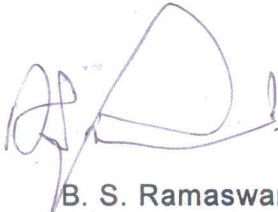


Form A

1	Name of the Company	Roto Pumps Limited
2	Annual Financial Statements for the year ended	31st March 2015
3	Type of Audit observation	Un-qualified / matter of emphasis
4	Frequency of observation	N.A.

For **ROTO PUMPS LTD.**



B. S. Ramaswamy
Audit Committee Chairman

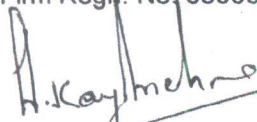


Anurag Gupta
Dy M D & CFO



Harish Chandra Gupta
Chairman & Mg. Director

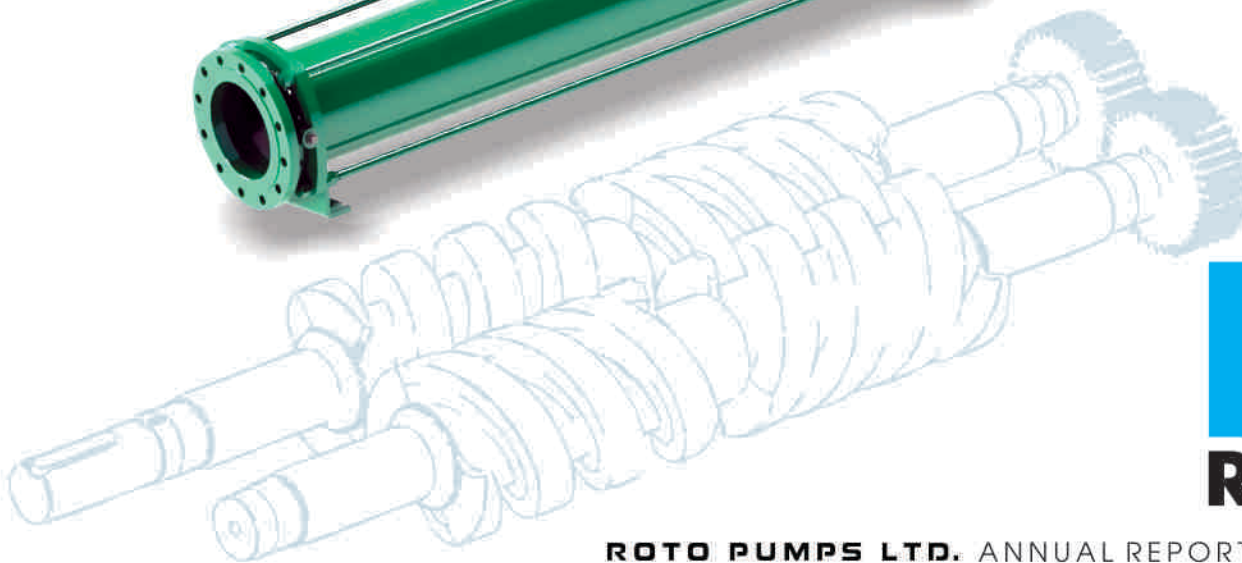
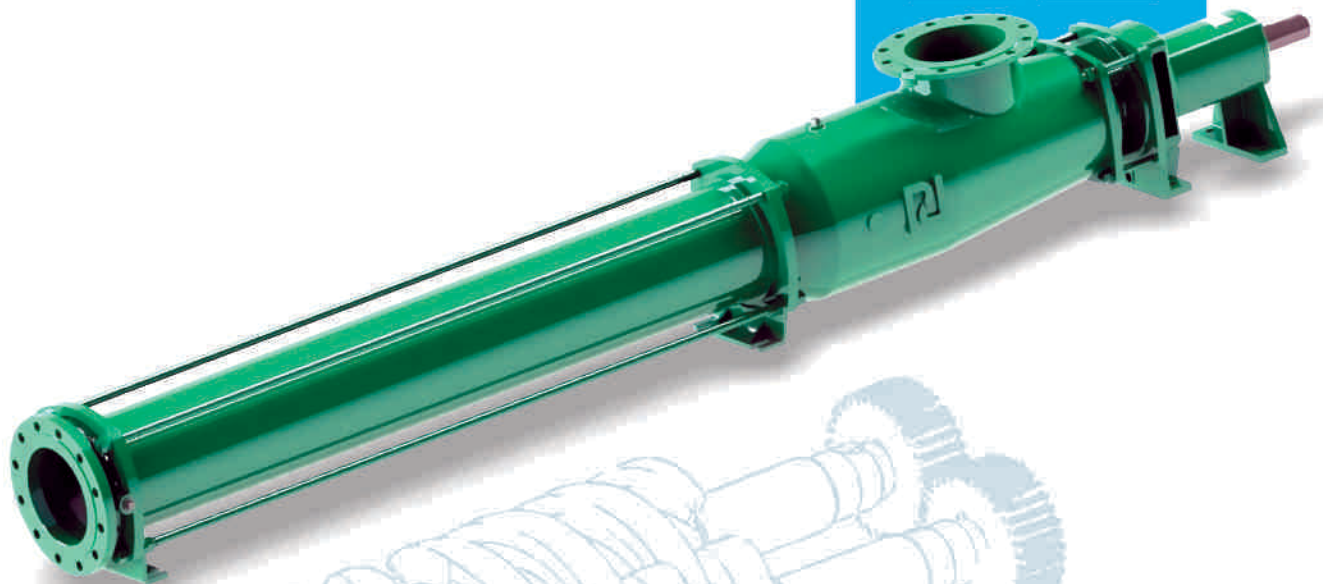
For **A. KAY MEHRA & CO.**
Chartered Accountants
(Firm Regn. No. 050004C)



A. KAY MEHRA
Partner
Membership No. 9963
Statutory Auditor



ENGINEERING EXCELLENCE



ROTO PUMPS LTD. ANNUAL REPORT 2014-15

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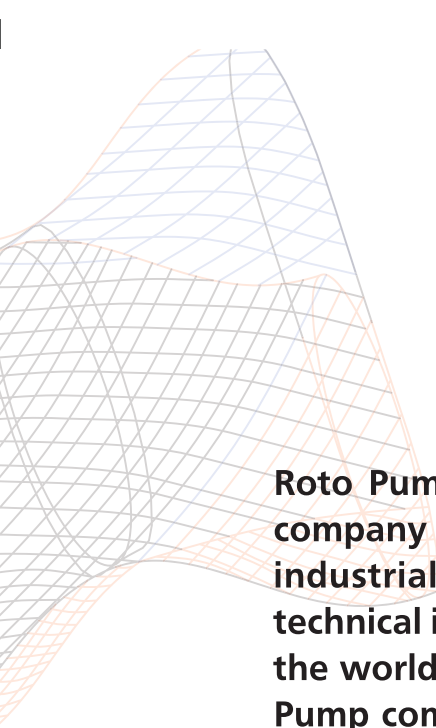
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Forward Looking Statements

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

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

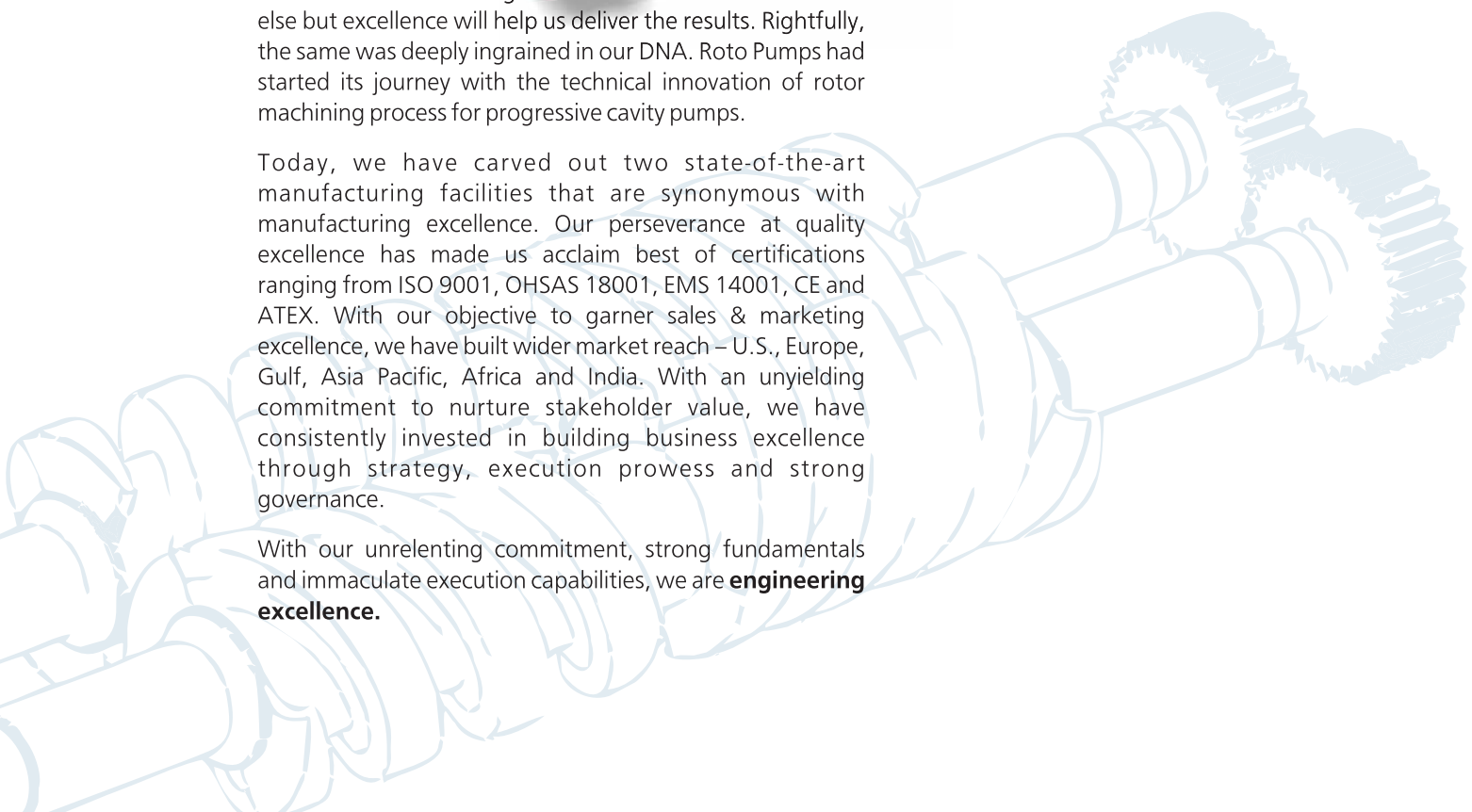
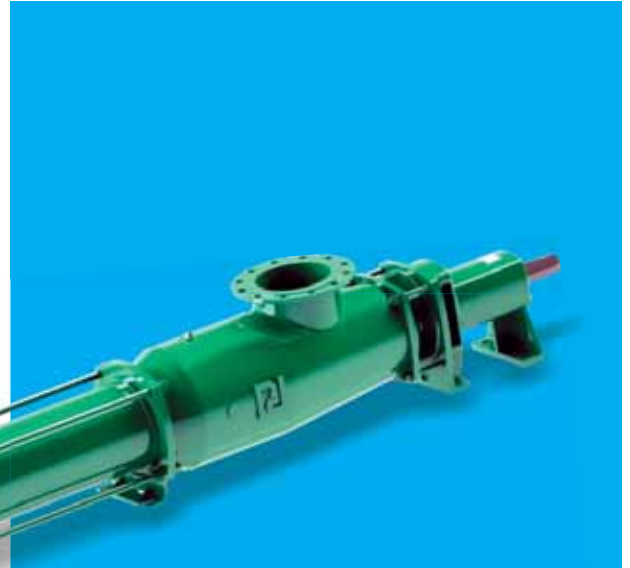


Roto Pumps Limited - an engineering company involved in manufacturing of industrial pumps that started with technical innovation, is today amongst the world's top ten Progressive Cavity Pump companies. Since inception, our quest for excellence has remained resolute. Foundations of our business are built on innovation, quality, efficiency, reach and sustainability.

Being in engineering goods sector that is driven by quality and finesse, we were convinced that nothing else but excellence will help us deliver the results. Rightfully, the same was deeply ingrained in our DNA. Roto Pumps had started its journey with the technical innovation of rotor machining process for progressive cavity pumps.

Today, we have carved out two state-of-the-art manufacturing facilities that are synonymous with manufacturing excellence. Our perseverance at quality excellence has made us acclaim best of certifications ranging from ISO 9001, OHSAS 18001, EMS 14001, CE and ATEX. With our objective to garner sales & marketing excellence, we have built wider market reach – U.S., Europe, Gulf, Asia Pacific, Africa and India. With an unyielding commitment to nurture stakeholder value, we have consistently invested in building business excellence through strategy, execution prowess and strong governance.

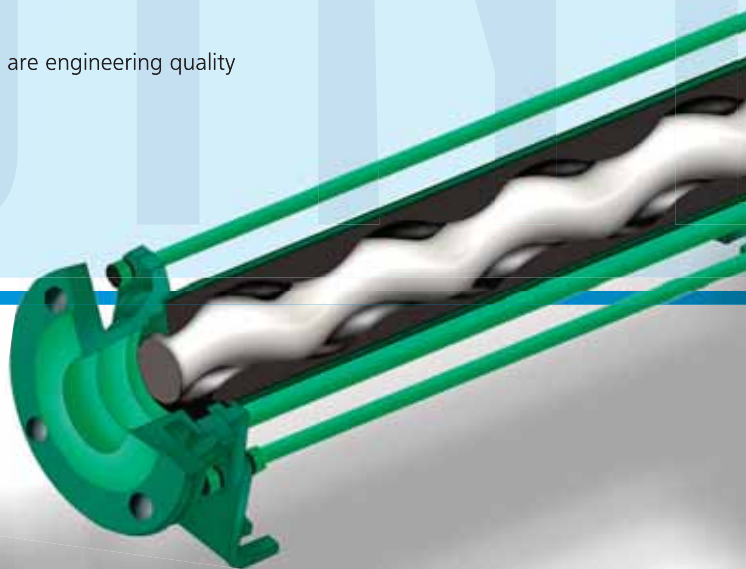
With our unrelenting commitment, strong fundamentals and immaculate execution capabilities, we are **engineering excellence.**



ENGINEERING QUALITY EXCELLENCE

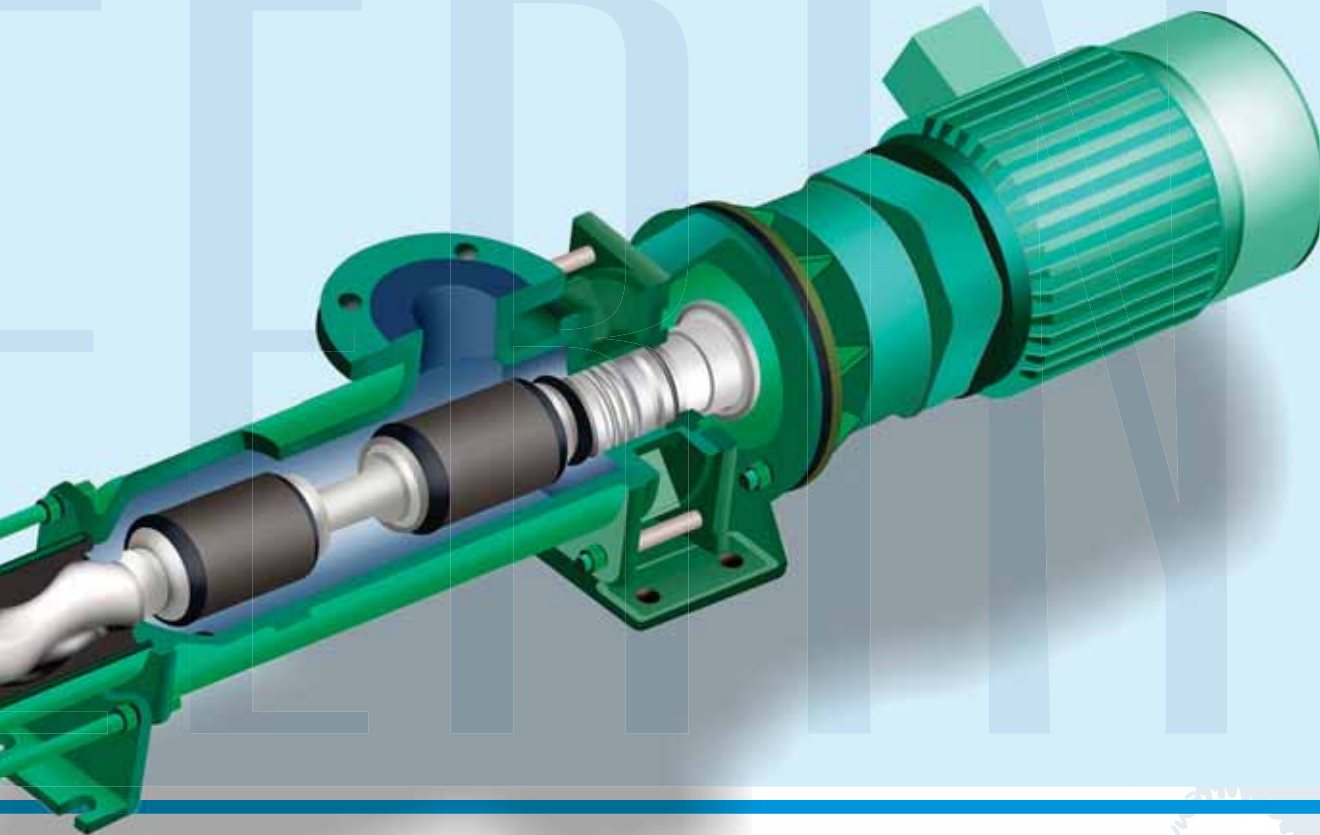
We have strived on quality and technical innovation as integral parts of our DNA. We started our very journey with the innovation of a pioneering technology for manufacturing the intricate profile of rotor – the core of a progressive cavity pump. Throughout our journey we made technology and R&D as key pillars of our success which we had always harnessed in-house. Having built in-house R&D, Testing, Development capabilities; we have been able to deliver highest quality customized solutions to our customers. We are able to deliver value for money to our customers due to end-to-end control over entire manufacturing process.

With innovation at the forefront and impeccable execution at the core, we are engineering quality excellence.



