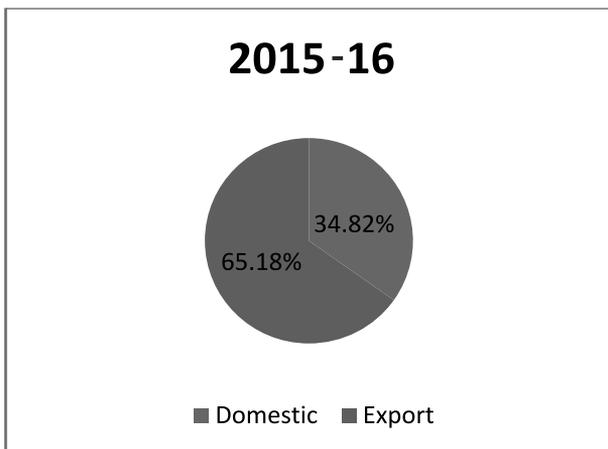
Your Company recorded Profit after Tax of ₹ 427.77 lacs against ₹ 741.51 lacs in 2014-15. Profit after Tax has decreased mainly due to increase in employment expenses, finance costs, depreciation and other expenses. Raw material cost has been increased due to change in sales and product mix. Increase in depreciation has been due to increased asset base of Greater Noida Unit. Finance cost has increased due to increased utilization of working capital limits. The expenses are appearing high mainly as the Company has not been able to register growth in Income from operations.

The Board of Directors of your Company has recommended a dividend of 10% for 2015-16. The payment of dividend would involve total cash outflow of ₹ 37.19 lacs including tax on dividend.

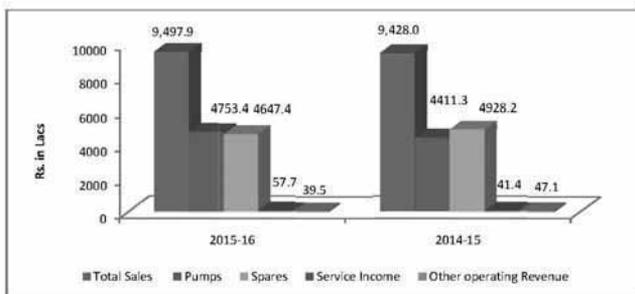
Income from Operations

Your Company's income from revenue is generated from domestic sales and exports sales. Revenue from operations during the year has been ₹ 9497.94 lacs as compared to ₹ 9427.95 lacs during the previous year. Export sales during the year have been ₹ 6190.87 lacs as compared to ₹ 6310.23 lacs during the previous year

representing 65.18% share in total sales against 66.93% during the previous year. Domestic sales during the year have been ₹ 3307.07 lacs against ₹ 3117.71 lacs during the previous year.



Revenue from operations product wise viz. Pumps, Spares and Service Income has been as under –

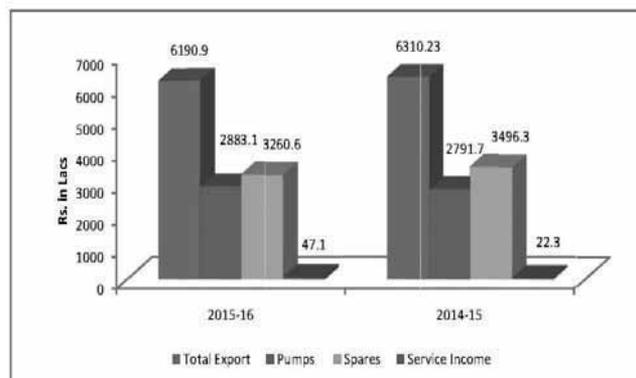


Pump Sales during the year have increase by 15.48% while Spares Sales have been lower by 3.15% as compared to the previous year. Service income has been substantially lower during the year. Other operating revenue mainly comprises of income from sales of scrap and wastage.

Export Sales

Export Sales by product

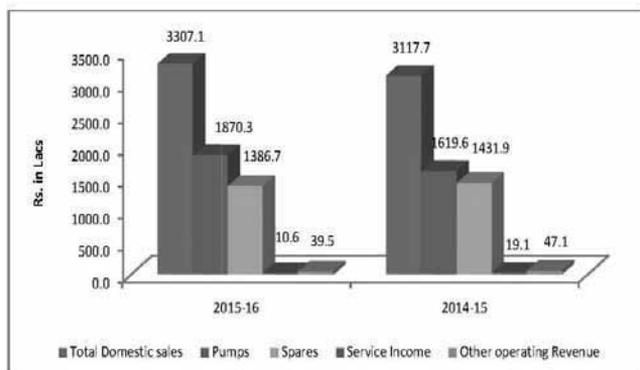
Exports Sales during the year have been ₹ 6143.74 lacs, which is lower than ₹ 6287.97 lacs in the previous year. Composition of Export Sales during the year as compared to the previous year has been as under-



Pumps Sales during the year has been ₹ 4753.4 lacs as compared to ₹ 4413.3 Lacs during the previous year while spares sales has been lower at ₹ 4647.4 lacs as compared to ₹ 4928.2 lacs during the previous year. The service income has increased to ₹ 57.7 lacs against ₹ 41.1 lacs during the previous year. Other operating revenue mainly comprises of sales of scrap materials has been ₹ 39.5 lacs against ₹ 47.1 lacs during the previous year.

Domestic Sales

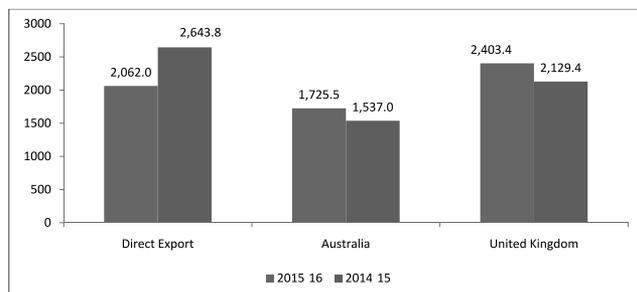
Domestic sales during the year have been recorded at ₹ 3257.05 lacs against ₹ 3051.48 lacs in the previous year representing an increase of 6.07%. Composition of Domestic sales during the year as compared to the previous year has been as under-



Export sales of Pumps increased during the year by 3.28% while sales of spares has been lower by 6.74%. Exports service income has been higher at ₹ 47.1 lacs as compared to the previous year of ₹ 22.3 lacs.

Export Sales by Centers

Your Company executes exports sales from three Centers viz. Direct Export from India, Sales from Warehouse and Marketing Offices in Australia and United Kingdom. Export Sales from these Centers during the year as compared to the previous year have been as under-



Direct export sales during the year have been ₹ 2062.0 lacs against ₹ 2624.26 lacs in the previous year. Sales from Australia has been ₹ 1725.5 lacs as compared to ₹ 1537.0 lacs during the previous year. Sales from United Kingdom have been ₹ 2403.4 lacs against ₹ 2129.4 lacs during the previous year. Total export sales have been lower due to lower direct export sales as both the Overseas Centers have registered increased Sales.

HEALTH, SAFETY AND ENVIRONMENT

Your Company always gives priority to health and safety of its employees in particular and preserving the environment. Your Company has been certified to the Occupational Health & Safety Management System Standards OHSAS 18001: 2007 and Environment Management System ISO 14001:2004.

OPPORTUNITIES AND THREATS

Opportunities

US and South African subsidiaries which are identified to be the vehicle for market development are at the forefront of providing opportunities and would be growth engines in short to medium term going forward. A strong team/infrastructure has been put in place to tap the market in a significant way with clearly identified strategies to enhance the pace of market development. Global network continues to get strengthened providing new market openings and greater penetration.

Oil & gas and Marine sector continue to remain in focus and would contribute significantly in the medium term. Domestic market with continued high growth shall provide good opportunities across many industries.

Indian Navy and river cleaning programs are some of the major areas that your Company is focusing to derive benefit with Government's commitment and focus in these areas.

Your Company has also identified to make all its overseas branches/subsidiaries stronger by making them larger distribution companies. There are significant opportunities to be tapped with enhanced basket of products mainly by trading in them.

THREATS

Markets across the Board are seeing aggressive competition. Both domestic and global capacities out last the demand for various products and commodities. Many sectors

especially in domestic market are seeing increased competition. Your Company is prudently trying to deal with this.

RISK AND CONCERNS

There is going to be continued pressure on margins due to increase in input costs & Interest rates on the one hand and lower prices due to competition on the other. Majority of revenue of your Company comes from Export, exchange rate fluctuations are a major concern. Brexit has seen sterling pound falling by 10% so far. Your Company has significant cash inflows in this currency and also has major Sales revenue coming from UK. Any economic slowdown either in U.K. or in Europe due to Brexit will directly impact your company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of internal controls implemented by the management towards achieving higher efficiency in all areas of operations. 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, compliance with regulations and for ensuring reliability of financial reporting. The Company has also planned for adoption of high end ERP software in the later part of the current financial year to strengthen its controls and processes. This would also allow integration of multiple locations on one platform and improve efficiency as well.

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

HUMAN RESOURCES & INDUSTRIAL RELATIONS

We believe that in order to sustain growth under competitive conditions, the Human Capital of the Company should have high level of motivation and knowledge. The Company continues to focus and invest in human resources development to provide an open work culture and rewarding career opportunities to all its employees. During the year, your Company's HR division successfully recruited 30 people in response to various business needs. Manpower strength as on 31.03.2016 was 339 as compared to 385 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

Your Company's strength lies in its research & development capacities to bring new products and

having a committed & experienced manpower. By Commissioning of state of art manufacturing plants the Company would provide an edge in service to its customers. However, time ahead looks challenging particularly in Overseas Markets. Generally, the global economy is not very positive due to various political and economic reasons. Continued unrest in Middle East could have a spiral effect on other economies such as Europe who are currently battling the influx of immigrants from effected areas, etc. On the other hand commodity prices continue to remain low due to weak demand. Brexit would have adverse impact on Global business environment at least in short term. Silver lining is the positive indications in US. On Domestic front, Governments initiatives on ease of doing business and tax reforms especially Goods and Service Tax would create conducive business environment. Government's clean India drive, particularly cleaning of rivers and

improving waste water management would provide increased opportunities. Your Company's strategic presence in major Economies would provide ample growth opportunities.

The company would continue to grow and the year ahead looks overall positive.

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.

INDEPENDENT AUDITOR'S REPORT

To the Members of
ROTO PUMPS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Roto Pumps Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks

of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements 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 of the state of affairs of the Company as at 31st March, 2016, its profit/loss and its cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements/information of 2 (two) branches (Australia and UK) included in the standalone financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 2331.77 lacs as at 31st March, 2016 and total revenues of ₹ 4128.87 lacs for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the "Annexure A" statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- As required by section 143(3) of the Act, we report that:
 - We have sought and obtained all the information

and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
- (d) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (e) In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (f) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- (h) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer Note 23.1 to the financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

A. KAY. MEHRA

Partner

Membership No. 9963

Place: Noida

Date : 30.05.2016

"ANNEXURE A" TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of Roto Pumps Limited ("the company") on the standalone financial statements for the year ended 31st March, 2016

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- 1) In respect of the Fixed Assets:-
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) In respect of the Inventories:-
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the

Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities;

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, 2016 for a period of more than six months from the date of becoming payable;

(b) According to the information and explanations given to us, there are no material dues of wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax and sales tax have not been deposited by the Company on account of disputes:

| Sl No. | Name of the Statute | Nature of Dues | Forum where Disputes is pending | Amount (₹ In Lacs) |
|--------|----------------------|---------------------|--|--------------------|
| 1. | Income Tax Act, 1961 | Income Tax | High Court – Allahabad | 46.11 |
| 2. | Income Tax Act, 1961 | Income Tax | Commissioner - Appeals Kanpur (UP) | 4.44 |
| 3. | UP VAT Act, 2008 | Sales Tax (Central) | Add. Commissioner - II, Appeal -3, Noida | 3.00 |

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans.

In our opinion, term loans were applied for the purpose for which the loans were obtained.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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

A. KAY. MEHRA
Partner

Place: Noida
Date : 30.05.2016

Membership No. 9963

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF ROTO PUMPS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of

Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Roto Pumps Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Board of Directors is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance

Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016.

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

A. KAY. MEHRA

Partner

Place: Noida
Date : 30.05.2016

Membership No. 9963

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Note No. | As At | | As At | |
|---|----------|-----------------------|--------------|-----------------------|--------------|
| | | 31st March, 2016 | | 31st March, 2015 | |
| EQUITY AND LIABILITIES | | | | | |
| SHAREHOLDERS' FUNDS | | | | | |
| Share Capital | 1 | 3,09,07,610 | | 3,09,07,610 | |
| Reserves & Surplus | 2 | 53,49,15,523 | 56,58,23,133 | 49,58,98,385 | 52,68,05,995 |
| NON-CURRENT LIABILITIES | | | | | |
| Long Term Borrowings | 3 | 7,66,49,598 | | 13,41,32,196 | |
| Deferred Tax Liabilities (Net) | 34 | 94,64,225 | | 1,53,68,132 | |
| Long Term Provisions | 4 | 57,87,184 | | 49,67,991 | |
| CURRENT LIABILITIES | | | | | |
| Short Term Borrowings | 5 | 24,83,96,545 | | 20,84,29,068 | |
| Trade Payables | | 8,78,90,797 | | 9,63,36,990 | |
| Other Current Liabilities | 6 | 11,94,85,826 | | 12,73,36,419 | |
| Short Term Provisions | 7 | 3,58,01,580 | 49,15,74,748 | 4,65,91,844 | 47,86,94,321 |
| TOTAL | | 1,14,92,98,888 | | 1,15,99,68,635 | |
| ASSETS | | | | | |
| NON-CURRENT ASSETS | | | | | |
| Fixed Assets | | | | | |
| i) Tangible Assets | 8 | 53,63,93,214 | | 55,49,79,104 | |
| ii) Intangible Assets | 8 | 15,71,952 | | 14,08,989 | |
| iii) Capital Work in Progress | 8 | 79,57,240 | 54,59,22,406 | 79,66,040 | 56,43,54,133 |
| Non-Current Investments | 9 | 7,38,76,501 | | 2,98,20,250 | |
| CURRENT ASSETS | | | | | |
| Inventories | 10 | 18,10,56,339 | | 19,76,00,597 | |
| Trade Receivables | 11 | 22,00,56,206 | | 20,98,31,199 | |
| Cash and Cash Equivalents | 12 | 3,02,05,383 | | 4,28,40,805 | |
| Short Term Loans and Advances | 13 | 9,79,14,724 | | 11,54,55,302 | |
| Other Current Assets | 14 | 2,67,329 | 52,94,99,981 | 66,349 | 56,57,94,252 |
| TOTAL | | 1,14,92,98,888 | | 1,15,99,68,635 | |
| Significant Accounting Policies and Notes on Financial Statements | 1 to 45 | | | | |

As per our Report of even date.

