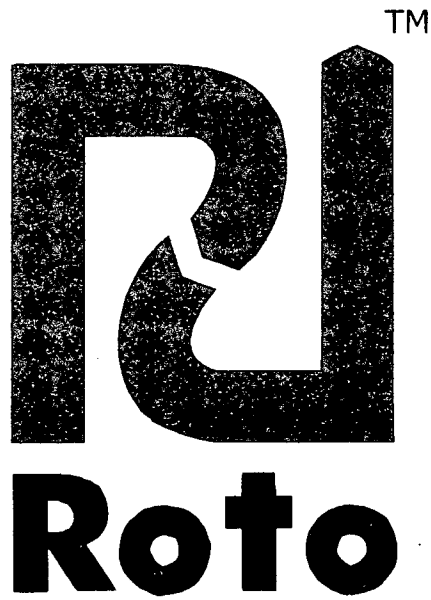


**ANNUAL REPORT
2008-2009**



ROTO PUMPS LTD.

ROTO PUMPS LTD.

BOARD OF DIRECTORS

SHRI GOPI KRISHNA ARORA	—	Chairman
SHRI HARISH CHANDRA GUPTA	—	Managing Director
SHRI ANURAG GUPTA	—	Whole Time Director
SHRI ARVIND VEER GUPTA	—	Whole Time Director
SHRI B. S. RAMASWAMY	—	Director
SMT. ASHA GUPTA	—	Director
SHRI K. CHANDRAMOULI	—	Director

AUDITORS

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

VICE PRESIDENT (F & A)

SHRI V. K. JAIN

COMPANY SECRETARY

SHRI ASHWANI K. VERMA

BANKERS

BANK OF INDIA

REGISTERED OFFICE

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

MARKETING HEAD OFFICE

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

WORKS

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

OVERSEAS OFFICES

MELBOURNE-AUSTRALIA
MANCHESTER-U.K.

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REGISTRAR & SHARE TRANSFER AGENT

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

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the members of ROTO PUMPS LIMITED will be held on Wednesday the 30th September, 2009 at 10.00 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 to transact the following business:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2009 and the Balance Sheet as at that date together with the Reports of Auditors and Directors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri Anurag Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K. Chandramouli, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company and to fix their remuneration.

Special Business

6. To consider, and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:
 - A. "RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s G C Perry & Co., Certified Practicing Accountant, Australia, the retiring Branch Auditors of the Warehouse cum Marketing Office in Australia, be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse cum Marketing Office of the Company in Australia for the financial year 2009-10 on such remuneration as may be decided by the Board of Directors of the Company in consultation with them."
 - B. "RESOLVED THAT pursuant to the provisions of Section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s Layton Lee, Chartered Accountants, U. K., the retiring Branch Auditors of the Warehouse cum Marketing Office in U. K., be and are hereby re-appointed as the Branch Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Members of the Company to examine and audit the books of accounts of the Warehouse cum Marketing Office of the Company in U.K. for the financial year 2009-10 on such remuneration as may be decided by the Board of Directors of the Company in consultation with them."
7. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Shri Harish Chandra Gupta, Managing Director of the Company for a further period of three years with effect from 1st April 2010 to 31st March, 2013 on the following terms and conditions:

 1. Remuneration upto Rs. 6,00,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
 2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
 3.
 - a. Provision of Chauffeur Driven Car for use of Managing Director for Company's business provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at the Residence of the Managing Director provided that personal long distance calls shall be billed by the Company to him."

Note:

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

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

ROTO PUMPS LTD.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Shri Anurag Gupta, Wholetime Director of the Company for a further period of three years with effect from 1st April 2010 to 31st March, 2013 on the following terms and conditions:

1. Remuneration upto Rs. 4,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur driven Car for use of Wholetime Director for Company's business, provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at his Residence, provided that personal long distance calls shall be billed by the Company to him."

Note:

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

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

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

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

"RESOLVED THAT pursuant to the provisions of Sections 269 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, consent of the Company be and is hereby accorded subject to necessary approvals, if any, to the re-appointment of Shri Arvind Veer Gupta, Wholetime Director of the Company for a further period of three years with effect from 1st April 2010 to 31st March, 2013 on the following terms and conditions:

1. Remuneration upto Rs. 4,00,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur driven Car for use of Wholetime Director, for Company's business, provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at his Residence, provided that personal long distance calls shall be billed by the Company to him."

Note:

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

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

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

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305
Dated: 25.07.2009

(Ashwani K. Verma)
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF / HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxy in order to be effective must be deposited at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Annual General Meeting.

2. An Explanatory statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 in respect of the business under item nos. 6 to 9 is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday the 18th September, 2009 to Wednesday the 30th September, 2009 (both days inclusive).
4. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date fixed for the Annual General Meeting so as to enable the Management to keep the information ready.
5. In terms of the provisions of Section 109A of the Companies Act, 1956, Shareholders holding shares in physical form may file nomination forms in respect of their shareholdings. Any such Shareholder willing to avail of this facility may submit to the Company, the prescribed Form 2B or write to the Company for assistance.
6. Members / Proxies attending the Meeting are requested to bring the attendance slip duly filled in and their copy of the Annual Report for reference at the Meeting.

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

Item no. 6

- A. The Company had setup a Warehouse cum Marketing Office in Australia in February 2001. M/s G.C Perry & Co., Certified Practicing Accountants were appointed as the Branch Auditors for the Financial Year 2008-09. It is proposed to re-appoint M/s G C Perry & Co., Certified Practicing Accountant as Branch Auditors for Warehouse cum Marketing Office in Australia for the Financial Year 2009-10.
- B. The Company had also setup a Warehouse cum Marketing Office in U.K. in October 2004. M/s Layton Lee, Chartered Accountants, U. K. were appointed as the Branch Auditors for the Financial Year 2008-09. It is proposed to re-appoint Layton Lee, Chartered Accountants, U. K. as Branch Auditors for Warehouse cum Marketing Office in U. K. for the Financial Year 2009-10.

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

Item no. 7

Shri Harish Chandra Gupta was re-appointed as Managing Director of the Company by the Board for a period from 1st April 2007 to 31st March 2010. Approval of the members of the Company was obtained at their Thirty Second Annual General Meeting held on 29th September, 2007.

As the term of office of the Shri Harish Chandra Gupta, Managing Director would be expiring on 31st March, 2010, the Board of Directors of the Company at its meeting held on 25th July, 2009 re-appointed Shri Harish Chandra Gupta, as the Managing Director of the Company for a further period of three years with effect from 1st April 2010. The remuneration payable to Shri Harish Chandra Gupta has been approved by the remuneration Committee at its meeting held on 25th July, 2009. The enabling special resolution containing the terms and conditions of the re-appointment of Shri Harish Chandra Gupta is placed at sl. No. 7.

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

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

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

ROTO PUMPS LTD.

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

I. General Information

Nature of Industry	: Manufacturing of Industrial Pumps and spares thereof.
Date or expected date of commencement of commercial production	: Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus.	: Not Applicable
Financial Performance based on given indicators	: Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations	: Rs. 3044.47 Lacs
Foreign investment or Collaborators, if any	: Rs. 26.74 Lacs

II. Information about the appointee

(1) Background Details:

Shri Harish Chandra Gupta aged 63 years is a B. Sc. Graduate, who has been associated with the Company since inception and has been instrumental in promoting a Unit in the Noida Special Economic Zone (formerly Noida Export Processing Zone). He has been Managing Director of the Company since June 1996. He is not a Director in any other Company.

(2) Past Remuneration:

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

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

(3) Recognitions or awards:

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

(4) Job profile and his suitability:

Shri Harish Chandra Gupta is the Managing Director of the Company and is in-charge of the overall management of the affairs of the Company. He has over 33 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

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

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

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

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

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

Shri Harish Chandra Gupta is one of the promoters of the Company holding 12.77% shares in the paid up capital of the Company. Please also refer note no. 7 of the schedule 14 to the Annual Accounts – Notes to Accounts.

III. Other Information

(1) Reasons of loss or inadequate profits:

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

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

The Company is undertaking an expansion cum modernisation of its production facilities to augment its capacities as well as to improve operational efficiencies to cater to the expected increased demand.

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

The Company expects an increase of 20% in Sales turnover (Productivity) and 15% in profits in 2010-11 to 2012-13 respectively and thereafter normal growth in sales turnover in profitability per annum.

IV. Disclosures

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

Item no. 8

Shri Anurag Gupta was re-appointed as Wholetime Director of the Company by the Board for a period from 1st April 2007 to 31st March 2010. Approval of the members was obtained at their Thirty Second Annual General Meeting held on 29th September, 2007.

As the term of office of the Shri Anurag Gupta, Wholetime Director would be expiring on 31st March, 2010; the Board of Directors of the Company at its meeting held on 25th July, 2009 re-appointed Shri Anurag Gupta, the Wholetime Director of the Company for a further period of three years with effect from 1st April 2010. The remuneration payable to Shri Anurag Gupta has been approved by the remuneration Committee at its meeting held on 25th July, 2009. The enabling special resolution containing the terms and conditions of the re-appointment of Shri Anurag Gupta is placed at sl. No. 8.

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

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

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

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

I. General Information

Nature of Industry thereof.	Manufacturing of Industrial Pumps and spares
Date or expected date of commencement of commercial production	Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus.	Not Applicable
Financial Performance based on given indicators	Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations.	Rs. 3044.47 Lacs
Foreign investment or collaborators, if any.	Rs. 26.74 Lacs

II. Information about the appointee

(1) Background Details:

Shri Anurag Gupta aged 34 years is a Graduate in Commerce, ICWAI (Inter) and MBA from Cardiff University, U.K. He has been associated with the Company since January 1995 and has been instrumental in the restructuring process the Company had undertaken. He is not a Director in any other Company.

ROTO PUMPS LTD.

(2) Past Remuneration:

Remuneration upto Rs. 3,00,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company.

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

(3) Recognitions or awards:

No specific recognition or award to report.

(4) Job profile and his suitability:

Shri Anurag Gupta is the Whole time Director of the Company since October 1999 and is in-charge of the Corporate Affairs of the Company. He has over 12 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

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

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

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

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

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

Shri Anurag Gupta is one of the promoters of the Company holding 7.02% shares in the paid up capital of the Company. Please also refer note no. 7 of the schedule 14 to the Annual Accounts – Notes to Accounts.

III. Other Information

(1) Reasons of loss or inadequate profits:

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

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

The Company is undertaking an expansion cum modernisation of its production facilities to augment its capacities as well as to improve operational efficiencies to cater to the expected increased demand.

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

The Company expects an increase of 20% in Sales turnover (Productivity) and 15% in profits in 2010-11 to 2012-13 respectively and thereafter normal growth in sales turnover in profitability per annum.

IV. Disclosures

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

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

Item no. 9

Shri Arvind Veer Gupta was re-appointed as Wholetime Director of the Company by the Board for a period from 1st April 2007 to 31st March 2010. Approval of the members was obtained at their Thirty Second Annual General Meeting held on 29th September, 2007.

As the term of office of the Shri Arvind Veer Gupta, Wholetime Director would be expiring on 31st March, 2010, the Board of Directors of the Company at its meeting held on 25th July, 2009 re-appointed Shri Arvind Veer Gupta, as Wholetime Director of the Company for a further period of three years with effect from 1st April 2010. The remuneration payable to Shri Arvind Veer Gupta has been approved by the remuneration Committee at its meeting held on 25th July, 2009. The enabling special resolution containing the terms and conditions of the re-appointment of Shri Arvind Veer Gupta is placed at sl. No. 9.