R&D Center, Noida





QUALITY EXCELLENCE IN FACTS

- **Certifications:** ISO 9001, OHSAS 18001, EMS 14001, CE and ATEX.
- **Facility Approvals & Registrations:** Oil and Natural Gas Commission, Indian Oil Corporation Ltd., Bharat Petroleum Corporation Ltd., Petroleum Development of Oman, ADCO, GASCO, TAKREER, National Thermal Power Corporation, Nuclear Power Corporation, Ministry of Agriculture - New Zealand, DGQA, Mazagon Dockyard, GRSE, DGS&D, Engineers India Ltd., Toyo Engineering India Limited, Triune Projects, DMDE, Indian Navy and Coast Guard.
- **Testing Facility:** State of the art testing facility with flow up to 1500 M³/hour for Oil & Water. This modern testing facility is SCADA based and web-enabled.
- **In-house R&D Centre:** As a strategy, Roto Pumps has always relied on developing in-house technologies for new products & innovations.

ENGINEERING MANUFACTURING EXCELLENCE

Our quality excellence and market excellence required us to build an equivocally strong manufacturing infrastructure of excellence. As a fundamental approach, we have always stressed on building Manufacturing, R&D and Technology capabilities in-house.

During the year under review, Roto Pumps expanded its manufacturing infrastructure. We started our new state-of-the-art production facility at Greater Noida, (U.P.). The new facility is spread across an area of 20,000 sq. mtr. and shall give us a three-fold increase in our capacities, deploying sophisticated machine tools such as Mazak 5 Axis CNC machine, etc. This plant has ultra-modern SCADA based testing facility which is real time web-enabled. The facility is environment friendly with zero discharge and it has ISO 14001 & OHSAS 18001 certifications.

Roto Pumps is amongst the elite group of PC Pump manufacturers to have a long standing experience of stator manufacturing, spanning more than 45 years.



Stator being a rubber based component is key to pump performance and lifecycle cost. Keeping this at the forefront, the Company has developed very strong rubber processing technology. The Rubber plant is fully integrated and has stringent process controls in place, delivering the highest quality of stators in the world.

With long-standing global market presence and wide product acceptability, we are building a sustainable growth platform by engineering manufacturing excellence.





MANUFACTURING EXCELLENCE IN FACTS

- **Products with Large pumping capacities:**
Up to 500 M³/hour flow with 48 Bar pressure in Progressive Cavity Pumps. Up to 1500 M³/hour flow with 40 Bar pressure in Twin Screw Pumps.

- **A Pumping Solutions for nearly every industry:** Waste Water Treatment, Sugar, Paper, Explosives, Marine & Navy, Oil & Gas, Mining, Ceramics, Man-made Fiber, Construction, Wine & Beverages, Chemicals, Paint, Edible Oil, Food, Pharmaceutical, Cosmetics & Toiletries, Agriculture & Cattle Feed.

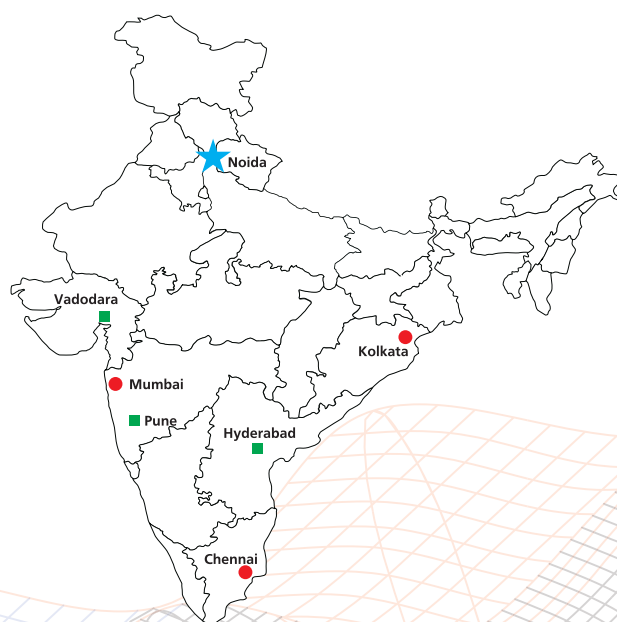


ENGINEERING MARKET EXCELLENCE

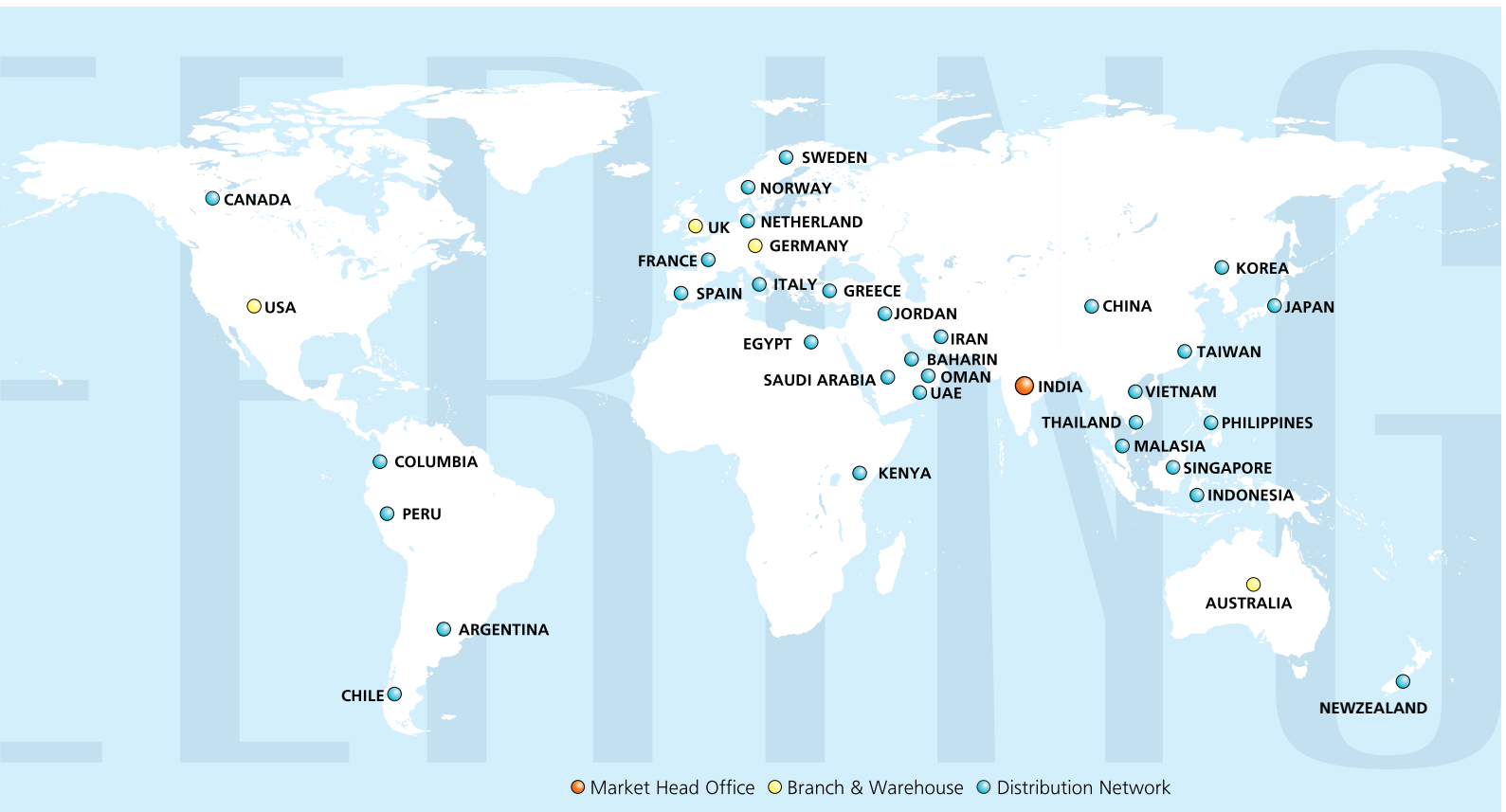
Roto Pumps is a pioneer in technology innovation in India and has a global presence for over 45 years. Our products have been widely accepted and successfully served an array of industries. Our global markets include Asia, Australia, Europe, the U.S., Gulf region and Africa. We made our global foray with our first ever warehouse and marketing office in Melbourne, Australia in 2001. This was followed by our second overseas warehouse and marketing office in Manchester, United Kingdom.

FY 2014-15 saw our definitive market expansion that will position our global reach, many notches above. We have set up our first subsidiary company in Germany - Roto Pumpen GmbH, a fully owned subsidiary. This was followed by setting up of another subsidiary company Roto Pumps North America, Inc. in Tulsa, U.S.A. We have also acquired a strategic stake in Ecochem Pumps (Pty) Ltd, in South Africa through Roto Overseas Pte Ltd, Singapore for entry into the African market.

Having built strong manufacturing and quality prowess, we are strengthening our future growth engines by engineering market excellence.



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



MARKET EXCELLENCE IN FACTS

- **India Network:** India is our Global marketing Head Office. In India, we have 03 regional offices and 03 branch offices. India accounts for about 33% of our total sales
- **Global Network:** We have 02 marketing branch offices and warehouses, one each in Australia and United Kingdom. We have 02 overseas,

fully-owned subsidiaries in Germany and the U.S.A. Besides, we have strong global distribution network. Our international business contributes 67% to our total sales

- **Markets Served:** Australia, Europe, the U.S., Gulf region, Africa and India



Roto Pumps, Australian Office



Roto Pumps, UK Office



Roto Pumpen GmbH, German Subsidiary



Roto Pumps, US Subsidiary

MESSAGE FROM THE CHAIRMAN

Dear Shareholders,

I am pleased to welcome you all and to present the 22nd Annual Report of your Company for the financial year 2014-15.

The year was marked with revival in significant parts of global economy and back home in India. Global economy displayed signs of resurgence in 2014, post last couple of years of resilience. It recorded 3.4% growth in 2014 which was the same as in 2013 as per IMF estimates. Indian Economy on the other hand recorded upward movement from 6.9% in FY 2013-14 to 7.3% in FY 2014-15 as per CSO reports. With reforms being pushed by the government across sectors and focus on getting infrastructure projects back in momentum, Indian economy is likely to keep its upward movement continuing.

During the year under review, your Company's performance was somewhat moderate as compared to the previous year. The spillover effects of the recent period of persistent economic challenges and difficult conditions in infrastructure sector partly contributed to our growth moderation. Our revenues grew from Rs.9020.32 lakhs in FY 2013-14 to Rs. 9434.59 lakhs in FY 2014-15. EBITDA stood at Rs. 1870.10 lakhs in FY 2014-15 as compared to Rs.1890.15 lakhs in FY 2013-14. The Profit after Tax was Rs.741.51 lakhs in FY 2014-15 as against Rs. 959.06 lakhs in FY 2013-14. Rising costs of material and finance in addition to increase in employee benefit expenses were amongst the key reasons for lower profitability.

There were a number of corporate developments across functions that are going to be the pillar of our future growth. During FY 2014-15 the manufacturing facility was relocated to a state of art facility at Greater Noida, U.P.



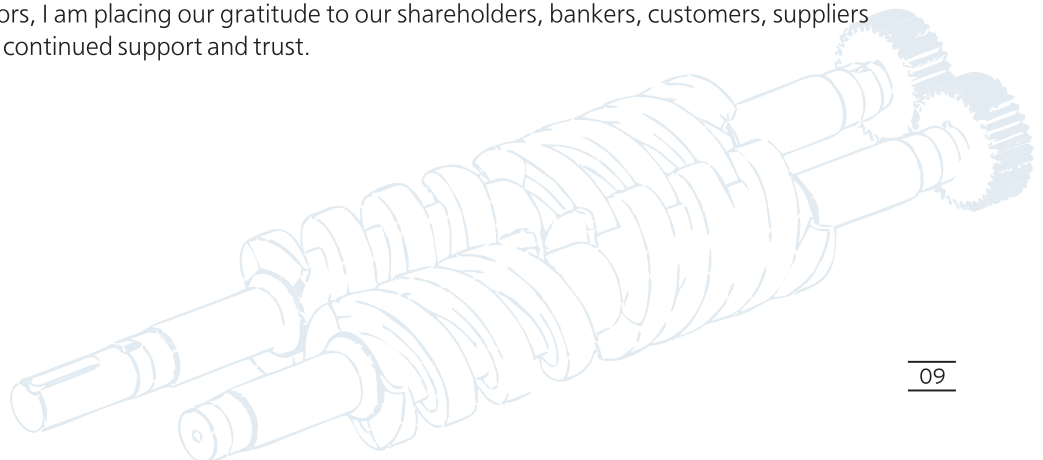
During the year under review we have set-up two overseas subsidiaries in Germany and the U.S. to deeper entrench our global presence. We acquired a strategic stake in a Joint Venture company in Ecochem Pumps (Pty) Ltd in South Africa. These international footprints are going to further add to our global presence and product portfolio.

For these 47 years since inception, Roto Pumps consistently aimed to ingrain excellence across functions as the key to success and distinction. We started our journey with pioneering innovation when we developed unique manufacturing process for rotor profile – heart of progressive cavity pump. For all these years we have been pursuing engineering excellence in our strategy, operations and customer solution. We are confident that our zest to pursue excellence is going to keep us ahead of the curve in times to come also.

On behalf of the Board of Directors, I am placing our gratitude to our shareholders, bankers, customers, suppliers and our dedicated team for their continued support and trust.

Best regards,

Harish Chandra Gupta
Chairman & Managing Director



OUR PRODUCTS

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

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

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

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



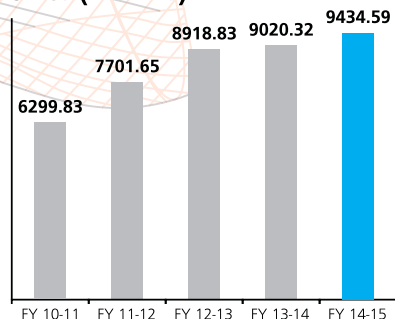
- 2. Twin Screw Pumps (TSP):** TSPs are used to pump clean, lubricating, non-lubricating and aggressive liquids. In TSPs two screw spindles move within a pump casing. Intermeshing rotating screws in the pump casing and liner form transfer chambers, that transfer the fluid axially from the extreme ends to the center of the casing or vice-versa

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

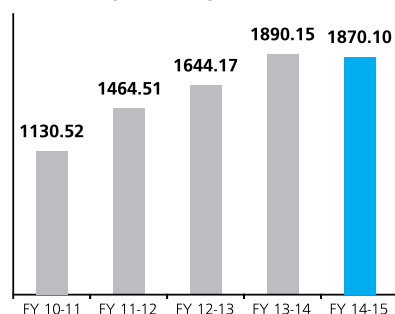


OUR PROGRESS REPORT

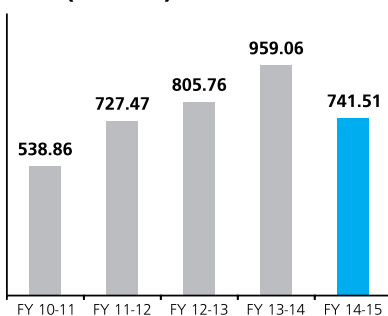
Sales (₹ Lakhs)



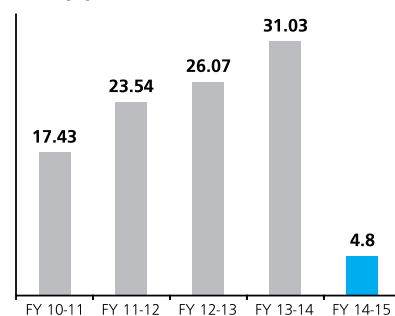
EBITDA (₹ Lakhs)



PAT (₹ Lakhs)



EPS (₹)



EPS: Face Value Rs 2/- per share in FY 2014-15, earlier Rs 10/-

Inauguration ceremony - New state-of-the-art Greter Noida Plant



CORPORATE INFORMATION

BOARD OF DIRECTORS

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

COMPANY SECRETARY

Mr. Ashwani K. Verma

BANKERS

Bank of India
Citibank N. A.
IndusInd Bank

WORKS

Plot No. 31, Sector Ecotech XII, Greater Noida 201305 U.P. India

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

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

OVERSEAS SETUP

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

REGISTRAR AND SHARE TRANSFER AGENT

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

REGD. OFFICE:

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

CIN No.: L28991UP1975PLC004152

NOTICE OF ANNUAL GENERAL MEETING

To
The Member(s)
Roto Pumps Ltd.

Notice is hereby given that the Fortieth Annual General Meeting of the Members of **ROTO PUMPS LIMITED** will be held on Wednesday the 30th September, 2015 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305 Uttar Pradesh to transact the following business;

Ordinary Business

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Auditors and Directors thereon; and
 - b. the consolidated audited financial statements of the Company for the financial year ended 31st March, 2015.
2. To declare a dividend on Equity Shares.
3. To appoint a director in place of Mr. Arvind Veer Gupta (DIN: 00334233), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT M/s. A. Kay Mehra & Co., Chartered Accountants (Registration No. 050004C) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. Appointment of Branch Auditors

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

"RESOLVED THAT pursuant to the provisions of section 143 (8) and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Board of Directors of the Company be and is hereby authorized to appoint the Branch Auditors of Warehouse & Marketing Branch Offices in Australia and United Kingdom and the Overseas Branches which may be opened/acquired hereafter in consultation with the Company's Auditors, any person(s) qualified to act as Branch Auditor within

the provisions of section 143(8) of the Act and to fix their remuneration."

6. Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Harish Chandra Gupta, (DIN 00334405) as the Chairman & Managing Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Harish Chandra Gupta."

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Chairman & Managing Director the above remuneration as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

7. Re-appointment of Mr. Anurag Gupta, Dy Managing Director

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Anurag Gupta, (DIN 00334160) as the Dy Managing Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Anurag Gupta."

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Dy Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Dy Managing Director the above remuneration as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

8. Re-appointment of Mr. Arvind Veer Gupta, Wholetime Director

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment and

remuneration of Mr. Arvind Veer Gupta, (DIN 00334233) as the Wholetime Director of the Company for a period of three years with effect from 1st April 2016 to 31st March, 2019, on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Arvind Veer Gupta."

"RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Wholetime Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals, if any, pay to the Wholetime Director the above remuneration as the minimum remuneration."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

By Order of the Board

Registered Office:

Roto House,
Noida Special Economic Zone,
Noida – 201305
Dated: 04.09.2015

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF, ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.** A person can act as a proxy on behalf of a member not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / shareholder.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The relevant details pursuant to clause 49 of the Listing Agreement in respect of item no. 2 are given in explanatory statement for item no. 8.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday the 24th September, 2015 to Wednesday the 30th September, 2015 (both days inclusive).
5. Relevant documents referred to in the notice of the Annual General Meeting are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of Annual General Meeting
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.
7. 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.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RCMC Share Registry Private Ltd
9. Location Map of the Annual General Meeting Venue is given at page no. 104.