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

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

Place : Noida
Date : 30th May, 2016

For and on behalf of the Board

(HARISH CHANDRA GUPTA)
Chairman & Managing Director
(DIN: 00334405)

(PRADEEP JAIN)
(Chief Financial Officer)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Note No. | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---|----------|--------------------------------|--------------------------------|
| INCOME | | | |
| Revenue from Operations | 15 | 94,97,94,533 | 94,27,95,090 |
| Other Income | 16 | 31,79,740 | 6,64,177 |
| TOTAL REVENUE | | 95,29,74,273 | 94,34,59,267 |
| EXPENSES | | | |
| Cost of Materials consumed | 17 | 32,32,97,543 | 33,38,50,726 |
| Change in Inventories of Finished goods and Work in Progress | 18 | 49,39,580 | (2,14,36,883) |
| Employee Benefits Expense | 19 | 24,15,28,841 | 23,15,00,346 |
| Finance Costs | 20 | 3,18,22,851 | 2,23,26,870 |
| Depreciation & Amortisation Expense | 21 | 7,65,43,561 | 4,84,14,082 |
| Other Expenses | 22 | 21,38,19,345 | 21,25,35,308 |
| TOTAL EXPENSES | | 89,19,51,721 | 82,71,90,449 |
| Profit before Tax | | 6,10,22,552 | 11,62,68,818 |
| Tax expenses | | | |
| Current tax | | 2,57,66,566 | 3,08,46,084 |
| Deferred Tax | 34 | (59,03,907) | 1,11,52,665 |
| Short/(Excess) Provisions- earlier years | | (16,17,895) | 1,18,989 |
| Profit After Tax | | 4,27,77,788 | 7,41,51,080 |
| Earning Per Share (₹) (Basic & Diluted) | 35 | 2.77 | 4.80 |
| Significant Accounting Policies and Notes on Financial Statements | 1 to 45 | | |

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

 Place : Noida
Date : 30th May, 2016

(PRADEEP JAIN)
(Chief Financial Officer)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---|--------------------------------|--------------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit / (Loss) before tax and extra ordinary items | 6,10,22,552 | 11,62,68,818 |
| Adjusted for: | | |
| 1. Depreciation | 7,65,43,561 | 4,84,14,082 |
| 2. Interest Paid | 3,18,22,851 | 2,23,26,870 |
| 3. Interest received | (13,18,579) | (5,14,305) |
| 4. Wealth Tax | - | 62,421 |
| 5. Loss/(Profit) on sale of fixed assets | (53,781) | 10,97,812 |
| Operating Profit / (Loss) before Working Capital Changes | 16,80,16,604 | 18,76,55,698 |
| 1. Adjusted for: | | |
| a. Trade and Other Receivables | (26,10,233) | (2,51,43,957) |
| b. Inventories | 1,65,44,257 | (4,32,04,530) |
| c. Trade and Other Payables | (92,91,083) | 2,64,93,509 |
| 2. Cash Generated from Operations | 17,26,59,545 | 14,58,00,720 |
| 3. Direct Taxes Paid & Previous year adjustments | (2,59,90,675) | (3,81,64,303) |
| 4. Direct Taxes Refund Received | - | - |
| Net Cash from Operating Activities | 14,66,68,870 | 10,76,36,417 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES: | | |
| 1. Purchase of Fixed Assets | (5,11,45,820) | (18,77,91,019) |
| 2. Proceeds on sale of Fixed Assets | 3,34,998 | 8,38,401 |
| 3. Investment in Subsidiary | (4,40,56,251) | (2,90,07,750) |
| 4. Interest Received | 13,18,579 | 5,14,305 |
| Net Cash used in Investing Activities | (9,35,48,494) | (21,54,46,063) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES: | | |
| 1. Proceeds from Long Term borrowings | 40,00,000 | 3,43,00,000 |
| 2. Repayment of Long Term borrowings | (6,67,40,304) | (7,92,38,096) |
| 3. Short Term Borrowings(Net) | 3,99,67,477 | 18,70,99,909 |
| 4. Interest Paid | (3,18,22,851) | (2,23,26,870) |
| 5. Dividend & Dividend tax Paid | (1,11,60,120) | (1,08,48,108) |
| Net Cash used in Financing Activities | (6,57,55,798) | 10,89,86,835 |
| Net increase in Cash and Cash Equivalents (A+B+C) | (1,26,35,422) | 11,77,189 |
| Cash and Cash Equivalents as at the beginning of the year | 4,28,40,805 | 4,16,63,616 |
| Cash and Cash Equivalents as at the end of the year | 3,02,05,383 | 4,28,40,805 |

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

Place : Noida
Date : 30th May, 2016

(PRADEEP JAIN)
(Chief Financial Officer)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

SIGNIFICANT ACCOUNTING POLICIES

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.

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.

Sales

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

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.

Depreciation

Depreciation on all assets has been charged by written down value method in accordance with the useful life of the assets as prescribed in Schedule II to the Companies Act ,2013.

In respect of revalued assets, the incremental depreciation attributable to the Revaluation is transferred to Revaluation Reserve.

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.

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.

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.

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.

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 are recorded 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.

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.

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.

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.

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.

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.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1 SHARE CAPITAL

(Amount in ₹)

| PARTICULARS | As At | |
|--|--------------------|--------------------|
| | 31st March, 2016 | 31st March, 2015 |
| AUTHORISED SHARE CAPITAL 5,00,00,000 Equity Shares of par value of ₹ 2/- each (Previous year 5,00,00,000 Equity Shares of Par value of ₹ 2/- each) | 10,00,00,000 | 10,00,00,000 |
| ISSUED & SUBSCRIBED SHARE CAPITAL 1,55,00,305 Equity Shares of par value of ₹ 2/- each (Previous year 1,55,00,305 Equity Shares of Par value of ₹ 2/- each) | 3,10,00,610 | 3,10,00,610 |
| PAID UP SHARE CAPITAL 1,54,53,805 Equity Shares of par value of ₹ 2/- each (Previous year 1,54,53,805 Equity Shares of Par value of ₹ 2/- each) | 3,09,07,610 | 3,09,07,610 |
| TOTAL | 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, 2016 | | As At 31st March, 2015 | |
|--------------------------|--------------------------------------|--------|--------------------------------------|--------|
| | Number of Shares held in the Company | % Held | Number of Shares held in the Company | % Held |
| Anurag Gupta | 10,85,335 | 7.02 | 10,85,335 | 7.02 |
| Nand Kishore Gupta HUF | 14,88,660 | 9.63 | 14,88,660 | 9.63 |
| Arvind Veer Gupta | 12,10,335 | 7.83 | 12,10,335 | 7.83 |
| Asha Gupta | 24,99,665 | 16.18 | 24,99,665 | 16.18 |
| Harish Chandra Gupta | 19,73,695 | 12.77 | 19,73,695 | 12.77 |
| Harish Chandra Gupta HUF | 10,71,100 | 6.93 | 10,71,100 | 6.93 |
| Neera Gupta | 8,48,575 | 5.49 | 8,48,575 | 5.49 |

1.2 During the Year there is no Changes in Number of Shares outstanding at the end of the reporting period in comparison to number of Shares Outstanding at the beginning of the reporting period.

1.3 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 dispatched and realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the bankers. During the Financial year 2014-2015 the Face Value of Shares is divided into ₹ 2/- per Share from ₹ 10/- per Share each.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**2. RESERVES & SURPLUS**

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|--|------------------------|-----------------------|------------------------|------------------------|
| CAPITAL RESERVE: | | | | |
| As per last Balance Sheet | | 14,13,245 | | 14,13,245 |
| SECURITIES PREMIUM RESERVE: | | | | |
| As per last Balance Sheet | | 4,72,06,555 | | 4,72,06,555 |
| REVALUATION RESERVE: | | | | |
| As per last Balance Sheet | | 8,89,966 | | 9,35,135 |
| Less :- Depreciation | | 40,683 | | 45,169 |
| Less :- Sale of Fixed Assets | | - 8,49,283 | | - 8,89,966 |
| GENERAL RESERVE: | | | | |
| As per last Balance Sheet | | 5,57,89,316 | | 4,77,89,316 |
| Add: Transferred during the year | | - 5,57,89,316 | | 80,00,000 5,57,89,316 |
| PROFIT AND LOSS ACCOUNT | | | | |
| As per last Balance Sheet | | 39,05,99,303 | | 33,72,14,795 |
| Less :- Additional Depreciation on Fixed Assets upto 31st March 2014 Companies Act 2013 | | - | | 16,06,452 |
| Add: Profit for the year | | 4,27,77,788 | | 7,41,51,080 |
| | | 43,33,77,091 | | 40,97,59,423 |
| Less: Appropriations | | | | |
| Transferred to General Reserve | | - | | 80,00,000 |
| Proposed Dividend | | 30,90,761 | | 92,72,283 |
| (Dividend per share ₹ 0.20/- for face value ₹ 2/-per Share, Previous year ₹ 0.60 for face value ₹ 2/- per Share) | | | | |
| Tax on Dividend | | 6,29,206 42,96,57,124 | | 18,87,837 39,05,99,303 |
| TOTAL | | 53,49,15,523 | | 49,58,98,385 |

3 LONG-TERM BORROWINGS

(Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|-----------------------|---------------------------|---------------------------|
| SECURED | | |
| Term loan from Banks | 7,33,35,293 | 13,29,02,816 |
| Term loan from Others | 33,14,305 | 12,29,380 |
| TOTAL | 7,66,49,598 | 13,41,32,196 |

3.1 Current Year Term Loan ₹ 13,20,03,528/- (USD 2006742.20) {Prev Year ₹ 17,98,59,880/- (USD 2898627.80)} includes ₹ 1,07,97,733/- (Prev Year ₹ 90,21,803/-) on account of Foreign Exchange Difference against FCNR Loan availed from Citi Bank. Out of the Total Outstanding FCNR term Loan ₹ 5,86,68,235/- (USD 891885.20){ Prev Year ₹ 5,53,41,501/- (USD 891885.60)} is shown in Current Liabilities for Long term Borrowings and ₹ 7,33,35,293/- (USD 1114857.00) {Prev Year ₹ 12,45,18,379/- (USD 2006742.20)} is shown in Long Term Borrowings for Greater Noida Project which is Secured by:-

- Sole Charge on assets funded under FCNR Term Loan.
- First exclusive charge on immovable property of the company located at Plot no 31, Ecotech -XII, Greater Noida, U.P

3.2 Current Year Term Loan ₹ 88,88,449/- (USD 135123.90) { Prev Year ₹ 3,25,00,000/- (USD 540495.59) includes ₹ 11,93,275/- (Prev Year ₹ 9,56,001/-) on account of Foreign Exchange Difference against FCNR Loan for Plant & Machinery from IndusInd Bank .Out of the Total Outstanding FCNR Term Loan ₹ 88,88,449/- (USD 135123.90) {Prev Year ₹ 1,67,68,876/- (USD 270247.80) is shown in Current Liabilities for Long Term Borrowings and ₹ NIL (USD NIL) { Prev Year ₹ 83,84,437/- (USD 135123.90) is shown in Long Term Borrowings which is Secured by :-

- Exclusive Charge over Machinery Purchased by utilising the Term Loan
- Second Charge over the Land and Building situated at Roto House, Noida SEZ and Land and Building situated at B-14, Hosiery Complex, Noida.

3.2 Terms of Repayment:

- FCNR Term Loan from Citi bank is repayable in 16 equal quarterly instalments of USD 2,22,971.40 out of which 7 equal quarterly Instalments has been paid till March'16
- FCNR Term Loan from IndusInd Bank is repayable in 8 equal quartely Installments of USD 67,561.95 out of which 6 equal quarterly Installments has been paid till March 16
- Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
4. LONG TERM PROVISIONS (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--|---------------------------|---------------------------|
| Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave | 57,87,184 | 49,67,991 |
| TOTAL | 57,87,184 | 49,67,991 |

5. SHORT-TERM BORROWINGS (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--------------------------------------|---------------------------|---------------------------|
| SECURED | | |
| Loans repayable on demand from Banks | 24,83,96,545 | 20,84,29,068 |

5.1 BANK OF INDIA

The working Capital loans are secured against hypothecation of stocks and book debts on Pari Passu basis with Citi Bank & IndusInd Bank and guaranteed by the Chairman and Managing Director and Dy. Mananging Director as well as collaterly secured by:

- Equitable Mortgage of Immovable Factory Building, located at Roto House , 14 NSEZ, Noida on Pari Passu basis with IndusInd Bank.
- Equitable Mortgage of Immovable Factory land and building located at B-14, Phase-II, Extension, Noida on Pari Passu basis with IndusInd Bank .
- Hypothecation of plant & machinery exclusively charged to Bank of India.

Citi Bank

- Hypothecation on the stocks and book debts of the company on Pari Passu basis with Bank of India & IndusInd Bank.
- Equitable mortagage of Immovable property located at Plot No. 31, Ecotech-XII, Greater Noida , U.P

IndusInd Bank

- Equitable Mortgage over the Immovable Factory Building situated at Roto House ,14 NSEZ , Noida as well as Land and Building situated at B-14, Hosiery Complex, Noida on Pari Passu basis with Bank of India.
- Hypothecation charge on all Stock and book Debts of the company on Pari Passu basis with Bank of India & Citi Bank.

6. OTHER CURRENT LIABILITIES (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|---|---------------------------|---------------------------|
| Current Liabilities of Long Term Borrowings | 6,93,75,075 | 7,46,32,784 |
| Interest accrued but not due on borrowings | 22,544 | 3,62,010 |
| Un-paid/ Unclaimed Dividend | 13,84,955 | 12,87,025 |
| Sales Tax Payable | 11,92,525 | 10,65,196 |
| Excise Duty Payable | 7,01,577 | 8,21,637 |
| Other Payables | 4,68,09,150 | 4,91,67,767 |
| TOTAL | 11,94,85,826 | 12,73,36,419 |

- 6.1 Other payable includes ₹ 91,39,081/- for Capital liability (Previous year ₹ 82,76,054/-), ₹ 57,20,195/- on account of advance from customers (Previous year ₹ 75,01,699/-)and balance on account of other expenses payable

7. SHORT TERM PROVISIONS (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--|---------------------------|---------------------------|
| Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave | 63,15,047 | 45,23,219 |
| Provision for Dividends(including dividend distribution tax) | 37,19,967 | 1,11,60,120 |
| Provision for Income tax | 2,57,66,566 | 3,08,46,084 |
| Provision for Wealth Tax | - | 62,421 |
| TOTAL | 3,58,01,580 | 4,65,91,844 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