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

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

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

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

I. General Information

Nature of Industry thereof	Manufacturing of Industrial Pumps and spares
Date or expected date of commencement of commercial production	Since inception
In case of new Company, expected date of commencement of activity as per project approved by the Financial Institution appearing in the Prospectus	Not Applicable
Financial Performance based on given indicators	Please refer to the 'Financial Results' in Directors' Report
Export performance and net foreign exchange collaborations.	Rs. 3044.47 Lacs
Foreign investment or collaborators, if any.	Rs. 26.74 Lacs

II. Information about the appointee

(1) Background Details:

Shri Arvind Veer Gupta aged 33 years is a Bachelor of Management (Manufacturing Engineering), has been associated with the Company since July 1995. He has been Wholetime Director of the Company since January, 2001. He is not a Director in any other Company.

(2) Past Remuneration:

Remuneration upto Rs. 2,50,000/- per month by way of salary, perquisites and allowances as may be decided from time to time by the Board of Directors or Committee of the Board of Directors of the Company

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

(3) Recognitions or awards:

No specific recognition or award to report.

(4) Job profile and his suitability:

Shri Arvind Veer Gupta is the Wholetime Director of the Company and is in-charge of the Marketing of the Company's product. He has over 12 years experience in the production and marketing of Company's Products. Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(5) Remuneration Proposed:

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

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

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

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

ROTO PUMPS LTD.

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

Shri Arvind Veer Gupta is one of the promoters of the Company holding 7.83% shares in the paid up capital of the Company. Please also refer note no. 7 of the schedule 14 to the Annual Accounts – Notes to Accounts.

III. Other Information

(1) Reasons of loss or inadequate profits:

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

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

The Company is undertaking an expansion cum modernisation of its production facilities to augment its capacities as well as to improve operational efficiencies to cater to the expected increased demand.

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

The Company expects an increase of 20% in Sales turnover (Productivity) and 15% in profits in 2010-11 to 2012-13 respectively and thereafter normal growth in sales turnover in profitability per annum.

IV. Disclosures

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

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida - 201305
Dated: 25.07.2009

**(Ashwani K. Verma)
Company Secretary**

Details of Directors seeking re – appointment at the forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	: Shri Anurag Gupta	Shri K. Chandramouli
Date of Birth	: 03.10.1974	01.02.1936
Date of Appointment	: 29.10.1999	29.07.2006
Expertise in specific Functional areas	: Operations and Finance.	Rich experience in taxation and trade policies formulation Administration and other allied functions
Qualification	: B. Com, ICWA (Inter) MBA	B. Sc., IRS (Retd.) Fellow, World Customs Organization, Brussels
List of Companies in which outside Directorship held	: Nil	Nil
Chairman / Member of the Committees of the Boards of the other Companies on which he is a Director	: Nil	Nil

DIRECTORS' REPORT

To the Members of
ROTOPUMPS LIMITED

Your Directors have pleasure in presenting herewith the Thirty Fourth Annual Report and Audited Statement of Accounts of the Company for the Financial Year ended 31st March, 2009.

Financial Results

The summarised financial performance of the Company for the financial year ended 31st March, 2009 as compared to the previous year is as under:

Particulars	Amount (Rs. in lacs)	
	<u>2008-09</u>	<u>2007-08</u>
Total Income	5,240.75	4,245.07
Profit / (Loss) before Interest, Depreciation and Taxation.	760.96	656.86
Less: Interest	120.37	107.46
Depreciation	120.50	71.57
Profit / (Loss) before Tax	520.09	477.83
Less: Provision for Income Tax	167.12	161.42
Provision for Fringe Benefit Tax	10.56	11.39
Deferred Income Tax Charge / (Credit)	9.24	1.62
Wealth Tax	0.13	0.14
	333.04	303.26
Less: Adjustment for Income Tax for earlier years	2.54	0.08
Profit after Tax	330.50	303.18
Add: Balance brought forward from previous year	480.93	272.81
Profit available for Appropriation	811.43	575.99
Appropriations:		
Proposed Dividend	61.82	61.82
Dividend Tax	*10.50	10.50
Transfer to General Reserve	25.13	22.74
Surplus carried to Balance Sheet	713.98	480.93

Dividend

Your Directors are pleased to recommend a dividend of Rs. 2/- per share of Rs. 10/- each i.e. 20% for the financial year ended 31st March, 2009, which if approved by the members at the forthcoming Annual General Meeting will be paid out of the profits of the Company for the said year. The payout of Dividend will involve cash outflow of Rs. 72.32 lacs including dividend tax.

Year in retrospect

Your Company has again registered highest-ever turnover of Rs. 5,218.28 Lacs representing an increase of 22.93% over previous year's turnover of Rs. 4,245.07 lacs. The Export turnover during the year was Rs. 3,044.47 lacs as compared to Rs 2,447.64 lacs in the preceding year, representing an increase of 24.38% over last year. Growth in Export Sales was led by over 21.44% growth over previous year from Warehouse cum Marketing Office in Australia and U. K. Export Sales under review exceeded the Domestic Sale consecutively in the second year. The profit after tax during the year was Rs 330.50 lacs as compared to Rs 303.18 lacs in the preceding year.

Outlook

Your Company's operations are showing consistent improvements. Indian Economy reflecting signs of recovery from a recessionary trend. Governments thrust on infrastructure development and related projects would result in increased opportunities for growth of the Company.

ROTO PUMPS LTD.

On the International front, continued acceptance of the Company's products in established markets and the operations of Warehouse cum Marketing Offices in U. K. and Australia, would lead to increased export turnover.

With the above, the performance of the Company is expected to register further improvements in 2009-10.

Your Company is also undertaking an expansion cum modernization of the production facilities to augment its capacities as well as steps to improve operational efficiencies to cater to increased demand. In this direction, your Company has been allotted an industrial land admeasuring 20,000 Sqm by the Greater Noida Industrial Development Authority.

Fixed deposits

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

Information under Listing Agreement

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

Directors

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

Auditors

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

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

Branch Auditors

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

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

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

Conservation of Energy:

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

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

Technology Absorption, Adaptation and Innovation:

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

Foreign Exchange Earnings and Outgo:

Particulars with respect to Foreign Exchange Earnings and Outgo etc. as required under Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the financial year ended 31st March, 2009 are annexed and marked as Annexure – 1 which forms part of this report.

Personnel

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

Corporate Governance

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

Directors' responsibility statement

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

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith the proper explanation relating to material departures.
- b. They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and of the profit of the Company for the financial year ended on that date.
- c. They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. They have prepared the annual accounts on a going concern basis.

Acknowledgements

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

For and on behalf of the Board

**(GOPI KRISHNA ARORA)
Chairman**

Place: Noida
Dated: 25.07.2009

Annexure to the Directors' Report

Annexure - 1

Statement pursuant to the provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 referred to in the Directors' Report for the year ended 31st March, 2009 and forming part thereof.

Activities relating to export

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

Initiative taken to increase exports

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

Development of new export markets for products

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

Export plans

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

The foreign exchange earnings and outgo during the year ended 31st March, 2009 as compared to previous year were as under:

	Amount (Rs. in Lacs)	
	<u>2008-09</u>	<u>2007-08</u>
Total Foreign Exchange earned	3,047.54	2,442.48
Total Foreign Exchange used	1,881.35	1,085.94

Note: Current year's foreign exchange used includes expenses of Rs. 1221.75 Lacs (Previous year Rs. 1008.36 Lacs) at Company's Overseas Warehouse cum Marketing Branch Offices.

For and on behalf of the Board

Place: Noida
Dated: 25.07.2009

(GOPI KRISHNA ARORA)
Chairman

Annexure to the Directors' Report

Annexure - 2

Statement pursuant to Section 217 (2A) of the Companies (Particulars of Employees) Rules, 1975 referred to in the Directors' Report for the year ended 31st March, 2009 and forming part thereof:

Sl	Name	Age (yrs)	Qualification	Designation	Remuneration	Date of joining	Experience	Last Employment
A. Employed throughout the year and were in receipt of remuneration for the financial year in aggregate of not less than Rs. 24,00,000/- p.a.								
1.	Shri Harish Chandra Gupta	62	B.Sc.	Managing Director	Rs. 39,61,932/-	Since Incorporation	34 Years	Own Business
2.	Shri Anurag Gupta	34	B. Com ICWA- Inter, MBA	Wholetime Director	Rs. 26,60,211/-	01.01.1995	13 Years	Own Business
3.	Shri Arvind Veer Gupta	33	MBA	Wholetime Director	Rs. 24,74,553/-	01.07.1995	12 Years	Own Business
4.	Shri David Bent Roy	48	Diploma Engineer	General Manager	Rs. 59,81,279/-	15.10.2004	29 Years	Orbit Pumps Ltd as Director
6.	Shri Philip Kevin Moore	43	Engineer	General Manager	Rs. 42,94,029/-	07.01.2002	23 Years	Roblaine Pump Equipment as Manager
7.	Shri Philip Johnston	54	Certificate of Animal Husbandry	State Sales Manager	Rs. 28,89,674/-	05.06.2006	37 Years	Ebsray Pumps Pty. Ltd. as Technical Sale Engineer
8.	Shri Hinchlife John	47	Certificate in Advanced Management	State Sales Manager	Rs. 33,84,666/-	19.03.2007	31 Years	Weir Services Pty. Ltd. as Spare Manager
9.	Shri Kraig Kelly	25	GCSE's & Vocational training	Sales Engineer	Rs. 27,58,890/-	17.09.2007	11 Years	P.A.C.E. Pneumatics as Sales Engineer
10.	Shri Stephen Foster Allis	51	B.A. Hons. ICAEW Finalist	Manager (F&A)	Rs. 31,53,135/-	01.06.2007	29 Years	Orbit Pumps Ltd. as Financial Controller
11.	Shri Kevin John Kershwa	48	HNC Mech. Engineering	State Sales Manager	Rs. 25,35,762/-	17.10.2007	21 Years	B F Group Pty Ltd. as Product Manager
B. Employed during part of the year and were in receipt of remuneration for the period in aggregate of not less than Rs. 2,00,000/- p.m.								
1.	Shri Nicholas Hassan	42	Degree in Intl. Trade	State Sales Manager	Rs. 28,19,335/-	01.04.2004	23 Years	KSB Ajax as Sr. Product Manager
2.	Shri David James Miller	38	B.E.	Sales Manager	Rs. 14,53,661/-	16.01.2006	16 Years	Royal Air Force as Aircraft Technician
3.	Sean Clark	45	C & G Mech. Engineering	Sales Engineer	Rs. 21,61,516/-	11.08.2008	21 Years	P C Pumps Ltd as Sales Manager

Notes:

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

For and on behalf of the Board

Place: Noida
Dated: 25.07.2009

(GOPI KRISHNA ARORA)
Chairman

CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

Composition of Board

The Board is an apex body, responsible and plays a significant role in the proper and efficient functioning of the Company. The Company's Board has an appropriate mix of Executive, Non-executive and Independent Directors. During the year 2008-09, composition of the Company's Board was as under:

Name	Relationship with other Directors	Independent / Executive/ Non executive	No. of Directorship in other public companies	No. of Chairmanship / Membership of the other Board Committees
Shri G. K. Arora	None	Independent / Non-executive Chairman	12	4/5
Shri Harish Chandra Gupta	Father of Shri Arvind Veer Gupta and Brother-in-law of Smt. Asha Gupta	Promoter / Executive Director	-	-
Shri B. S. Ramaswamy	None	Independent / Non-executive Director	-	-
Shri K. Chandramouli	None	Independent / Non-executive Director	-	-
Smt. Asha Gupta	Mother of Shri Anurag Gupta and Sister-in-law of Shri Harish Chandra Gupta	Promoter / Non-executive Director	-	-
Shri Anurag Gupta	Son of Smt. Asha Gupta	Promoter / Executive Director	-	-
Shri Arvind Veer Gupta	Son of Shri Harish Chandra Gupta	Promoter / Executive Director	-	-

Non-Executive Directors' compensation and disclosure

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

Other provisions of the Board

During the year 2008-09, five meetings of the Board of Directors of the Company were held on 11th April 2008, 23rd June 2008, 30th July 2008, 25th October 2008, and 29th January 2009. All relevant informations were placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2008-09 was as under,

Name	No. of meetings of the Board held	No. of Meetings attended	Attended last AGM
Shri G. K. Arora	5	3	No
Shri Harish Chandra Gupta	5	5	Yes
Shri B. S. Ramaswamy	5	5	No
Shri Anurag Gupta	5	5	No
Shri Arvind Veer Gupta	5	5	Yes
Smt. Asha Gupta	5	4	No
Mr. K. Chandramouli	5	1	No

Details of remuneration to Directors

The aggregate value of salary and perquisites paid to the Managing Director and Wholetime Directors is as follows: Shri Harish Chandra Gupta, Managing Director Rs. 39,61,932/-, Shri Anurag Gupta, Wholetime Director Rs. 26,60,211/- and Shri Arvind Veer Gupta, Wholetime Director Rs. 24,74,553/-. In addition, the Managing Director and Wholetime Directors are also entitled to Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund; to the extent not taxable and Gratuity and encashment of leave at the end of tenure, as per the Company's Rules. They are also entitled to the use of a Car for Company's business and Telephones at the residence.

The Company paid sitting fee to all Non-executive Directors at the rate of Rs. 2000/- for attending each meeting of the Board and / or Committee thereof. The sitting fees paid for the year ended 31st March, 2009 to the Directors are as follows: Shri G. K. Arora Rs. 14,000/-, Shri B. S. Ramaswamy, Rs. 30,000/- Smt. Asha Gupta Rs. 16,000/- and Shri K. Chandramouli Rs. 4,000/-.

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

Code of Conduct

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

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

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management affirmation that they have complied with the code of conduct for Directors and Senior Management in respect of the financial year 2008-09.

Harish Chandra Gupta
Managing Director

AUDIT COMMITTEE

The Audit Committee of the Board comprises of three members all of whom are Non-executive Independent Directors, except Smt. Asha Gupta who is a Non-executive promoter Director. The Committee functions under the Chairmanship of Shri B. S. Ramaswamy, who is an Independent Director. Shri B. S Ramaswamy is a B. Sc., B. Com. Graduate Engineer, FICWA, and a retired Officer of the Indian Audit & Accounts Service. Shri Ashwani K. Verma, Company Secretary acts as Secretary of the Committee. During the year 5 meetings of the Audit Committee were held on 11th April 2008, 23rd June 2008, 30th July 2008, 25th October 2008, and 29th January 2009.

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

Name of Member	Position	Number of meetings attended
Shri B. S. Ramaswamy	Chairman	5
Shri G. K. Arora	Member	3
Smt. Asha Gupta	Member	4

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The term of reference and powers of the Audit committee are as mentioned in Clause 49 II D of the Listing Agreement entered into with the Stock Exchanges and would include overseeing your Company's financial reporting process, reviewing with the management the financial statements and the adequacy of the internal audit function and to discuss significant internal audit finding, statutory compliance and related issues.

The Audit Committee acts as a link between the management, external and internal Auditors and the Board of Directors.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

DISCLOSURES

Related party transactions

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

Disclosure of Accounting treatment

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

Risk Management.

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

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

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

Management

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

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

Shareholders

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

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

SHAREHOLDERS' GRIEVANCE REDRESSAL COMMITTEE

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

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

Name of Member	Position	Number of Meetings attended
Mr. B. S. Ramaswamy	Chairman	4
Mr. Anurag Gupta	Member	4
Mr. K. Chandramouli	Member	1

No shares were pending for transfer as on 31.03.2009.

A total of 9 complaints were received from the Shareholders during the year and the same were resolved.

SHARE TRANSFER & TRANSMISSION COMMITTEE

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

CEO / CFO CERTIFICATION

The CEO and CFO certification of the financial statements and the cash flow statement for 2008-09 is enclosed at the end of this report.

REPORT ON CORPORATE GOVERNANCE

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

REMUNERATION COMMITTEE

The Remuneration Committee of the Board of Directors of the Company comprises of Shri B. S. Ramaswamy, Shri G. K. Arora and Shri K. Chandramouli, all of whom are Non-executive Independent Directors. The Committee functions under the Chairmanship of Shri B. S. Ramaswamy, Shri Ashwani K. Verma, Company Secretary acts as Secretary of the Committee.

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

During the year, one meeting of the Remuneration Committee was held on 30th July 2008. All the members were present at the meeting.

COMPLIANCE WITH THE MANDATORY REQUIREMENTS

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

GENERAL BODY MEETINGS

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

Year	Type	Date	Venue	Time
2008	AGM	30.09.2008	Registered Office	10.00 A.M.
2007	AGM	29.09.2007	Registered Office	10.00 A.M.
2006	AGM	28.09.2006	Registered Office	10.00 A.M.

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

Means of Communication

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

GENERAL INFORMATION

Annual General Meeting

The ensuing Annual General Meeting is scheduled to be held on Wednesday the 30th September, 2009 at 10.00 A.M at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305.

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Financial Calendar

The Company follows April – March financial year. The un-audited financial results for first, second (half yearly) and third quarter would be published in July, October and January, respectively. Annual audited financial results would be published in May / June.

Book Closure

The Share transfer books and Register of Members will be closed from Friday the 18th September, 2009 to Wednesday the 30th September, 2009 (both days inclusive) for the purpose of payment of dividend and Thirty Fourth Annual General Meeting.

Dividend payment date

Dividend warrants shall be dispatched on or after 1st October, 2009.

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

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

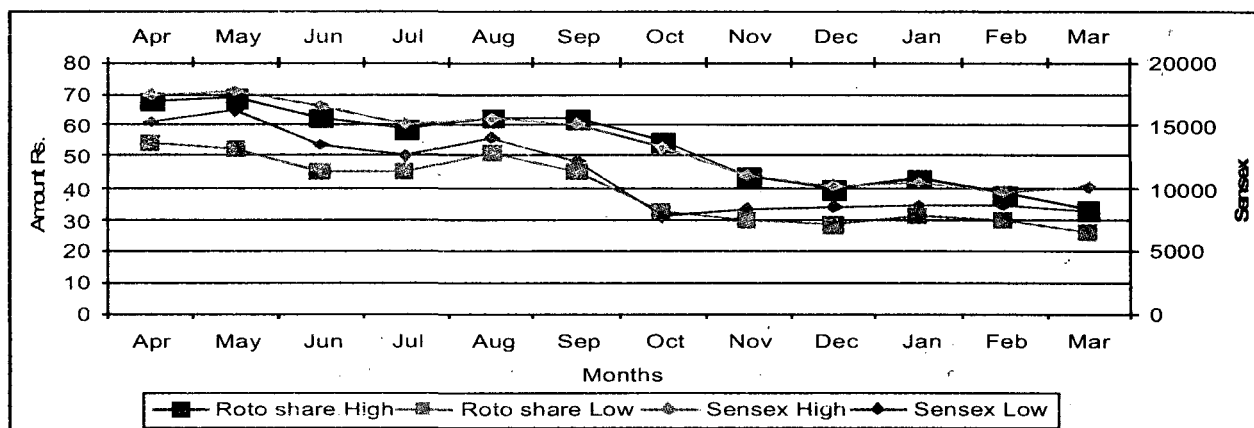
ISIN Number

ISIN number of the Company for NSDL and CDSL is INE535D01011

Market Price Data and Performance in comparison to BSE Sensex

The market price data and performance of the Company's share on the BSE as compared to the BSE Sensex during the year 2008-09 was as under.

Month	BSE Sensex		Roto Pumps Ltd.	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2008	17480.74	15297.96	68.00	54.20
May 2008	17735.70	16196.02	68.95	52.25
June 2008	16632.72	13405.54	62.50	45.00
July 2008	15130.09	12514.02	59.00	45.00
August 2008	15579.78	14002.43	63.00	51.10
September 2008	15107.01	12153.55	62.00	45.10
October 2008	13203.86	7697.39	55.00	32.65
November 2008	10945.41	8316.39	44.00	30.00
December 2008	10188.54	8467.43	39.95	28.15
January 2009	10469.72	8631.60	43.20	31.55
February 2009	9724.87	8619.22	38.10	30.00
March 2009	10127.09	8047.17	33.00	26.05



Registrar and Share Transfer Agent

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

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

Share Transfer System

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

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

Shareholding pattern

The broad shareholding pattern of the Company as on 31st March, 2009 as compared to 31st March 2008 was as follows

Category of Shareholders	As on 31st March, 2009		As on 31st March, 2008	
	No. of Shares	Percentage	No. of Shares	Percentage
Promoters	2161231	69.93	2161231	69.93
Mutual Funds and Banks	1800	0.06	1800	0.06
Private Bodies Corporate	52310	1.69	68565	2.22
NRIs and OCBs	79069	2.56	79975	2.59
Resident Individuals and others	796351	25.76	779190	25.20
Total	3090761	100.00	3090761	100.00

Distribution of Shareholding

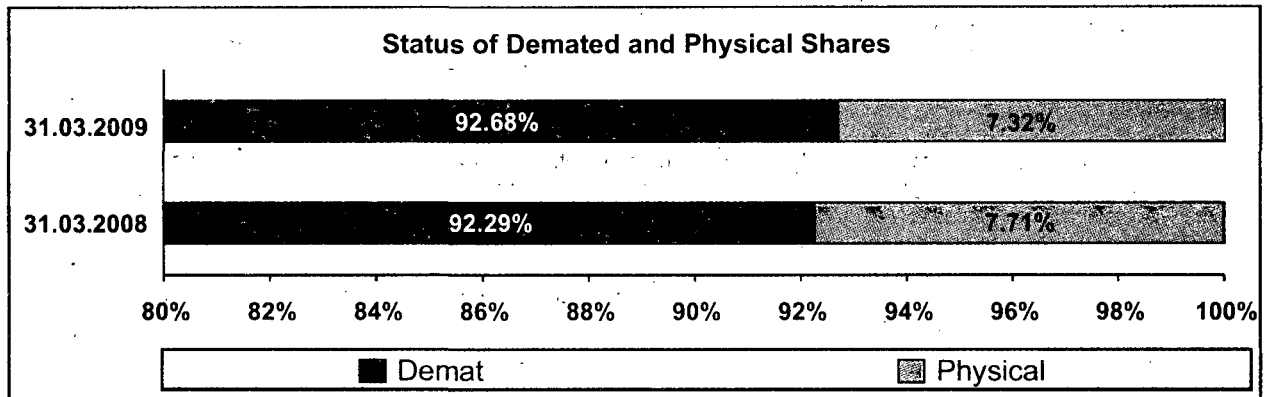
The distribution of shareholding pattern of the Company as on 31st March, 2009 was as follows

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

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Dematerialisation of Shares and liquidity

2864595 Equity shares out of the total 3090761 shares have been dematerialised upto 31.03.2009. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have option to dematerialise their shares with either depository. Equity shares are actively traded in BSE.