10 Instructions for E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on 27th September, 2015 (9:00 AM) and ends on 29th September, 2015 (5:00 PM). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23th September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. **In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :**
 - (i) Open email and open PDF file viz. "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Roto Pumps Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

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

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

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or /RTA.
- XI. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Barinder Singh Maur, Practicing Company Secretary (PCS No. 7041) Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not casted their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes casted at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rotopumps.co and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

EXPLANATORY STATEMENT

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

Item no. 5

The Company has Warehouse and Marketing Branch Offices in Australia and United Kingdom and may also open/acquire new Branches outside India in future. It would be necessary to appoint Branch Auditors to carryout audit of the accounts of such Warehouse & Marketing Branch Offices and Branches. The Members are requested to authorize the Board of Directors of the Company to appoint the Branch Auditors in consultation with the Company's Auditors and fix their remuneration. The Board commends the Resolution at Item No.5 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP)

or relatives of directors and KMP is concerned or interested in the Resolution.

Item no. 6

The members at their 37th Annual General Meeting held on 22nd September, 2012 had approved re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Harish Chandra Gupta, Chairman & Managing Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has, pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members and such other approvals as may be required, approved re-appointment and remuneration of Mr. Harish Chandra Gupta, Chairman & Managing Director for a term of 3 years w.e.f. 1st April, 2016. The Chairman & Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Harish Chandra Gupta, Chairman & Managing Director are set out below:

1. Remuneration upto ₹ 12,00,000/- per month by way of salary, perquisites, allowances and performance incentives as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur Driven Car for use of the Chairman & Managing Director for Company's business provided that use of Car for private purpose shall be paid for by him.
 - b. Provision of Telephones at the Residence of the Chairman & Managing Director provided that personal long distance calls shall be billed by the Company to him."

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

4. The nature of employment of the Chairman &

Managing Director with the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Chairman & Managing Director is being placed before the Members at their 40th Annual General Meeting for their approval by way of a Special Resolution.

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

Additional information about the appointee as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

- (i) **Background Details:** Mr. Harish Chandra Gupta aged 69 years is a B. Sc. Graduate. He is co-founder of the Company and has been associated with the Company since inception. He has been instrumental and an inspirational figure in the turnaround of the Company into a major Exporter of Company's products. He drove the Company to setup Overseas Warehouse & Marketing Branch Offices and setup Overseas Subsidiaries and Joint Venture Company. He has been Managing Director of the Company since June 1996. He is a Director in Ecochem Pumps Pty Ltd, South Africa, an Associate Company.
- (ii) **Past Remuneration:** Remuneration upto ₹ 8,52,250/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Harish Chandra Gupta is also entitled to Company's contribution to provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.
- (iii) **Recognitions or awards:** Mr. Harish Chandra Gupta has been an Executive Council Member of Indian Pump Manufacturers Association. He has also been a member of the Joint Business Committee of FICCI and National Committee of Total Quality Management of Confederation of Indian Industry.
- (iv) **Job profile and his suitability:** Mr. Harish Chandra Gupta is the Chairman & Managing Director of the Company and is in-charge of the overall management of the affairs of the Company. He has over 47 years' experience in technical, marketing and other operational aspects of the Company.

Having spent a long time in the Company and been the moving spirit of the Company, he is best suited for the job.

(v) **Remuneration Proposed:** As stated hereinabove.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

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

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

Mr. Harish Chandra Gupta is one of the promoters of the Company holding 12.77% shares in the paid up capital of the Company. Please also refer note no. 1, 28 and 29 of the Annual Accounts.

Item no. 7

The members at their 37th Annual General Meeting held on 22nd September, 2012 had approved the re-appointment of Mr. Anurag Gupta, Dy Managing Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Anurag Gupta, Dy Managing Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members and such other approvals as may required, approved re-appointment and remuneration of Mr. Anurag Gupta, Dy Managing Director for a term of 3 years w. e. f. 1st April, 2016. The Dy Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Anurag Gupta, Dy Managing Director are set out below:

1. Remuneration upto ₹ 7.00 lacs per month by way of salary, perquisites, allowances and performance incentives as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so

as not to exceed half month's salary for each completed year of service.

- c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3. a. Provision of Chauffeur Driven Car for use of the Dy Managing Director for Company's business provided that use of Car for private purpose shall be paid for by him.
- c. Provision of Telephones at the Residence of the Dy 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.
4. The nature of employment of the Dy Managing Director with the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Dy Managing Director is being placed before the members in the 40th Annual General Meeting for their approval by way of a Special Resolution.

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

Additional information about the appointee as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

- (i) **Background Details:** Mr. Anurag Gupta aged 41 years is a Graduate in Commerce, CMA (Intermediate) and MBA from Cardiff University; U.K. He has been associated with the Company since January 1995 and has been instrumental in the restructuring of Company's Operations, which brought about major improvement. He has been looking after corporate affairs, business development and sales & marketing activities in United Kingdom and Europe. He has been deeply involved in the bringing up of the state of the art manufacturing facility at Greater Noida and strategic setup in South Africa. He is also shouldering the additional responsibilities of the Chief Financial Officer of the Company. He is a Managing Director in Roto Pumpen GmbH, wholly owned subsidiary Company in Germany, Director in Roto Overseas Pte Ltd, Joint Venture Company

in Singapore and Ecochem Pumps Pty Ltd, South Africa, an Associate Company.

(ii) **Past Remuneration:** Remuneration upto ₹ 4,94,250/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Anurag Gupta is also entitled to Company's contribution to provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(iii) **Recognitions or awards:** He has been Member of U.P. State Council of the Confederation of Indian Industry.

(iv) **Job profile and his suitability:** Mr. Anurag Gupta is the Dy Managing Director since 28.01.2010, Wholetime Director of the Company since October 1999 and is in-charge of business development, corporate affairs of the Company and sales and marketing activities in United Kingdom & Europe. He is also shouldering the additional responsibilities of the Chief Financial Officer of the Company. He has over 21 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.

(v) **Remuneration Proposed:** As stated hereinabove.

(vi) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

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

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

Mr. Anurag Gupta is one of the promoters of the Company holding 7.02% shares in the paid up capital of the Company. Please also refer note no. 1, 28 and 29 of the Annual Accounts.

plan for immediate future, the Board of Directors of the Company at its Meeting held on 4th September 2015, has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Arvind Veer Gupta, Wholetime Director for a term of 3 years w. e. f. 1st April, 2016. The Wholetime Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The other terms of remuneration payable to Mr. Arvind Veer Gupta, Whole time Director are set out below:

1. Remuneration upto ₹ 7,00,000/- per month by way of salary, perquisites and allowances as may be decided by the Board of Directors of the Company from time to time.
2. The following perquisites shall not be included in the computation of ceiling on Remuneration.
 - a. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. Gratuity payable as per rules of the Company, so as not to exceed half month's salary for each completed year of service.
 - c. Encashment of Leave, as per the Company's Rules at the end of the Tenure.
3.
 - a. Provision of Chauffeur driven Car for use of the Wholetime Director, for Company's business, provided that use of Car for private purpose shall be paid for by him.
 - d. 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.

4. The nature of employment of the Wholetime Director with the Company shall be contractual and can be terminated by giving three months' notice by either party.

Pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the remuneration payable to the Wholetime Director is being placed before the members in the 40th Annual General Meeting for their approval by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company except Mr. Harish Chandra Gupta and

Item no. 8

The members at their 37th Annual General Meeting held on 22nd September, 2012 had approved the re-appointment of Mr. Arvind Veer Gupta, Whole time Director for a period of 3 years from 1st April 2013. The term of 3 years of Mr. Arvind Veer Gupta, Wholetime Director will be expiring on 31st March, 2016.

Considering the growth achieved by the Company and the

Mr. Arvind Veer Gupta himself may be considered concerned or interested in the resolution. The Board recommends the special resolution for your approval.

Additional information about the appointee as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

(i) **Background Details:** Mr. Arvind Veer Gupta aged 39 years is a Bachelor of Management (Manufacturing Engineering), has been associated with the Company since July 1995. He has been deeply involved in the Operations of the Warehouse & Marketing Office of the Company in Australia and setting up of subsidiary company in United States. He has been Wholetime Director of the Company since January, 2001. He is Director in Roto Pumps Americas, Inc. and Roto Pumps North America, Inc., wholly owned subsidiary companies in US and Ecochem Pumps Pty Ltd, South Africa, an Associate Company.

(ii) **Past Remuneration:** Remuneration upto ₹ 4,86,250/- per month by way of salary, perquisites and allowances. In addition to the above, Mr. Arvind Veer Gupta is also entitled to Company's contribution to provident fund, gratuity, leave encashment at the end of the tenure, telephones at the residence and chauffeur driven car.

(iii) **Recognitions or awards:** No specific recognition or award to report.

(iv) **Job profile and his suitability:** Mr. Arvind Veer Gupta is the Wholetime Director of the Company and is in-charge of the Marketing of the Company's products. He has over 20 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.

(iv) **Remuneration Proposed:** As stated hereinabove.

(v) **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)**

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

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

Mr. Arvind Veer Gupta is one of the promoters of the Company holding 7.02% shares in the paid up capital of the Company. Please also refer note no. 1, 28 and 29 of the Annual Accounts.

Common for item no. 6, 7 and 8

Additional informations as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information

(i) Nature of Industry

The Company is engaged in the business of manufacturing and sales of progressive cavity pumps, twin screw pumps, spare parts of pump and retrofit spares and provision of maintenance & repair services and commissioning & installation services.

(ii) Date or expected date of Commencement of Commercial production

The Company was incorporated as a private limited company on 31st July, 1975; hence commencement certificate was not required

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

(iv) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2015:

Particulars	₹ In Lacs
Income from operations and other Income	9434.59
Net Profit as per Profit & Loss Account (After tax)	741.51
Profit computed under Section 198 of Act	1162.69

For more details please refer financial results and Directors' Report.

(v) Foreign Investment or collaborations, if any:

The Company has wholly owned subsidiary companies in Germany and USA and a joint venture company in Singapore. Foreign investment as on 31.03.2015 was ₹ 298.20 lacs.

The Company does not have any foreign collaboration. Non-residents and the Foreign Institutional Investors are holding shares in the Company within the permitted limits.

II. Other Information**(i) Reasons for 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 quality manpower is, therefore to be incurred which is not commensurate with the sales of the Company.

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

The Company continues to increase its focus in the International Market, which is a more profitable avenue. After witnessing successful operations of Warehouse & Marketing Branch Offices of the Company in Australia and United Kingdom, the Company setup a wholly owned subsidiary company in Germany to carry on sales and marketing of the Company's products in German region to service the customers more effectively. Initially, the German subsidiary would source products from Warehouse & Marketing Branch Office in United Kingdom and for large value orders supply would be directly from India. The German subsidiary has started its operations in the later part of the financial year ended 31st March, 2015. The Company has also setup a wholly owned subsidiary company in USA in the later part of the financial year ended 31st March, 2015; the subsidiary has started its operations during the current year. The US subsidiary would also maintain a warehouse facility to carry inventories. During the year ended 31st March, 2015, the

Company has also setup a joint venture company in Singapore, which has acquired a strategic stake of 51% in Ecochem Pumps Pty Ltd, a company engaged in the sales and distribution of Industrial pumps and related equipment in South Africa. This has facilitated access to vast Southern African markets. Besides these, certain steps have been taken to strengthen the International distribution network.

On the manufacturing front, the Company has setup a state of the art manufacturing facility at Greater Noida. The Facility is built on a land area of 20000 Sqm with covered area of 7272 Sqm and ground coverage of 30%. The manufacturing activities have been commenced during the financial year ended 31st March, 2015. The additional capacity created would enable the Company to meet increased demand in terms of numbers as well as higher capacity and pressure pumps. This combined with state of the art testing facility would qualify the Company to bid for high end project business for Domestic and International customers.

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

Subject to the unforeseen circumstances, the Company expects an increase in productivity which would amount to 20% in sales turnover and 15% in profits in 2015-16 respectively and thereafter an annual growth of 15% to 20% in sales turnover and 12% to 15% in profitability per annum.

III. Disclosures

Prescribed disclosures about the remuneration package and other information have been disclosed 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: 04.09.2015

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

DIRECTORS' REPORT

To the Members of
ROTO PUMPS LTD

Your Directors have pleasure in submitting their 40th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2015.

Financial Results

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

Amount ` In Lacs

Particulars	Financial year ended	
	31st March, 2015	31st March, 2014
Revenue from Operations	9427.95	8958.95
Other Income	6.64	61.37
Profit / (loss) before interest, depreciation and taxation	1870.10	1890.15
Less: Interest	223.27	145.37
Depreciation	484.14	279.94
Profit before Taxation	1162.69	1464.84
Less : Taxation	421.18	505.78
Profit after tax	741.51	959.06
Add: Profit brought forward	3372.15	2617.57
Less: Additional depreciation upto 31st March, 2014	16.06	
Profit available for appropriation	4097.60	3576.63
Appropriations:		
Proposed Dividend	92.72	92.72
Dividend Distribution Tax	18.87	15.76
Transfer to General Reserve	80.00	96.00
Surplus carried to Balance Sheet	3905.99	3372.15

Dividend

Your Directors are pleased to recommend a dividend of ` 0.60 per share for the current financial year ended 31st March, 2015, which if approved by the members at the forthcoming Annual General meeting would result a Dividend outflow of ` 92,72,283/- and dividend Distribution Tax of ` 18,87,837/- aggregating a total outflow of ` 1,11,60,120/.

Share Capital

The paid up Equity Share Capital as on 31st March, 2015 was ` 3.09 Crores. During the year under review, your Company has not issued any shares, bonus shares or bought back any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company. During the year under review, your Company had subdivided Shares of ` 10/- each into five shares of ` 2/- each.

Transfer of unclaimed dividend to Investor Education and Protection Fund

In terms of Section 125(2) of the Companies Act, 2013, the unclaimed dividend relating to the financial year 2006-07 has been remitted to the Investor Education and Protection Fund established by the Central Government. Further the unclaimed dividend relating to the financial year 2007-08 is becoming due for remittance on 06.11.2015 to the said Investor Education and Protection Fund.

Year in retrospect

Your Company has achieved income from operations of ` 9427.95 against previous year's income of ` 8958.95 lacs. Domestic sales have been ` 3117.72 lacs as compared to ` 3336.69 lacs during the previous year. The Export sales during the year were ` 6310.23 lacs as compared to ` 5622.25 lacs in the preceding year. Export sales include ` 3663.71 lacs, sales from Warehouse & Marketing Offices in United Kingdom and Australia against ` 3830.13 lacs in the previous year. Revenue from exports constitutes 67.36% of total revenue.

There has been increase in the Export sales from all markets except Australia, because of slow down in mining sector, there was a marginal fall. The Domestic sales have been below expectations mainly due to lower sales in projects and infrastructure sector due to Government's inability to implement reforms.

Outlook

Your company's operations are expected to be better due to rise in Export sales and both US and German subsidiaries contributing to growth in sales. On Domestic front, the situation is not looking encouraging because of Government's inability to bring about reforms due to political compulsions resulting in poor investment in infrastructure sector. Additionally, there is increased pressure on margins due to depressed demand. However, other factors like healthy forex reserve and lower fiscal deficit are favourable symptoms.

On the International front also, the scenario does not seem too encouraging. Greece crisis and Chinese action on its economy would have adverse impact on Global business environment. Other emerging economies including South Africa are also not looking encouraging. The silver lining is the positive indications in US and a few European Countries and stability in U.K.'s economy. Your Company is strategically located in these Economies. This would provide growth to your Company in all these key markets. Your Company would continue to grow its export sales in these markets including Middle East.

Your Company's new state of the art manufacturing facility has become fully functional during the year under review. This would provide to your Company an edge in supply chain management besides increased possibilities to cater to the demands of discerning global buyers.

With the above, subject to any unforeseen circumstances, your Company is expected to register a significant growth in 2015-16.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries, joint venture and associate company have been prepared in accordance with Accounting Standard 21 and 23 issued by the Institute of Chartered Accountants of India, form part of the Annual Report and are reflected in the Consolidated Financial Statements of the Company.

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

Performance of the Subsidiaries, joint venture and associate companies

- a. **Roto Pumpen GmbH** - a wholly owned subsidiary company setup in Germany during the financial year 2011-12 to carry on the sales and marketing of the Company's products in German region to service the customers more effectively. Due to Economic and other strategic reasons, operations of the subsidiary were kept suspended. The subsidiary has commenced its business activities in fourth quarters of the year under review.
- b. **Roto Pumps Americas, Inc.** – a wholly owned subsidiary company setup in USA. The subsidiary has further setup a wholly owned subsidiary company in the name and style of Roto Pumps North America, Inc. to carry on sales and marketing of Company's products in North American region and also maintain warehouse facility to carry inventory. The subsidiary has not commenced its business activities during the year under review.
- c. **Roto Overseas Pte Ltd** - a joint venture Company setup in Singapore with Mr. Ed Lemke of South Africa. Your Company holds sixty percent stake in the joint venture company. The Joint Venture Company has further acquired fifty one percent stake in Ecochem Pumps Pty Ltd, a company engaged in the business of sales and marketing of pumps and related equipment mainly in Southern African Region. This would facilitate easy entry of your Company's products into the vast South African Market. Your Company made sales of ₹ 110.21 lacs during the year under review to ecochem pumps pvt. ltd, South africa.

Statements containing the salient features of financial statements of wholly owned subsidiary companies, Joint Venture and associate company in the prescribed format AOC-1 is annexed at **Annexure-A**.

Particulars of Loans, Guarantees or Investments

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

- a. ₹ 9,11,250/- to acquire 12,500 equity shares of Euro 1 each in the share capital of Roto Pumpen GmbH, an existing wholly owned subsidiary company in Germany;
- b. ₹ 46,72,500/- to acquire 75,000 equity shares of USD 1 each in the share capital of Roto Pumps Americas, Inc. a new wholly owned subsidiary company in USA;
- c. ₹ 2,34,24,000/- to acquire 4,80,000 equity shares in the share capital of Roto Overseas Pte Ltd, a joint venture company in Singapore;

Your Company has also given a loan of ₹ 17,63,750/- to Roto Pumpen GmbH, an existing wholly owned subsidiary company in Germany; Your Company has not provided any guarantees during the year under review.