8. FIXED ASSETS

(Amount in ₹)

| Particulars | GROSS BLOCK | | | | DEPRECIATION / AMORTISATION | | | | NET BLOCK | |
|-----------------------------|---------------------|---|----------------------------------|------------------------------|-----------------------------|--------------------------------|---|-----------------------------|---------------------|---------------------|
| | As At 01.04.2015 | Additions/ Adjustments during the year | Deductions during the year | Total As At 31.03.2016 | Upto 31.03.2015 | Provided during the year | Deduction/ Adjustments during the year | Total Upto 31.03.2016 | As At 31.03.2016 | As At 31.03.2015 |
| TANGIBLE ASSETS | | | | | | | | | | |
| OWN ASSETS | | | | | | | | | | |
| Leasehold land | 9,25,35,016 | - | - | 9,25,35,016 | - | - | - | - | 9,25,35,016 | 9,25,35,016 |
| Factory buildings | 28,62,99,746 | 2,50,63,270 | - | 31,13,63,016 | 4,42,22,665 | 2,57,51,706 | - | 6,99,74,371 | 24,13,88,645 | 24,20,77,081 |
| Other buildings | 26,74,436 | - | - | 26,74,436 | 17,79,856 | 34,561 | - | 18,14,417 | 8,60,019 | 8,94,580 |
| Plant & machinery | 28,41,68,425 | 62,62,945 | 293,183 | 29,01,38,187 | 9,85,54,547 | 3,46,06,875 | 2,28,340 | 13,29,33,082 | 15,72,05,105 | 18,56,13,878 |
| Furniture & fixtures | 1,30,29,837 | 1,61,50,134 | 163,050 | 2,90,16,921 | 89,16,262 | 23,10,933 | 1,63,050 | 1,10,64,145 | 1,79,52,776 | 41,13,575 |
| Office equipments | 2,09,44,112 | 19,25,502 | 175,050 | 2,26,94,564 | 88,97,206 | 58,46,989 | 1,63,100 | 1,45,81,095 | 81,13,469 | 1,20,46,906 |
| Vehicles | 3,62,51,648 | 67,80,995 | 2202,778 | 4,08,29,865 | 2,28,93,074 | 48,38,705 | 19,98,352 | 2,57,33,427 | 1,50,96,438 | 1,33,58,574 |
| Computers | 2,12,96,801 | 17,32,322 | - | 2,30,29,123 | 1,69,57,307 | 28,30,070 | - | 1,97,87,377 | 32,41,746 | 43,39,494 |
| TOTAL | 75,72,00,021 | 5,79,15,168 | 2834,061 | 81,22,81,128 | 20,22,20,917 | 7,62,19,839 | 25,52,842 | 27,58,87,914 | 53,63,93,214 | 55,49,79,104 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| Software | 83,29,925 | 21,610 | - | 83,51,535 | 77,21,043 | 2,20,533 | - | 79,41,576 | 4,09,959 | 6,08,882 |
| Technical design & drawings | 10,70,334 | - | - | 10,70,334 | 6,85,578 | 67,383 | - | 7,52,961 | 3,17,373 | 3,84,756 |
| Trade mark | 5,40,086 | 5,05,758 | - | 10,45,844 | 1,24,735 | 76,489 | - | 2,01,224 | 8,44,620 | 4,15,351 |
| TOTAL | 99,40,345 | 5,27,368 | - | 1,04,67,713 | 85,31,356 | 3,64,405 | - | 88,95,761 | 15,71,952 | 14,08,989 |
| Capital work-in-progress | | | | | | | | | 79,57,240 | 79,66,040 |
| GRAND TOTAL | 76,71,40,366 | 5,84,42,536 | 2834,061 | 82,27,48,841 | 21,07,52,273 | 7,65,84,244 | 25,52,842 | 28,47,83,675 | 54,59,22,406 | 56,43,54,133 |
| PREVIOUS YEAR | 40,64,42,028 | 36,68,34,644 | 6136,306 | 76,71,40,366 | 16,48,86,663 | 5,00,65,703 | 42,00,093 | 21,07,52,273 | 56,43,54,133 | 32,57,68,869 |

Note:

- Net Block of Fixed Assets as on 31st March, 2016 includes fixed assets held at Foreign Branches of the company - ₹ 23,79,448/- (Previous Year ₹ 33,08,943/-)
- Net Block of Fixed Assets as on 31st March, 2016 includes ₹ 8,49,283/- towards assets revalued on 31st March, 1993 by an approved valuer.
- ₹ 1,07,97,733/- has been capitalised to the cost of Fixed Assets (Building) for Foreign Exchange difference on account of FCNR term Loan from Citi Bank. The aforesaid amounts so capitalised are being depreciated over the useful life of the Fixed Assets.
- Trade Mark has been amortized over the period of 10 years as per the Accounting Standard AS-26 (Intangible Assets).

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

9 NON-CURRENT INVESTMENTS

(Amount in ₹)

| PARTICULARS | As At | |
|---|--------------------|--------------------|
| | 31st March, 2016 | 31st March, 2015 |
| Trade Investment in Equity Shares - Fully paid up and unquoted | | |
| 225000 Equity Shares of Euro 1 each in Roto Pumpen-GmbH (Prev Year 25000 Equity Shares of Euro 1 each) (Wholly Owned Subsidiary Company) | 1,64,03,501 | 17,23,750 |
| 525000 Equity Shares of USD 1 each in Roto Pumps Americas INC (Prev Year 75000 Equity Shares of USD 1 each) (Wholly Owned Subsidiary Company) | 3,40,49,000 | 46,72,500 |
| 480000 Equity Shares of SGD 1 each in Roto Pumps Singapore (Prev Year 480000 Equity Shares of SGD 1 each) (Joint Venture Company) | 2,34,24,000 | 2,34,24,000 |
| TOTAL | 7,38,76,501 | 2,98,20,250 |

10 INVENTORIES

(Amount in ₹)

| PARTICULARS | As At | |
|------------------------------|---------------------|---------------------|
| | 31st March, 2016 | 31st March, 2015 |
| a) Raw Materials-In stock | 5,11,31,248 | 5,99,37,657 |
| b) Work in Process-In stock | 85,99,160 | 1,58,08,904 |
| c) Finished Goods-In stock | 10,70,20,077 | 10,22,64,904 |
| d) Finished Goods-In Transit | 73,79,483 | 99,56,011 |
| e) Consumables Stores | 11,50,349 | 19,49,148 |
| f) Other Stores & Spares | 11,47,871 | 15,70,287 |
| g) Loose Tools | 31,43,247 | 37,57,124 |
| h) Packing Material | 13,05,384 | 22,68,562 |
| i) Scrap and Wastage | 1,79,520 | 88,000 |
| TOTAL | 18,10,56,339 | 19,76,00,597 |

11 TRADE RECEIVABLES

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|--|---------------------------------|---------------------|------------------------|---------------------|
| | (Unsecured and considered good) | | | |
| a) Trade receivables due for a period exceeding six months | 2,92,62,788 | | 1,88,29,602 | |
| b) Others | 19,07,93,418 | 22,00,56,206 | 19,10,01,597 | 20,98,31,199 |
| TOTAL | | 22,00,56,206 | | 20,98,31,199 |

12 CASH AND CASH EQUIVALENTS

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|--|------------------------------|--------------------|------------------------|--------------------|
| | i) Cash and cash equivalents | | | |
| a) Balance with banks | 1,79,36,779 | | 2,30,87,366 | |
| b) Cash in Hand | 23,27,070 | | 17,64,487 | |
| c) Remittance in Transit | 28,50,185 | 2,31,14,034 | 1,00,22,809 | 3,48,74,662 |
| ii) Earmarked Balances with Bank - Unclaimed dividend a/c | | 13,84,955 | | 12,87,026 |
| iii) Term Deposit(Restricted)- Margin Money against guarantees | | 57,06,394 | | 66,79,117 |
| TOTAL | | 3,02,05,383 | | 4,28,40,805 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**13 SHORT-TERM LOANS & ADVANCES**

(Amount in ₹)

| PARTICULARS | As At | As At |
|--|--------------------|---------------------|
| | 31st March, 2016 | 31st March, 2015 |
| (Unsecured and considered good) | | |
| a) Capital Advances | 1,78,55,754 | 2,42,80,643 |
| b) Prepaid Expenses | 63,82,612 | 55,06,567 |
| c) Security Deposits | 70,56,478 | 65,93,463 |
| d) Deposit with Excise & Other Authorities | 3,71,73,058 | 3,64,52,179 |
| e) Advance Income Tax & Tax Deducted at Source | 2,45,37,972 | 2,78,37,907 |
| f) Staff Loans | 6,94,970 | 9,29,500 |
| g) Other Receivables | 42,13,880 | 1,38,55,043 |
| TOTAL | 9,79,14,724 | 11,54,55,302 |

14 OTHER CURRENT ASSETS

(Amount in ₹)

| PARTICULARS | As At | As At |
|-----------------------------------|------------------|------------------|
| | 31st March, 2016 | 31st March, 2015 |
| Interest accrued on Bank deposits | 2,67,329 | 66,349 |
| TOTAL | 2,67,329 | 66,349 |

15. REVENUE FROM OPERATIONS

(Amount in ₹)

| Particulars | Year Ended | | Year Ended | |
|---|------------------|---------------------|------------------|---------------------|
| | 31st March, 2016 | | 31st March, 2015 | |
| Sale of Products | | | | |
| Pumps | 49,44,88,661 | | 45,75,13,589 | |
| Spares | 48,14,92,414 | 97,59,81,075 | 50,79,36,916 | 96,54,50,505 |
| Sale of Services | | | | |
| Services- Repairs & Maintenance | 11,73,716 | | 13,19,439 | |
| Services- Commissioning & Installation | 47,46,157 | 59,19,873 | 30,57,857 | 43,77,296 |
| Other Operating Revenue | | 44,39,252 | | 54,61,345 |
| Gross Revenue From Operations | | 98,63,40,200 | | 97,52,89,146 |
| Less: Excise Duty | | | | |
| Pumps | 1,91,44,596 | | 1,63,83,627 | |
| Spares | 1,67,56,574 | 3,59,01,170 | 1,51,21,620 | 3,15,05,247 |
| Less:- Service Tax on Services | | | | |
| Services- Repairs & Maintenance | 1,47,116 | | 1,15,004 | |
| Services- Commissioning & Installation | 4,129 | 151245 | 1,21,622 | 2,36,626 |
| Less:- Excise Duty On Other Operating Revenue | | 493252 | | 7,52,183 |
| Net Sale of Products | | | | |
| Pumps | 47,53,44,065 | | 44,11,29,962 | |
| Spares | 46,47,35,840 | 94,00,79,905 | 49,28,15,296 | 93,39,45,258 |
| Net Sale of Services | | | | |
| Services- Repairs & Maintenance | 10,26,600 | | 12,04,435 | |
| Services- Commissioning & Installation | 47,42,028 | 57,68,628 | 29,36,235 | 41,40,670 |
| Net Other Operating Revenue | | 39,46,000 | | 47,09,162 |
| Net Revenue From Operations | | 94,97,94,533 | | 94,27,95,090 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

15.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|---------------------|--------------------------------|---------------------|
| | Domestic | | | |
| Sale Of Products | | | | |
| - Pumps | 18,70,32,158 | | 16,19,63,062 | |
| - Spares | 13,86,73,438 | 32,57,05,596 | 14,31,85,090 | 30,51,48,152 |
| Sales Of Services | | | | |
| - Services- Repairs & Maintenance | 10,26,600 | | 9,30,450 | |
| - Services- Commissioning & Installation | 29,162 | 10,55,762 | 9,84,000 | 19,14,450 |
| Other Operating Revenue | | 39,46,000 | | 47,09,162 |
| | | 33,07,07,358 | | 31,17,71,764 |
| Export | | | | |
| Sales Of Products | | | | |
| - Pumps | 28,83,11,907 | | 27,91,66,900 | |
| - Spares | 32,60,62,402 | 61,43,74,309 | 34,96,30,206 | 62,87,97,106 |
| Sales Of Services | | | | |
| - Services- Repairs & Maintenance | - | | 2,73,985 | |
| - Services- Commissioning & Installation | 47,12,866 | 47,12,866 | 19,52,235 | 22,26,220 |
| | | 61,90,87,175 | | 63,10,23,326 |
| TOTAL | | 94,97,94,533 | | 94,27,95,090 |

16 OTHER INCOME

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|------------------|--------------------------------|-----------------|
| | Interest Income | | | |
| - On Bank Deposits | 4,61,545 | | 3,85,275 | |
| - Others | 8,57,034 | 13,18,579 | 1,29,030 | 5,14,305 |
| (Tax Deducted at Source ₹ 46,155/- (Previous Year- ₹ 38,523/-) | | | | |
| Misc. Credit Balances Written Off | | 16,50,506 | | - |
| Profit on Sale/Impairment of Fixed Assets | | 53,781 | | - |
| Miscellaneous Receipts | | 1,56,874 | | 1,49,872 |
| TOTAL | | 31,79,740 | | 6,64,177 |

17 COST OF MATERIALS CONSUMED

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|---|----------------------------------|--------------|--------------------------------|--------------|
| | i) RAW MATERIALS CONSUMED | | | |
| Opening Stock | 2,74,38,463 | | 1,75,35,866 | |
| Add: Purchases& Expenses thereon | 12,18,54,108 | | 15,41,43,406 | |
| Less: Closing Stock | 2,07,84,408 | 12,85,08,163 | 2,74,38,463 | 14,42,40,809 |
| ii) BOUGHT OUT COMPONENTS CONSUMED | | | | |
| Opening Stock | 3,24,99,194 | | 2,54,02,731 | |
| Add: Purchases& Expenses thereon | 18,63,50,661 | | 18,93,40,575 | |
| Less: Closing Stock | 3,03,46,840 | 18,85,03,015 | 3,24,99,194 | 18,22,44,112 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**17 COST OF MATERIALS CONSUMED**

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|---------------------|--|---------------------|--------------------------------|---------------------|
| | iii) CONSUMABLE STORES AND SPARES | | | |
| Opening Stock | 19,49,148 | | 7,75,966 | |
| Add: Purchases | 54,87,566 | | 85,38,987 | |
| Less: Closing Stock | 11,50,349 | 62,86,365 | 19,49,148 | 73,65,805 |
| TOTAL | | 32,32,97,543 | | 33,38,50,726 |

17.1 PARTICULARS OF RAW MATERIAL AND COMPONENTS CONSUMED

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|---------------------|--------------------------------|---------------------|
| | MILD STEEL | 15,08,500 | | 2,26,169 |
| STEEL (SS & ALLOY) | 6,53,04,404 | | 8,08,77,773 | |
| IRON & METAL CASTINGS | 3,19,06,151 | | 3,17,10,613 | |
| RUBBER & CHEMICALS | 1,54,75,792 | | 1,85,55,031 | |
| PIPES | 99,31,008 | | 84,11,717 | |
| BOUGHT OUT MATERIALS & COMPONENTS | 18,85,03,015 | | 18,22,44,112 | |
| FREIGHT, CARTAGE, CLEARING & INSURANCE | 43,82,308 | | 44,59,506 | |
| TOTAL | | 31,70,11,178 | | 32,64,84,921 |

18 CHANGE IN INVENTORIES

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|----------------------------------|--------------------------------|------------------|--------------------------------|----------------------|
| | OPENING STOCK: | | | |
| Finished Goods | 11,22,20,915 | | 9,58,88,666 | |
| Work in Progress | 1,58,08,904 | | 1,06,74,686 | |
| Scrap & Wastage | 88,000 | 12,81,17,819 | 1,17,584 | 10,66,80,936 |
| LESS: CLOSING STOCK: | | | | |
| Finished Goods | 11,43,99,559 | | 11,22,20,915 | |
| Work in Progress | 85,99,160 | | 1,58,08,904 | |
| Scrap & Wastage | 1,79,520 | 12,31,78,239 | 88,000 | 12,81,17,819 |
| Net Change in Inventories | | 49,39,580 | | (2,14,36,883) |

19 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|---|--|---------------------|--------------------------------|---------------------|
| | Wages, Salary, Bonus Gratuity & Other Allowances | 19,58,94,891 | | 18,89,43,397 |
| Contribution to Provident & Other Funds | 1,40,63,502 | | 1,37,31,021 | |
| Directors' Remuneration | 2,46,19,903 | | 2,18,10,140 | |
| Workmen & Staff Welfare | 69,50,545 | | 70,15,788 | |
| TOTAL | | 24,15,28,841 | | 23,15,00,346 |

19.1 Contribution to Provident & Other funds includes contribution of Provident Fund for Directors ₹ 18,61,200/- (Prev Year ₹ 18,07,200/-)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016
20 FINANCE COST

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|-------------------|--------------------------------|--------------------------------|
| INTEREST : | | |
| On Term Loans | 95,81,087 | 1,25,30,577 |
| On Others | 2,22,41,764 | 97,96,293 |
| TOTAL | 3,18,22,851 | 2,23,26,870 |

21 DEPRECIATION & AMORTISATION EXPENSE

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|--|--------------------------------|--------------------------------|
| For the year | 7,65,84,244 | 5,00,65,703 |
| Less : Transferred to Revaluation Reserve | 40,683 | 45,169 |
| Less : Additional Depreciation on Fixed Assets transfer to Profit & Loss Account | - | 16,06,452 |
| TOTAL | 7,65,43,561 | 4,84,14,082 |