Secretarial Audit Report

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

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

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

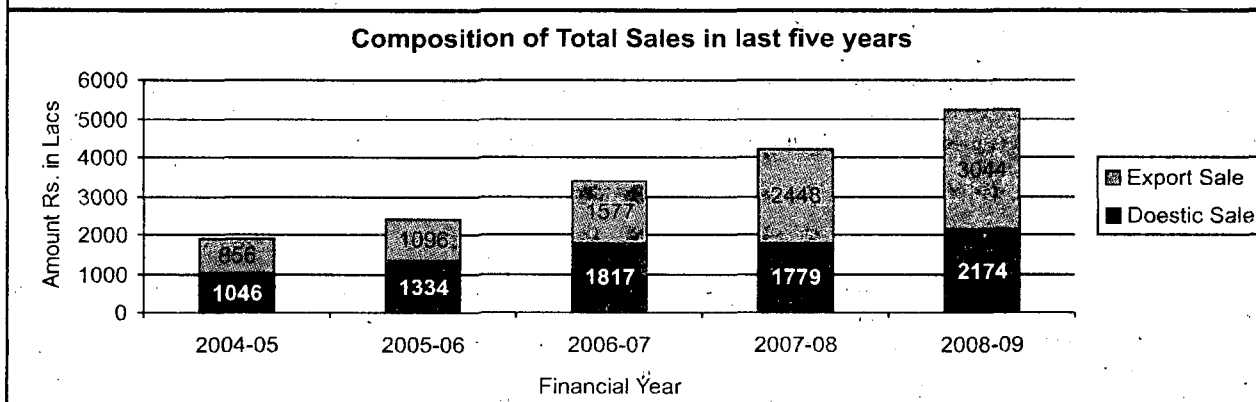
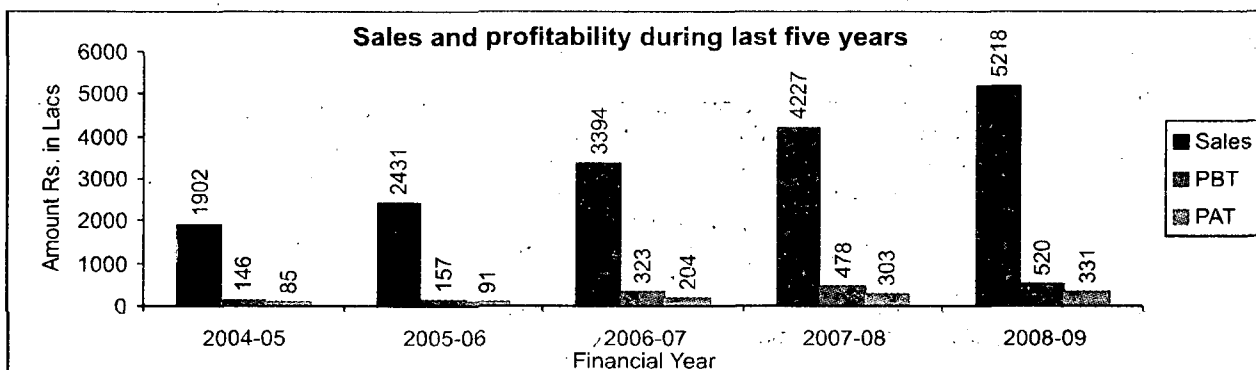
Plant Locations

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

Address for correspondence

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

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



CEO / CFO CERTIFICATION

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

Sirs,

We, Harish Chandra Gupta, Managing Director and V. K. Jain, Vice President (F&A), of Roto Pumps Limited, to the best of our knowledge and belief certify that –

1. We have reviewed financial statements and cash flow statement for the year ended 31.03.2009 and that:
 - a. Based on our knowledge and information, these statements do not contain any untrue statement of material fact or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We also certify that to the best of our knowledge and belief, no transactions were entered into by the company during the year, which are fraudulent, illegal or violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls in the company pertaining to financial reporting and have evaluated the effectiveness of these procedures of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes in the internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Noida
 Dated : 29.06.2009

V. K. JAIN
 V.P. (F&A)

(HARISH CHANDRA GUPTA)
 MANAGING DIRECTOR

MANAGEMENT DISCUSSION AND ANALYSIS**Market Overview**

The industries serviced by your Company's products are growing very rapidly in India over the last few years. Last year saw some negative effect of global downturn but that has remained limited to a large extent. The biggest Industry for your Company's main product is wastewater treatment not only in India but also on a global basis. With increased environmental protection issues, Government and Corporate bodies are under tremendous pressure to meet the regulations and have increased their spending in this area significantly over the last decade or so. There is still a huge gap to be bridged which would continuously require massive spending in this sector and thereby, will create demand for the products in future on a bigger scale. Further, other industries such as oil & gas, marine, chemical and process, sugar, paper etc. are all slated to grow well in India thereby again creating healthy demand for your Company's products in times to come.

As far as exports are concerned, the market size for your Company's products is very large in developed nations such as USA, Europe, Australia, etc. where the company presently has a significantly smaller to negligible market share. While global down turn has severely affected these markets but your Company is in a unique position, which would allow growth in these markets. The growth is based on Roto's robust Business Model that is in place in both U.K. for European Markets and in Australia addressing the competitive Business aspects of Quality, Cost and Delivery.

Financial Overview

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

Resources Allocation**Fixed Assets**

The Gross Fixed Assets as at 31st March, 2009 were Rs. 1828.99 lacs as compared to Rs. 1591.51 lacs on 31st March, 2008 indicating an increase of 14.92%. The net increase was mainly on account of purchase of new plant & machinery, furniture & fixtures, office equipment, computers and vehicles.

Working Capital

Net current assets as at 31st March, 2009 was Rs. 2074.67 lacs, which was greater by Rs 650.03 lacs than the previous year. The details are as follows:

Particulars	As at 31.03.2009	As at 31.03.2008
Current Assets, Loans and Advances:		
Inventories	1,283.34	1,088.33
Sundry Debtors	911.26	981.48
Cash and Bank Balances	157.28	67.71
Loans, Advances and Others	646.45	315.91
Total	2,998.33	2,453.43
Current Liabilities and Provisions:		
Current Liabilities	615.29	726.72
Provisions	308.37	303.06
Total	923.66	1,029.78
Net Current Assets	2,074.67	1,423.65

Inventories increased by Rs. 195.01 lacs. Sundry debtors increased by Rs. 370.22 lacs due to increased sales. Sundry debtors outstanding for more than six months amounted to Rs. 19.25 lacs as compared to Rs. 20.12 lacs in the previous year. The management has recognised debtors of Rs. 7.87 lacs as bad debts and as not recoverable.

Current liabilities have decreased by Rs. 111.44 lacs. Provisions have been increased by Rs. 0.53 lacs due to increase in provision for income tax, proposed dividend and leave encashment.

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

Financial performance

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

Though the pump industry has not grown as per the expectations, the Company's revenue has grown to Rs. 5240.75 lacs from 4245.07 lacs during 2007-08 as a result of thrust in the infrastructure industry by the Government.

The Company earned a profit after tax of Rs. 330.50 lacs against Rs. 303.18 lacs in 2007-08 and also recommended a dividend of 20% for 2008-09 (20% in 2007-08) involving total cash out flow of Rs. 72.32 lacs.

Future Outlook and Opportunities

Roto's strength is its committed manpower and in-house technology. The Company is undertaking an expansion cum modernisation of production facilities to augment the expected increased demand, which would result in improved performance of the Company. Government's thrust on infrastructure development would provide increased opportunities to the Company.

Outlook on threats, risks and concerns

Quality of production and pricing of products needs to be specially emphasized on from customer's point of view. Your Company is operating in engineering industry, availability of technically qualified and professional workforce may be a challenge. Your Company also has exposure in exports, the fluctuations in foreign exchange rates may also have an impact on the profitability of the Company as far as it relates to export turnover.

Human Resources & Industrial Relations

The employee strength of your company as on March 31, 2009 is more than 225 during the year under review. The management has introduced various employee welfare schemes like, Health Check up, Group Mediclaim policy etc during the year. Through continuous communication and engagement, spirit of co-creation and team bonding events, a culture of vitality has been embedded. The culture of working in cross-functional teams to achieve the priority business goals was driven with a lot of passion and commitment. During the year under review, a number of initiatives were taken contributing to significant improvement in recruitment, retention and talent development.

Your company continued to enjoy cordial relations amongst all its employees. Your company maintained harmonious and cordial industrial relations. No man days were lost due to strike, lock out etc.

Internal Control & Adequacy

The company has adequate internal control system commensurate with its size and nature of its business. It is ensuring that all assets are safeguarded and protected against loss from un-authorized use or disposition, reducing wastages and maintenance of proper accounting records for ensuring accuracy and reliability of its financial information. The board has also constituted an Audit Committee, which meets periodically to preview the financial

ROTO PUMPS LTD.

performance and accuracy of financial records. The company is in continuous process to further extend and strengthen the same commensurate with the size and nature of the business.

Cautionary Statement

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

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
Roto Pumps Limited

1. We have examined the compliance of conditions of Corporate Governance by Roto Pumps Limited, for the year ended 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For A. Kay Mehra & Co.,
Chartered Accountants

Place : Noida
Dated : 25.07.2009

(A. Kay Mehra)
Partner

AUDITORS' REPORT

TO THE MEMBERS,
ROTO PUMPS LIMITED

We have audited the attached Balance Sheet of **ROTO PUMPS LIMITED** as at 31st March 2009 and the Profit & Loss Account for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government U/s-227 (4A) of the Companies Act, 1956, we enclose in the Annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.
3. Further to our comments in the annexure referred to in paragraph 2 above, we report that:
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books, except in the case of books of Company's Foreign Branch where we have relied on the report of the Branch auditors;
 - iii) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - v) On the basis of written representations received from the directors, as on 31st March 2009, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2009 from being appointed as a Director in terms of Clause (g) of subsection (1) of Section 274 of the Act.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and Notes on Accounts in Schedule 14 and those appearing elsewhere in the accounts give the information required by the Act, in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India;
 - a. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009
 - b. in the case of the Profit & Loss Account, of the Profit of the company for the year ended on that date; and
 - c. in the case of the Cash Flow Statement, of the Cash Flows of the company for the year ended on that date.