Fixed Deposits

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

Related Party Transactions

All Related Party Transactions that were entered into during the year under review were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Listing Agreement. There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under Clause 49 of the Listing Agreement.

All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. Details of the transactions with Related Parties are provided at not no 28 of the accompanying standalone financial statements.

Risk Management

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

Internal Control System and its adequacy

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

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

Directors and Key Managerial Personnel

Pursuant to the provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Arvind Veer Gupta, Director DIN: 00334233 retires from the Board by rotation, and is eligible for re-appointment.

The present term of appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director, Mr. Anurag Gupta, Dy Managing Director and Mr. Arvind Veer Gupta, Wholtime Director will be expiring on 31st March, 2015. The Board of Directors of the Company has re-appointed them for a further period of three years from 1st April, 2016 subject to your and requisite approvals.

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

Pursuant to the provisions of the Act and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has laid down the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

Independent Directors and their meetings

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

The Nomination and Remuneration Policy adopted by the company deals with the criteria for selection and determining the Independence of Directors and also the Remuneration policy for directors, Key Managerial Personnel (KMP) and other employees. Remuneration policy is annexed at Annexure B.

Your Company's Independent Directors meet at least once in a financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted to enable the Independent Directors to discuss matters pertaining to the Company's Affairs and put forth their view. During the year under review, one meeting of the Independent Directors was held on 30th March, 2015.

Board and Committee and their meetings

Six meetings of the Board were convened and held during the year under review. Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Agreement.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the

Companies Act, 2013, the Board hereby submits its responsibility Statement:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors had prepared the annual accounts on a going concern basis; and
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility

The Company has formulated its Corporate Social Responsibility (CSR) Policy to undertake the CSR activities as specified in the schedule VII to the Companies Act, 2013. CSR report is annexed at Annexure C. CSR Policy of the Company is placed at the website of the Company.

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, to inquire into complaints of sexual harassment and recommend appropriate action. Your Company has not received any complaint of sexual harassment during the financial year 2014-15.

Vigil Mechanism / Whistle Blower Policy

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

the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

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

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

Significant and Material Orders passed by the Courts or Regulators

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

Auditors

a. Statutory Auditors

M/s A. Kay. Mehra & Co. Chartered Accountants, Registration no. 050004C were appointed as the Statutory Auditors for a period of one year by the members of the Company at their Annual General Meeting held on 29th September, 2014. In terms of the provisions of Section 139 of the Companies Act, 2013, your Company is required to change the Auditors within a period of three years from 2013-14. It is proposed to appoint the exiting Auditors, M/s A. Kay Mehra & Company, Chartered Accountants to hold office till the concluding of next Annual General Meeting.

The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

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

b. Branch Auditors

The term of the Branch Auditors of the Warehouse and Marketing Offices of the Company in Australia and U.K., M/s G C Perry & Co., Certified Practicing Accountant, Australia and M/s Layton Lee, Chartered Accountants, U.K., respectively, will expire at the conclusion of the ensuing Annual General Meeting. Board of Director of your Company is seeking authority to appoint Branch Auditors for 2015-16.

c. Cost Auditor

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

d. Secretarial Auditors

M/s Dayal & Maur, Company Secretaries have been appointed as the Secretarial Auditors to carry out the secretarial audit for the year under review. The Secretarial Audit Report for the financial year ended 31st March, 2015 is annexed at Annexure-D.

Regarding audit observations- i) For filing of forms, the Company is applying for condonation of delay and would file those Forms accordingly. The monitoring system is strengthened to ensure timely compliance in future. ii) For corporate social responsibility spend, the Company has decided as part of CSR to support research & development of energy based treatments for preventive health care. The Company has committed a sum of ₹ 35.00 lacs as its contribution for this purpose. This will be released as soon as substantial progress has been made on this project.

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

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

Declaration of Independent Directors

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

Board independence

Your Company's definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013 :-

a) Mr. B. S. Ramaswamy

Mr. B. S. Ramaswamy aged about 86 years is a retired IA & AS Officer. He is a Science and Commerce Graduate, Graduate Engineer and the Senior Most Cost and Management Accountant in the Country. He has an experience of over 60 years in the key functions of Finance & Accounts in the Government and various other organizations in the field of Finance, Accounts, Cost Accounting and other allied management functions.

b) Dr. Ramesh Chandra Vaish

Dr. Ramesh Chandra Vaish aged about 74 years holds degree in M. A., M. Com, LLB, Ph. D. in Economics from

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

c) Mr. Anand Bordia

Mr. Anand Bordia aged 71 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 35 years of professional experience most of which have been at a senior level in the Government of India and International Organizations. Mr. Bordia has worked in Ministry of Finance and Ministry of Social Justice and Empowerment in the Government of India. Mr. Bordia has been Member Finance in National Highway Authority of India. Mr. Bordia has also worked in Indian Customs and Central Excise Department and held various field positions such as Commissioner of Customs and Director Audit. Mr. Bordia has also worked in the Secretariat of Custom Cooperation Council, Brussels.

d) Mr. Vijoy Kumar

Mr. Vijoy Kumar aged 72 years is retired Chairman of U. P. Electricity Regulatory Commission, holds degree in B. Sc. Engineering (Electrical) from BIT, Sindri, Bihar. Mr. Vijoy Kumar has worked in Central Electricity Authority from 1965 to 2003 and held prestigious positions such as Secretary Central Electricity Authority, Member Secretary, Western Regional Electricity Board, Member Secretary, Northern Regional Electricity Board, Member Secretary, North Eastern Electricity Board, Advisor Power, North Eastern Council, Director, North Eastern Electric Power Company.

e) Mrs. Annapurna Dixit

Mrs. Annapurna Dixit aged about 67 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons) and Masters and M. Phil in Education. Mrs. Dixit has worked for over two decades as an Officer in the India Country Office of the United Nations Children's Fund. Mrs. Dixit closely worked with the relevant Ministries of Government of India, State Governments, NCW, NHRC, IMA, NIPCCD and with NGOs for ensuring protection of rights of women and children.

Particulars of Employees and related disclosures

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

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules is annexed at Annexure G. Details of the Employees posted at the Overseas Warehouse & Marketing Offices of the Company in Australia and United Kingdom, who are drawing remuneration in excess of the limits set out in the said rules are not being circulated with report. The said details may be provided on demand of the shareholders.

Listing of Shares

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

U.P. Stock Exchange Ltd, Kanpur and Delhi Stock Exchange Ltd, New Delhi, where shares of the Company were also listed, have been derecognized by the Securities and Exchange Board of India; hence listing of Company's shares has been discontinued on U.P. Stock Exchange Ltd, Kanpur and Delhi Stock Exchange Ltd, New Delhi.

Extract of Annual Return

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

Corporate Governance

The Management Discussion and Analysis Report and the Report on Corporate Governance, as required under Clause 49 of the Listing Agreement, forms part of the Annual Report.

Acknowledgements

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

For and on behalf of the Board of Directors

Place:

Dated : 04.09.2015

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

Annexure A to the Directors' Report

FORM AOC-1

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

Part "A" Subsidiaries

SI No.	Particulars	Name of the Subsidiaries			
		Roto Pumpen GmbH	Roto Pumps Americas, Inc.	Roto Pumps North Americas, Inc.	Roto Overseas Pte Ltd
1	Reporting period of the subsidiary on if different from the holding company's reporting period	NA	NA	NA	28th February 2015
2	Reporting currency and Exchange rate as on year end date	Euro	USD	USD	SGD
3	Share Capital	25000	75000	60000	800001
4	Reserve & Surplus	-81995	-	-91970	-14864
5	Total Assets	18264	69084	140492	7292
6	Total Liabilities	75259	54084	172462	5030
7	Investment	-	60000	-	782875
8	Turnover	1206	-	-	-
9	Profit/(Loss) before taxation	(73773)	-	(91970)	(14864)
10	Provision for taxation	-	-	-	-
11	Profit/(Loss) after taxation	(73773)	-	(91970)	(14864)
12	Proposed Dividend	-	-	-	-
13	% of shareholding	100%	100%	100%	60%

No subsidiary has been liquidated or sold during the year. Roto Pumpen GmbH, Germany has commenced its operations during the year under review. Roto Pumps North Americas, Inc., which is a functional company, has not commenced its operations during the year under review

Part "B": Associates and Joint Ventures

Name of Joint Ventures / Associate	Ecochem Pumps Pty Ltd, South Africa
1. Latest Balance Sheet Date	28th February 2015
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	-
Amount of Investment	-
Extend of Holding%	-
3. Description of how there is significant influence	Effective equity stake of 30.60% is held through Roto Overseas Pte Ltd, Singapore
4. Reason why the associate/joint venture is not consolidated	Consolidated as per Accounting Standard AS23 issued by the Institute of Chartered Accountants of India
5. Net worth attributable to shareholding as per latest Balance Sheet	Rand 756,286
6. Profit/(Loss) for the year	Rand (3,192,638)
i. Considered in Consolidation	Considered As per AS 23
ii. Not Considered in Consolidation	NA

No joint venture / Associate has been liquidated or sold during the year.

As per our Report of even date.

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

For and on behalf of the Board

(A. KAY. MEHRA)
Partner Chairman & Managing Director
Membership No. 009963

(HARISH CHANDRA GUPTA)
Dy. Managing Director & CFO
(DIN: 00334405)

(ANURAG GUPTA)
(DIN: 00334160)

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

Place : Noida
Date : 04th Sept., 2015

Annexure B to the Directors' Report

NOMINATION AND REMUNERATION POLICY

1. Introduction:

In terms of the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges, this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Committee and approved by the Board of Directors.

2. Objectives

The objectives of the policy are:

- To formulate criteria, terms & conditions to identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions and to determine their remuneration based on the company's financial performance and prevalent trend and practices of remuneration in Industry.
- To provide for evaluation of the performance of the Directors, Key Managerial Personnel and Senior Management Personnel.
- To provide reward to Key Managerial Personnel and Senior Management linked directly to their effort, performance, dedication and achievement relating to the Company's objectives.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and to create competitive advantage

3. Definitions:

- Act means the Companies Act 2013 as amended from time to time;
- Board means Board of Directors of the Company;
- Director means Directors of the Company;
- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time;
- Company means Roto Pumps Ltd;
- Independent Director means a director as referred in clause 49 of the Listing Agreement with the Stock exchanges and in Section 149 (6) of the Companies Act, 2013;
- Key Managerial Personnel (KMP) means-
 - the Chief Executive Officer or the managing director or the manager;
 - the Company Secretary
 - the Whole-Time Director
 - the Chief Financial Officer, and

- such other officer as may be prescribed under the applicable statutory provisions / regulations

- Listing Agreement means listing agreement with the Stock Exchanges as amended from time to time;

- Senior Management means employees of the Company occupying the position of Chief Executive Officer, Chief Operating Office, Vice Presidents and General Managers.

The words or phrases not defined here would have the same meaning as defined in the Companies Act, 2013, rules made thereunder and the listing agreement.

4. Constitution of Nomination and Remuneration Committee

The Board renamed the Remuneration Committee as the Nomination and Remuneration Committee on 13th August, 2014 Constitution of the Nomination and Remuneration Committee is as under-

Sl No.	Name	Position
1	Mr. B. S. Ramaswamy	Chairman
2	Mr. Anand Bordia	Member
3	Mr. Vijoy Kumar	Member

5. Applicability

The Policy is applicable to

- Directors (Executive and Non-Executive)
- Key Managerial Personnel (KMP)
- Senior Management Personnel

6. General Appointment Criteria:

- The Committee shall consider integrity, ethical standards and probity as the important attributes of the Director, KMP and Senior Management level. Domain knowledge and expertise, qualification and experience are factors to be considered by the Committee for recommendation to the Board for appointment as Director, KMP or at Senior Management level.
- The Committee should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Act, rules made thereunder, listing agreement or any other enactment for the time being in force.
- The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of

the Act, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

7. Additional Criteria for Appointment of Independent Directors:

The Committee shall consider qualifications for Independent Directors as prescribed under the Act and the Listing Agreement and also their appointment shall be governed as per the provisions of the Act and clause 49 of the Listing Agreement (as amended from time to time).

8. Term / Tenure:

The Term / Tenure of the Directors shall be governed as per provisions of the Act and rules made thereunder as amended from time to time and clause 49 of the Listing agreement.

9. Removal:

Due to reasons for any disqualification mentioned in the Act, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

10. Criteria for Evaluation of Independent Director and the Board:

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

a. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets / performance parameters given to executive Directors by the Board from time to time reflecting short and long-term performance objectives of the Company.

b. Non-Executive Director:

The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- i. act objectively and constructively while exercising their duties;
- ii. exercise their responsibilities in a bona fide manner in the interest of the company;
- iii. devote sufficient time and attention for informed and balanced decision making;
- iv. refrain from any action that would lead to loss of his independence
- v. inform the Board immediately when they lose their independence,
- vi. assist the company in implementing the best corporate governance practices;

vii. strive to attend all meetings of the Board of Directors and the Committees;

viii. participate constructively and actively in the committees of the Board in which they are chairpersons or members;

ix. strive to attend the general meetings of the company;

x. keep themselves well informed about the company and the external environment in which it operates;

xi. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

xii. abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.

11. Policy on Board diversity:

The Board of Directors shall have the optimum combination of Directors from the different areas / fields like production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

12. Remuneration:

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval.

The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

1. Director/ Managing Director

Besides the above Criteria, the Remuneration to be paid to Director / Managing Director shall be governed as per provisions of the Act and rules made thereunder or any other enactment for the time being in force.

2. Non-executive and Independent Directors

The Non- Executive and Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Act and rules made thereunder or any other enactment for the time being in force.

3. KMPs / Senior Management Personnel

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Act and rules made thereunder or any other enactment for the time being in force.

Annexure C to the Directors' Report Report of CSR activities

1. Corporate Social Responsibility

At Roto Pumps Ltd., the Corporate Social Responsibility (CSR) has been an integral part of the way your Company has been doing business. In terms of the provisions of Section 135 of the Companies Act, 2013, rules made thereunder and the listing agreement with the Stock Exchanges, the Company is required to spend a requisite amount on the CSR activities. The Company has formulated its CSR policy.

The objective of the policy is to lay down the basic framework to undertake various programs and activities by the Company relating to corporate social responsibility and monitoring of those activities in terms of the provisions of Section 135 of the Companies Act, 2013, rules made thereunder read with circular no. 21/2014 dated 18th June, 2014 and the listing agreement with the Stock Exchange.

The Company has decided as part of CSR to support research & development of energy based treatments for preventive health care. This initiative is undertaken by the Himalayan Institute Hospital Trust located near Dehradun in the Garhwal region of the foothills of the

Himalayas, and is designed to serve the population of millions of people in great medical, economic, and social need. The mission of the Himalayan Institute Hospital Trust is to develop integrated and cost-effective approaches to health care and development for the country as a whole.

2. The composition of the CSR Committee is as under;
Mrs. Annapurna Dixit, Chairman of the Committee
Mr. Anurag Gupta, Dy Managing Director, Member
Mr. Arvind Veer Gupta, Wholetime Director, Member
3. Average net profit of the Company for last three financialyears : ₹ 854.38 lacs
4. Prescribed CSR Expenditure: ₹ 17.09 lacs (two percent of the amount as in item 3 above).
5. Details of CSR spent duringthe financialyear:
 - a. Total amount to be incurred for the financial year : ₹ 35.00 lacs
 - b. Amount un-spent if any: ₹ 35.00 lacs
 - c. Manner in which the amount spent during the financial year is detailed below:

S No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1. Local area or other 2. Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or program wise	Amount spent on the program Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expending upto the reporting period	Amount spent Direct or through implementing agency
1	Healthcare*	Health	Dehradun- Uttrakhand	₹ 35. lacs	-	-	-

6. Reasons for not spending

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

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

Dy Managing Director

Chairman of CSR Committee

Annexure D to the Directors' Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2015

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

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

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

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- (v) Other laws applicable to the Company as per the representations made by the Management.

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

- Secretarial Standards of The Institute of Company

Secretaries of India with respect to board and general meetings were specified on 1st July, 2015 under the Act by the Institute but do not cover the period covered under our report.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above. However, it has been observed that:

- a) *The Company has in some cases filed ROC forms beyond the period prescribed under the provisions of the Companies Act, 2013 and in some cases is yet to file with the MCA portal.*
- b) During the Year Company has not spent the amount as prescribed for its Corporate Social Responsibility Activities.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that:

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

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

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

We further report that during the audit period:

- a) The company has made sub-division of its equity shares. The Memorandum of Association of the Company has been amended by the shareholders at their Annual General meeting held on 29.09.2014 for sub division of every equity share of ` 10/- each into 5 equity shares of ` 2/- each.
- b) The shares of the company were listed at the Delhi Stock Exchange (DSE), Uttar Pradesh Stock Exchange (UPSE) and Bombay Stock Exchange (BSE), but as on 19.11.2014 and 09.06.2015 the DSE and UPSE got de-recognized respectively. So, now the shares of the

Company are listed only at the Bombay Stock Exchange. This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

To,
The Members,
Roto Pumps Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and

appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For DAYAL & MAUR
Company Secretaries

BARINDER SINGH MAUR

Partner

Place: New Delhi

Date : 04.09.2015

FCS No. 6544

CP No. 7041

Annexure – E to the Directors' Report

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

A. Conservation of energy:

- a. The steps taken or impact on conservation of energy
Although your Company's operations involve low energy consumption, due attention was paid to optimize the use of energy by improved operational methods. The efforts to conserve and optimize the use of energy by improved operational methods and other means will continue. Your Company has installed energy efficient lightings and equipment at its new Manufacturing Facility at Greater Noida
The Efforts to conserve and optimize the use of energy have an impact of reducing energy consumption and thereby reducing cost of production of goods.
- b. The steps taken by the company for utilizing alternate sources of energy
Your Company is evaluating the use of solar energy.
- c. The capital investment on energy conservation equipment
Your Company has incurred an expenditure of ₹ 48.41 lacs on energy conservation initiatives

B. Technology absorption-

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

conceptualization of product on the basis of fuller understanding of market need, designing, manufacturing and testing prototype, finalization of design based on test with modification, performance / endurance tests and field trials to prove the product capability and releasing design and drawing for commercial production

- b. The benefits derived like product improvement, cost reduction, product development or import substitution:
Widening of product range, product improvement, cost reduction and introduction of new generation cost effective pumps to meet increased competition, product development, import substitution.
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) N.A.
- d. The expenditure incurred on Research and Development:
Your Company does not account for research & development expenses separately. These are accounted under the normal accounting heads of expense.