22 OTHER EXPENSES

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|--|--------------------------------|--------------------------------|
| Power & Fuel | 1,84,04,310 | 1,96,66,069 |
| Machining & Electroplating | 1,39,44,876 | 1,51,66,953 |
| Tools | 69,44,550 | 80,95,030 |
| Repairs : | | |
| Building | 19,97,816 | 14,50,256 |
| Plant & Machinery | 73,35,727 | 44,53,158 |
| Others | 25,64,658 | 1,18,98,201 |
| Insurance Charges | 16,09,787 | 15,40,210 |
| Travelling & Conveyance | 3,77,55,240 | 3,57,95,806 |
| Postage & Telephone | 62,44,037 | 63,10,887 |
| Professional & Consultancy | 23,23,466 | 29,12,300 |
| Vehicle Running & Maintenance | 55,73,349 | 59,98,359 |
| Rent | 1,41,05,435 | 1,43,35,678 |
| Rates & Taxes | 23,89,474 | 35,01,632 |
| Directors' Sitting Fees | 5,80,000 | 3,30,000 |
| Payment to Auditors : | | |
| Audit Fee | 2,00,000 | 2,00,000 |
| Tax Audit Fee | 75,000 | 75,000 |
| Taxation Matters | 25,000 | 25,000 |
| Foreign Branch Audit Fee | 5,79,259 | 5,60,468 |
| Out of Pocket Expenses | 20,000 | 8,99,259 |
| Packing & Forwarding Exp. | 4,31,96,148 | 4,08,85,745 |
| Commission & Discount | 54,95,629 | 16,36,191 |
| Advertisement & Publicity | 60,89,366 | 78,20,613 |
| Loss on sale of fixed assets | - | 10,97,812 |
| Foreign Exchange Diff. - Foreign Operations & Others | 14,60,051 | 19,35,993 |
| Bad Debts | 32,23,018 | 11,90,180 |
| Miscellaneous Expenses | 3,16,83,148 | 3,49,42,777 |
| TOTAL | 21,38,19,345 | 21,25,35,308 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**23 CONTINGENT LIABILITIES & COMMITMENTS****23.1 CONTINGENT LIABILITIES**

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|--|-------------|-------------|
| i) Disputed Sales Tax-Case | 3,00,246 | 3,00,246 |
| ii) Disputed Income Tax (appeals pending) | 50,54,838 | 50,54,838 |
| iii) Bank Guarantee | 2,79,56,515 | 2,80,99,854 |
| iv) Labour Cases | 66,89,228 | 66,03,269 |
| v) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land | 1,10,00,000 | 1,10,00,000 |

23.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ NIL /-(Previous year ₹ 2,80,48,000/-)

24 Financial and Derivative Instruments**For Hedging Currency**

Nominal amounts of derivative contracts entered into by the Company and outstanding as on 31st March 2016 is given below:

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|------------------|-------------|-------------|
| Forward Contract | 1,17,26,800 | 8,04,16,200 |

25 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 ₹ 2,41,68,195/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2016.

26 Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.

27 Term Deposits with Bank of India, Janpath Branch amounting to ₹ 33,07,350/- (Prev. year ₹ 51,57,978.54) and Term Deposit with Indusind Bank ,Barakhamba Road Branch amounting ₹ 23,99,044/- (Prev Year ₹ 15,21,138/-) are pledged with Bank of India & IndusInd Bank as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

28. Related Party Disclosure**Key Managerial Personnel**

(Amount in ₹)

| Name | Designation | Nature of Transaction-Gross Salary | |
|--------------------------|------------------------------|------------------------------------|-----------|
| | | 2015-16 | 2014-2015 |
| Mr. Harish Chandra Gupta | Chairman & Managing Director | 1,10,21,659 | 98,23,834 |
| Mr. Anurag Gupta | Dy. Managing Director | 68,56,085 | 60,38,951 |
| Mr.Arvind Veer Gupta | Whole Time Director | 67,42,159 | 59,47,355 |
| Mr Pardeep Jain | Chief Financial Officer | 20,51,585 | 19,05,766 |
| Mr.Ashwani Kumar Verma | Company Secretary | 14,93,585 | 13,93,867 |

During the F.Y 2015-2016 Mr Pradeep Jain is being promoted from Deputy General Manager -Finance & Accounts to Chief Financial Officer with effect from 10th November 2015.

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 had taken on lease for Camp Office from H. C. Gupta HUF and paid ₹ 49,74,000/- towards rent (Prev year ₹ 48,00,000/-).

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 ₹ NIL towards rent during the year (Prev. year ₹ 3,54,000/-)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

Transactions with other related party

| Particulars | Relationship | Nature of Transactions | 2015-2016 | 2014-2015 |
|-----------------------------------|-------------------------|------------------------|-------------|-------------|
| 1. Revenue from Operation | | | | |
| Roto Pumpen GmbH | Wholly Owned Subsidiary | Sales | 1,06,16,902 | 82,333 |
| Roto Pumps North America Inc | Wholly Owned Subsidiary | Sales | 5,08,82,506 | 60,56,753 |
| Ecochem Pumps (Pty) Ltd | Associates | Sales | - | 1,10,20,505 |
| 2. Other Income | | | | |
| Roto Pumpen GmbH | Wholly Owned Subsidiary | Interest Income | 4,86,876 | 71,014 |
| Roto Pumps Americas Inc | Wholly Owned Subsidiary | Interest Income | 3,45,354 | 44,471 |
| 3. Other Expenses | | | | |
| Roto Pumps North America Inc | Wholly Owned Subsidiary | Commission on Sales | 19,00,185 | - |
| 4. Loans & Advances | | | | |
| Roto Pumpen GmbH | Wholly Owned Subsidiary | Loans | - | 42,51,619 |
| Roto Pumps Americas Inc | Wholly Owned Subsidiary | Loans | - | 33,55,943 |
| 5. Purchase of Investments | | | | |
| Roto Pumpen GmbH | Wholly Owned Subsidiary | Purchase Investments | 1,46,79,751 | 9,11,250 |
| Roto Pumps Americas Inc | Wholly Owned Subsidiary | Purchase Investments | 2,93,76,500 | 46,72,500 |
| Roto Overseas Pte.Ltd | Joint Venture | Purchase Investments | - | 2,34,24,000 |

The Joint Venture Company in Singapore - Roto Overseas Pte Ltd has divested its equity stake in the associate South African company - Ecochem Pumps Africa (Pty) Ltd at par value during the year and placed the sales proceeds with another South African Company known as Roto Pumps Africa (Pty) Ltd with intent to acquire majority stake. The process of acquisition of equity could not be completed as on 31st March, 2016. Roto Pumps (Africa) Pty Ltd has started sales and marketing of pumps and parts of pumps during the year under review and has achieved a sales turnover of South African Rand (ZAR) 613,493 and incurred a loss of ZAR 533,702.

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

(Amount in ₹)

| PARTICULARS | Year | Year |
|-------------------|--------------------|--------------------|
| | 2015-2016 | 2014-2015 |
| Salary | 1,55,10,000 | 1,50,60,000 |
| Other Perquisites | 91,09,903 | 67,50,140 |
| | 2,46,19,903 | 2,18,10,140 |

30 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ 51,81,976/- { Previous Year - ₹ (2,65,326/-)} has been grouped with Export Sale.

31 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 7,01,577/- (Prev. year ₹ 8,21,637/-) has been included in the value of the closing stock after creating suitable provision for liability.

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 operationally 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 31.03.2015 | Current Year Credit/(Charge) | Deferred Tax Asset/ (Liability) as on 31.03.2016 |
|---|--|---------------------------------|--|
| Difference in carrying amount of fixed assets in financial statements and income tax return | (1,50,17,229) | (2,92,582) | (1,53,09,811) |
| Provision for Gratuity | 9,11,622 | 1,63,511 | 10,75,133 |
| Provision for Leave encashment | 23,14,440 | 6,11,425 | 29,25,865 |
| Others | (35,76,965) | 54,21,553 | 18,44,588 |
| Total | (1,53,68,132) | 59,03,907 | (94,64,225) |

Note: The Company has recognised the Deferred Tax Asset of ₹ 59,03,907/- (Previous year Deferred Tax Charge of ₹ 1,11,52,665/-) during the year and debited to Profit & Loss Account.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**35 EARNING PER SHARE**

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|--------------------------------------|-------------|-------------|
| Net profit after taxes for the year | 4,27,77,788 | 7,41,51,080 |
| Number of Equity Shares | 1,54,53,805 | 1,54,53,805 |
| Basic and Diluted Earning per Shares | 2.77 | 4.80 |
| Face Value per Share | 2 | 2 |

36 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:

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|---|-----------|-----------|
| Employer’s Contribution to Provident fund | 50,93,022 | 48,20,457 |
| Employer’s Contribution to Superannuation/NIC at foreign branches | 60,79,714 | 59,92,615 |

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 | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2015-16 Amount (₹) | 2014-15 Amount (₹) | 2015-16 Amount (₹) | 2014-15 Amount (₹) |
| The principle assumptions used in actuarial valuation | | | | |
| - Discount rate | 8.04% | 7.99% | 8.04% | 7.99% |
| - Expected rate on return of assets (per annum) | 8.04% | 7.99% | 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 the beginning of the year | 1,72,58,680 | 1,39,86,773 | 54,39,985 | 38,46,440 |
| - Interest Costs | 13,78,969 | 13,03,567 | 4,34,655 | 3,58,488 |
| - Current Service Cost | 13,99,982 | 11,45,991 | 5,91,392 | 5,11,391 |
| - Past Service Cost(vested benefit) | | | | |
| - Benefits Paid | (15,10,553) | (5,91,216) | (13,62,067) | (7,98,098) |
| - Actuarial (Gain) / Loss on obligations | (11,74,828) | 14,13,565 | 9,52,651 | 15,21,764 |
| - Present value of obligation as at end of the year | 1,73,52,250 | 1,72,58,680 | 60,56,616 | 54,39,985 |
| Change in fair value of Plan Assets | | | | |
| Fair Value of Plan Assets at the beginning of the period | 1,45,76,649 | 1,15,04,686 | - | - |
| Expected Return on Plan Assets | 11,64,674 | 10,72,237 | - | - |
| Contributions | - | 27,00,000 | - | - |
| Benefit Paid | (15,10,553) | (5,91,216) | - | - |
| Actuarial Gain/(Loss) on Plan Assets | (1,30,585) | (1,09,058) | - | - |
| Fair Value of Plan Assets at the end of the period | 1,41,00,185 | 1,45,76,649 | - | - |
| Actual Return on Plan Assets | | | | |
| Expected Return on Plan Assets | 11,64,674 | 10,72,237 | - | - |
| Actuarial Gains/(Losses) on Plan Assets | (1,30,585) | (1,09,058) | - | - |
| Actual Return on Plan Assets | 10,34,089 | 9,63,179 | - | - |
| Liability Recognised in balance Sheet | | | | |
| - Present value of obligation as at end of the year | (1,73,52,250) | (1,72,58,680) | 60,56,616 | (54,39,985) |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

| Particulars | Gratuity Funded | | Leave encashment | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2015-16 Amount (₹) | 2014-15 Amount (₹) | 2015-16 Amount (₹) | 2014-15 Amount (₹) |
| - Fair value of plan assets as at the end of the year | 1,41,00,185 | 1,45,76,649 | - | - |
| - Unfunded status | (32,52,065) | (26,82,031) | 60,56,616 | (54,39,985) |
| - Unrecognised Actuarial (Gain)/Loss | - | - | - | - |
| Net (Assets)/ Liability recognised in Balance Sheet | (32,52,065) | (26,82,031) | 60,56,616 | (54,39,985) |
| Expenses recognised in Profit and Loss Account | | | | |
| - Current Service Cost | 13,99,982 | 11,45,991 | 5,91,392 | 5,11,391 |
| - Interest Costs | 2,14,295 | 2,31,330 | 4,34,655 | 3,58,488 |
| - Expected Return on Plan assets | - | - | - | - |
| - Past Service Cost(vested benefit) Recognised | - | - | - | - |
| - Net Actuarial (Gain)/ Loss recognised during the year | (10,44,243) | 15,22,623 | 9,52,651 | 15,21,764 |
| Total Expenses recognised in Profit and Loss a/c | 5,70,034 | 28,99,944 | 19,78,698 | 23,91,643 |

In respect of employees at Foreign branches

| Particulars | Gratuity Funded | | Leave encashment | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2015-16 Amount (₹) | 2014-15 Amount (₹) | 2015-16 Amount (₹) | 2014-15 Amount (₹) |
| Change in Present value of Obligation | - | - | - | - |
| - Present value of obligation as at beginning of the year | - | - | 13,69,193 | 14,04,911 |
| - Interest Costs | - | - | 1,17,050 | 96,855 |
| - Current Service Cost | - | - | 10,41,350 | 6,76,388 |
| - Past Service Cost(vested benefit) | - | - | - | - |
| - Benefits Paid | - | - | (38,21,900) | (6,11,802) |
| - Actuarial (Gain) / Loss on obligations | - | - | 40,87,857 | (1,97,159) |
| - Present value of obligation as at end of the year | - | - | 27,93,550 | 13,69,193 |
| Change in fair value of Plan Assets | - | - | - | - |
| Fair Value of Plan Assets at the beginning of the period | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Contributions | - | - | - | - |
| Benefit Paid | - | - | - | - |
| Actuarial Gain/(Loss) on Plan Assets | - | - | - | - |
| Fair Value of Plan Assets at the end of the period | - | - | - | - |
| Actual Return on Plan Assets | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Actuarial Gains/(Losses) on Plan Assets | - | - | - | - |
| Actual Return on Plan Assets | - | - | - | - |
| Liability Recognised in balance Sheet | - | - | - | - |
| - Present value of obligation as at beginning of the year | - | - | 27,93,550 | 13,69,193 |
| - Fair value of plan assets as at the end of the year | - | - | - | - |
| - Unfunded status | - | - | 27,93,550 | 13,69,193 |
| - Unrecognised Actuarial (Gain)/Loss | - | - | - | - |
| Net (Assets)/ Liability recognised in Balance Sheet | - | - | 27,93,550 | 13,69,193 |
| Expenses recognised in Profit and Loss Account | - | - | - | - |
| - Current Service Cost | - | - | 10,41,350 | 6,76,388 |
| - Interest Costs | - | - | 1,17,050 | 96,855 |
| - Expected Return on Plan assets | - | - | - | - |
| - Past Service Cost(vested benefit) Recognised | - | - | - | - |
| - Net Actuarial (Gain)/ Loss recognised during the year | - | - | 40,01,700 | (4,186) |
| Total Expenses recognised in Profit and Loss a/c | - | - | 51,60,100 | 7,69,057 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

- 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 Earnings in Foreign Currency

| Particulars | 2015-16 | | 2014-15 | |
|------------------------|---------------------|---------------------|---------------------|---------------------|
| | Bill Value (₹) | FOB Value (₹) | Bill Value (₹) | FOB Value (₹) |
| Export of Goods | | | | |
| Pumps | 28,83,11,907 | 28,69,17,929 | 27,91,66,900 | 27,78,66,748 |
| Spares | 32,60,62,402 | 32,39,78,715 | 34,96,30,206 | 34,87,59,331 |
| Others | | | | |
| Service Charges | 47,12,866 | 47,12,866 | 22,26,220 | 22,26,220 |
| Interest Income | 8,32,230 | 8,32,230 | 1,15,485 | 1,15,485 |
| TOTAL | 61,99,19,405 | 61,64,41,740 | 63,11,38,811 | 62,89,67,784 |