For **A. KAY MEHRA & CO.**
Chartered Accountants

Place: NOIDA
Dated: 29.06.2009

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

ANNEXURE TO THE AUDITOR'S REPORT

- i) In respect of its fixed assets:
 - (a) The Company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.
 - (b) The fixed assets of the Company have been physically verified by the management during the year in phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - (c) In our opinion, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
- ii) In respect of its inventories:
 - (a) The Inventory of the Company have been physically verified by the management at reasonable intervals during the year.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - (c) The Company has maintained proper records of inventory. The discrepancies between physical stocks and the book stocks, which have been properly dealt with, were not material.
- iii) In respect of Loans
 - (a) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register U/s 301 of the Companies Act, 1956.
 - (b) The Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register U/s 301 of the Companies Act, 1956.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit we have not observed any major weaknesses in internal control system.
- v) In respect of transactions covered under section 301 of the Companies Act, 1956:
 - (a) In our opinion, the particulars of contracts or arrangements, referred to in Section 301 of the Companies Act, 1956 have been entered in the register required to be maintained under that section; and
 - (b) In our opinion, the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time;
- vi) As per information given to us, the Company has not accepted deposits within the meaning of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- vii) The Company has an adequate Internal Audit System commensurate with the size and nature of its business.
- viii) We are of the opinion that, prima facie, the cost records & accounts prescribed by the Central Government U/s 209 (1)(d) of the Companies Act, 1956 have been maintained. We have not, however, carried out any detailed examination of such accounts and records.
- ix) In respect of statutory dues:
 - (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, Investor Education and Protection Fund, Employee's State Insurance, Income-tax, Vat, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, as at 31st March, 2009 for a period of more than six months from the date of becoming payable.
 - (c) The disputed statutory dues aggregating to Rs.56.84 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:

Sl. No.	Name of the Statute	Nature of the Dues	Forum where Dispute Pending	Amount Rs. Lacs
1.	Income Tax Act, 1961 Income Tax Act, 1961	Income Tax Income Tax	High Court –Allahabad Commissioner –Appeals Kanpur (UP)	46.11 4.44
2	Central Sales Tax Act U.P Trade Tax Act Central Sales Tax Act & U.P Trade Tax Act	Sales Tax Sales Tax Sales Tax	Trade Tax-Tribunal Kanpur High Court –Allahabad Jt. Commissioner - Appeals, Noida -Appeal to be filed	2.66 3.36 2.12

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

For A. KAY MEHRA & CO.
Chartered Accountants

Place: NOIDA
Dated: 29.06.2009

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

ROTO PUMPS LTD.

BALANCE SHEET AS AT 31ST MARCH, 2009

		(Amount in Rs.)			
	Schedule	As at 31st March, 2009		As at 31st March, 2008	
SOURCES OF FUNDS					
Shareholders' Funds					
Share Capital	1	3,09,07,610		3,09,07,610	
Reserves & Surplus	2	<u>13,57,09,916</u>	16,66,17,526	<u>11,02,25,872</u>	14,11,33,482
Loan Funds					
Secured Loans	3		11,83,53,125		6,21,50,611
Unsecured Loans	4		25,00,000		25,00,000
Deferred Tax Liabilities			11,20,923		1,97,012
(See note no. 16 of Schedule 14)					
TOTAL			<u>28,85,91,574</u>		<u>20,59,81,105</u>
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	5		18,28,98,928		15,91,51,015
Less : Depreciation			<u>10,18,18,818</u>		<u>9,83,09,111</u>
			8,10,80,110		6,08,41,904
Capital work-in-progress			43,875		27,73,888
Net Block			<u>8,11,23,985</u>		<u>6,36,15,792</u>
Current Assets, Loans & Advances					
Inventories	6	12,83,34,505		10,88,33,474	
Sundry Debtors		9,11,25,709		9,81,48,344	
Cash & Bank Balances		1,57,27,925		67,71,400	
Other Current Assets		99,227		1,17,057	
Loans & Advances		<u>6,45,45,982</u>		<u>3,14,73,638</u>	
Total		<u>29,98,33,348</u>		<u>24,53,43,913</u>	
Less: Current Liabilities & Provisions					
Current Liabilities	7	6,15,28,576		7,26,72,417	
Provisions		<u>3,08,37,183</u>		<u>3,03,06,183</u>	
Total		<u>9,23,65,759</u>		<u>10,29,78,600</u>	
Net Current Assets			<u>20,74,67,589</u>		<u>14,23,65,313</u>
TOTAL			<u>28,85,91,574</u>		<u>20,59,81,105</u>
Significant Accounting Policies and Notes forming part of the accounts. 14					

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

For A.Kay Mehra & Co.,
Chartered Accountants

For and on behalf of the Board

(A. Kay Mehra)
Partner

(H.C.Gupta)
Managing Director

(Anurag Gupta)
Whole Time Director

(Ashwani K. Verma)
Company Secretary

(V. K. Jain)
V. P. (F & A)

Place : Noida
Date : 29.06.2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH , 2009

(Amount in Rs.)

	Schedule	Year Ended 31st March, 2009	Year Ended 31st March, 2008
INCOME			
Sales		52,18,28,379	42,27,12,578
Other Income	8	<u>22,46,793</u>	<u>17,94,475</u>
TOTAL		<u>52,40,75,172</u>	<u>42,45,07,053</u>
EXPENDITURE			
Materials	9	19,62,47,754	14,76,73,913
Employment	10	11,46,18,902	10,00,79,256
Operations	11	13,71,12,464	11,10,68,279
Depreciation	12	1,20,37,015	1,07,46,456
Interest	13	<u>1,20,50,455</u>	<u>71,57,366</u>
TOTAL		<u>47,20,66,590</u>	<u>37,67,25,270</u>
Profit Before Taxation		5,20,08,582	4,77,81,783
Provision for Taxation			
Current Year Income Tax		1,67,11,296	1,61,42,403
Fringe Benefit Tax		10,56,290	11,38,535
Deferred Income Tax Charge/(Credit)		9,23,911	1,61,447
Current Year Wealth Tax		12,841	13,513
Short/(Excess) Provision for Wealth Tax of earlier year		87	-
Short/(Excess) Provision for Income Tax of earlier year		2,54,058	8,044
Short/(Excess) Provision for Fringe Benefit Tax of earlier year		-	(81)
Profit After Taxation		<u>3,30,50,099</u>	<u>3,03,17,922</u>
Balance Brought Forward from Previous Year		<u>4,80,92,938</u>	<u>2,72,80,932</u>
Profit Available for Appropriation		<u>8,11,43,037</u>	<u>5,75,98,854</u>
Appropriations			
Proposed Dividend		61,81,523	61,81,522
Tax on Dividend		10,50,550	10,50,550
Transfer to General Reserve		25,13,309	22,73,844
Surplus carried forward to Balance Sheet		<u>7,13,97,655</u>	<u>4,80,92,938</u>
		<u>8,11,43,037</u>	<u>5,75,98,854</u>
Earning Per Share (see note no. 17-Sch.14)		10.69	9.81
(Face value of Rs.10 per share)			
Significant Accounting Policies and Notes forming part of the accounts.	14		

This is the Profit and Loss Account referred to in our Report of even date.

For A.Kay Mehra & Co.,
Chartered Accountants

For and on behalf of the Board

(A. Kay Mehra).
Partner

(H.C.Gupta)
Managing Director

(Anurag Gupta)
Whole Time Director

(Ashwani K. Verma)
Company Secretary

(V. K. Jain)
V. P. (F & A)

Place : Noida
Date : 29.06.2009

ROTO PUMPS LTD.

SCHEDULE TO ACCOUNTS

(Amount in Rs.)			
SCHEDULE : 1	As at	As at	
	31st March, 2009	31st March, 2008	
SHARE CAPITAL			
Authorised :			
1,00,00,000 Equity Shares of Rs. 10/- each	<u>1,00,000,000</u>	<u>10,00,00,000</u>	
Issued & Subscribed :			
3100061 Equity Shares of Rs. 10/- each	<u>3,10,00,610</u>	<u>3,10,00,610</u>	
Paid Up:			
30,90,761 Equity Shares of Rs. 10/- each	<u>3,09,07,610</u>	<u>3,09,07,610</u>	
Of the above shares:			
i) 60,000 Shares were allotted as fully paid up pursuant to clause 3 of Articles of Association of the Company, for consideration other than Cash			
ii) 11,430 Shares were allotted for consideration other than cash pursuant to the scheme of amalgamation sanctioned by order of the High Court, Allahabad dt.28.7.81			
iii) 50 Shares were allotted as fully paid up for consideration other than cash pursuant to the scheme of amalgamation sanctioned by the order of the High Court, Allahabad dt. 19.2.91			
iv) 11,21,339 Shares were allotted as fully paid up for cash			
v) 1897942 Shares were allotted as fully paid up bonus shares by way of capitalisation of General Reserve of the company.			
TOTAL	<u>3,09,07,610</u>	<u>3,09,07,610</u>	
SCHEDULE : 2			
Reserves & Surplus			
Capital Reserve:			
As per last account	<u>14,13,245</u>	<u>14,13,245</u>	
Revaluation Reserve:			
As per last account	<u>20,51,542</u>	<u>23,11,298</u>	
Less: Written back during the year			
- Depreciation	<u>2,13,961</u>	<u>2,47,798</u>	
- Sale of Assets	<u>1,20,021</u>	<u>11,958</u>	<u>20,51,542</u>
General Reserve:			
As per last account	<u>1,14,61,592</u>	<u>91,87,748</u>	
Add: Transfer from Profit & Loss Account	<u>25,13,309</u>	<u>22,73,844</u>	<u>1,14,61,592</u>
Share Premium Account :			
As per last account	<u>4,72,06,555</u>	<u>4,72,06,555</u>	
Surplus As Per Profit & Loss Account			
	<u>7,13,97,655</u>	<u>4,80,92,938</u>	
TOTAL	<u>13,57,09,916</u>	<u>11,02,25,872</u>	

SCHEDULE TO ACCOUNTS

(Amount in Rs.)			
Schedule	As at 31st March, 2009	As at 31st March, 2008	
SCHEDULE :3			
SECURED LOANS			
Term Loan			
FROM BANK OF INDIA:			
Against Hypothecation of Plant & Machinery	42,99,645		54,14,000
Cash Credit :			
FROM BANK OF INDIA:			
Against Hypothecation of stocks -	3,74,47,953	1,87,65,309	
Against Hypothecation of Book Debts	<u>4,29,23,882</u>	<u>92,03,524</u>	2,79,68,833
Export Packing Credit :			
FROM BANK OF INDIA:			
Against Hypothecation of stocks	2,60,83,369		2,10,94,780
Bills Discounted & Purchased:			
FROM BANK OF INDIA:			
Against deposit of shipping documents and usance bills accepted by customers			8,60,225
All the loans mentioned above are further guaranteed by the Managing Director and two other Directors in their personal capacities.			
Vehicle Loan :			
Against Hypothecation of vehicles purchased under the finance -			
- From G.E Countrywide Consumer Financial Services Ltd		5,85,951	
- From Westpac Banking Corporation	30,80,116	23,27,234	
- From Kotak Mahindra Prime Ltd.		58,566	
- From Axis Bank Ltd.	9,43,831		
- From Reliance Capital Ltd.	5,22,521		
- From HDFC Bank Ltd.	20,94,263	35,57,615	
- From ICICI Bank Ltd.	<u>9,57,545</u>	<u>2,83,407</u>	68,12,773
TOTAL	<u>11,83,53,125</u>		<u>6,21,50,611</u>
SCHEDULE :4			
UNSECURED LOANS			
Inter-corporate Deposit	25,00,000		25,00,000
TOTAL	<u>25,00,000</u>		<u>25,00,000</u>

ROTO PUMPS LTD.