C. Foreign exchange earnings and Outgo

Your Company's export activities consist of exports of its products e.g. pumps and spare parts of pumps and annual maintenance services and commissioning & installation services. The particulars of foreign exchange earned and used during the year are given in Note 3.2, 39 to 42 in the notes forming part of the standalone financial statements.

Annexure – F to the Directors' Report**DISCLOSURES PERTAINING TO REMUNERATION AND OTHER DETAILS AS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company secretary during the Financial Year 2014-15, ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the Financial Year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against performance of the Company are as under;

Sl.	Name of the Director / KMP and Designation	Remuneration of Directors/ KMP for the Financial year 2014-15	% of increase in remuneration in Financial year 2014-15	Ratio of remuneration of each director/ KMP to the Median remuneration of the Employee	Comparison of Remuneration of the KMP against the performance of the Company
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	9823384	18.92	26.20	Turnover of the Company increased by 4.59% while Profit before tax as a percentage of Turnover decreased to 12.32% from 16.24% during the previous year
2	Mr. Anurag Gupta, Dy Managing Director & Chief Financial Officer	6038951	19.37	16.10	
3	Mr. Arvind Veer Gupta, Whole time Director	5947355	21.76	15.86	
4	Mr. Ashwani K. Verma, Company Secretary	1393867	13.54	3.72	
	Total	23204007	19.41	-	

- ii) The median remuneration of Employees of the Company during the financial year was ` 375022/-
- iii) The percentage increase in the median remuneration of the employees in the financial year was 15.56%
- iv) The number of permanent employees on the rolls of company as on 31st March, 2015 : 203
- v) The explanation on the relationship between average increase in remuneration and Company performance : Average increase in remuneration during financial year 2014-15 was 12.68%, whereas turnover of the Company increased by 4.59% and Profit before tax as a percentage of Turnover decreased to 12.32% from 16.24% during the previous year. There has been reduction in the profit before tax but the Company has created state of the art manufacturing facility and strong marketing network during the year which would lead the Company to better and higher scale of performance.
- vi) a) Variations in the market capitalization of the company: The Market capitalization as on 31st March, 2015 was ` 15855.60 lacs as compared ` 4450.70 lacs as on 31st March, 2014.
- b) price earnings ratio of the Company as on 31st March, 2015 was 21.38 against 4.64 as on 31st March, 2014.
- c) percentage increase over decrease in the market quotations of shares of the company in comparison to the rate at which company came out with the last public offer : The Company had come out with an initial public offer IPO) in 1994 at ` 55/- per Share of face value ` 10/- each. As on 31st March, 2015 closing price of the share face value of ` 2/- each was ` 102.60 representing a cumulative increase of 832.73%.
- vii) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial i.e. 2014-15 year 12.50% whereas the increase in the managerial remuneration for the same financial year was 19.41%. The higher increase in the remuneration of the managerial personnel (Directors), which was well within the limits approved by the Central Government, has been considering that during the year 2012-13, there was no increase in their remuneration.
- viii) The key parameters for any variable component of remuneration availed by the directors. The Directors have not been paid variable remuneration during the year as their remuneration was being paid as per approval of the Central Government;
- ix) The ratio of the remuneration of the highest paid director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid director during the year - Not applicable
- x) It is hereby affirmed that the remuneration paid is as per remuneration policy for Directors, Key Managerial Personnel and other Employees of the Company.

Annexure G to the Directors' Report

Statement of particulars of Employees pursuant to the provisions of Section 197 (2) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

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

Sl	Name of Employee	Age (Yrs)	Qualification	Designation	Remuneration	Date of Joining	Experience	Last Employment held
1	Mr. Harish Chandra Gupta	69	B.Sc.	Chairman & Managing Director	₹ 9823384/-	Since incorporation	47 years	Own business
2	Mr. Anurag Gupta	41	B.com, CMA Intermediate and MBA	Dy Managing Director & Chief Financial Officer	₹ 6038951/-	01.01.1995	21 Years	Roto Pumps Ltd

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

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

Annexure H to the Directors' Report**Form No. MGT 9**

Extract of Annual Return as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. Registration and Other Details

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

II Principal Business Activities of the Company

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Screw Pumps	3562	47%
2	Parts of Pumps	3562	52%

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares hold	Applicable section
1	Roto Pumpen GmbH .nehmcoll. RechtsanwälteGrafenbergerAllee 277-287 40237 Duesseldorf	NA	Subsidiary	100%	2 (87) (i) (ii)
2	Roto Pumps Americas, Inc. 16192, Coastal Highway, Lewes, Delaware 19958 USA	NA	Subsidiary	100%	2 (87) (i) (ii)
3	Roto Pumps North America, Inc. 16192, Coastal Highway, Lewes, Delaware 19958 USA	NA	Subsidiary	100%	2 (87) (i) (ii)
4	Roto Overseas Pte Ltd 1 North Bridge Road, # 19-04/05 High Street Centre, Singapore - 179094	NA	Subsidiary	60%	2 (87) (ii)
5	Ecochem Pumps Pty Ltd 3, Sun Rock Close Germiston 1401 South Africa	NA	Associate	30.60%	2 (6)

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

Sl No.	Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(A)	Shareholding of Promoter and Promoter Group²									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	2151962	2762	2154724	69.71%	10770620	0	10770620	69.70%	-0.02%
(b)	Central Government/ State Government(s)									
(c)	Bodies Corporate									
(d)	Financial Institutions/Banks									
(e)	Any Others(Specify)									
	Sub Total(A)(1)	2151962	2762	2154724	69.71%	10770620	0	10770620	69.70%	-0.02%
2	Foreign									
a	Individuals (Non-Residents)									
	Individuals/Foreign Individuals)									
b	Bodies Corporate									
c	Institutions									
d	Qualified Foreign Investor									
e	Any Others(Specify)									
	Sub Total(A)(2)	0		0	0.00%	0		0	0.00%	0.00%
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	2151962	2762	2154724	69.71%	10770620	0	10770620	69.70%	-0.02%
(B)	Public shareholding									
1	Institutions									
(a)	Mutual Funds/ UTI		1300	1300	0.04%		6500	6500	0.04%	0.00%
(b)	Financial Institutions/Banks		100	100	0.00%		500	500	0.00%	0.00%
(c)	Central Government/ State Government(s)									
(d)	Venture Capital Funds									
(e)	Insurance Companies									
(f)	Foreign Institutional Investors					273810	0	273810	1.77%	1.77%
(g)	Foreign Venture Capital Investors									
(h)	Qualified Foreign Investor									
(i)	Any Other (specify)									
	Sub-Total (B)(1)	0	1400	1400	0.05%	273810	7000	280810	1.82%	1.77%
B2	Non-institutions									
(a)	Bodies Corporate	90540	10100	100640	3.26%	301032	50500	351532	2.27%	-0.98%
(b)	Individuals									
I	Individuals -i. Individual shareholders holding nominal share capital up to ` 1 lakh	484245	105804	590049	19.09%	2183419	499000	2682419	17.36%	-1.73%
II	ii. Individual shareholders holding nominal share capital in excess of ` 1 lakh.	132663	0	132663	4.29%	786492	0	786492	5.09%	0.80%

SI No.	Category of Shareholder	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% change during the year
		Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
(c)	Qualified Foreign Investor									
(d)	Any Other (specify) CLEARING MEMBERS									
(d-i)	CLEARING MEMBERS	30429	0	30429	0.98%	171698	0	171698	1.11%	0.13%
(d-ii)	NON-RESIDENTS	4256	76500	80756	2.61%	27234	382500	409734	2.65%	0.04%
(d-iii)	TRUST			100	0.00%	0	500	500	0.00%	0.00%
	Sub-Total (B)(2)	742133	192504	934637	30.24%	3469875	932500	4402375	28.49%	-1.75%
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	742133	193904	936037	30.29%	3743685	939500	4683185	30.30%	0.02%
(C)	Shares held by Custodians and against which Depository Receipts have been issued									
	GRAND TOTAL (A)+(B)+(C)	2894095	196666	3090761	100.00%	14514305	939500	15453805	100.00%	0.00%

B) Shareholding of Promoter-

SI No.	Shareholder name	No. of Shares held at the beginning of the year [As on 31-March-2014]			No. of Shares held at the end of the year [As on 31-March-2015]			% change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	N K Gupta HUF	297732	9.63%	0%	1488660	9.63%	0%	0.00%
2	Anurag Gupta	217067	7.02%	0%	1085335	7.02%	0%	0.00%
3	Arvind Gupta	242067	7.83%	0%	1210335	7.83%	0%	0.00%
4	Asha Gupta	499933	16.18%	0%	2499665	16.18%	0%	0.00%
5	Harish Chandra Gupta	394739	12.77%	0%	1973695	12.77%	0%	0.00%
6	Harish Chandra Gupta HUF	214220	6.93%	0%	1071100	6.93%	0%	0.00%
7	Manoj Agarwal	3865	0.13%	0%	19325	0.13%	0%	0.00%
8	Mansi Kanoria	31740	1.03%	0%	158700	1.03%	0%	0.00%
9	Madhu Agarwal	20720	0.67%	0%	103600	0.67%	0%	0.00%
10	Neera Gupta	169715	5.49%	0%	848575	5.49%	0%	0.00%
11	Rajeeta Gupta	27031	0.87%	0%	135155	0.87%	0%	0.00%
12	Rajendra Kumar Gupta	2762	0.09%	0%	10810	0.07%	0%	-0.02%
13	Rolly Gupta	26766	0.87%	0%	133830	0.87%	0%	0.00%
14	Shalini Gupta	6167	0.20%	0%	30835	0.20%	0%	0.00%
15	Urmila Agarwal	200	0.01%	0%	1000	0.01%	0%	0.00%

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

SI No.	Name of shareholder	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Rajendra Kumar Gupta					
	At the beginning of the year		2762	0.09%	2762	0.09%
	05/12/2014	Sun-division	13810	0.09%	13810	0.09%
	31/12/2014	Sale	-3000	-0.02%	10810	0.07%
	At the end of the year				10810	0.07%

There is a no change in the shareholding of other promoters, except subdivision of shares

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SI No.	For Each of the Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	QUANT CAPITAL HOLDINGS PRIVATE LIMITED					
	At the beginning of the year		39612	1.28%	39612	1.28%
	22/08/2014	Sale of shares	-35000	-1.13%	4612	0.15%
	05/12/2014	Subdivision of shares	23060	0.15%	23060	0.15%
	31/12/2014	Purchase of shares	175000	1.13%	198060	1.28%
	13/03/2015	Purchase of shares	8284	0.05%	206344	1.34%
	20/03/2015	Sale of shares	-49284	-0.32%	157060	1.02%
	27/03/2015	Sale of shares	-70000	-0.45%	87060	0.56%
	31/03/2015	Sale of shares	-78000	-0.50%	9060	0.06%
	At the end of the year				9060	0.06%
2	SEETHA KUMARI					
	At the beginning of the year		38634	1.25	38634	1.25
	05/12/2014	Subdivision of shares	193170	1.25%	193170	1.25%
	31/12/2014	Sale of shares	-7834	-0.05%	185336	1.20%
	02/01/2015	Sale of shares	-17911	-0.12%	167425	1.08%
	09/01/2015	Sale of shares	-1643	-0.01%	165782	1.07%
	At the end of the year				165782	1.07%
3	AMIT GUPTA					
	At the beginning of the year		37250	1.21%	37250	1.21%
	11/07/2014	Purchase of shares	2555	0.08%	39805	1.29%
	18/07/2014	Purchase of shares	244	0.01%	40049	1.30%
	29/08/2014	Purchase of shares	16	0.00%	40065	1.30%
	19/09/2014	Purchase of shares	38	0.00%	40103	1.30%
	05/12/2014	Subdivision of shares	200515	1.30%	200515	1.30%
	06/03/2015	Purchase of shares	2487	0.02%	203002	1.31%
	13/03/2015	Purchase of shares	3988	0.03%	206990	1.34%
	At the end of the year				206990	1.34%

Sl No.	For Each of the Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
4	VIMAL SAGARMAL JAIN					
	At the beginning of the year		20001	0.65%	20001	0.65%
	05/12/2014	Subdivision of shares	100005	0.65%	100005	0.65%
	At the end of the year				100005	0.65%
5	USHA CHANDRASINGH MEHTA					
	At the beginning of the year		20000	0.65%	20000	0.65%
	05/12/2014	Subdivision of shares	100000	0.65%	100000	0.65%
	At the end of the year				100000	0.65%
6	AMIT GUNCHANDRA MEHTA .					
	At the beginning of the year		16778	0.54%	16778	0.54%
	23/05/2014	Purchase of shares	450	0.01%	17228	0.56%
	05/12/2014	Subdivision of shares	86140	0.56%	86140	0.56%
	At the end of the year				86140	0.56%
7	ACONITE COMMOTRADE PRIVATE LIMITED					
	At the beginning of the year		15000	0.49%	15000	0.49%
	25/04/2014	Sale of shares	-8000	-0.26%	7000	0.23%
	23/05/2014	Sale of shares	-2000	-0.06%	5000	0.16%
	30/05/2014	Sale of shares	-957	-0.03%	4043	0.13%
	06/06/2014	Sale of shares	-2843	-0.09%	1200	0.04%
	13/06/2014	Sale of shares	-1200	-0.04%	0	0.00%
	At the end of the year				0	0.00%
8	PRABHUDAS LILLADHER PVT. LTD.					
	At the beginning of the year		14050	0.45%	14050	0.45%
	30/05/2014	Sale of shares	-236	-0.01%	13814	0.45%
	04/07/2014	Purchase of shares	225	0.01%	14039	0.45%
	11/07/2014	Sale of shares	-225	-0.01%	13814	0.45%
	18/07/2014	Purchase of shares	454	0.01%	14268	0.46%
	25/07/2014	Sale of shares	-434	-0.01%	13834	0.45%
	08/08/2014	Sale of shares	-20	0.00%	13814	0.45%
	15/08/2014	Purchase of shares	25	0.00%	13839	0.45%
	22/08/2014	Sale of shares	-25	0.00%	13814	0.45%
	14/11/2014	Purchase of shares	50	0.00%	13864	0.45%
	21/11/2014	Purchase of shares	200	0.01%	14064	0.46%
	28/11/2014	Sale of shares	-250	-0.01%	13814	0.45%
	05/12/2014	Subdivision of shares	69070	0.45%	69070	0.45%
	05/12/2014	Purchase of shares	223	0.00%	69293	0.45%
	12/12/2014	Purchase of shares	3277	0.02%	72570	0.47%
	19/12/2014	Purchase of shares	1200	0.01%	73770	0.48%
	31/12/2014	Sale of shares	-7770	-0.05%	66000	0.43%
	02/01/2015	Purchase of shares	206	0.00%	66206	0.43%
	09/01/2015	Sale of shares	-706	0.00%	65500	0.42%
	23/01/2015	Sale of shares	-26000	-0.17%	39500	0.26%

SI No.	For Each of the Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	30/01/2015	Purchase of shares	9874	0.06%	49374	0.32%
	20/03/2015	Purchase of shares	12	0.00%	49386	0.32%
	27/03/2015	Purchase of shares	488	0.00%	49874	0.32%
	31/03/2015	Purchase of shares	700	0.00%	50574	0.33%
	At the end of the year 50574 0.33%					
9	INDIANIVESH SECURITIES PRIVATE LIMITED					
	At the beginning of the year		12500	0.40%	12500	0.40%
	20/06/2014	Sale of shares	-2218	-0.07%	10282	0.33%
	30/06/2014	Sale of shares	-10282	-0.33%	0	0.00%
	19/12/2014	Purchase of shares	20	0.00%	20	0.00%
	31/12/2014	Sale of shares	-20	0.00%	0	0.00%
	At the end of the year					
10	Sunil Ohri					
	At the beginning of the year		10000	0.32%	10000	0.32%
	25/07/2014	Purchase of shares	100	0.00%	10100	0.33%
	05/09/2014	Sale of shares	-1000	-0.03%	9100	0.29%
	12/09/2014	Sale of shares	-1573	-0.05%	7527	0.24%
	19/09/2014	Sale of shares	-427	-0.01%	7100	0.23%
	30/09/2014	Sale of shares	-100	0.00%	7000	0.23%
	17/10/2014	Purchase of shares	10	0.00%	7010	0.23%
	14/11/2014	Sale of shares	-995	-0.03%	6015	0.19%
	05/12/2014	Subdivision of shares	30075	0.19%	30075	0.19%
	05/12/2014	Sale of shares	-2000	-0.01%	28075	0.18%
	12/12/2014	Sale of shares	-100	0.00%	27975	0.18%
	19/12/2014	Sale of shares	-1284	-0.01%	26691	0.17%
	31/12/2014	Sale of shares	-616	0.00%	26075	0.17%
	06/02/2015	Sale of shares	-41	0.00%	26034	0.17%
	13/02/2015	Sale of shares	-984	-0.01%	25050	0.16%
	27/03/2015	Sale of shares	-50	0.00%	25000	0.16%
	At the end of the year				25000	0.16%
11	QUANT BROKING PRIVATE LIMITED					
	At the beginning of the year		0	0.00%	0	0.00%
	04/04/2014	Transfer	0	0.00%	0	0.00%
	04/07/2014	Purchase of shares	70	0.00%	70	0.00%
	11/07/2014	Sale of shares	-70	0.00%	0	0.00%
	15/08/2014	Purchase of shares	90	0.00%	90	0.00%
	22/08/2014	Purchase of shares	34910	1.13%	35000	1.13%
	05/12/2014	Subdivision of shares	140000	0.91%	175000	1.13%
	31/12/2014	Sale of shares	-175000	-1.13%	0	0.00%
	13/03/2015	Purchase of shares	716	0.00%	716	0.00%
	20/03/2015	Purchase of shares	49284	0.32%	50000	0.32%
	27/03/2015	Sale of shares	-25000	-0.16%	25000	0.16%
	31/03/2015	Purchase of shares	53000	0.34%	78000	0.50%
	At the end of the year				78000	0.50%