Note : Export of goods includes sales at Foreign Branches ₹ 41,22,95,633/- (Prev. Year ₹ 36,63,70,856/-)
Service Charges includes charges at Foreign Branches ₹ 5,91,631/- (Prev. Year ₹ 2,73,985/-)
Interest Income includes interest at Foreign Branches ₹ NIL/- (Prev. Year ₹ NIL/-)

40 Expenditure in Foreign Currency

(Amount in ₹)

| PARTICULARS | 2015-2016 | 2014-2015 |
|----------------------------|---------------------|---------------------|
| Travelling Expenses | 1,05,63,050 | 81,65,708 |
| Expenses at Foreign Branch | 10,56,86,078 | 11,77,76,859 |
| Professional & Consultancy | 1,76,572 | 3,46,314 |
| Other Expenses | 49,69,952 | 39,51,434 |
| TOTAL | 12,13,95,652 | 13,02,40,315 |

Note: Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 3,17,424/- (Prev. Year ₹ 7,28,342/-) and Consumption of Consumable Stores of ₹ 5,58,601/- (Prev. Year ₹ 3,87,823/-)

- 41 Remittance in foreign currency towards Dividend for 2014-15 to Ms. Debra Pauly, U.K. of ₹ 2,29,200/- on 382000 Equity Shares (Previous Year ₹ 2,29,200/-)

42 Value of Imports (Calculated on CIF basis)

(Amount in ₹)

| PARTICULARS | 2015-2016 | 2014-2015 |
|---------------|--------------------|--------------------|
| Materials | 1,81,58,429 | 2,87,28,222 |
| Capital Goods | 1,05,432 | 1,86,91,288 |
| TOTAL | 1,82,63,861 | 4,74,19,510 |

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

43. Consumption of Indigenous/Imported Materials

| | 2015-16 | | 2014-15 | |
|---|---------------------|-------------|---------------------|-------------|
| | Amount (₹) | % | Amount (₹) | % |
| a) Raw Materials and components | | | | |
| Indigenous | 22,84,11,591 | 72.05% | 23,64,85,534 | 72.43% |
| Imported | 8,85,99,587 | 27.95% | 8,99,99,387 | 27.57% |
| TOTAL | 31,70,11,178 | 100% | 32,64,84,921 | 100% |
| Note: Imported Raw Material and Components includes ₹ 6,81,59,596/- (Previous Year ₹ 6,02,71,568/-) consumption at foreign branches. | | | | |
| b) Consumable Stores | | | | |
| Indigenous | 57,27,764 | 91.11% | 69,77,982 | 94.73% |
| Imported | 5,58,601 | 8.89% | 3,87,823 | 5.27% |
| TOTAL | 62,86,365 | 100% | 73,65,805 | 100% |
| Note: Imported Consumables includes ₹ 5,58,601/- (Previous Year ₹ 3,87,823/-) consumption at foreign branches. | | | | |

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

45 Figures have been rounded off to the nearest rupee.

As per our Report of even date.

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

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

Place : Noida
Date : 30th May, 2016

For and on behalf of the Board

(HARISH CHANDRA GUPTA)
Chairman & Managing Director
(DIN: 00334405)

(PRADEEP JAIN)
(Chief Financial Officer)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

INDEPENDENT AUDITOR'S REPORT

To the Members of ROTO PUMPS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Roto Pumps Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the group") its jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21 – Consolidated Financial Statements). The respective Board of Directors of the companies included in the Group and of its jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provision of the act, the accounting and auditing standards and matters which are required to be included in the audit

report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements 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, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2016, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements / financial information of two subsidiaries and one jointly controlled entities, whose financial statements / financial information reflect total assets of ₹ 629.23 Lacs as at 31st March, 2016, total revenues of ₹ 615.76 Lacs. These financial statements / financial information are unaudited and have been

furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of a subsidiary and a jointly controlled entity as noted in the "Other Matter" paragraph we report to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of

preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, internal financial controls over financial reporting are adequate.
- (g) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

A. KAY. MEHRA

Partner

Membership No. 9963

Place: Noida
Date : 30.05.2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Note No. | As At | |
|---|----------|-----------------------|-----------------------|
| | | 31st March, 2016 | |
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDERS' FUNDS | | | |
| Share Capital | 1 | 3,09,07,610 | 3,09,07,610 |
| Reserves & Surplus | 2 | 47,81,21,144 | 50,90,28,754 |
| | | | 47,35,67,992 |
| | | | 50,44,75,602 |
| MINORITY INTEREST | | | |
| | | 1,26,97,299 | 1,40,67,024 |
| NON-CURRENT LIABILITIES | | | |
| Long Term Borrowings | 3 | 7,66,49,598 | 13,41,32,196 |
| Deferred Tax Liabilities (Net) | 34 | 94,64,225 | 1,53,68,132 |
| Long Term Provisions | 4 | 57,87,184 | 49,67,991 |
| CURRENT LIABILITIES | | | |
| Short Term Borrowings | 5 | 24,83,96,545 | 20,84,29,068 |
| Trade Payables | | 8,82,78,116 | 9,76,25,573 |
| Other Current Liabilities | 6 | 12,07,85,730 | 12,81,66,974 |
| Short Term Provisions | 7 | 3,58,01,580 | 49,32,61,971 |
| | | | 4,65,91,844 |
| | | | 48,08,13,459 |
| TOTAL | | 1,10,68,89,031 | 1,15,38,24,404 |
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Fixed Assets | | | |
| i) Tangible Assets | 8 | 53,71,35,796 | 55,49,79,104 |
| ii) Intangible Assets | 8 | 16,06,790 | 14,08,989 |
| iii) Capital Work in Progress | 8 | 79,57,240 | 54,66,99,826 |
| | | | 79,66,040 |
| Non - Current Investments | 9 | - | 3,00,63,067 |
| CURRENT ASSETS | | | |
| Inventories | 10 | 19,30,16,732 | 20,00,22,687 |
| Trade Receivables | 11 | 20,02,30,192 | 20,36,92,113 |
| Cash and Cash Equivalents | 12 | 3,63,21,862 | 4,75,34,353 |
| Short Term Loans and Advances | 13 | 13,03,53,090 | 10,80,91,318 |
| Other Current Assets | 14 | 2,67,329 | 56,01,89,205 |
| | | | 66,733 |
| | | | 55,94,07,204 |
| TOTAL | | 1,10,68,89,031 | 1,15,38,24,404 |
| Significant Accounting Policies and Notes on Consolidated Financial Statements 1 to 39 | | | |

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

Place : Noida
Date : 30th May, 2016

(PRADEEP JAIN)
(Chief Financial Officer)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Note No. | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---|----------|--------------------------------|--------------------------------|
| INCOME | | | |
| Revenue from Operations | 15 | 96,55,74,383 | 93,67,48,836 |
| Other Income | 16 | 25,95,710 | 5,49,137 |
| TOTAL REVENUE | | 96,81,70,093 | 93,72,97,973 |
| EXPENSES | | | |
| Cost of Materials consumed | 17 | 34,38,92,579 | 33,38,50,726 |
| Change in Inventories of Finished goods and Work in Progress | 18 | (45,98,723) | (2,38,58,973) |
| Employee Benefits Expense | 19 | 26,82,33,914 | 23,46,71,505 |
| Finance Costs | 20 | 3,18,22,851 | 2,23,26,870 |
| Depreciation & Amortisation Expense | 21 | 7,69,32,273 | 4,84,14,082 |
| Other Expenses | 22 | 22,98,64,504 | 22,08,82,499 |
| TOTAL EXPENSES | | 94,61,47,398 | 83,62,86,709 |
| Profit before Tax | | 2,20,22,695 | 10,10,11,264 |
| Tax expenses | | | |
| Current tax | | 2,57,66,566 | 3,08,46,084 |
| Deferred Tax | 34 | (59,03,907) | 1,11,52,665 |
| Short/(Excess) Provisions- earlier years | | (16,17,895) | 1,18,989 |
| Profit After Tax but before Minority Interest and Share in Profit/(Loss) of Associates | | 37,77,931 | 5,88,93,526 |
| Share of Loss transferred to Minority Interest | | 26,65,729 | 2,81,821 |
| Share in Profit/(Loss) of Associates | | - | (50,41,048) |
| Profit After Tax | | 64,43,660 | 5,41,34,299 |
| Earning Per Share (₹) (Basic & Diluted) | 35 | 0.42 | 3.50 |
| Significant Accounting Policies and Notes on Consolidated Financial Statements | 1 to 39 | | |

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

 Place : Noida
Date : 30th May, 2016

(PRADEEP JAIN)
(Chief Financial Officer)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | Year Ended 31st March, 2015 |
|---|--------------------------------|--------------------------------|
| (A) CASH FLOW FROM OPERATING ACTIVITIES: | | |
| Net Profit / (Loss) before tax and extra ordinary items | 2,20,22,695 | 10,10,11,264 |
| Adjusted for: | | |
| 1. Depreciation | 7,69,32,273 | 4,84,14,082 |
| 2. Interest Paid | 3,18,22,851 | 2,23,26,870 |
| 3. Interest received | (4,86,349) | (3,99,265) |
| 4. Wealth Tax | - | 62,421 |
| 5. Loss/(Profit) on sale of fixed assets | (53,781) | 10,97,812 |
| 6. Share in Loss of Associates | - | 50,41,048 |
| 7. Unrealised Currency Translation (Gain)/Loss | (18,55,356) | 18,62,749 |
| 8. loss on sale of non current investment | 66,25,536 | |
| Operating Profit / (Loss) before Working Capital Changes | 13,50,07,869 | 17,94,16,981 |
| 1. Adjusted for: | | |
| a. Trade and Other Receivables | (2,87,25,271) | (1,15,96,764) |
| b. Inventories | 70,05,954 | (4,56,26,620) |
| c. Trade and Other Payables | (97,42,544) | 2,91,53,897 |
| 2. Cash Generated from Operations | 10,35,46,008 | 15,13,47,494 |
| 3. Direct Taxes Paid & Previous year adjustments | (2,59,90,675) | (3,81,64,303) |
| Net Cash from Operating Activities | 7,75,55,333 | 11,31,83,191 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES: | | |
| 1. Purchase of Fixed Assets | (5,23,11,952) | (18,77,91,019) |
| 2. Proceeds on sale of Fixed Assets | 3,34,998 | 8,38,401 |
| 3. Investment in Subsidiary | - | (3,00,63,067) |
| 4. Interest Received | 4,86,349 | 3,99,265 |
| 5. Proceeds on sale of non current investment | 2,84,78,579 | - |
| Net Cash used in Investing Activities | (2,30,12,026) | (21,66,16,420) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES: | | |
| 1. Proceeds from Long Term borrowings | 40,00,000 | 3,43,00,000 |
| 2. Repayment of Long Term borrowings | (6,67,40,304) | (7,92,38,096) |
| 3. Short Term Borrowings(Net) | 3,99,67,477 | 18,70,99,909 |
| 4. Interest Paid | (3,18,22,851) | (2,23,26,870) |
| 5. Dividend & Dividend tax Paid | (1,11,60,120) | (1,08,48,108) |
| Net Cash used in Financing Activities | (6,57,55,798) | 10,89,86,835 |
| Net increase in Cash and Cash Equivalents (A+B+C) | (1,12,12,491) | 55,53,606 |
| Cash and Cash Equivalents as at the beginning of the year | 4,75,34,353 | 4,19,80,747 |
| Cash and Cash Equivalents as at the end of the year | 3,63,21,862 | 4,75,34,353 |

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
(DIN: 00334405)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

Place : Noida
Date : 30th May, 2016

(PRADEEP JAIN)
(Chief Financial Officer)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)

SIGNIFICANT ACCOUNTING POLICIES

System of Consolidation

- a) The Consolidated Financial Statements are prepared in accordance with the Accounting Standard 21 “Consolidated Financial Statements” read with AS-23 on Accounting for Investments in Associates.
- b) The Consolidated Financial Statements comprise the Financial Statements of the Company given below :
 - 1) Roto Pumpen GmbH-Germany (Wholly Owned Subsidiary Company)
 - 2) Roto Pumps Americas Inc-USA (Wholly Owned Subsidiary Company)
 - 3) Roto Overseas Pte.Ltd- Singapore (Joint Venture Company)

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.

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.

Sales

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

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.

Depreciation

Depreciation on all assets has been charged by written down value method in accordance with the useful life of the assets as prescribed in Schedule II to the Companies Act ,2013.

In respect of revalued assets, the incremental depreciation attributable to the Revaluation is transferred to Revaluation Reserve.

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 & | : At cost * |
| Other Materials | |

* The cost has been arrived at by using ‘FIFO’ method.

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

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.

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.

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.

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 are recorded 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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

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.

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.

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.

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.

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.

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.

1 SHARE CAPITAL (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--|---------------------------|---------------------------|
| AUTHORISED SHARE CAPITAL 5,00,00,000 Equity Shares of par value of ₹ 2/- each (Previous year 5,00,00,000 Equity Shares of Par value of ₹ 2/- each) | 10,00,00,000 | 10,00,00,000 |
| ISSUED & SUBSCRIBED SHARE CAPITAL 1,55,00,305 Equity Shares of par value of ₹ 2/- each (Previous year 1,55,00,305 Equity Shares of Par value of ₹ 2/- each) | 3,10,00,610 | 3,10,00,610 |
| PAID UP SHARE CAPITAL 1,54,53,805 Equity Shares of par value of ₹ 2/- each (Previous year 1,54,53,805 Equity Shares of Par value of ₹ 2/- each) | 3,09,07,610 | 3,09,07,610 |
| TOTAL | 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, 2016 | | As At 31st March, 2015 | |
|--------------------------|--|--------|--|--------|
| | Number of Shares held in the Company | % Held | Number of Shares held in the Company | % Held |
| Anurag Gupta | 10,85,335 | 7.02 | 10,85,335 | 7.02 |
| Nand Kishore Gupta HUF | 14,88,660 | 9.63 | 14,88,660 | 9.63 |
| Arvind Veer Gupta | 12,10,335 | 7.83 | 12,10,335 | 7.83 |
| Asha Gupta | 24,99,665 | 16.18 | 24,99,665 | 16.18 |
| Harish Chandra Gupta | 19,73,695 | 12.77 | 19,73,695 | 12.77 |
| Harish Chandra Gupta HUF | 10,71,100 | 6.93 | 10,71,100 | 6.93 |
| Neera Gupta | 8,48,575 | 5.49 | 8,48,575 | 5.49 |

1.2 During the Year there is no Changes in Number of Shares outstanding at the end of the reporting period in comparison to number of Shares Outstanding at the beginning of the reporting period.