SCHEDULE TO ACCOUNTS

SCHEDULE : 5

FIXED ASSETS

(Amount in Rs.)

ASSETS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As At 01.4.2008 (See Schedule 14 Note No. C-1)	Adjustment	Additions	Total As at 31.03.2009	Upto 31.3.2008	Adjustment	For the Year	Total Upto 31.3.2009	As at 31.3.2009	As at 31.3.2008
Land (Lease Hold)	56,30,640	-	-	56,30,640	-	-	-	-	56,30,640	56,30,640
Factory Buildings	3,49,48,022	-	94,12,498	4,43,60,520	2,06,24,436	-	17,22,054	2,23,46,490	2,20,14,030	1,43,23,586
Other Buildings	26,74,436	-	-	26,74,436	14,08,544	-	63,295	14,71,839	12,02,597	12,65,892
Plant & Machinery	7,74,08,992	37,98,668	1,37,54,709	8,73,65,033	5,46,94,709	34,45,263	43,25,339	5,55,74,785	3,17,90,248	2,27,14,283
Furniture, Fixture &										
Office Equipment	1,01,92,227	18,30,752	40,43,625	1,24,05,100	65,73,941	15,17,756	10,17,052	60,73,237	63,31,863	36,18,286
Computers	1,10,88,567	12,75,994	19,52,901	1,17,65,474	75,36,635	12,53,394	18,97,711	81,80,952	35,84,522	35,51,932
Vehicles	1,72,08,131	36,33,326	51,22,920	1,86,97,725	74,70,846	25,24,856	32,25,525	81,71,515	1,05,26,210	97,37,285
Total	15,91,51,015	1,05,38,740	3,42,86,653	18,29,98,928	9,83,09,111	87,41,269	1,22,50,976	10,18,18,818	8,10,80,110	6,08,41,904
Capital Work-in-Progress	27,73,888		(27,30,013)	43,875					43,875	27,73,888
GRAND TOTAL	16,19,24,903	1,05,38,740	3,15,56,640	18,29,42,803	9,83,09,111	87,41,269	1,22,50,976	10,18,18,818	8,11,23,985	6,36,15,792
Previous year	14,58,05,163	34,44,145	1,95,63,885	16,19,24,903	8,88,55,798	15,40,941	1,09,94,254	9,83,09,111	6,36,15,792	5,69,49,365

Note: Capital Work-in-Progress consists of advances to contractors for Fire Fighting System

SCHEDULE TO ACCOUNTS

(Amount in Rs.)

Schedule	As at 31st March, 2009	As at 31st March, 2008
SCHEDULE : 6		
CURRENT ASSETS, LOANS & ADVANCES		
A) CURRENT ASSETS :		
i) Stock In Trade		
(As per inventory taken, valued and certified by management)		
a) Raw Materials	1,43,30,803	1,17,21,711
b) Bought Out Goods	2,55,30,179	1,79,02,470
c) Finished Goods	7,38,99,984	6,06,63,546
d) Work in Process	87,46,875	1,17,28,627
e) Scrap & Wastage	43,837	82,125
f) Stores, Tools & Other Materials	<u>57,82,827</u>	<u>67,34,995</u>
	12,83,34,505	10,88,33,474
ii) Sundry Debtors		
(Unsecured, Unconfirmed and considered good)		
a) Debts due for a period exceeding six months	19,25,251	20,12,442
b) Others	<u>8,92,00,458</u>	<u>9,61,35,902</u>
	9,11,25,709	9,81,48,344
iii) Cash & Bank Balances:		
a) Cash in Hand	3,03,527	2,08,553
b) Balance with Scheduled Banks In:		
- Current Accounts	81,28,771	48,05,695
- Term Deposit Accounts (Margin Money)	42,66,893	15,00,000
- Unclaimed / Unpaid Dividend Accounts	3,67,670	2,57,152
c) Remittances in transit	<u>26,61,064</u>	-
	1,57,27,925	67,71,400
iv) Other Current Assets		
Interest accrued on Bank & Other Deposits/Loans	99,227	1,17,057
B) LOANS & ADVANCES		
(Unsecured, Unconfirmed and considered good)		
Loans		
Staff Loans	10,08,400	3,51,681
Advances		
a) Advances recoverable in cash or in kind or for value to be received	3,80,67,444	52,98,866
b) Security Deposits	46,64,674	40,28,207
c) Deposit with Excise & Other Authorities	46,55,497	38,67,843
d) Advance Income Tax & Tax Deducted at Source	1,35,68,630	1,45,82,810
e) Advance Fringe Benefit Tax	11,21,671	11,20,255
f) Other Receivables	<u>14,59,666</u>	<u>22,23,976</u>
	6,45,45,982	3,14,73,638
TOTAL	<u>29,98,33,348</u>	<u>24,53,43,913</u>

ROTO PUMPS LTD.

SCHEDULE TO ACCOUNTS

(Amount in Rs.)				
	As at		As at	
	31st March, 2009		31st March, 2008	
SCHEDULE : 7				
CURRENT LIABILITIES AND PROVISIONS				
Current Liabilities				
i) Sundry Creditors *	3,68,53,834		5,11,76,472	
ii) Advances received against Orders	37,54,097		36,03,676	
iii) Other Liabilities	2,05,52,974		1,76,34,443	
iv) Unclaimed / Unpaid Dividend	<u>3,67,671</u>	6,15,28,576	<u>2,57,826</u>	7,26,72,417
Provisions				
Provisions for Income Tax	1,67,11,296		1,61,74,665	
Provisions for Wealth Tax	12,841		13,513	
Provisions for Fringe Benefit Tax	10,56,290		11,38,535	
Provision for Dividend (With Tax)	72,32,073		72,32,072	
Provision for Gratuity	4,87,462		9,42,624	
Provision for Leave Encashment	<u>53,37,221</u>	<u>3,08,37,183</u>	<u>48,04,774</u>	3,03,06,183
TOTAL		<u>9,23,65,759</u>		<u>10,29,78,600</u>

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

(Amount in Rs.)				
	Year Ended		Year Ended	
	31st March, 2009		31st March, 2008	
SCHEDULE : 8				
OTHER INCOME				
Service Charges-Income		13,22,292		13,72,755
Interest Income				
- On Bank Deposits	2,16,500		1,30,728	
- Others	<u>95,341</u>	3,11,841	<u>40,318</u>	1,71,046
Misc. Credit Balances Written Off				49,870
Profit on Sale/Impairment of Fixed Assets		6,12,660		1,72,253
Miscellaneous Receipts				28,551
TOTAL		<u>22,46,793</u>		<u>17,94,475</u>

SCHEDULE TO ACCOUNTS

(Amount in Rs.)

	Year Ended 31st March, 2009		Year Ended 31st March, 2008	
SCHEDULE: 9				
MATERIALS				
i) Raw Materials Consumed				
Opening Stock	1,17,21,711		1,00,64,760	
Add: Purchases & Expenses thereon	10,17,99,952		7,22,54,731	
Less: Closing Stock	<u>1,43,30,803</u>	9,91,90,860	<u>1,17,21,711</u>	7,05,97,780
ii) Bought Out Components Consumed				
Opening Stock	1,79,02,470		1,38,49,741	
Add: Purchases & Expenses thereon	11,05,61,940		8,49,15,817	
Less: Closing Stock	<u>2,55,30,179</u>	1,02,934,231	<u>1,79,02,470</u>	8,08,63,088
iii) Consumable Materials				
Opening Stock	8,85,218		4,26,043	
Add: Purchases	40,75,917		36,99,467	
Less: Closing Stock	<u>6,22,074</u>	43,39,061	<u>8,85,218</u>	32,40,292
iv) (Accretion) / Decretion To Stock				
OPENING STOCK:				
Finished Goods	6,06,63,546		5,50,53,298	
Unfinished Goods	1,17,28,627		1,03,46,120	
Scrap & Wastage	<u>82,125</u>		<u>47,633</u>	
	<u>7,24,74,298</u>		<u>6,54,47,051</u>	
LESS: CLOSING STOCK:				
Finished Goods	7,38,99,984		6,06,63,546	
Unfinished Goods	87,46,875		1,17,28,627	
Scrap & Wastage	<u>43,837</u>		<u>82,125</u>	
	<u>8,26,90,696</u>		<u>7,24,74,298</u>	
Net (Accretion)/Decretion		(1,02,16,398)		(70,27,247)
TOTAL		<u>19,62,47,754</u>		<u>14,76,73,913</u>

SCHEDULE: 10
EMPLOYMENT :

Wages, Salary, Bonus Gratuity & Other Allowances	9,38,50,645	8,23,96,438
Contribution to Provident & Other Funds	80,27,651	73,05,766
Directors' Remuneration	83,38,615	68,14,733
Workmen & Staff Welfare	<u>44,01,991</u>	<u>35,62,319</u>
TOTAL	<u>11,46,18,902</u>	<u>10,00,79,256</u>

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SCHEDULE TO ACCOUNTS

	(Amount in Rs.)	
	Year Ended 31st March, 2009	Year Ended 31st March, 2008
SCHEDULE : 11		
OPERATIONS :		
Power & Fuel	74,67,707	64,80,439
Machining & Electroplating	1,00,88,425	91,04,485
Excise Duty Paid	2,21,54,301	2,39,61,341
Tools	71,69,922	44,49,032
Repairs :		
Building	13,12,264	10,06,693
Plant & Machinery	30,05,687	21,45,984
Others	15,08,755	8,29,659
Insurance Charges	8,03,132	6,20,975
Travelling & Conveyance	1,56,26,801	1,56,48,690
Postage & Telephone	39,96,766	42,20,870
Professional & Consultancy	10,67,020	12,23,520
Vehicle Running & Maintenance	33,64,227	31,98,014
Rent	45,77,304	42,17,875
Rates & Taxes	15,69,354	5,64,119
Directors' Sitting Fees	66,000	66,000
Payment to Auditors :		
Audit Fee	1,25,000	1,25,000
Tax Audit Fee	50,000	50,000
Taxation Matters	25,000	25,000
Foreign Branch Audit Fee	4,10,706	4,12,205
Cost Audit Fee	25,000	25,000
Out of Pocket Expenses	5,000	5,000
Packing & Forwarding Exp.	2,05,77,178	1,59,70,228
Commission & Discount	1,85,028	3,81,203
Advertisement & Publicity	55,84,319	12,78,148
Bad Debts	7,87,348	13,29,030
Foreign Exchange Diff. - Foreign Operations & Others	34,15,478	4,15,168
Miscellaneous Expenses	2,21,44,742	1,33,14,601
TOTAL	13,71,12,464	11,10,68,279
SCHEDULE : 12		
DEPRECIATION :		
For the year	1,22,50,976	1,09,94,254
Less : Transferred to Revaluation Reserve	2,13,961	2,47,798
TOTAL	1,20,37,015	1,07,46,456
SCHEDULE : 13		
INTEREST :		
On Term Loans	14,50,857	12,44,315
On Others	1,05,99,598	59,13,051
TOTAL	1,20,50,455	71,57,366

SCHEDULE TO ACCOUNTS
SCHEDULE - 14
SIGNIFICANT ACCOUNTING POLICIES, CONTINGENT LIABILITIES AND NOTES
(A) Significant Accounting Policies :
1 System of Accounting

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

2 Use of Estimates

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

3 Sales

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

4 Fixed Assets

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

5 Depreciation

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

6 Inventories

Inventories have been valued as follows -

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

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

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

7 Impairment of Assets

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

8 Employees' Benefits

Company's contribution to Provident Fund and Family Pension Fund are charged to profit & loss account.