SI No.	For Each of the Top 10 Shareholders	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
12	QUANT CAPITAL SECURITIES PRIVATE LIMITED					
	At the beginning of the year		0	0	0	0
	27/03/2015	Purchase of shares	95000	0.61%	95000	0.61%
	31/03/2015	Purchase of shares	25000	0.16%	120000	0.78%
	At the end of the year				120000	0.78%
13	PASSAGE TO INDIA MASTER FUND LIMITED					
	At the beginning of the year		0	0.00%	0	0.00%
	25/04/2014	Purchase of shares	10000	0.32%	10000	0.32%
	02/05/2014	Purchase of shares	5000	0.16%	15000	0.49%
	09/05/2014	Purchase of shares	4000	0.13%	19000	0.61%
	16/05/2014	Purchase of shares	4886	0.16%	23886	0.77%
	23/05/2014	Purchase of shares	2447	0.08%	26333	0.85%
	30/05/2014	Purchase of shares	2354	0.08%	28687	0.93%
	06/06/2014	Purchase of shares	4983	0.16%	33670	1.09%
	20/06/2014	Purchase of shares	3000	0.10%	36670	1.19%
	30/06/2014	Purchase of shares	1600	0.05%	38270	1.24%
	25/07/2014	Purchase of shares	1000	0.03%	39270	1.27%
	01/08/2014	Purchase of shares	259	0.01%	39529	1.28%
	08/08/2014	Purchase of shares	2000	0.06%	41529	1.34%
	15/08/2014	Purchase of shares	1500	0.05%	43029	1.39%
	22/08/2014	Purchase of shares	3000	0.10%	46029	1.49%
	05/09/2014	Purchase of shares	2000	0.06%	48029	1.55%
	12/09/2014	Purchase of shares	4000	0.13%	52029	1.68%
	03/10/2014	Purchase of shares	1000	0.03%	53029	1.72%
	10/10/2014	Purchase of shares	2700	0.09%	55729	1.80%
	05/12/2014	Subdivision of shares	222916	1.44%	278645	1.80%
	09/01/2015	Sale of shares	-4835	-0.03%	273810	1.77%
	23/01/2015	Sale of shares	-5000	-0.03%	268810	1.74%
	27/03/2015	Purchase of shares	5000	0.03%	273810	1.77%
	At the end of the year				273810	1.77%
14	RAJENDRA S KHEMKA					
	At the beginning of the year		0	0.00%	0	0.00%
	30/06/2014	Purchase of shares	11288	0.37%	11288	0.37%
	25/07/2014	Purchase of shares	1815	0.06%	13103	0.42%
	01/08/2014	Purchase of shares	190	0.01%	13293	0.43%
	05/12/2014	Subdivision of shares	53172	0.34%	66465	0.43%
	At the end of the year				66465	0.43%
15	MAYADEVI R KHEMKA					
	At the beginning of the year		0	0.00%	0	0.00%
	18/07/2014	Purchase of shares	11521	0.37%	11521	0.37%
	08/08/2014	Purchase of shares	701	0.02%	12222	0.40%
	05/12/2014	Subdivision of shares	48888	0.32%	61110	0.40%
	At the end of the year				61110	0.40%
16	DEBRA PAULY					
	At the beginning of the year		76400	2.47%	76400	2.47%
	05/12/2014	Subdivision of shares	305600	1.98%	382000	2.47%
	At the end of the year				382000	2.47%

E) Shareholding of Directors and Key Managerial Personnel:

SI No.	Shareholding of each Directors and each Key Managerial Personnel	Reason for change	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Harish Chandra Gupta					
	At the beginning of the year		394739	12.77%	394739	12.77%
	05/12/2014	Sub-division of shares	1973695	12.77%	1973695	12.77%
	At the end of the year				1973695	12.77%
2	Anurag Gupta					
	At the beginning of the year		217067	7.02%	217067	7.02%
	05/12/2014	Sub-division of shares	1085335	7.02%	1085335	7.02%
	At the end of the year				1085335	7.02%
3	Arvind Veer Gupta					
	At the beginning of the year		243067	7.86%	243067	7.86%
	05/12/2014	Sub-division of shares	1215335	7.86%	1215335	7.86%
	At the end of the year				1215335	7.86%
4	Asha Gupta					
	At the beginning of the year		499933	16.18%	499933	16.18%
	05/12/2014 Sub-division of shares		2499665	16.18%	2499665	16.18%
	At the end of the year				2499665	16.18%
5	B. S. Ramaswamy					
	At the beginning of the year		100	0.00%	100	0.00%
	05/12/2014	Sub-division of shares	500	0.00%	500	0.00%
	At the end of the year				500	0.00%
6	Dr. Ramesh Chandra Vaish		0	0.00%	0	0.00%
7	Anand Bordia		0	0.00%	0	0.00%
8	Vijoy Kumar		0	0.00%	0	0.00%
9	Annapurna Dixit		0	0.00%	0	0.00%
10	Ashwani K. Verma		0	0.00%	0	0.00%
	Total (i+ii+iii)		279175560	-	-	279175560

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	278568238	-	-	278568238
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	607322	-	-	607322
Change in Indebtedness during the financial year				
* Addition	221399909	-	-	221399909
* Reduction	82774099	-	-	82774099
Net Change	138625810	-	-	138625810
Indebtedness at the end of the financial year				
i) Principal Amount	417194048	-	-	417194048
ii) Interest due but not paid		-	-	
iii) Interest accrued but not due	362010	-	-	362010
Total (i+ii+iii)	417556058	-	-	417556058

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

S No.	Particulars of Remuneration	Name of MD/WT/ Manager			Total Amount
		Mr. Harish Chandra Gupta, Chairman & Managing Director	Mr. Anurag Gupta, Dy Managing Director & Chief Financial Officer	Mr. Arvind Veer Gupta, Wholetime Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6000000	5652000	5220000	16872000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3823834	386951	727355	4938140
	(c) Profits in lieu of salary under section 17(3) Incometax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	-as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	9823834	6038951	5947355	21810140
	Ceiling as per the Act	10244085	9660000	9660000	29564085

B. Remuneration to other directors

S No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. B.S. Ramaswamy	Mrs. Asha Gupta	Dr. Ramesh Chandra Vaish	Mr. Anand Bordia	Mr. Vijoy Kumar	Mrs. Annapurna Dixit	
1	Independent Directors							
	Fee for attending board committee meetings	65000	-	60000	65000	65000	35000	290000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	65000	-	60000	65000	65000	35000	290000
2	Other Non-Executive Directors							
	Fee for attending board committee meetings	-	40000	-	-	-	-	40000
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	-	40000	-	-	-	-	40000
	Total (B)=(1+2)	65000	40000	60000	65000	65000	35000	330000
	Total Managerial Remuneration							21810140
	Overall Ceiling as per the Act							22140140

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

S No.	Particulars of Remuneration	Ashwani K. Verma, Company Secretary
1	Gross salary	
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1305546
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	88321
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profit	-
	Others specify...	-
5	Others, please specify- Children Education Allowance	
	Total	1393867

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

Corporate Governance

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

Board of Directors

The Board is an apex body, responsible for playing a significant role in the proper and efficient functioning of the Company. The Company's Board has an appropriate mix of Executive, Non-executive, Independent and Women Directors. During the year 2014-15, composition of the Company's Board has been as under:

S.No.	Name	Category	Number of Directorship in other Companies	Position in Committees	
				Member	Chairman
1	Mr. Harish Chandra Gupta	Promoter / Executive Chairman	1	-	-
2	Mr. Anurag Gupta	Promoter / Executive Director	3	-	-
3	Mr. Arvind Veer Gupta	Promoter / Executive Director	3	-	-
4	Mrs. Asha Gupta	Promoter / Non-executive Director	-	-	-
5	Mr. B. S. Ramaswamy	Independent / Non-executive Director	-	-	-
6	Dr. Ramesh Chandra Vaish	Independent / Non-executive Director	10	5	2
7	Mr. Anand Bordia	Independent / Non-executive Director	5	5	3
8	Mr. Vijoy Kumar	Independent / Non-executive Director	3	2	1
9	Mrs. Annapurna Dixit	Independent / Non-executive Director	1	-	-

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 2014-15, six meetings of the Board of Directors of the Company were held on 11.04.2014, 26.05.2014, 13.08.2014, 14.11.2014, 12.02.2015 and 30.03.2015. The time gap between two meetings did not exceed one hundred and twenty (120) days as prescribed under the Companies Act, 2013 and the listing agreement. All relevant information were placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2014-15 was as under,

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

Code of Conduct

The Board has laid down a code of conduct applicable to all Board members and senior executives of the Company. The 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 2014-15.

Chairman & Managing Director

Audit Committee

The Audit Committee of the Board comprises of four members all of whom are Non-executive Independent Directors, except Mrs. Asha Gupta who is a Non-executive promoter Director. The Committee functions under the Chairmanship of Mr. B. S. Ramaswamy, who is an Independent Director. Mr. B. S Ramaswamy is a B. Sc., B. Com. Graduate Engineer, FCMA, and a retired Officer of the Indian Audit & Accounts Service. Mr. Ashwani K. Verma, Company Secretary acts as Secretary of the Committee. During the year, four meetings of the Audit Committee were held on 26.05.2014, 13.08.2014, 14.11.2014, and 12.02.2015.

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

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

Terms of reference

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

Disclosures**Related party transactions**

The Company has not entered into any material related party transactions that may have potential conflict with the interest of the Company at large. Particulars of the related party transactions are given in note no. 28 of the standalone annual accounts. Details of related party transactions are placed before the Audit Committee on a quarterly basis.

Compliance

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

Risk Management

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

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

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

Management

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

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

Shareholders

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

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

Whistle Blower Policy/Vigil Mechanism

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

Stakeholders Relationship Committee

Stakeholders Relationship Committee comprises of Non-executive Directors and Dy Managing Director under the Chairmanship of Dr. Ramesh Chandra Vaish, who is an Independent Director. During the year, four meetings of the Stakeholders Relationship Committee were held on 26.05.2014, 13.08.2014, 14.11.2014, and 12.02.2015. Composition of the Committee and attendance at the meeting during the year was as under

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

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

Total 9 complaints were received from the Shareholders during the year and the same were resolved.

Share Transfer & Transmission Committee

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

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

Terms of reference

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

During the year, the Share Transfer Committee approved transfer, transmission and dematerialization of shares on a fortnightly basis. No shares were pending for transfer as on 31.03.2015.

CEO / CFO Certification

The CEO and CFO certification of the financial statements and the cash flow statement for 2014-15 is enclosed at the end of this report.

Corporate Governance

Certificate from the Statutory Auditors confirming compliance with all the conditions of the corporate governance as stipulated in clause 49 of the listing agreement of the Stock Exchanges forms part of this report.

Nomination & Remuneration Committee

Nomination and Remuneration Committee comprises of Non-executive Directors all of whom are Independent. During the year, two meetings of the Nomination and Remuneration Committee were held on 13th August, 2014 and 30th March, 2015. Composition of the Committee and attendance at the meeting during the year are as under

S.No.	Name	Position	Meetings attended
1	Mr. B. S. Ramaswamy	Chairman	2
2	Mr. Anand Bordia	Member	2
3	Mr. Vijoy Kumar	Member	2

Terms of reference of the Nomination and Remuneration Committee are in consonance with the provisions of the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges

Details of remuneration to Directors

The aggregate value of salary and perquisites paid to the Chairman & Managing Director, Dy Managing Director and Wholetime Director during the year is as follows: Mr. Harish Chandra Gupta, Chairman & Managing Director ` 9823834/-, Mr. Anurag Gupta, Dy Managing Director ` 6038951/- and Mr. Arvind Veer Gupta, Wholetime Director ` 5947355/-. In addition, the Chairman & Managing Director, Dy Managing Director and Wholetime Director were also entitled to Company's contribution to provident fund, Gratuity and encashment of leave at the end of tenure, as per the Company's Rules. They are also entitled to the use of a Chauffer driven Car for Company's business and Telephones at the residence. Details of the Directors' remuneration are given in Annexure H point no. VI to the Directors' Report.

The Company paid sitting fee to all Non-executive Directors at the rate of ` 5000/- for attending each meeting of the Board and / or Committee thereof. The sitting fees paid during the year to the Directors are as follows: Mr. B. S. Ramaswamy ` 65,000/-, Mrs. Asha Gupta ` 40,000/-, Dr. Ramesh Chandra Vaish ` 60,000/-, Mr. Anand Bordia ` 65,000/-, Mr. Vijoy Kumar ` 65,000/- and Mrs. Annapurna Dixit ` 35000/-.

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

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.

General Body meetings

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

Year	Type	Date	Venue	Time
2014	AGM	29.09.2014	Registered Office	11.30 A.M.
2013	AGM	28.09.2013	Registered Office	11.30 A.M.
2012	AGM	22.09.2012	Registered Office	11.30 A.M.

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

Means of Communication

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

General Shareholder Information

Annual General Meeting

The ensuing Annual General Meeting is scheduled to be held on Wednesday, 30th September, 2015 at 11.30 AM at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201305.

Financial Year

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

Book Closure

The Share transfer books and Register of Members will be closed from Thursday the 24th September, 2015 to Wednesday the 30th September, 2015 (both days inclusive) for the purpose of payment of dividend and Fortieth Annual General Meeting.

Dividend payment date

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

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

The Equity Shares of your Company are presently listed at the BSE Ltd, PhirozeJeejeebhoy Towers, Dalal Street, Mumbai – 400001 vide Security Code 517500. The Annual Listing fee for the year has been paid.

U.P. Stock Exchange Ltd, Kanpur and Delhi Stock Exchange Ltd, New Delhi, where shares of the Company were also listed, have been derecognized by the Securities and Exchange Board of India; hence listing of Company's shares has been discontinued on U.P. Stock Exchange Ltd, Kanpur and Delhi Stock Exchange Ltd, New Delhi.

ISIN Number

ISIN number of the Company for National Securities Depository Ltd (NSDL) and Central Depository Services Ltd was INE535D01011. After sub-division of the shares, the **new ISIN allotted to the company is INE535D01029**.

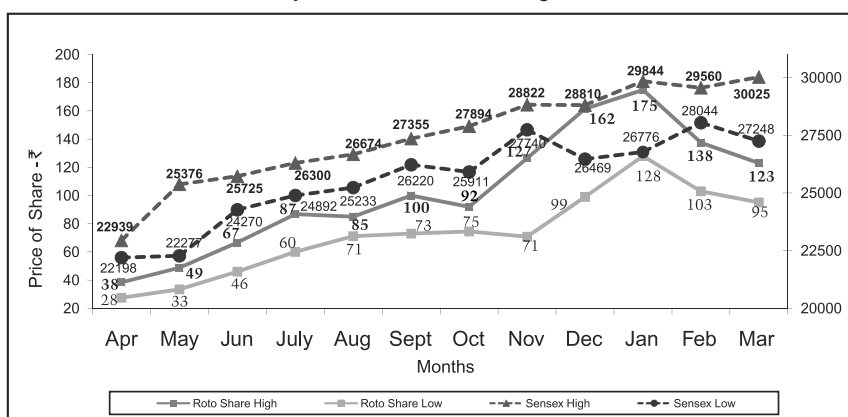
Market Price Data and Performance in comparison to BSE Sensex

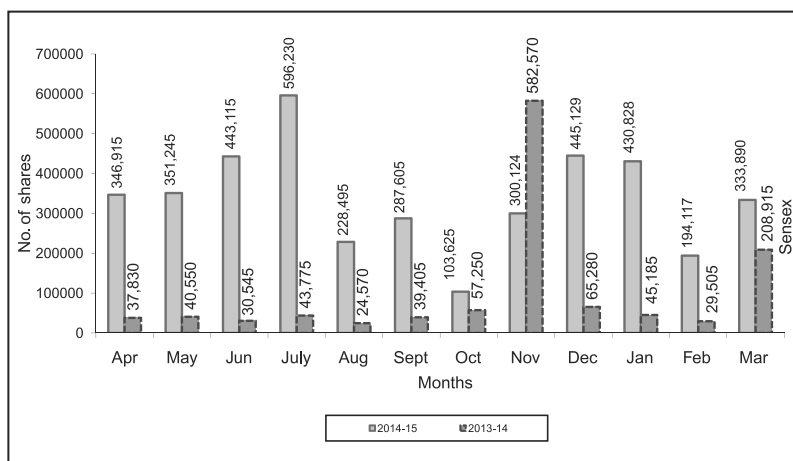
The performance of the Company's share on BSE as compared to the BSE Sensex during the year 2014-15 has been as under.

Month	BSE Sensex		Roto Share	
	High	Low	High	Low
April, 2014	22939.31	22197.51	38.40	27.50
May, 2014	25375.63	22277.04	48.79	33.46
June, 2014	25725.12	24270.20	66.66	46.00
July, 2014	26300.17	24892.00	86.80	64.04
August, 2014	26674.38	25232.82	85.00	71.20
September, 2014	27354.99	26220.82	99.98	73.00
October, 2014	27894.32	25910.77	92.00	74.50
November, 2014	28822.37	27739.56	126.50	70.80
December, 2014	28809.64	26469.42	161.50	99.00
January, 2015	29844.16	26776.12	174.90	128.00
February, 2015	29560.32	28044.49	137.50	103.00
March, 2015	30024.74	27248.45	123.00	95.10

* Share of ₹ 10/- each of the Company was sub-divided into 5 shares of ₹ 2 each. Prices are adjusted accordingly.

Share price v/s Sensex during 2014-15



Volume of Shares Traded

Shareholding pattern

The broad shareholding pattern of the Company as on 31st March, 2015 as compared to 31st March 2014 was as follows;

Category of Shareholders	As on 31st March, 2015		As on 31st March, 2014	
	No. of shares	Percentage	No. of shares	Percentage
Promoters	10770620	69.70	2154724	69.71
Mutual Funds and Banks	280810	1.82	1400	0.05
Private Bodies Corporate	351532	2.27	100640	3.26
NRIs and OCBs	409734	2.65	80756	2.61
Resident Individuals and others	3641109	23.56	753241	24.37
Total	15453805	100.00	3090761	100.00

* Share of ₹ 10/- each of the Company was sub-divided into 5 shares of ₹ 2/- each.

Distribution of Shareholding

The distribution of shareholding of the Company as on 31st March, 2015 was as follows;

Shareholding of value of ₹	Shareholders		Shares	
	Number	percentage	Number	percentage
1 – 5000	3388	94.34	1528002	9.89
5001 – 10000	92	2.56	349668	2.26
10001 – 20000	52	1.45	390111	2.52
20001 – 30000	11	0.31	128438	0.83
30001 – 40000	10	0.28	186249	1.21
40001 – 50000	5	0.14	116500	0.75
50001 – 100000	11	0.31	405885	2.63
100001 – and above	22	0.61	12348952	79.91
Total	3592	100.00	15453805	100.00

Dematerialization of Shares and liquidity

14514305 Equity shares out of the total 15453805 Equity shares have been dematerialized till 31.03.2015. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby shareholders have option to dematerialize their shares with either depository. Equity shares are actively traded in BSE Ltd.