1.3 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 dispatched and realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the bankers. During the Financial year 2014-2015 the Face Value of Shares is divided into ₹ 2/- per Share from ₹ 10/- per Share each.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

2. RESERVES & SURPLUS

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|--|------------------------|---------------------|------------------------|---------------------|
| CAPITAL RESERVE: | | | | |
| As per last Balance Sheet | | 14,13,245 | | 14,13,245 |
| SECURITIES PREMIUM RESERVE: | | | | |
| As per last Balance Sheet | | 4,72,06,555 | | 4,72,06,555 |
| REVALUATION RESERVE: | | | | |
| As per last Balance Sheet | | 8,89,966 | | 9,35,135 |
| Less :- Depreciation | | 40,683 | | 45,169 |
| Less :- Sale of Fixed Assets | | - | | - |
| | | 8,49,283 | | 8,89,966 |
| FOREIGN EXCHANGE FLUCTUATION RESERVE | | | | |
| As per last Balance Sheet | | (18,62,749) | | - |
| Add :- Gain/(Loss) during the year | | 18,55,356 | 7,393 | (18,62,749) |
| | | | | (18,62,749) |
| GENERAL RESERVE: | | | | |
| As per last Balance Sheet | | 5,57,89,316 | | 4,77,89,316 |
| Add: Transferred during the year | | - | 5,57,89,316 | 80,00,000 |
| | | | | 5,57,89,316 |
| PROFIT AND LOSS ACCOUNT | | | | |
| As per last Balance Sheet | | 37,01,31,659 | | 33,67,63,932 |
| Less :- Additional Depreciation on Fixed Assets upto 31st March 2014 | | - | | 16,06,452 |
| Add: Profit for the year | | 64,43,660 | | 5,41,34,299 |
| | | 37,65,75,319 | | 38,92,91,779 |
| Less: Appropriations | | | | |
| Transferred to General Reserve | | - | | 80,00,000 |
| Proposed Dividend | | 30,90,761 | | 92,72,283 |
| (Dividend per share ₹ 0.20/- for face value ₹ 2/-per Share, Previous year ₹ 0.60 for face value ₹ 2/- per Share) | | | | |
| Tax on Dividend | | 6,29,206 | 37,28,55,352 | 18,87,837 |
| | | | | 37,01,31,659 |
| TOTAL | | 47,81,21,144 | | 47,35,67,992 |

3 LONG-TERM BORROWINGS

(Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|-----------------------|---------------------------|---------------------------|
| SECURED | | |
| Term loan from Banks | 7,33,35,293 | 13,29,02,816 |
| Term loan from Others | 33,14,305 | 12,29,380 |
| TOTAL | 7,66,49,598 | 13,41,32,196 |

- 3.1 Current Year Term Loan ₹ 13,20,03,528/- (USD 2006742.20) {Prev Year ₹ 17,98,59,880/- (USD 2898627.80)} includes ₹ 1,07,97,733/- (Prev Year ₹ 90,21,803/-) on account of Foreign Exchange Difference against FCNR Loan availed from Citi Bank. Out of the Total Outstanding FCNR term Loan ₹ 5,86,68,235/- (USD 891885.20){ Prev Year ₹ 5,53,41,501/- (USD 891885.60)} is shown in Current Liabilities for Long term Borrowings and ₹ 7,33,35,293/- (USD 1114857.00) {Prev Year ₹ 12,45,18,379/- (USD 2006742.20)} is shown in Long Term Borrowings for Greater Noida Project which is Secured by:-
- Sole Charge on assets funded under FCNR Term Loan.
 - First exclusive charge on immovable property of the company located at Plot no 31, Ecotech -XII, Greater Noida, U.P
- 3.2 Current Year Term Loan ₹ 88,88,449/- (USD 135123.90) { Prev Year ₹ 3,25,00,000/- (USD 540495.59) includes ₹ 11,93,275/- (Prev Year ₹ 9,56,001/-) on account of Foreign Exchange Difference against FCNR Loan for Plant & Machinery from IndusInd Bank .Out of the Total Outstanding FCNR Term Loan ₹ 88,88,449/- (USD 135123.90) {Prev Year ₹ 1,67,68,876/- (USD 270247.80) is shown in Current Liabilities for Long Term Borrowings and ₹ NIL (USD NIL) { Prev Year ₹ 83,84,437/- (USD 135123.90) is shown in Long Term Borrowings which is Secured by :-
- Exclusive Charge over Machinery Purchased by utilising the Term Loan
 - Second Charge over the Land and Building situated at Roto House, Noida SEZ and Land and Building situated at B-14, Hosiery Complex, Noida.
- 3.2 Terms of Repayment:
- FCNR Term Loan from Citi bank is repayable in 16 equal quarterly instalments of USD 2,22,971.40 out of which 7 equal quarterly Instalments has been paid till March'16
 - FCNR Term Loan from IndusInd Bank is repayable in 8 equal quarterly Installments of USD 67,561.95 out of which 6 equal quarterly Installments has been paid till March 16
 - Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**4. LONG TERM PROVISIONS** (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--|---------------------------|---------------------------|
| Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave | 57,87,184 | 49,67,991 |
| TOTAL | 57,87,184 | 49,67,991 |

5. SHORT-TERM BORROWINGS (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--------------------------------------|---------------------------|---------------------------|
| SECURED | | |
| Loans repayable on demand from Banks | 24,83,96,545 | 20,84,29,068 |

5.1 BANK OF INDIA

The working Capital loans are secured against hypothecation of stocks and book debts on Pari Passu basis with Citi Bank & IndusInd Bank and guaranteed by the Chairman and Managing Director and Dy. Mananging Director as well as collaterly secured by:

- Equitable Mortgage of Immovable Factory Building, located at Roto House , 14 NSEZ, Noida on Pari Passu basis with IndusInd Bank.
- Equitable Mortgage of Immovable Factory land and building located at B-14, Phase-II, Extension, Noida on Pari Passu basis with IndusInd Bank.
- Hypothecation of plant & machinery exclusively charged to Bank of India.

Citi Bank

- Hypothecation on the stocks and book debts of the company on Pari Passu basis with Bank of India & IndusInd Bank.
- Equitable mortogage of Immovable property located at Plot No. 31, Ecotech-XII, Greater Noida , U.P

IndusInd Bank

- Equitable Mortogage over the Immovable Factory Building situated at Roto House ,14 NSEZ , Noida as well as Land and Building situated at B-14, Hosiery Complex, Noida on Pari Passu basis with Bank of India.
- Hypothecation charge on all Stock and book Debts of the company on Pari Passu basis with Bank of India & Citi Bank.

6. OTHER CURRENT LIABILITIES (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|---|---------------------------|---------------------------|
| Current Liabilities of Long Term Borrowings | 6,93,75,075 | 7,46,32,784 |
| Interest accrued but not due on borrowings | 22,544 | 3,62,010 |
| Un-paid/ Unclaimed Dividend | 13,84,955 | 12,87,025 |
| Sales Tax Payable | 11,92,525 | 10,98,074 |
| Excise Duty Payable | 7,01,577 | 8,21,637 |
| Other Payables | 4,81,09,054 | 4,99,65,444 |
| TOTAL | 12,07,85,730 | 12,81,66,974 |

- 6.1 Other payable includes ₹ 91,39,081/- for Capital liability (Previous year ₹ 82,76,054/-), ₹ 57,20,195/- on account of advance from customers (Previous year ₹ 75,01,699/-)and balance on account of other expenses payable

7. SHORT TERM PROVISIONS (Amount in ₹)

| PARTICULARS | As At 31st March, 2016 | As At 31st March, 2015 |
|--|---------------------------|---------------------------|
| Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave | 63,15,047 | 45,23,219 |
| Provision for Dividends(including dividend distribution tax) | 37,19,967 | 1,11,60,120 |
| Provision for Income tax | 2,57,66,566 | 3,08,46,084 |
| Provision for Wealth Tax | - | 62,421 |
| TOTAL | 3,58,01,580 | 4,65,91,844 |

8. FIXED ASSETS (Amount in ₹)

| Particulars | GROSS BLOCK | | | DEPRECIATION / AMORTISATION | | | NET BLOCK | | | |
|-----------------------------|---------------------|---|----------------------------------|------------------------------|---------------------|--------------------------------|---|-----------------------------|---------------------|---------------------|
| | As At 01.04.2015 | Additions/ Adjustments during the year | Deductions during the year | Total As At 31.03.2016 | Upto 31.03.2015 | Provided during the year | Deduction/ Adjustments during the year | Total Upto 31.03.2016 | As At 31.03.2016 | As At 31.03.2015 |
| TANGIBLE ASSETS | | | | | | | | | | |
| OWN ASSETS | | | | | | | | | | |
| Leasehold land | 9,25,35,016 | - | - | 9,25,35,016 | - | - | - | - | 9,25,35,016 | 9,25,35,016 |
| Factory buildings | 28,62,99,746 | 2,50,63,270 | - | 31,13,63,016 | 4,42,22,665 | 2,57,51,706 | - | 6,99,74,371 | 24,13,88,645 | 24,20,77,081 |
| Other buildings | 26,74,436 | - | - | 26,74,436 | 17,79,856 | 34,561 | - | 18,14,417 | 8,60,019 | 8,94,580 |
| Plant & machinery | 28,41,68,425 | 64,54,240 | 2,93,183 | 29,03,29,482 | 9,85,54,547 | 3,46,70,640 | 2,28,340 | 13,29,96,847 | 15,73,32,635 | 18,56,13,878 |
| Furniture & fixtures | 1,30,29,837 | 1,66,74,988 | 1,63,050 | 2,95,41,775 | 89,16,262 | 24,85,885 | 1,63,050 | 1,12,39,097 | 1,83,02,678 | 41,13,575 |
| Office equipments | 2,09,44,112 | 19,25,502 | 1,75,050 | 2,26,94,564 | 88,97,206 | 58,46,989 | 1,63,100 | 1,45,81,095 | 81,13,469 | 1,20,46,906 |
| Vehicles | 3,62,51,648 | 67,80,995 | 22,02,778 | 4,08,29,865 | 2,28,93,074 | 48,38,705 | 19,98,352 | 2,57,33,427 | 1,50,96,438 | 1,33,58,574 |
| Computers | 2,12,96,801 | 21,30,047 | - | 2,34,26,848 | 1,69,57,307 | 29,62,646 | - | 1,99,19,953 | 35,06,895 | 43,39,494 |
| TOTAL | 75,72,00,021 | 5,90,29,042 | 28,34,061 | 81,33,95,002 | 20,22,20,917 | 7,65,91,132 | 25,52,842 | 27,62,59,207 | 53,71,35,795 | 55,49,79,104 |
| INTANGIBLE ASSETS | | | | | | | | | | |
| Software | 83,29,925 | 73,867 | - | 84,03,792 | 77,21,043 | 2,37,952 | - | 79,58,995 | 4,44,797 | 6,08,882 |
| Technical design & drawings | 10,70,334 | - | - | 10,70,334 | 6,85,578 | 67,383 | - | 7,52,961 | 3,17,373 | 3,84,756 |
| Trade mark | 5,40,086 | 5,05,758 | - | 10,45,844 | 1,24,735 | 76,489 | - | 2,01,224 | 8,44,620 | 4,15,351 |
| TOTAL | 99,40,345 | 5,79,625 | - | 1,05,19,970 | 85,31,356 | 3,81,824 | - | 89,13,180 | 16,06,790 | 14,08,989 |
| Capital work-in-progress | | | | | | | | | | |
| GRAND TOTAL | 76,71,40,366 | 5,96,08,667 | 28,34,061 | 82,39,14,972 | 21,07,52,273 | 7,69,72,956 | 25,52,842 | 28,51,72,387 | 54,66,99,825 | 56,43,54,133 |
| PREVIOUS YEAR | 406442,028 | 36,68,34,644 | 61,36,306 | 767140,366 | 16,48,86,663 | 5,00,65,703 | 42,00,093 | 21,07,52,273 | 56,43,54,133 | 32,57,68,869 |

Note:

- Net Block of Fixed Assets as on 31st March, 2016 includes fixed assets held at Foreign Branches of the company - ₹ 23,79,448/- (Previous Year ₹ 33,08,943/-)
- Net Block of Fixed Assets as on 31st March, 2016 includes ₹ 8,49,283/- towards assets revalued on 31st March, 1993 by an approved valuer.
- ₹ 1,07,97,733/- has been capitalised to the cost of Fixed Assets (Building) for Foreign Exchange difference on account of FCNR term Loan from Citi Bank. The aforesaid amounts so capitalised are being depreciated over the useful life of the Fixed Assets.
- Trade Mark has been amortized over the period of 10 years as per the Accounting Standard AS-26 (Intangible Assets).

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**9 NON-CURRENT INVESTMENTS**

(Amount in ₹)

| PARTICULARS | As At | |
|---|------------------|--------------------|
| | 31st March, 2016 | 31st March, 2015 |
| Trade Investment in Equity Shares - Fully paid up and unquoted | | |
| 1020000 Equity Shares of ZAR 1 each in Ecochem Pumps (PTY) Ltd. | - | 3,00,63,067 |
| TOTAL | - | 3,00,63,067 |

10 INVENTORIES

(Amount in ₹)

| PARTICULARS | As At | |
|------------------------------|---------------------|---------------------|
| | 31st March, 2016 | 31st March, 2015 |
| a) Raw Materials-In stock | 5,11,31,248 | 5,99,37,657 |
| b) Work in Process-In stock | 85,99,160 | 1,58,08,904 |
| c) Finished Goods-In stock | 11,89,80,470 | 10,22,64,904 |
| d) Finished Goods-In Transit | 73,79,483 | 1,23,78,101 |
| e) Consumables Stores | 11,50,349 | 19,49,148 |
| f) Other Stores & Spares | 11,47,871 | 15,70,287 |
| g) Loose Tools | 31,43,247 | 37,57,124 |
| h) Packing Material | 13,05,384 | 22,68,562 |
| i) Scrap and Wastage | 1,79,520 | 88,000 |
| TOTAL | 19,30,16,732 | 20,00,22,687 |

11 TRADE RECEIVABLES

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|--|---------------------------------|---------------------|------------------------|---------------------|
| | (Unsecured and considered good) | | | |
| a) Trade receivables due for a period exceeding six months | 2,21,59,497 | | 1,88,29,602 | |
| b) Others | 17,80,70,695 | 20,02,30,192 | 18,48,62,511 | 20,36,92,113 |
| TOTAL | | 20,02,30,192 | | 20,36,92,113 |

12 CASH AND CASH EQUIVALENTS

(Amount in ₹)

| Particulars | As At 31st March, 2016 | | As At 31st March, 2015 | |
|---------------------------------------|------------------------------|--------------------|------------------------|--------------------|
| | i) Cash and cash equivalents | | | |
| a) Balance with banks | 2,40,41,115 | | 2,68,45,109 | |
| b) Cash in Hand | 23,39,213 | | 17,64,532 | |
| c) Remittance in Transit | 28,50,185 | 2,92,30,513 | 1,00,22,809 | 3,86,32,450 |
| ii) Earmarked Balances with Bank | | | | |
| -Unclaimed dividend a/c | | 13,84,955 | | 12,87,026 |
| iii) Term Deposit (Restricted)-Margin | | | | |
| Money against guarantees | | 57,06,394 | | 76,14,877 |
| TOTAL | | 3,63,21,862 | | 4,75,34,353 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

13 SHORT-TERM LOANS & ADVANCES

(Amount in ₹)

| PARTICULARS | As At | As At |
|--|---------------------|---------------------|
| | 31st March, 2016 | 31st March, 2015 |
| (Unsecured, and considered good) | | |
| a) Capital Advances | 1,78,55,754 | 2,42,80,643 |
| b) Prepaid Expenses | 65,12,734 | 59,05,850 |
| c) Security Deposits | 70,56,478 | 65,93,463 |
| d) Deposit with Excise & Other Authorities | 3,71,73,058 | 3,64,52,179 |
| e) Advance Income Tax & Tax Deducted at Source | 2,45,37,972 | 2,78,37,907 |
| f) Staff Loans | 6,94,970 | 9,29,500 |
| g) Other Receivables | 3,65,22,124 | 60,91,776 |
| TOTAL | 13,03,53,090 | 10,80,91,318 |

14 OTHER CURRENT ASSETS

(Amount in ₹)

| PARTICULARS | As At | As At |
|-----------------------------------|------------------|------------------|
| | 31st March, 2016 | 31st March, 2015 |
| Interest accrued on Bank deposits | 2,67,329 | 66,733 |
| TOTAL | 2,67,329 | 66,733 |