Provision for Gratuity and Leave Encashment benefits, in respect of employees governed by Indian rules and regulations is made on the basis of actuarial valuation as at the end of the year in conformity with the Accounting standard-15 (Revised) issued by the institute of Chartered Accountants of India and the provisions for leave encashment (including long term leave) in respect of employees at foreign branches is made as per law prevalent in foreign country.

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Contribution to Employee Group Gratuity Trust for the current year are charged to Profit & Loss account and for the past years are adjusted in the Provision for Gratuity a/c.

9 Foreign Currency Translations

a Foreign Currency Transactions

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

b Foreign Branch Operation's Translations

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

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

10 Research & Development

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

11 Government Grants

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

12 Miscellaneous Expenditure

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

13 Borrowing Cost

Interest and other costs in connection with borrowing of funds to the extent related / attributed to the acquisition / construction of qualifying fixed assets are capitalised upto the date when such assets are ready for its intended use and other borrowing costs are charged to Profit & Loss Account.

14 Provision for Deferred and Current tax

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

15 Others

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

(B) Contingent Liabilities:

Particulars	Amount (Rs.)	
	2008-09	2007-08
i) Disputed Sales Tax (appeals pending)	8,14,322	34,00,418
ii) Disputed Income Tax (appeals pending)	50,54,838	50,54,838
iii) Bank Guarantee	2,00,17,988	93,45,875
iv) Labour Cases	27,33,097	28,01,206

(C) Notes:

- 1 Revaluation of all the fixed assets (except Building under construction upto 31.03.1993) was carried out by an approved valuer as on 31st March, 1993, which resulted in an increase in the Gross Value of assets over original cost by Rs. 2,50,17,478/-. The net increase in the value, resulting from the revaluation amounting to Rs. 2,50,17,478/- has been credited to Revaluation Reserve, created during the year ended 31.03.1993.
- 2 Depreciation for the year, on write up of assets due to revaluation as on 31.03.1993, has been recouped out of Revaluation Reserve.
- 3 The Credit Facilities from Bank of India as detailed in Schedule 3, relating to secured loans are collaterally secured against :-
 - a Equitable Mortgage of Land & Building located at B-14, Phase-II Extn. Noida and Roto House, Noida Special Economic Zone, Noida.
 - b Hypothecation of Plant & Machinery installed at B-14 & B-15, Phase-II Extn. Noida and Roto House, Noida Special Economic Zone, Noida.
 - c Lien on Flat No. 54, 5th floor, Ajai Deep, Nariman Street, Mumbai.
- 4 Advances Recoverable in cash or kind in Schedule -6, includes Rs.2,13,75,000/- paid to Greater Noida Development Authority towards registration and allotment money for Industrial plot in Greater Noida.
- 5 Term Deposits with Bank of India, Janpath Branch amounting to Rs. 25,77,845/- (Prev. year Rs. 15,00,000/-) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.
- 6 Term Deposit with ANZ Banking Group Limited, Melbourne amounting to AUS \$ 48376.00 (INR-Rs 16,89,048/-) (Previous Year Rs. Nil) are pledged with ANZ Banking Group Limited as margin on Bank Guarantee.

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7 Related Party Disclosure

i) Key Managerial Personnel

Name	Designation	Amount (Rs.)	
		Nature of Transaction	Gross salary
Mr. H. C. Gupta	Managing Director		39,61,932
			(32,79,000)
Mr. Anurag Gupta	Whole Time Director		26,60,211
			(21,78,723)
Mr. Arvind Gupta	Whole Time Director		24,74,553
			(19,94,488)

Figures in brackets are of previous year.

ii) Relatives of Key Managerial Personnel

Mr. H. C. Gupta HUF

Mr. H. C. Gupta, Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company has taken on lease a residential accommodation from H. C. Gupta HUF and paid Rs. 14,25,000/- towards rent during the year (Prev year Rs. 12,00,000/-)

Mr. N. K Gupta HUF

Mr. Anurag Gupta, Whole Time Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid Rs. 10,35,000/- towards rent during the year (Prev year Rs.9,00,000/-)

8 Remuneration to Managing Director and Whole Time Directors.

Particulars	Amount (Rs.)	
	Year ended 31st March, 2009	Year ended 31st March, 2008
Salary	59,10,000	49,20,000
Contribution to P.F. & other funds	7,09,200	5,90,400
Other Perquisites	24,77,496	19,41,811
	<u>90,96,696</u>	<u>74,52,211</u>

- 9 Application Money on 9,300 Equity Shares @ Rs. 10/- per Share alongwith premium @ Rs. 45/- per share aggregating to Rs. 5,11,500/- allotted on 11.11.1994 has not yet been realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the bankers.
- 10 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales-Current year gain of Rs 29,09,803/- (Previous Year gain of Rs. 12,79,960/-) has been grouped with Export Sale.
- 11 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to Rs.2,35,305/- (Prev. year Rs. 1,72,699/-) has been included in the value of the closing stock after creating suitable provision for liability.
- 12 Profit/Loss on Sales and Impairment of fixed assets account includes Rs.3,75,650/- (Prev. Year - Rs. 28,299/-) towards loss on impairment of assets.
- 13 Miscellaneous Expenses includes additional sales tax of Rs. 37,88,518/- being principal liability of sales tax with interest on account of collection of "C" forms in respect of sales tax cases finalised during the current year.

- 14 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.
- 15 The Company's operations predominantly comprises of only one segment - Pumps & spares, therefore segment reporting does not apply.
- 16 **Deferred Tax**
- a Deferred Tax assets and liabilities are being offset as they relate to taxes on income levied by the same governing laws.
- b Breakup of deferred tax assets / liabilities and reconciliation of current year deferred tax charge.

Particulars	Amount (Rs.)		
	Deferred Tax Asset/ (Liability) as on 31.03.2008	Current Year Credit / (Charge)	Deferred Tax Asset / (Liability) as on 31.03.2009
Difference in carrying amount of fixed assets in Financial Statements and Income Tax Return	(20,91,044)	(4,35,545)	(25,26,589)
Provision for Gratuity	3,20,398	(1,54,710)	1,65,688
Provision for Leave encashment	16,33,143	80,978	18,14,121
Others	(59,509)	(5,14,634)	(5,74,143)
TOTAL	(1,97,012)	(9,23,911)	(11,20,923)

Note: The Company has recognised the Deferred Tax Charge of Rs.9,23,911/- (Previous year Deferred Tax Charge Rs. 1,61,447/-) during the year and debited to Profit & Loss Account.

17 **Earning per share**

Particulars	Amount (Rs.)	
	2008-09	2007-08
Net profit after taxes for the year	3,30,50,099	3,03,17,922
Number of Equity Shares	30,90,761	30,90,761
Basic and Diluted Earning per Shares	10.69	9.81
Face Value per Share	10	10

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

A DEFINED CONTRIBUTION PLAN

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

Particulars	Amount (Rs.)	
	2008-09	2007-08
Employer's Contribution to Provident fund	36,14,538	32,21,339
Employer's Contribution to Superannuation/NIC at foreign branches	37,06,635	30,15,582

B DEFINED BENEFIT PLAN

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

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a) In respect of Employees in India

	Gratuity Funded		Leave encashment	
	Amount (Rs) 2008-09	Amount (Rs) 2007-08	Amount (Rs) 2008-09	Amount (Rs) 2007-08
i) The principle assumptions used in actuarial valuation				
-Discount rate	7.5%	8%	7.5%	8%
-Expected rate on return of assets (per annum)	7.5%	8%	N.A	N.A
-Expected rate of future salary increase	5.75%	7%	5.75%	7%
ii) Change in Present value of Obligation				
-Present value of obligation as at 01.04.2008	65,91,372	50,60,967	32,26,356	30,77,003
-Interest Costs	5,27,310	4,04,877	2,66,174	2,53,853
-Current Service Cost	11,38,982	7,97,600	2,75,428	4,73,179
-Benefits Paid	-	(3,68,416)	(9,75,803)	(8,95,456)
-Actuarial (Gain) / Loss on obligations	(11,12,079)	6,96,344	3,81,275	3,17,777
-Present value of obligation as at 31.03.2009	<u>71,45,585</u>	<u>65,91,372</u>	<u>31,73,430</u>	<u>32,26,356</u>
iii) Change in fair value of Plan Assets				
-Fair Value of Plan Assets at the beginning of the period	56,48,748	26,62,300	-	-
-Expected Return on Plan Assets	4,51,900	2,12,984	-	-
-Contributions	9,49,999	31,50,000	-	-
-Benefit Paid	-	(3,68,416)	-	-
-Actuarial Gain/(Loss) on Plan.Assets	(3,92,525)	(8,120)	-	-
-Fair Value of Plan Assets at the end of the period	<u>66,58,122</u>	<u>56,48,748</u>	<u>-</u>	<u>-</u>
-Actual Return on Plan Assets	59,375	2,04,864	-	-
iv) Liability Recognised in balance Sheet				
-Present value of obligation as at 31.03.2009	71,45,585	65,91,372	31,73,430	32,26,356
-Fair value of plan assets as at the end of the year	66,58,123	56,48,748	-	-
-Unfunded status	4,87,462	9,42,624	31,73,430	32,26,356
-Unrecognised Actuarial (Gain)/Loss Net (Assets)/ Liability recognised in Balance Sheet	<u>4,87,462</u>	<u>9,42,624</u>	<u>31,73,430</u>	<u>32,26,356</u>
v) Expenses recognised in Profit and Loss Account				
-Current Service Cost	11,38,982	7,97,600	2,75,428	4,73,179
-Interest Costs	5,27,310	4,04,877	2,66,174	2,53,853
-Expected Return on Plan assets	(4,51,900)	(2,12,984)	-	0
-Net Actuarial (Gain)/ Loss recognised during the year	(7,19,554)	7,04,464	3,81,275	3,17,777
Total Expenses recognised in Profit and Loss a/c	<u>4,94,838</u>	<u>16,93,957</u>	<u>9,22,877</u>	<u>10,44,809</u>

(b) In respect of employees at Foreign branches

Liability Recognised in balance Sheet				
Holiday Pay Provision	-	-	21,63,791	15,78,688
Net (Assets)/ Liability recognised in Balance Sheet	<u>-</u>	<u>-</u>	<u>21,63,791</u>	<u>15,78,688</u>
Expenses recognised in Profit and Loss Account				
Holiday Pay Provision	-	-	6,35,744	7,58,987
Total Expenses recognised in Profit and Loss a/c	<u>-</u>	<u>-</u>	<u>6,35,744</u>	<u>7,58,987</u>

19 Taxation provisions for current year and previous year tax adjustments includes interest etc.

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

21 Figures have been rounded off to the nearest rupee.

22 Schedule 1 to 14 form integral part of the accounts.

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

i) Licenced and Installed Capacities

Particulars	Amount (Rs.)	
	2008-09	2007-08
Positive Displacement Pump (Single Screw and Lob. Rotor Pumps) and Single Eccentric Screw type Pumps:		
Licenced	N.A.	N.A.
Installed	N.A.	N.A.
	Not Ascertainable as it could vary with the change in product size/mix	Not Ascertainable as it could vary with the change in product size/mix