Registrar and Share Transfer Agent

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

RCMC Share Registry Pvt. Limited
B-25/1, Okhla Industrial Area,
Phase -2, Near Rana Motors,
New Delhi – 110020
Tel.: +91 11-26387320-21
Fax.: +91 11-26387322
Email: info@rcmcdelhi.com

Share Transfer System

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

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

Share Capital Audit Report

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

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

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

Plant Locations

1. B -14 & 15, Phase II Extension Noida – 201305, Uttar Pradesh, India
2. 13, Roto House, Noida Special Economic Zone, Noida – 201305, Uttar Pradesh, India
3. Plot No. 31, Sector Ecotech XII, Greater Noida – 201008 Uttar Pradesh, India

Address for correspondence

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

The Company Secretary
Roto Pumps Limited
Roto House,
Noida Special Economic Zone,
Noida – 201305 U. P. India
Ph.: +91 – 120 – 2567902-5
Fax: +91 – 120 – 2567911
Email: investors@rotopumps.com
Website: www.rotopumps.com

AUDITOR'S CERTIFICATE**ON CORPORATE GOVERNANCE**

To the Members of
Roto Pumps Limited

1. We have examined the compliance of conditions of Corporate Governance by Roto Pumps Limited, for the year ended 31st March, 2015, 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: 04.09.2015

A. Kay Mehra
Partner
Membership No. 009963

CEO / CFO CERTIFICATION

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

Sirs,

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

1. We have reviewed the financial statements for the year ended 31.03.2015 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 in 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 : 30.05.2015

Anurag Gupta
Dy MD and CFO

Harish Chandra Gupta
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

World economy's growth percentage, in 2014, remained flat at 3.4% which was same as in 2013. While Advanced Economies grew from 1.4% in 2013 to 1.8% in 2014, Emerging Markets & Developing Economies recorded lower than expected growth of 5% in 2014 from 4.6% in 2013. Going forward, the world economy is estimated to grow by 3.5% and 3.8% in 2015 and 2016, respectively. (Source: *World Economic Outlook by IMF*)

Indian economy displayed signs of stable growth in FY 2014-15; post a consistent period of lower growth rates over the last 3-4 years. As per the new method of calculation on 2011-12 as base price, Indian economy recorded a growth of 7.3% in FY 2014-15 as against 6.9% in FY 2013-14. India's economy's growth momentum was led by a number of reforms and industry development programmes by the government. The improved economic environment in India also enabled by a steep decline in crude oil prices, FDI inflows across many sectors, Fiscal Deficit was contained at 4.1% of the GDP. (Source: *Ministry of Statistics & Programme Implementation and Budget of India, 2014-15*)

INDUSTRY OVERVIEW

The Pump Industry holds a prominent position in Capital Engineering Goods segment, as pumps are needed by a wide spectrum of industries ranging from waste water to Oil & Gas, Food & Beverages, Paper, Construction, to Shipping and more. Its growth is directly linked to industrialization and infrastructure development.

The Pump Industry is growing in India at a healthy rate keeping pace with GDP growth. India is also gaining grounds in export markets. The Government's recent push for economic growth through key policy reforms across industry sectors is likely to help the economy to sustain and fuel the growth of pumps industry. However, the recent political deadlock is posing concerns of adverse impact of business sentiments and growth expectations. Specific initiatives such as Ganga revival plan would provide tremendous opportunities to engineering equipment manufacturers. Besides the initiative to setup 100 Smart Cities and Home for All by 2022 are expected to add to overall economic growth besides the real estate and construction sectors. Also spending in Defense sector especially for Naval & Coast guard new vessel program including up gradation of old fleet provides tremendous opportunities to engineering equipment manufacturers with Make in India policy being a front runner.

FINANCIAL POSITION

The Financial Statements of your Company have been prepared in compliance with the requirement of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. There is no material departure from the

prescribed accounting standards in the adoption of the accounting standards. The management of Roto accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates, provisions and judgments used therein, which have been made on prudent and rational basis, in order that the same reflect a true and fair view of the affairs of the Company.

Resources Allocation

Fixed Assets

The Gross Fixed Assets as at 31st March, 2015 were ₹ 7671.40 lacs as compared to ₹ 4064.42 lacs on 31st March, 2014 indicating a net increase of 188.74%. The increase was mainly on account of completion of Greater Noida Project of the Company during the year under review.

Current Assets

Current assets as at 31st March, 2015 were ₹ 5657.94 lacs as compared to ₹ 6045.96 lacs as on 31st March, 2014, which were lower by ₹ 388.02 lacs than the previous year. The net decrease was mainly due to decrease in short term loans and advances, which was mainly due to completion of the Greater Noida Project. The inventories increase by ₹ 441.01 lacs. Cash and cash equivalents were increased by ₹ 11.77 lacs. Trade receivables were lower by ₹ 167.10 lacs. Trade receivables outstanding for more than six months amounted to ₹ 188.30 lacs as compared to ₹ 97.66 lacs in the previous year. The management has recognized Trade receivables of ₹ 11.90 lacs as bad debts and as not recoverable.

Non-current Liabilities

Non-current liabilities as at 31st March 2015 were ₹ 1544.68 lacs as compared to ₹ 1822.78 lacs as at 31st March, 2014. The net decrease in non-current liabilities was mainly due to repayment of FCNR and other term loans.

Current Liabilities

Current liabilities as at 31st March 2014 were ₹ 4786.94 lacs, which were higher by ₹ 1952.62 lacs than the previous year. The increase in current liabilities was due to increase in utilization of working capital limits. The working capital limit utilization increased due to utilization of funds in the Greater Noida Project, availability of which had reduced utilization of working capital limits in the previous year.

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

FINANCIAL PERFORMANCE

The principal source of Roto Pumps' revenues is from the sale of pumps and its standard spares and retrofit spares. Your Company has a rich heritage in innovative technology in Pump manufacturing. Your Company offers

comprehensive range of Progressive Cavity Pumps or PCP, with single screw and multiple screws, for various industrial applications. Your Company's revenue during the year 2014-15 has grown to ` 9434.59 lacs from ` 9020.32 lacs during 2013-14.

Your Company recorded Profit after Tax of ` 741.51 lacs against ` 959.06 lacs in 2013-14. Profit After Tax has decreased mainly due to increase, employment expenses, finance costs, depreciation and other expenses. Finance cost increased due to FCNR term loan and increased utilization of working capital limits. Increase in depreciation has been due to capitalization of fixed assets on completion of Greater Noida Project. Employment expenses have increased due to regular annual increments and addition of employees. The Board of Directors of your Company has recommended a dividend of 30% for 2014-15 which is same as that in the previous year. The payment of dividend would involve total cash outflow of ` 111.60 lacs including tax on dividend.

Domestic Sales

Domestic sales during the year have been recorded at ` 3051.48 lacs against ` 3280.47 lacs in the previous year. Decrease in domestic sales has been mainly in pumps sales which has been ` 1619.63 lacs against ` 1850.19 lacs during the previous year. Spares sales during the year under review have been almost stagnant at ` 1431.85 lacs against ` 1430.29 lacs during the previous year. Lower sales of pumps have been mainly due to lack of Government spending on related infrastructure development and lesser new projects.

Domestic service revenue during the year was ` 19.14 lacs against ` 16.37 in the previous year.

Other operating revenue, which mainly comprises of sales of scrap and wastes during the year, has been ` 47.09 lacs against ` 39.84 lacs in the previous year.

Export Sales

During the year under review, export sales were ` 6287.97 lacs as compared to ` 5621.96 lacs in the previous year. Export sales have been dominating and raised its contribution to total sales from 63.15% in FY 2013-14 to 67.33% in FY 2014-15.

Export sales from Overseas Warehouse and Marketing Offices were ` 3663.71 lacs against ` 3830.13 lacs in the previous year. Decrease in sales from Branches has mainly been in Spares sales, which stood at ` 2009.47 lacs against ` 2174.68 lacs in the previous year. Pumps sales have been almost stagnant at ` 1654.24 lacs against ` 1655.44 Lacs during the previous year. Lower spares sales have largely been in Australia and mainly due to downturn in mining sector of the country.

Direct export sales during the year have been ` 2624.26 lacs against ` 1791.83 lacs in the previous year.

Export service revenue during the year has been ` 22.62 lacs against ` 0.29 lacs in the previous year.

OPERATIONAL HIGHLIGHTS

Commissioning of Roto 500 - Greater Noida Plant

Your Company's ambitious Greater Noida Project has been completed during the year under review. Your Company has created a state of the art world class manufacturing facility. The whole plant is made in RCC structure with provision for installation of light machinery on first floor and special provision for solar power installation on rooftop. Plant highlights are as under:

- Built on a land area of 20,000 sqmtr with covered area of 7272 sqmtr and ground coverage of 30%, leaving a big scope for future expansion;
- Over threefold increase in plant capacity with the addition of CNC turning centers and CNC Roto Peeling Machines;
- Enhanced manufacturing capabilities in machine shop for machining of large and long Rotors upto 5 mtrs length.
- Commissioned two nos. five axis Mazak CNC Machines capable of carrying multiple operations and manufacturing of intricate profile components;
- Ultra-modern testing facility conforming to International Tests Standards using Supervisory Control and Data Acquisition (SCADA) system with real time global web based data access;
- Power installation capacity upto 1000 KVA with power backup of 837 KVA;
- World class quality assurance equipment including Coordinate Measuring (CMM), Portable CMM and Rheometer;
- Multilevel storage facility for space optimization;
- Modern training facility to accommodate 100 persons;
- All work areas with Air Cooling facility;
- Eco-friendly plant with zero discharge, rain water harvesting and large green area;

The plant was inaugurated in the month of November, 2014 by Mr. Ravi Shankar Prasad, Honorable Union Minister for Communications and Information Technology. The inauguration ceremony was attended by the Customers from Overseas and India, Government Dignitaries and Business Associates.

Marketing Infrastructure expansion

German Subsidiary Company – Roto Pumpen GmbH

Your Company had setup a wholly owned subsidiary company in Germany in 2011 to carry on sales and marketing activities of the Company's products to cater to the market more effectively in Germany and German speaking nations. Initially the products would be supplied mainly from Warehouse and Marketing Office in Manchester, United Kingdom or directly from India depending on the availability of inventory and supply lead time.

During the year under review, the German subsidiary Company has started its business activities. In order to maintain a complete German outlook, the subsidiary has appointed Mr. Peter Lange Burchard as Country Manager. He is a German National and has a rich experience in the Pump Industry. He has worked with major pump manufacturing Companies in Germany. Response in the market has been quite encouraging and the subsidiary has executed a small but very important order to a major Company in the field of water management during the year under review.

Joint Venture Company in Singapore – Roto Overseas Pte Ltd

During the year under review, your Company has setup a joint venture Company in Singapore with Mr. Ed Lemke, Managing Director of Ecochem Pumps Pty Ltd., South Africa with a share capital of 800,000 Singapore Dollar. Your Company holds 60% stake amounting to 234.24 lacs in the joint venture company. The Joint Venture Company has acquired a strategic stake of 51% in Ecochem Pumps Pty Ltd. a South African Company. Ecochem Pumps is engaged in the sales and marketing of pumps and has a well-established marketing network with access to the customers having application of Company's products. South African market of Company's products is mainly dominated by a single manufacturer. Ecochem Pumps would provide an excellent marketing network for your Company's products in southern African market. Your Company has made sales of ₹ 110.20 lacs to Ecochem Pumps Pty Ltd during FY 2014-15.

US Subsidiary Company – Roto Pumps Americas, Inc

Your Company has setup a wholly owned subsidiary Company in Unites States. The subsidiary has set a wholly owned subsidiary company in the name & style of Roto Pumps North America, Inc. to carry on sales and marketing activities of the Company's products to cater to the US Market more effectively. The subsidiary company would also maintain a Warehouse facility to carry inventories. The subsidiary company has appointed Mr. Steven T Klein as the General Manager of the Subsidiary Company. He is an US National and has a rich experience in the Pump Industry. The Company has started its business activities during the current year.

Besides these, certain steps have been taken up to strengthen the International distribution network.

HEALTH, SAFETY AND ENVIRONMENT

Your Company always gives priority to health and safety of its employees in particular and preserving the environment. Your Company has been certified to the Occupational Health & Safety Management System Standards OHSAS 18001: 2007 and Environment Management System ISO 14001:2004 most recently in the month August 2015.

OPPORTUNITIES AND THREATS

Opportunities

Export markets continue to remain in focus & provide tremendous opportunities of growth. With the startup of German & US subsidiaries, specific market penetration and expansion plans are going to be pursued in these 2 major markets. Association with Ecochem provides strategic entry to Southern Africa market.

Oil & Gas, Marine & Defense being traditionally not so strong industries, provide a big platform of growth for the company as well wherein the company has made significant inroads in recent years. Indian market with high growth expectations will also provide significant opportunities of growth especially in Infrastructure projects where the Capital expenditure is expected to increase. Commissioning of state-of-the-art manufacturing facility at Greater Noida would provide an edge in terms of overall capability enhancement & manufacturing capacities.

THREATS

There is a significant presence of local players in the domestic market, who are trying to take away the market for simple & easy applications in its main product line. They offer lower prices and flexible commercial terms to win over the customers. Further, the Indian market is becoming more and more attractive to global players. Two such major players have setup their base in India and are competing aggressively in identified segments. Their presence is felt significantly as some definite amount of business has been lost in the year under review. In order to grow and sustain, your Company would have to lower the prices, which may impact the margins. However, the company is working on Value Engineering & Cost reduction initiatives to lower the impact on margins.

RISK AND CONCERNS

There is going to be continued pressure on margins due to increase in input costs & Interest rates on the one hand and lower prices due to competition on the other. Entry of more Overseas Manufacturers and cheap Imports backed by favorable commercial terms from China pose a definite risk to the Domestic industry. On the other hand, majority of revenue of your Company comes from Export, exchange rate fluctuations are a major concern.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

for ensuring reliability of financial reporting. The Company has also planned for adoption of high end ERP software in the later part of the current financial year to strengthen its controls and processes. This would also allow integration of multiple locations on one platform and improve efficiency as well.

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

HUMAN RESOURCES & INDUSTRIAL RELATIONS

We believe that in order to sustain growth in the domestic as well as in global markets under competitive conditions, the Human Capital of the Company should have high level of motivation and knowledge. The Company continues to focus and invest in human resources development to provide an open work culture and rewarding career opportunities to all its employees. During the year, your Company's HR division successfully recruited 47 people in response to various business needs. Manpower strength as on 31.03.2015 was 385 as compared to 377 people in the previous year.

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

FUTURE OUTLOOK

The Company's strength is its in-house technology and committed manpower. By Commissioning of state of art manufacturing plants the Company would provide an edge in service to its customers. However, time ahead looks challenging particularly in Overseas Markets. Greece crisis and Chinese action on its economy would have adverse impact on Global business environment. Other emerging economies including South Africa are also not looking encouraging. Silver lining is the positive indications in US and few European Countries and stability in U. K. economy. Your Company is strategically located in these Economies which would provide ample growth opportunities to your Company.

Domestic market with high growth being derived also provides opportunities. The company would continue to grow and the year ahead looks overall positive.

CAUTIONARY STATEMENT

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

INDEPENDENT AUDITOR'S REPORT

**To the Members of
ROTO PUMPS LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Roto Pumps Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

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

Auditor's Responsibility

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

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015, its profit/loss and its cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements/information of 2 (two) branches (Australia and UK) included in the standalone financial statements of the Company whose financial statements / financial information reflect total assets of ₹ 2013.92 as at 31st March, 2015 and total revenues of ₹ 3666.45 lacs for the year ended on that date, as considered in the standalone financial statements. The financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosures included in respect of these branches, is based solely on the report of such branch auditors.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we enclose in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information

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

- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The reports on the accounts of the branch offices of the Company audited under Section 143 (8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.
- (d) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (e) In our opinion, the aforesaid standalone financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (f) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

(g) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements -Refer Note 23.1 to the financial statements.
- (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

A. KAY. MEHRA
Partner

Place: Noida
Date : 30.05.2015

Membership No. 9963

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of Roto Pumps Limited ('the company') on the standalone financial statements for the year ended 31st March, 2015

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

- i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including a quantitative details and situation of fixed assets;
 - (b) As explained to us, fixed assets have been physically verified by the management at regular intervals, 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;
- ii) In respect of its inventories:
 - (a) The Inventories of the Company have been physically verified by the management at reasonable intervals during the year;
 - (b) In our opinion, the procedures of physical verification of 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) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regards to purchase of inventory and 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) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi) We are of the opinion that, prima facie, the cost records & accounts prescribed by the Central Government under section 148(1) of the Companies Act, 2013 have

been maintained. We have not, however, carried out any detailed examination of such accounts and records.

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

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding, as at 31st March, 2015 for a period of more than six months from the date of becoming payable;

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

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

- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix) 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.
- x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.
- xi) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which they were raised.
- xii) According to the information and explanations given to us, no instance of fraud on or by the Company has been noticed or reported during the course of our audit.