15. REVENUE FROM OPERATIONS

(Amount in ₹)

| Particulars | Year Ended | | Year Ended | |
|---|------------------|---------------------|------------------|---------------------|
| | 31st March, 2016 | | 31st March, 2015 | |
| Sale of Products | | | | |
| Pumps | 48,19,89,889 | | 45,14,67,335 | |
| Spares | 50,97,71,036 | 99,17,60,925 | 50,79,36,916 | 95,94,04,251 |
| Sale of Services | | | | |
| Services- Repairs & Maintenance | 11,73,716 | | 13,19,439 | |
| Services- Commissioning & Installation | 47,46,157 | 59,19,873 | 30,57,857 | 43,77,296 |
| Other Operating Revenue | | 44,39,252 | | 54,61,345 |
| Gross Revenue From Operations | | 1,00,21,20,050 | | 96,92,42,892 |
| Less: Excise Duty | | | | |
| Pumps | 1,91,44,596 | | 1,63,83,627 | |
| Spares | 1,67,56,574 | 3,59,01,170 | 1,51,21,620 | 3,15,05,247 |
| Less:- Service Tax on Services | | | | |
| Services- Repairs & Maintenance | 1,47,116 | | 1,15,004 | |
| Services- Commissioning & Installation | 4,129 | 1,51,245 | 1,21,622 | 2,36,626 |
| Less:- Excise Duty on Other Operating Revenue | | 4,93,252 | | 7,52,183 |
| Net Sale of Products | | | | |
| Pumps | 46,28,45,293 | | 43,50,83,708 | |
| Spares | 49,30,14,462 | 95,58,59,755 | 49,28,15,296 | 92,78,99,004 |
| Net Sale of Services | | | | |
| Services- Repairs & Maintenance | 10,26,600 | | 12,04,435 | |
| Services- Commissioning & Installation | 47,42,028 | 57,68,628 | 29,36,235 | 41,40,670 |
| Net Other Operating Revenue | | 39,46,000 | | 47,09,162 |
| Net Revenue From Operations | | 96,55,74,383 | | 93,67,48,836 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**15.1 PARTICULARS OF REVENUE FROM OPERATIONS**

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|---------------------|--------------------------------|---------------------|
| | Domestic | | | |
| Sale of Products | | | | |
| - Pumps | 18,70,32,158 | | 16,19,63,062 | |
| - Spares | 13,86,73,438 | 32,57,05,596 | 14,31,85,090 | 30,51,48,152 |
| Sales of Services | | | | |
| - Services- Repairs & Maintenance | 10,26,600 | | 9,30,450 | |
| - Services- Commissioning & Installation | 29,162 | 10,55,762 | 9,84,000 | 19,14,450 |
| Other Operating Revenue | | 39,46,000 | | 47,09,162 |
| | | 33,07,07,358 | | 31,17,71,764 |
| Export | | | | |
| Sales of Products | | | | |
| - Pumps | 27,58,13,135 | | 27,31,20,646 | |
| - Spares | 35,43,41,024 | 63,01,54,159 | 34,96,30,206 | 62,27,50,852 |
| Sales of Services | | | | |
| - Services- Repairs & Maintenance | - | | 2,73,985 | |
| - Services- Commissioning & Installation | 47,12,866 | 47,12,866 | 19,52,235 | 22,26,220 |
| | | 63,48,67,025 | | 62,49,77,072 |
| TOTAL | | 96,55,74,383 | | 93,67,48,836 |

16 OTHER INCOME

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|------------------|--------------------------------|-----------------|
| | Interest Income | | | |
| - On Bank Deposits | 4,61,545 | | 3,85,275 | |
| - Others | 24,804 | 4,86,349 | 13,990 | 3,99,265 |
| (Tax Deducted at Source ₹ 46,155/- (Previous Year- ₹ 38,523/-) | | | | |
| Misc. Credit Balances Written Off | | 18,93,480 | | - |
| Profit on Sale/Impairment of Fixed Assets | | 53,781 | | - |
| Miscellaneous Receipts | | 1,62,100 | | 1,49,872 |
| TOTAL | | 25,95,710 | | 5,49,137 |

17 COST OF MATERIALS CONSUMED

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|---|----------------------------------|--------------|--------------------------------|--------------|
| | i) RAW MATERIALS CONSUMED | | | |
| Opening Stock | 2,74,38,463 | | 1,75,35,866 | |
| Add: Purchases& Expenses thereon | 12,18,54,108 | | 15,41,43,406 | |
| Less: Closing Stock | 2,07,84,408 | 12,85,08,163 | 2,74,38,463 | 14,42,40,809 |
| ii) BOUGHT OUT COMPONENTS CONSUMED | | | | |
| Opening Stock | 3,24,99,194 | | 2,54,02,731 | |
| Add: Purchases& Expenses thereon | 20,69,45,697 | | 18,93,40,575 | |
| Less: Closing Stock | 3,03,46,840 | 20,90,98,051 | 3,24,99,194 | 18,22,44,112 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

17 COST OF MATERIALS CONSUMED

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|---------------------|--------------------------------|---------------------|
| | | | | |
| iii) CONSUMABLE STORES AND SPARES | | | | |
| Opening Stock | 19,49,148 | | 7,75,966 | |
| Add: Purchases | 54,87,566 | | 85,38,987 | |
| Less: Closing Stock | 11,50,349 | 62,86,365 | 19,49,148 | 73,65,805 |
| TOTAL | | 34,38,92,579 | | 33,38,50,726 |

17.1 PARTICULARS OF RAW MATERIAL AND COMPONENTS CONSUMED

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|-----------------------------------|--------------------------------|---------------------|--------------------------------|---------------------|
| | | | | |
| MILD STEEL | 15,08,500 | | 2,26,169 | |
| STEEL (SS & ALLOY) | 6,53,04,404 | | 8,08,77,773 | |
| IRON & METAL CASTINGS | 3,19,06,151 | | 3,17,10,613 | |
| RUBBER & CHEMICALS | 1,54,75,792 | | 1,85,55,031 | |
| PIPES | 99,31,008 | | 84,11,717 | |
| BOUGHT OUT MATERIALS & COMPONENTS | 20,90,98,051 | | 18,22,44,112 | |
| FREIGHT,CARTAGE,CLG. & INS. | 43,82,308 | | 44,59,506 | |
| TOTAL | | 33,76,06,214 | | 32,64,84,921 |

18 CHANGE IN INVENTORIES

(Amount in ₹)

| Particulars | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|----------------------------------|--------------------------------|--------------------|--------------------------------|----------------------|
| | | | | |
| OPENING STOCK: | | | | |
| Finished Goods | 11,46,43,005 | | 9,58,88,666 | |
| Work in Progress | 1,58,08,904 | | 1,06,74,686 | |
| Scrap & Wastage | 88,000 | 13,05,39,909 | 1,17,584 | 10,66,80,936 |
| LESS: CLOSING STOCK: | | | | |
| Finished Goods | 12,63,59,952 | | 11,46,43,005 | |
| Work in Progress | 85,99,160 | | 1,58,08,904 | |
| Scrap & Wastage | 1,79,520 | 13,51,38,632 | 88,000 | 13,05,39,909 |
| Net Change in Inventories | | (45,98,723) | | (2,38,58,973) |

19 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

| PARTICULARS | Year Ended 31st March, 2016 | | Year Ended 31st March, 2015 | |
|--|--------------------------------|---------------------|--------------------------------|---------------------|
| | | | | |
| Wages, Salary, Bonus Gratuity & Other Allowances | 21,71,57,730 | | 19,16,24,591 | |
| Contribution to Provident & Other Funds | 1,60,94,397 | | 1,40,70,454 | |
| Directors' Remuneration | 2,46,19,903 | | 2,18,10,140 | |
| Workmen & Staff Welfare | 1,03,61,884 | | 71,66,320 | |
| TOTAL | | 26,82,33,914 | | 23,46,71,505 |

19.1Contribution to Provident & Other funds includes contribution of Provident Fund for Directors ₹ 18,61,200/- (Prev Year ₹ 18,07,200/-)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**20 FINANCE COST**

(Amount in ₹)

| PARTICULARS | Year Ended | Year Ended |
|-------------------|--------------------|--------------------|
| | 31st March, 2016 | 31st March, 2015 |
| INTEREST : | | |
| On Term Loans | 95,81,087 | 1,25,30,577 |
| On Others | 2,22,41,764 | 97,96,293 |
| TOTAL | 3,18,22,851 | 2,23,26,870 |

21 DEPRECIATION & AMORTISATION EXPENSE

(Amount in ₹)

| PARTICULARS | Year Ended | Year Ended |
|---|--------------------|--------------------|
| | 31st March, 2016 | 31st March, 2015 |
| For the year | 7,69,72,956 | 5,00,65,703 |
| Less: Transferred to Revaluation Reserve | 40,683 | 45,169 |
| Less: Additional Depreciation on Fixed Assets transfer to Profit & Loss Account | - | 16,06,452 |
| TOTAL | 7,69,32,273 | 4,84,14,082 |

22 OTHER EXPENSES

(Amount in ₹)

| Particulars | Year Ended | | Year Ended | |
|--|---------------------|-------------|---------------------|-----------|
| | 31st March, 2016 | | 31st March, 2015 | |
| Power & Fuel | 1,86,78,211 | | 1,96,66,069 | |
| Machining & Electroplating | 1,39,44,876 | | 1,51,66,953 | |
| Tools | 69,44,550 | | 80,95,030 | |
| Repairs : | | | | |
| Building | 19,97,816 | | 14,50,256 | |
| Plant & Machinery | 75,04,069 | | 44,53,158 | |
| Others | 27,31,008 | 1,22,32,893 | 25,89,191 | 84,92,605 |
| Insurance Charges | 27,41,889 | | 15,40,210 | |
| Travelling & Conveyance | 3,85,70,474 | | 3,60,86,528 | |
| Postage & Telephone | 66,51,686 | | 63,62,135 | |
| Professional & Consultancy | 59,53,460 | | 46,26,070 | |
| Vehicle Running & Maintenance | 55,73,349 | | 59,98,359 | |
| Rent | 1,77,08,937 | | 1,43,35,678 | |
| Rates & Taxes | 23,89,474 | | 35,60,253 | |
| Directors' Sitting Fees | 7,26,370 | | 4,72,200 | |
| Payment to Auditors : | | | | |
| Audit Fee | 3,60,104 | | 2,00,000 | |
| Tax Audit Fee | 75,000 | | 75,000 | |
| Taxation Matters | 25,000 | | 25,000 | |
| Foreign Branch Audit Fee | 5,79,259 | | 5,60,468 | |
| Out of Pocket Expenses | 20,000 | 10,59,363 | 20,000 | 8,80,468 |
| Packing & Forwarding Exp. | 4,31,96,148 | | 4,08,85,745 | |
| Commission & Discount | 35,95,444 | | 16,36,191 | |
| Advertisement & Publicity | 85,39,194 | | 78,25,719 | |
| Loss on sale of fixed assets | - | | 10,97,812 | |
| Foreign Exchange Diff.-Foreign Operations & Others | 14,53,449 | | 15,28,025 | |
| Bad Debts | 32,40,937 | | 11,90,180 | |
| Miscellaneous Expenses | 3,66,63,800 | | 4,14,36,269 | |
| TOTAL | 22,98,64,504 | | 22,08,82,499 | |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

23 CONTINGENT LIABILITIES & COMMITMENTS
23.1 CONTINGENT LIABILITIES

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|--|-------------|-------------|
| i) Disputed Sales Tax-Case | 3,00,246 | 3,00,246 |
| ii) Disputed Income Tax (appeals pending) | 50,54,838 | 50,54,838 |
| iii) Bank Guarantee | 2,79,56,515 | 2,80,99,854 |
| iv) Labour Cases | 66,89,228 | 66,03,269 |
| v) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land | 1,10,00,000 | 1,10,00,000 |

23.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ NIL /-(Previous year ₹ 2,80,48,000/-)

24 Financial and Derivative Instruments
For Hedging Currency

Nominal amounts of derivative contracts entered into by the Company and outstanding as on 31st March 2016 is given below:

Amount (Rs.)

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|------------------|-------------|-------------|
| Forward Contract | 1,17,26,800 | 8,04,16,200 |

25 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 ₹ 2,41,68,195/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2016.

26 Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.

27 Term Deposits with Bank of India, Janpath Branch amounting to ₹ 33,07,350/- (Prev. year ₹ 51,57,978.54) and Term Deposit with Indusind Bank, Barakhamba Road Branch amounting ₹ 23,99,044/- (Prev Year ₹ 15,21,138/-) are pledged with Bank of India & Indusind Bank as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

28 Related Party Disclosure
Key Managerial Personnel

(Amount in ₹)

| Name | Designation | Nature of Transaction-Gross Salary | |
|--------------------------|------------------------------|------------------------------------|-----------|
| | | 2015-16 | 2014-2015 |
| Mr. Harish Chandra Gupta | Chairman & Managing Director | 1,10,21,659 | 98,23,834 |
| Mr. Anurag Gupta | Dy. Managing Director | 68,56,085 | 60,38,951 |
| Mr. Arvind Veer Gupta | Whole Time Director | 67,42,159 | 59,47,355 |
| Mr Pardeep Jain | Chief Financial Officer | 20,51,585 | 19,05,766 |
| Mr. Ashwani Kumar Verma | Company Secretary | 14,93,585 | 13,93,867 |

During the F.Y 2015-2016 Mr Pradeep Jain is being promoted from Deputy General Manager -Finance & Accounts to Chief Financial Officer with effect from 10th November 2015.

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 had taken on lease for Camp Office from H. C. Gupta HUF and paid ₹ 49,74,000/- towards rent (Prev year ₹ 48,00,000/-).

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 ₹ NIL towards rent during the year (Prev. year ₹ 3,54,000/-)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**Transactions with other related party**

The Joint Venture Company in Singapore - Roto Overseas Pte Ltd has divested its equity stake in the associate South African company - Ecochem Pumps Africa (Pty) Ltd at par value during the year and placed the sales proceeds with another South African Company known as Roto Pumps Africa (Pty) Ltd with intent to acquire majority stake. The process of acquisition of equity could not be completed as on 31st March, 2016. Roto Pumps (Africa) Pty Ltd has started sales and marketing of pumps and parts of pumps during the year under review and has achieved a sales turnover of South African Rand (ZAR) 613,493 and incurred a loss of ZAR 533,702.

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

(Amount in ₹)

| PARTICULARS | 2015-2016 | 2014-2015 |
|-------------------|--------------------|--------------------|
| Salary | 1,55,10,000 | 1,50,60,000 |
| Other Perquisites | 91,09,903 | 67,50,140 |
| | 2,46,19,903 | 2,18,10,140 |

30 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ 51,81,976/- {Previous Year - ₹ (2,65,326/-)} has been grouped with Export Sale.

31 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 7,01,577/- (Prev. year ₹ 8,21,637/-) has been included in the value of the closing stock after creating suitable provision for liability.