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

Particulars	2008-09	2007-08
	Pumps (Nos)	Pumps (Nos)
Opening Stock	583	581
Add: Manufactured during the year	4,120	3,599
TOTAL	4,703	4,180
Less : Closing Stock	592	583
Goods sold	4,111	3,597

iii) Raw Material and Components Consumed

Particulars	2008-09		2007-08	
	Quantity	Amount (Rs)	Quantity	Amount (Rs)
Mild Steel	23.548 MT	44,96,183	5.751 MT	11,99,361
Steel (SS & Alloy)	328.436 MT	5,34,58,900	259.780 MT	3,71,36,211
Iron & Metal Castings	181.441 MT	2,19,98,710	190.370 MT	2,05,14,973
Rubber & Chemicals	56.711 MT	94,00,194	47.390 MT	62,28,933
Pipes	6,409.683 MTRS	76,24,727	5,395.090 MTRS	43,88,226
Other Materials & Components		10,29,34,231		8,08,63,088
Freight, Cartage, Clg. & Ins.		22,12,146		11,30,076
TOTAL		20,21,25,091		15,14,60,868

ROTO PUMPS LTD.

iv) Consumable Materials

	2008-09 Amount (Rs)	2007-08 Amount (Rs)
Stores Consumables	43,39,061	32,40,292
TOTAL	43,39,061	32,40,292

v) In view of large number and various types of Components, Spares & Consumable it has not been considered necessary to furnish the respective quantitative information.

vi) Breakup of Sales (Including Export Sales)

Particulars	2008-09		2007-08	
	Quantity	Amount (Rs)	Quantity	Amount (Rs)
Pumps	4,111	30,87,92,028	3,597	25,01,10,075
Spare Parts	-	21,10,05,432	-	17,07,14,686
Scrap & Wastage	-	20,30,919	-	18,87,817
TOTAL		52,18,28,379		42,27,12,578

vii) Particulars of Total Sales

Indigenous	21,73,81,755	17,79,48,326
Export	30,44,46,624	24,47,64,252
TOTAL	52,18,28,379	42,27,12,578

viii) Earnings in Foreign Currency

Particulars	2008 - 09				2007 - 08	
	Qty. (No.)	Bill Value Rs.	FOB Value Rs.	Qty. (No.)	Bill Value Rs.	FOB Value Rs.
Export of Goods						
Pumps	2,565	17,20,74,741	17,14,41,849	2,235	14,67,97,778	14,64,88,980
Spares		13,23,71,883	13,20,34,846		9,79,66,474	9,77,07,000
Others						
Service Charges		2,52,052	2,52,052		1,31,103	1,31,103
Interest Income		55,386	55,386		37,092	37,092
Misc. Receipts		0	0		28,551	28,551
TOTAL		30,47,54,062	30,37,84,133		24,49,60,998	24,43,92,726

Note : Export of goods includes sales at Foreign Branches Rs.23,10,17,802/- (Prev. Year Rs.19,02,23,692/-)
 Service Charges includes charges at Foreign Branches Rs.2,52,052/- (Prev. Year Rs. 88,945/-)
 Interest Income includes interest at Foreign Branches Rs.55,386/- (Prev. Year Rs. 27,501/-)
 Misc. Receipts includes receipts at Foreign Branches Rs Nil (Prev. Year Rs. 28,551/-)

ix) Expenditure in Foreign Currency

Particulars	2008-09 Amount (Rs.)	2007-08 Amount (Rs.)
Travelling Expenses	37,30,786	41,37,547
Expenses at Foreign Branch	12,21,75,160	10,08,36,162
Other Expenses	4,23,874	5,07,631
TOTAL	12,63,29,820	10,54,81,340

Note : Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch Rs.30,22,505/- (Prev. Year Rs.6,65,946/-)

x) Remittance in foreign currency towards Dividend for 2007-08 to Ms. Debra Pauly, U.K. of Rs.1,52,800/- on 76400 Equity Shares (Previous Year Rs. 1,14,600/-)

xi) Value of Imports (Calculated on CIF basis)

Particulars	2008-09	2007-08
	Amount (Rs.)	Amount (Rs.)
Material , Components , Spares & Tools	34,13,755	29,81,454
Capital Goods	54,94,483	16,370
TOTAL	89,08,238	29,97,824

xii) Consumption of Indigenous/Imported Materials

Particulars	2008-09		2007-08	
	Amount (Rs.)	%	Amount (Rs.)	%
a) Raw Materials and components				
Indigenous	14,98,95,380	74.16%	10,68,14,241	70.52%
Imported	5,22,29,711	25.84%	4,46,46,627	29.48%
TOTAL	20,21,25,091	100%	15,14,60,868	100%

Note: Imported Raw Material and Components includes Rs.4,90,98,584/- (Previous Year Rs. 4,14,86,218/-) consumption at foreign branches

b) Consumable Stores

Indigenous	36,71,424	84.61%	25,83,614	79.73%
Imported	6,67,637	15.39%	6,56,678	20.27%
TOTAL	43,39,061	100%	32,40,292	100%

Note: Imported Consumables includes Rs.6,67,637/- (Previous Year Rs.6,56,678/-) consumption at foreign branches

Signature to Schedule 1 to 14

For A.Kay Mehra & Co.,
Chartered Accountants

For and on behalf of the Board

(A. Kay Mehra)
Partner

(H.C.Gupta)
Managing Director

(Anurag Gupta)
Whole Time Director

(Ashwani K. Verma)
Company Secretary

(V. K. Jain)
V. P. (F & A)

Place : Noida
Date : 29.06.2009

ROTO PUMPS LTD.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1. REGISTRATION DETAILS :

Registration No.

State Code

Balance Sheet Date

Date Month Year

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

Public Issue

Rights Issue

Bonus Issue

Private Placement

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

Total Liabilities

Total Assets

SOURCES OF FUNDS

Paid up Capital

Reserves & Surplus

Secured Loans

Unsecured Loans

Deferred Tax Liabilities

APPLICATION OF FUNDS

Net Fixed Assets

Investments

Net Current Assets

Misc. Expenditure

Accumulated Losses

4. PERFORMANCE OF COMPANY :

(Amount Rs. in Thousand) :

Turnover
 5 2 4 0 7 5

Total Expenditure
 4 7 2 0 6 6

+ - Profit/Loss Before Tax
 5 2 0 0 9

+ - Profit /Loss After Tax
 3 3 0 5 0

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

Earning Per Share (Rs.)
 1 0 6 9

Dividend Rate %
 2 0

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

(As Per Monetary Terms) :

Item Code No.
 (ITC Code) 8 4 1 3 6 0 0 2

Product Description ROTARY POSITIVE DISPLACEMENT PUMPS

Item Code No.
 (ITC Code) 8 4 1 3 7 0 0 2 & 0 3

Product Description CENTRIFUGUL PUMPS

Item Code No.
 (ITC Code) 8 4 1 3 9 1 0 2 & 0 9

Product Description PARTS OF PUMPS

For A.Kay Mehra & Co.,
 Chartered Accountants

For and on behalf of the Board

(A. Kay Mehra)
 Partner

(H.C.Gupta)
 Managing Director

(Anurag Gupta)
 Whole Time Director

(Ashwani K. Verma)
 Company Secretary

(V. K. Jain)
 V. P. (F & A)

Place : Noida
 Date : 29.06.2009

ROTO PUMPS LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

(AS PER CLAUSE 32 OF THE LISTING AGREEMENT)

PARTICULARS	(Amount in Rs.)	
	Year Ended 31st March, 2009	Year Ended 31st March, 2008
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extra ordinary items	5,20,08,582	4,77,81,783
Adjusted for:		
1. Depreciation	1,20,37,015	1,07,46,456
2. Interest Paid	1,20,50,455	71,57,366
3. Interest received	(3,11,841)	(1,71,046)
4. Loss/(Profit) on sale of fixed assets	(6,12,660)	(1,72,253)
Operating Profit / (Loss) before Working Capital Changes	7,51,71,551	6,53,42,306
1. Adjusted for:		
a. Trade and Other Receivables	(2,70,44,643)	(1,49,91,084)
b. Inventories	(1,95,01,032)	(1,45,73,359)
c. Trade and Other Payables	(1,13,10,791)	40,25,831
2. Cash Generated from Operations	1,73,15,085	3,98,03,694
3. Direct Taxes Paid & Previous year adjustments	(1,65,68,094)	(1,65,16,650)
4. Cash Flow before Extra Ordinary Items	7,46,991	2,32,87,044
5. Extra Ordinary Items	-	-
Net Cash from Operating Activities	7,46,991	2,32,87,044
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
1. Purchase of Fixed Assets	(3,13,12,404)	(2,02,37,093)
2. Proceeds on sale of Fixed Assets	22,90,110	20,63,500
3. Interest Received	3,11,841	1,71,046
Net Cash used in Investing Activities	(2,87,10,453)	(1,80,02,547)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
1. Term Loan	-	15,62,626
2. Repayment of Term Loan	(11,14,355)	(17,60,276)
3. Unsecured Loan	-	25,00,000
4. Working Capital Limits Changes	5,65,31,366	22,75,455
5. Proceeds from other Borrowings	52,80,339	45,80,000
6. Repayment of other Borrowings	(44,94,836)	(42,89,642)
7. Interest Paid	(1,20,50,455)	(71,57,366)
8. Dividend & Dividend tax Paid	(72,32,072)	(54,24,054)
Net Cash used in Financing Activities	3,69,19,987	(77,13,257)
Net increase in Cash and Cash Equivalents (A+B+C)	89,56,525	(24,28,760)
Cash and Cash Equivalents as at the begining of the year	67,71,400	92,00,160
Cash and Cash Equivalents as at the end of the year	1,57,27,925	67,71,400

For and on behalf of the Board

Place : NOIDA
Dated : 29.06.2009.

(H. C. Gupta)
Managing Director

ROTO PUMPS LTD.

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

PROXY

I/We of in the district of being a member / members of ROTO PUMPS LTD. hereby appoint of failing him / her or failing him / her of in the district as my /our proxy to attend and vote for me /us and on my / our behalf at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company at Roto House, Noida special Economic Zone, Noida – 201305 to be held on Wednesday the 30th September, 2009 at 10.00 A.M. and at any adjournment thereof.

Signed this Day of 2009

Signature



Folio No./ Client Id / DP Id

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

ROTO PUMPS LTD.

I/ We hereby record my presence at the THIRTY FOURTH ANNUAL GENERAL MEETING of the Company at Roto House, Noida Special Economic Zone Noida – 201305 to be held on Wednesday the 30th September, 2009 at 10.00 A.M.

Name of the Shareholder (In Block Capitals)

Signature

Folio No. / Client Id / DP Id:

Full name of Proxy (In Block Capitals)

Signature

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

IMPORTANT INFORMATION

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

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

Re : Payment of Dividend through ECS
Folio No.

Dated :

Dear Sirs,

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

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

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

NAME & ADDRESS OF THE SHAREHOLDER

Signature of Ist / Sole Shareholder

Book- Post

To,



TM *If undelivered, please return to :*

ROTO PUMPS LTD.

Roto House, Noida Special Economic Zone
NOIDA-201 305 (U.P.)