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 operationally 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 31.03.2015 | Current Year Credit/(Charge) | Deferred Tax Asset/ (Liability) as on 31.03.2016 |
|---|--|---------------------------------|--|
| Difference in carrying amount of fixed assets in financial statements and income tax return | (1,50,17,229) | (2,92,582) | (1,53,09,811) |
| Provision for Gratuity | 9,11,622 | 1,63,511 | 10,75,133 |
| Provision for Leave encashment | 23,14,440 | 6,11,425 | 29,25,865 |
| Others | (35,76,965) | 54,21,553 | 18,44,588 |
| Total | (1,53,68,132) | 59,03,907 | (94,64,225) |

Note: The Company has recognised the Deferred Tax Asset of ₹ 59,03,907/- (Previous year Deferred Tax Charge of ₹ 1,11,52,665/-) during the year and debited to Profit & Loss Account.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

35 EARNING PER SHARE

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|--------------------------------------|-------------|-------------|
| Net profit after taxes for the year | 64,43,660 | 5,41,34,299 |
| Number of Equity Shares | 1,54,53,805 | 1,54,53,805 |
| Basic and Diluted Earning per Shares | 0.42 | 3.50 |
| Face Value per Share | 2 | 2 |

36 Additional Information as required under Schedule III to the Companies Act 2013, of enterprises consolidated as Subsidiary/Joint Ventures.

| Name of Enterprises | Net Assets i.e Total Assets minus Total Liabilities | | Share in Profit or Loss | |
|------------------------------------|---|---------------------|-------------------------------------|------------------|
| | As % of consolidated net assets | Amount (₹) | As % of consolidated profit or loss | Amount (₹) |
| Parent | | | | |
| Roto Pumps Limited | 108.45% | 56,58,23,133 | 663.87% | 4,27,77,788 |
| Subsidiaries-Foreign | | | | |
| Roto Pumpen GmbH | 0.75% | 39,02,431 | -106.69% | (68,75,024) |
| Roto Pumps Americas Inc. | 1.24% | 64,68,929 | -339.16% | (2,18,54,555) |
| Joint Venture-Foreign | | | | |
| Roto Overseas Pte.Ltd | 6.08% | 3,16,99,973 | -103.42% | (66,64,323) |
| Minority Interest in Joint Venture | 2.43% | 1,26,97,299 | 41.37% | 26,65,729 |
| Total Eliminations | -18.95% | (9,88,65,712) | -55.96% | (36,05,955) |
| Total | 100.00% | 52,17,26,053 | 100.00% | 64,43,660 |

37 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:

(Amount in ₹)

| PARTICULARS | 2015-16 | 2014-15 |
|---|-----------|-----------|
| Employer’s Contribution to Provident fund | 50,93,022 | 48,20,457 |
| Employer’s Contribution to Superannuation/NIC at foreign branches | 60,79,714 | 59,92,615 |

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.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**In respect of Employees in India**

| Particulars | Gratuity Funded | | Leave encashment | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2015-16 Amount (₹) | 2014-15 Amount (₹) | 2015-16 Amount (₹) | 2014-15 Amount (₹) |
| The principle assumptions used in actuarial valuation | | | | |
| - Discount rate | 8.04% | 7.99% | 8.04% | 7.99% |
| - Expected rate on return of assets (per annum) | 8.04% | 7.99% | 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 the beginning of the year | 1,72,58,680 | 1,39,86,773 | 54,39,985 | 38,46,440 |
| - Interest Costs | 13,78,969 | 13,03,567 | 4,34,655 | 3,58,488 |
| - Current Service Cost | 13,99,982 | 11,45,991 | 5,91,392 | 5,11,391 |
| - Past Service Cost (vested benefit) | | | | |
| - Benefits Paid | (15,10,553) | (5,91,216) | (13,62,067) | (7,98,098) |
| - Actuarial (Gain) / Loss on obligations | (11,74,828) | 14,13,565 | 9,52,651 | 15,21,764 |
| - Present value of obligation as at end of the year | 1,73,52,250 | 1,72,58,680 | 60,56,616 | 54,39,985 |
| Change in fair value of Plan Assets | | | | |
| Fair Value of Plan Assets at the beginning of the period | 1,45,76,649 | 1,15,04,686 | - | - |
| Expected Return on Plan Assets | 11,64,674 | 10,72,237 | - | - |
| Contributions | | 27,00,000 | - | - |
| Benefit Paid | (15,10,553) | (5,91,216) | - | - |
| Actuarial Gain/(Loss) on Plan Assets | (1,30,585) | (1,09,058) | - | - |
| Fair Value of Plan Assets at the end of the period | 1,41,00,185 | 1,45,76,649 | - | - |
| Actual Return on Plan Assets | | | | |
| Expected Return on Plan Assets | 11,64,674 | 10,72,237 | - | - |
| Actuarial Gains/(Losses) on Plan Assets | (1,30,585) | (1,09,058) | - | - |
| Actual Return on Plan Assets | 10,34,089 | 9,63,179 | - | - |
| Liability Recognised in balance Sheet | | | | |
| - Present value of obligation as at end of the year | (1,73,52,250) | (1,72,58,680) | 60,56,616 | (54,39,985) |
| - Fair value of plan assets as at the end of the year | 1,41,00,185 | 1,45,76,649 | - | - |
| - Unfunded status | (32,52,065) | (26,82,031) | 60,56,616 | (54,39,985) |
| - Unrecognised Actuarial (Gain)/Loss | - | - | - | - |
| Net (Assets)/ Liability recognised in Balance Sheet | (32,52,065) | (26,82,031) | 60,56,616 | (54,39,985) |
| Expenses recognised in Profit and Loss Account | | | | |
| - Current Service Cost | 13,99,982 | 11,45,991 | 5,91,392 | 5,11,391 |
| - Interest Costs | 2,14,295 | 2,31,330 | 4,34,655 | 3,58,488 |
| - Expected Return on Plan assets | | - | - | - |
| - Past Service Cost(vested benefit) Recognised | | - | - | - |
| - Net Actuarial (Gain)/ Loss recognised during the year | (10,44,243) | 15,22,623 | 9,52,651 | 15,21,764 |
| Total Expenses recognised in Profit and Loss a/c | 5,70,034 | 28,99,944 | 19,78,698 | 23,91,643 |

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

In respect of employees at Foreign branches

| Particulars | Gratuity Funded | | Leave encashment | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | 2015-16 Amount (₹) | 2014-15 Amount (₹) | 2015-16 Amount (₹) | 2014-15 Amount (₹) |
| Change in Present value of Obligation | - | - | - | - |
| - Present value of obligation as at beginning of the year | - | - | 13,69,193 | 14,04,911 |
| - Interest Costs | - | - | 1,17,050 | 96,855 |
| - Current Service Cost | - | - | 10,41,350 | 6,76,388 |
| - Past Service Cost(vested benefit) | - | - | - | - |
| - Benefits Paid | - | - | (38,21,900) | (6,11,802) |
| - Actuarial (Gain) / Loss on obligations | - | - | 40,87,857 | (1,97,159) |
| - Present value of obligation as at end of the year | - | - | 27,93,550 | 13,69,193 |
| Change in fair value of Plan Assets | - | - | - | - |
| Fair Value of Plan Assets at the beginning of the period | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Contributions | - | - | - | - |
| Benefit Paid | - | - | - | - |
| Actuarial Gain/(Loss) on Plan Assets | - | - | - | - |
| Fair Value of Plan Assets at the end of the period | - | - | - | - |
| Actual Return on Plan Assets | - | - | - | - |
| Expected Return on Plan Assets | - | - | - | - |
| Actuarial Gains/(Losses) on Plan Assets | - | - | - | - |
| Actual Return on Plan Assets | - | - | - | - |
| Liability Recognised in balance Sheet | - | - | - | - |
| - Present value of obligation as at beginning of the year | - | - | 27,93,550 | 13,69,193 |
| - Fair value of plan assets as at the end of the year | - | - | - | - |
| - Unfunded status | - | - | 27,93,550 | 13,69,193 |
| - Unrecognised Actuarial (Gain)/Loss | - | - | - | - |
| Net (Assets)/ Liability recognised in Balance Sheet | - | - | 27,93,550 | 13,69,193 |
| Expenses recognised in Profit and Loss Account | - | - | - | - |
| - Current Service Cost | - | - | 10,41,350 | 6,76,388 |
| - Interest Costs | - | - | 1,17,050 | 96,855 |
| - Expected Return on Plan assets | - | - | - | - |
| - Past Service Cost(vested benefit) Recognised | - | - | - | - |
| - Net Actuarial (Gain)/ Loss recognised during the year | - | - | 40,01,700 | (4,186) |
| Total Expenses recognised in Profit and Loss a/c | - | - | 51,60,100 | 7,69,057 |

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

39 Figures have been rounded off to the nearest rupee.

As per our Report of even date.

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

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

Place : Noida
Date : 30th May, 2016

For and on behalf of the Board

(HARISH CHANDRA GUPTA)
Chairman & Managing Director
(DIN: 00334405)

(PRADEEP JAIN)
(Chief Financial Officer)

(ANURAG GUPTA)
Dy. Managing Director
(DIN: 00334160)

(ASHWANI K VERMA)
Company Secretary
(M.No.: A15482)



ROTO PUMPS LTD.

Regd. Office: Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.)
Ph: +91 120 2567902-05; Fax: +91 120 2567911
Website: www.rotopumps.com, email: investors@rotopumps.com
CIN No.: L28991UP1975PLC004152

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | | | |
|-------------------------|--|--------|--|
| Name of the Member (s): | | | |
| Registered address: | | | |
| E-mail id: | | | |
| Folio No/Client Id | | DP ID: | |

I/We, being the member (s) of.....shares of the above named company, hereby appoint

- Name : E-mail Id :
Address :
..... Signature :.....or failing him
- Name : E-mail Id :
Address :
..... Signature :.....or failing him
- Name : E-mail Id :
Address :
..... Signature :.....or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the Company, to be held on Wednesday, 28th September, 2016 at 11.30 a.m. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida - 201 305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

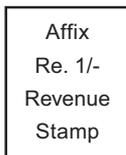
Ordinary Business

- To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
- To declare dividend on equity shares.
- To appoint a director in place of Ms. Asha Gupta (DIN: 00334345), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.
- To re-appoint M/s A. Kay Mehra & Co., Chartered Accountants as Statutory Auditors and fixing their remuneration.

Special Business

- To appoint Branch Auditors .

Signed thisday of September, 2016



.....
Signature of shareholder

.....
Signature of proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.



ROTO PUMPS LTD.

CIN No.: L28991UP1975PLC004152

Regd. Office: Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.)

Ph: +91 120 2567902-05; Fax: +91 120 2567911

Website: www.rotopumps.com, email: investors@rotopumps.com

ATTENDANCE SLIP

**41ST ANNUAL GENERAL MEETING
WEDNESDAY, THE 28TH SEPTEMBER, 2016**

| | |
|--|--|
| Regd. Folio No./DP Id No.*/Client Id No.* | |
| No. of Shares held | |
| Name and Address of the First Shareholder (IN BLOCK LETTERS) | |
| Name of the Joint holder (if any) | |

I/we hereby record my/our presence at the 41st Annual General Meeting of the Company held at its Registered Office at **Roto House, Noida Special Economic Zone, Noida - 201 305 (U.P.)** on Wednesday, the 28th day of September, 2016 at 11.30 A.M.

.....
Member's/Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes: A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

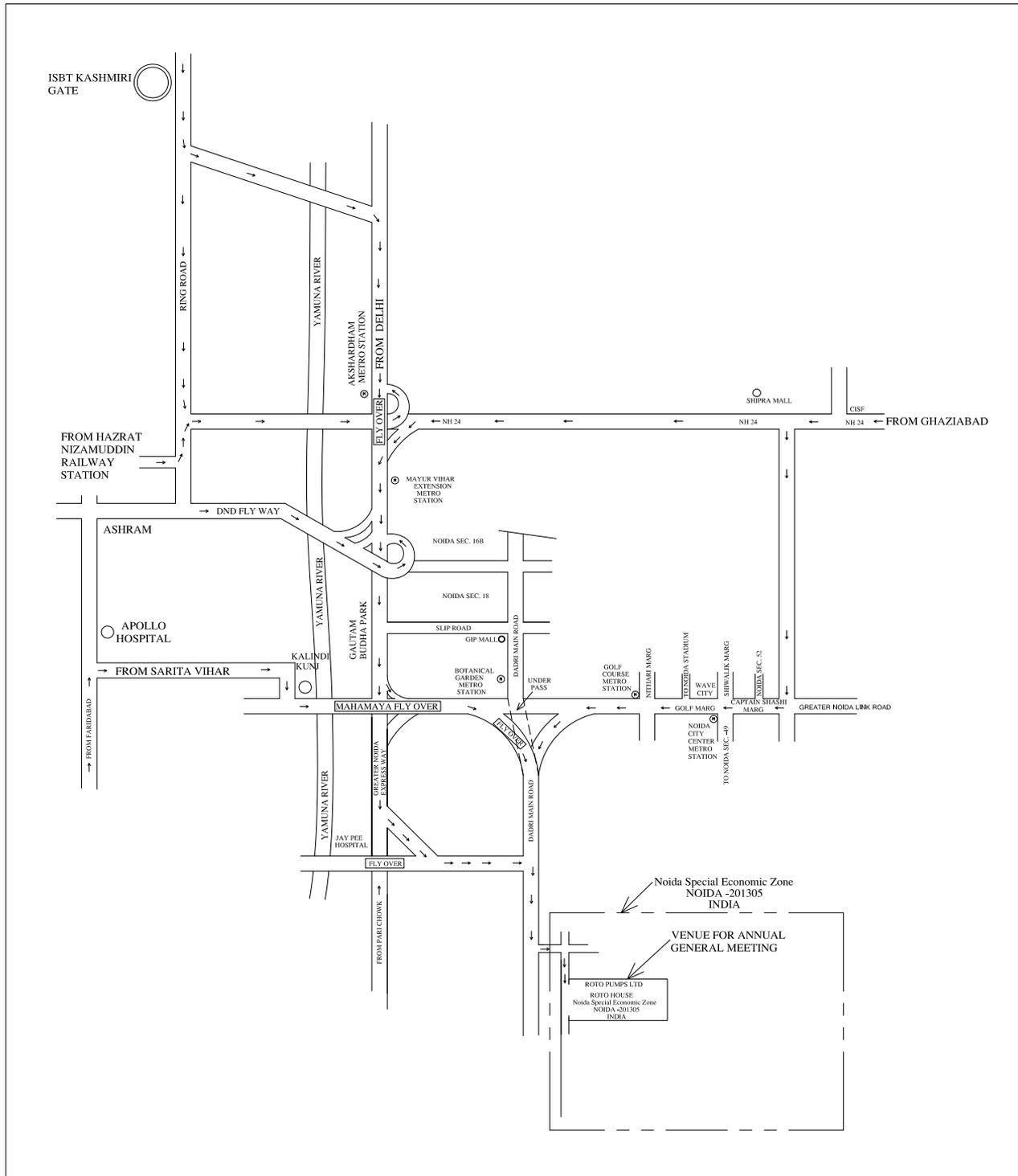
| EVEN (e-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| | | |

The e-voting facility will be available during voting period:

| | |
|--------------------------|------------------------------------|
| Commencement of e-voting | September 23, 2016 (9.00 a.m. IST) |
| End of e-voting | September 27, 2016 (5.00 p.m. IST) |

Please read the instructions given at note no 11 to the Notice of the 41st Annual General Meeting carefully before exercising the vote electronically.

Location Map Roto Pumps Limited, Roto House, Noida Special Economic Zone, Noida - 201305



Runs faster... Lasts longer...



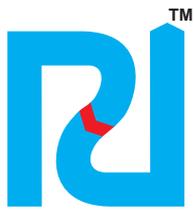
Roto Progressive Cavity Pumps

Lowest wear-velocity
Optimized Rotor-Stator Geometry



45+
years of
...moving fluids positively

Roto
pumps
www.rotopumps.com



Roto

ROTO PUMPS LTD.

(CIN: L28991UP1975PLC004152)

Roto House

Noida Special Economic Zone

Noida - 201 305 (U.P.)

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www.rotopumps.com