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

A. KAY. MEHRA

Partner

Membership No. 9963

Place: Noida
Date : 30.05.2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Note No.	As At 31st March, 2015		As At 31st March, 2014	
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	1	30907610		30907610	
Reserves & Surplus	2	495898385	526805995	434559046	465466656
NON-CURRENT LIABILITIES					
Long Term Borrowings	3		134132196		174523210
Deferred Tax Liabilities (Net)	34		15368132		4215467
Long Term Provisions	4		4967991		3539340
CURRENT LIABILITIES					
Short Term Borrowings	5	208429068		21329159	
Trade Payables		96336990		73275681	
Other Current Liabilities	6	127336419		123368682	
Short Term Provisions	7	46591844	478694321	65459111	283432633
TOTAL			1159968635		931177306
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets					
i) Tangible Assets	8	554979104		238628915	
ii) Intangible Assets	8	1408989		2926450	
iii) Capital Work in Progress	8	7966040	564354133	84213504	325768869
Non-Current Investments	9		29820250		812500
CURRENT ASSETS					
Inventories	10	197600597		154396067	
Trade Receivables	11	209831199		211501794	
Cash and Cash Equivalents	12	42840805		41663616	
Short Term Loans and Advances	13	115455302		197023626	
Other Current Assets	14	66349	565794252	10834	604595937
TOTAL			1159968635		931177306
Significant Accounting Policies and Notes on Financial Statements	1 to 45				

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Note No.	Year Ended 31st March, 2015	Year Ended 31st March, 2014
INCOME			
Revenue from Operations	15	942795090	895894939
Other Income	16	664177	6137439
TOTAL REVENUE		943459267	902032378
EXPENSES			
Cost of Materials consumed	17	333850726	298369823
Change in Inventories of Finished goods and Work in Progress	18	(21436883)	15512867
Employee Benefits Expense	19	231500346	203703817
Finance Costs	20	22326870	14537088
Depreciation & Amortisation Expense	21	48414082	27993896
Other Expenses	22	212535308	195431070
TOTAL EXPENSES		827190449	755548561
Profit before Tax		116268818	146483817
Tax expenses			
Current tax		30846084	50353754
Deferred Tax	34	11152665	2354010
Short/(Excess) Provisions- earlier years		118989	(2129564)
Profit After Tax		74151080	95905617
Earning Per Share (`) (Basic & Diluted)	35	4.80	31.03
(1,54,53,805 No of Equity Shares, Previous Year 30,90,761 No of Equity Shares)			
Significant Accounting Policies and Notes on Financial Statements	1 to 45		

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extra ordinary items	116268818	146483817
Adjusted for:		
1. Depreciation	48414082	27993896
2. Interest Paid	22326870	14537088
3. Interest received	(514305)	(2225994)
4. Wealth Tax	62421	63151
5. Loss/(Profit) on sale of fixed assets	1097812	(198641)
Operating Profit / (Loss) before Working Capital Changes	187655698	186653317
1. Adjusted for:		
a. Trade and Other Receivables	(25143957)	(4099479)
b. Inventories	(43204530)	28386141
c. Trade and Other Payables	26493509	(24044947)
2. Cash Generated from Operations	145800720	186895032
3. Direct Taxes Paid & Previous year adjustments	(38164303)	(45236560)
4. Direct Taxes Refund Received	-	1967668
Net Cash from Operating Activities	107636417	143626141
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
1. Purchase of Fixed Assets	(187791019)	(195394808)
2. Proceeds on sale of Fixed Assets	838401	316336
3. Investment in Subsidiary	(29007750)	-
4. Interest Received	514305	2225994
Net Cash used in Investing Activities	(215446063)	(192852478)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
1. Proceeds from Long Term borrowings	34300000	212340124
2. Repayment of Long Term borrowings	(79238096)	(7484629)
3. Short Term Borrowings(Net)	187099909	(125869129)
4. Interest Paid	(22326870)	(14537088)
5. Dividend & Dividend tax Paid	(10848108)	(9040090)
Net Cash used in Financing Activities	108986835	55409188
Net increase in Cash and Cash Equivalents (A+B+C)	1177189	6182851
Cash and Cash Equivalents as at the begining of the year	41663616	35480765
Cash and Cash Equivalents as at the end of the year	42840805	41663616

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

 Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

SIGNIFICANT ACCOUNTING POLICIES

System of Accounting

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

Use of Estimates

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

Sales

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

Fixed Assets

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

Depreciation

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

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

Inventories

Inventories have been valued as follows -

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

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

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

Impairment of Assets

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

Employees' Benefits

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

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

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

Foreign Currency Transactions

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

Foreign Branch Operation's Translations

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

Income & Expenditure items by applying to the foreign currency amount, the exchange rate at the date of transaction. The rate used is an average rate for calendar month and used for all transaction occurring during that calendar month.

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

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

Inventories related to stocks transfer from reporting enterprise are shown at the cost of reporting enterprises plus expenses incurred to bring the material at the shelf of foreign branch's warehouse and local bought out inventories are translated at the exchange rate prevailing at year end.

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

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

Research & Development

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

Government Grants

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

Miscellaneous Expenditure

Public Issue Expense, Deferred Revenue Expenses & other expenses on intangible assets are recognised & amortised

as per the Accounting Standard no. 26 on Intangible Assets issued by the Institute of Chartered Accountants of India.

Borrowing Cost

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

Provision for Deferred and Current tax

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

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**1 SHARE CAPITAL**

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
AUTHORISED SHARE CAPITAL 5,00,00,000 Equity Shares of par value ` 2/- each (Previous year 1,00,00,000 Equity shares of par value of ` 10/- each)	100000000	100000000
ISSUED & SUBSCRIBED SHARE CAPITAL 1,55,00,305 Equity Shares of par value ` 2/- each (Previous year 31,00,061 Equity Shares of Par value of ` 10/- each)	31000610	31000610
PAID UP SHARE CAPITAL 1,54,53,805 Equity Shares of par value of ` 2/- each (Previous year 30,90,761 Equity Shares of par value ` 10/- each)	30907610	30907610
TOTAL	30907610	30907610

1.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

Name of Shareholder	As At 31st March, 2015		As At 31st March, 2014	
	Number of Shares held in the Company	% Held	Number of Shares held in the Company	% Held
ANURAG GUPTA	1085335	7.02	217067	7.02
NAND KISHORE GUPTA HUF	1488660	9.63	297732	9.63
ARVIND VEER GUPTA	1210335	7.83	242067	7.83
ASHA GUPTA	2499665	16.18	499933	16.18
HARISH CHANDRA GUPTA	1973695	12.77	394739	12.77
HARISH CHANDRA GUPTA HUF	1071100	6.93	214220	6.93
NEERA GUPTA	848575	5.49	169715	5.49

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

1.3 Application Money on 9,300 Equity Shares @ ` 10/- per Share alongwith premium @ ` 45/- per share aggregating to ` 5,11,500/- allotted on 11.11.1994 has not yet been dispatched and realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the bankers. During the Financial year 2014-2015 the Face Value of Shares is divided into ` 2/- per Share from ` 10/- per Share each.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

2. RESERVES & SURPLUS

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
CAPITAL RESERVE:				
As per last Balance Sheet		1413245		1413245
SECURITIES PREMIUM RESERVE:				
As per last Balance Sheet		47206555		47206555
REVALUATION RESERVE:				
As per last Balance Sheet	935135		1042922	
Less :- Depreciation	45169		94506	
Less :- Sale of Fixed Assets	-	889966	13281	935135
GENERAL RESERVE:				
As per last Balance Sheet	47789316		38189316	
Add: Transferred during the year	8000000	55789316	9600000	47789316
PROFIT AND LOSS ACCOUNT				
As per last Balance Sheet	337214795		261757286	
Less :- Additional Depreciation on Fixed Assets upto 31st March 2014 Companies Act 2013	1606452			
Add: Profit for the year	74151080		95905617	
	409759423		357662903	
Less: Appropriations				
Transferred to General Reserve	8000000		9600000	
Proposed Dividend	9272283		9272283	
(Dividend per share ` 0.60 for face value ` 2/- per Share, Previous year ` 3.00 for face value ` 10/- per Share)				
Tax on Dividend	1887837	390599303	1575825	337214795
TOTAL		495898385		434559046

3 LONG-TERM BORROWINGS

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
SECURED		
TERM LOAN FROM BANKS	132902816	172526351
TERM LOAN FROM OTHERS	1229380	1996859
TOTAL	134132196	174523210

3.1 Current Year Term Loan ` 17,98,59,880/- (USD 2898627.80) {Prev Year ` 21,23,40,124/- (USD 3567542.00)} includes ` 90,21,803/- (Prev Year ` 1,23,40,124/-) on account of Foreign Exchange Difference against FCNR Loan availed from Citi Bank. Out of the Total Outstanding FCNR term Loan ` 5,53,41,501/- (USD 891885.60){Prev Year ` 3,98,13,773/- (USD 668914.20)} is shown in Current Liabilities for Long term Borrowings and ` 12,45,18,379/- (USD 2006742.20) {Prev Year ` 17,25,26,351/- (USD 2898627.80)} is shown in Long Term Borrowings for Greater Noida Project which is Secured by:-

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

3.2 Current Year Term Loan ` 3,25,00,000/- (USD 540495.59) out of which ` 83,02,687 (USD 135123.90) is repaid during the year balance ` 2,51,53,313 (USD 405371.70) includes ` 9,56,001/- on account of Foreign Exchange Difference against FCNR Loan for Plant & Machinery from IndusInd Bank. Out of the balance FCNR Term Loan ` 1,67,68,876/- (USD 270247.80) is shown in Current Liabilities for Long Term Borrowings and ` 83,84,437/- (USD 135123.90) is shown in Long Term Borrowings which is Secured by :-

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

3.2 Terms of Repayment:

- FCNR Term Loan from Citi bank is repayable in 16 equal quarterly instalments of USD 2,22,971.40 out of which 3 equal quaterly Instalments has been paid till March'15
- FCNR Term Loan from IndusInd Bank is repayable in 8 equal quartely Installments of USD 67,561.95 out of which 2 equal quaterly Installments has been paid till March 15
- Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**4. LONG TERM PROVISIONS** (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave	4967991	3539340
TOTAL	4967991	3539340

5. SHORT-TERM BORROWINGS (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
SECURED		
Loans repayable on demand from Banks	208429068	21329159

5.1 BANK OF INDIA

The working Capital loans are secured against hypothecation of stocks and book debts and guaranteed by the Chairman and Managing Director and Dy. Mananging Director as well as collaterly secured by:

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

Citi Bank

- Hypothecation on the stocks and book debts of the company.
- Equitable mortagage of Immovable property located at Plot No :-31, Ecotech-XII, Greater Noida, U.P

IndusInd Bank

- Equitable Mortagage over the Building situated at Roto House, 14 NSEZ, Noida as well as Land and Building situated at B-14, Hosiery Complex, Noida.
- Hypothecation charge on all Stock and book Debts of the company.

6. OTHER CURRENT LIABILITIES (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Current Liabilities of Long Term Borrowings	74632784	82715869
Interest accrued but not due on borrowings	362010	607322
Un-paid/ Unclaimed Dividend	1287025	1142538
Sales Tax Payable	1065196	1407318
Excise Duty Payable	821637	631154
Other Payables	49167767	36864481
TOTAL	127336419	123368682

- 6.1 Other payables includes ` 82,76,054/- for Capital liability (Previous year ` 14,35,662/-), ` 75,01,699/- on account of advance from customers (Previous year ` 85,00,009/-)and balance on account of other expenses payable

7. SHORT TERM PROVISIONS (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave	4523219	4194098
Provision for Dividends(including dividend tax)	11160120	10848108
Provision for Income tax	30846084	50353754
Provision for Wealth Tax	62421	63151
TOTAL	46591844	65459111

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

8. FIXED ASSETS

(Amount in `)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As At 01.04.2014	Additions/ Adjustments during the year	Deductions during the year	Total As At 31.03.2015	Upto 31.03.2014	Provided during the year	Deduction/ Adjustments during the year	Total Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
TANGIBLE ASSETS										
OWN ASSETS										
LEASEHOLD LAND	92535016	-	-	92535016	-	-	-	-	92535016	92535016
FACTORY BUILDINGS	61855579	224444167	-	286299746	32894201	11328464	-	44222665	242077081	28961378
OTHER BUILDINGS	2674436	-	-	2674436	1743890	35966	-	1779856	894580	930546
PLANT & MACHINERY	168615943	12023186	4670704	284168425	80918278	20728717	3092448	98554547	185613878	87697665
FURNITURE & FIXTURES	11458971	1570866	-	13029837	7421639	1494623	-	8916262	4113575	4037332
OFFICE EQUIPMENTS	8799904	12161108	16900	20944112	4126762	4774918	4474	8897206	12046906	4673142
VEHICLES	34389405	3278554	1416311	36251648	18333519	5634386	1074831	22893074	13358574	16055886
COMPUTERS	16862246	4466946	32391	21296801	13124296	3861351	28340	16957307	4339494	3737950
TOTAL	397191500	366144827	6136306	757200021	158562585	47858425	4200093	202220917	554979104	238628915
INTANGIBLE ASSETS										
SOFTWARE	8180194	149731	-	8329925	5908828	1812215	-	7721043	608882	2271366
TECHNICAL DESIGN & DRAWINGS	1070334	-	-	1070334	415250	270328	-	685578	384756	655084
TRADE MARK	-	540086	-	540086	-	124735	-	124735	415351	-
TOTAL	9250528	689817	-	9940345	6324078	2207278	-	8531356	1408989	2926450
CAPITAL WORK-IN-PROGRESS									7966040	84213504
GRAND TOTAL	406442028	366834644	6136306	767140366	164886663	50065703	4200093	210752273	564354133	325768869
PREVIOUS YEAR	385069306	23007870	1635148	406442028	138302433	28088402	1504172	164886663	325768869	260244485

Note:

- Net Block of Fixed Assets as on 31st March, 2015 includes fixed assets held at Foreign Branches of the company - ` 33,08,943/- (Previous Year - ` 44,68,414/-)
- Net Block of Fixed Assets as on 31st March, 2015 includes - ` 8,89,966/- towards assets revalued on 31st March, 1993 by an approved valuer.
- ` 90,21,803 has been capitalised to the cost of Fixed Assets (Building) for Foreign Exchange difference on account of FCNR term Loan from Citi Bank. The aforesaid amounts so capitalised are being depreciated over the remaining useful life of the Fixed Assets.
- Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013. Accordingly the carrying value is being depreciated over the remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted from the Profit & Loss Account amounting to - ` 16,06,452/-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**9 NON-CURRENT INVESTMENTS**

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Trade Investment in Equity Shares - Fully paid up and unquoted		
25000 Equity Shares of Euro 1 each in Roto Pumpen GmbH-Germany (Wholly Owned Subsidiary Company)	1723750	812500
75000 Equity Shares of USD 1 each in Roto Pumps Americas Inc.-USA (Wholly Owned Subsidiary Company)	4672500	-
480000 Equity Shares of SGD 1 each in Roto Overseas Pte. Ltd- Singapore (Joint Venture Company)	23424000	-
TOTAL	29820250	812500

10 INVENTORIES

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
a) Raw Materials-In stock	59937657	42938597
b) Work in Process-In stock	15808904	10674686
c) Finished Goods-In stock	102264904	84374832
d) Finished Goods-In Transit	9956011	11513834
e) Consumables Stores	1949148	775966
f) Other Stores & Spares	1570287	1012525
g) Loose Tools	3757124	1525319
h) Packing Material	2268562	1462724
i) Scrap and Wastage	88000	117584
TOTAL	197600597	154396067

11 TRADE RECEIVABLES

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
(Unsecured and considered good)				
a) Trade receivables due for a period exceeding six months	18829602		9766393	
b) Others	191001597	209831199	201735401	211501794
TOTAL	209831199		211501794	

12 CASH AND CASH EQUIVALENTS

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
i) Cash and cash equivalents				
a) Balance with banks	23087366		31715277	
b) Cash in Hand	1764487		2292705	
c) Remittance in Transit	10022809	34874662	2516222	36524204
ii) Earmarked Balances with Bank- Unclaimed dividend a/c's		1287026		1142538
iii) Term Deposit- Margin Money against guarantees		6679117		3996874
TOTAL	42840805		41663616	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

13 SHORT-TERM LOANS & ADVANCES

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
(Unsecured and considered good)		
a) Capital Advances	24280643	120236412
b) Prepaid Expenses	5506567	5200916
c) Security Deposits	6593463	10835931
d) Deposit with Excise & Other Authorities	36452179	13738668
e) Advance Income Tax & Tax Deducted at Source	27837907	40209497
f) Staff Loans	929500	1344325
g) Other Receivables	13855043	5457877
TOTAL	115455302	197023626

14 OTHER CURRENT ASSETS

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Interest accrued on Bank deposits	66349	10834
TOTAL	66349	10834

15. REVENUE FROM OPERATIONS

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Sale of Products				
Pumps	457513589		447895730	
Spares	507936916	965450505	478065174	925960904
Sale of Services				
Services- Amc	1319439		1859090	
Services- Commissioning & Installation	3057857	4377296	11236	1870326
Other Operating Revenue		5461345		4457557
Gross Revenue From Operations		975289146		932288787
Less: Excise Duty				
Pumps	16383627		19018294	
Spares	15121620	31505247	16699744	35718038
Less:- Service Tax On Services				
Services- Amc	115004		201207	
Services- Commissioning & Installation	121622	236626	1236	202443
Less:- Excise Duty On Other Operating Revenue		752183		473367
Net Sale of Products				
Pumps	441129962		428877436	
Spares	492815296	933945258	461365430	890242866
Net Sale of Services				
Services- Amc	1204435		1657883	
Services- Commissioning & Installation	2936235	4140670	10000	1667883
Net Other Operating Revenue		4709162		3984190
Net Revenue From Operations		942795090		895894939

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

15.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Domestic				
Sale of Products				
- Pumps	161963062		185018534	
- Spares	143185090	305148152	143028568	328047102
Sales of Services				
- Services- Amc	930450		1627884	
- Services- Commissioning & Installation	984000	1914450	10000	1637884
Other Operating Revenue		4709162		3984190
	311771764		333669176	
Export				
Sales of Products				
- Pumps	279166900		243858902	
- Spares	349630206	628797106	318336862	562195764
Sales of Services				
- Services- Amc	273985		29999	
- Services- Commissioning & Installation	1952235	2226220	-	29999
	631023326		562225763	
TOTAL	942795090		895894939	

16 OTHER INCOME

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Interest Income				
- On Bank Deposits	385275		1713920	
- Others	129030	514305	512074	2225994
(Tax Deducted at Source ` 38,523/- (Previous Year - ` 1,71,392/-)				
Misc. Credit Balances Written Off		-		519422
Foreign Exchange Diff.-Foreign Operations & Others		-		2952640
Profit on Sale/Impairment of Fixed Assets		-		198641
Miscellaneous Receipts		149872		240742
TOTAL	664177		6137439	

17 COST OF MATERIALS CONSUMED

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
i) RAW MATERIALS CONSUMED				
Opening Stock	17535866		19546897	
Add: Purchases& Expenses thereon	154143406		118497912	
Less: Closing Stock	27438463	144240809	17535866	120508943
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	25402731		35207786	
Add: Purchases & Expenses thereon	189340575		153320312	
Less: Closing Stock	32499194	182244112	25402731	163125367

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

17 COST OF MATERIALS CONSUMED

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	775966		1038939	
Add: Purchases	8538987		14472540	
Less: Closing Stock	1949148	7365805	775966	14735513
TOTAL	333850726		298369823	

17.1 PARTICULARS OF RAW MATERIAL AND COMPONENTS CONSUMED

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
MILD STEEL	226169		136862	
STEEL (SS & ALLOY)	80877773		57544538	
IRON & METAL CASTINGS	31710613		29808096	
RUBBER & CHEMICALS	18555031		18853899	
PIPES	8411717		10723042	
BOUGHT OUT MATERIALS & COMPONENTS	182244112		163125367	
FREIGHT,CARTAGE,CLG. & INS.	4459506		3442506	
TOTAL	326484921		283634310	

18 CHANGE IN INVENTORIES

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
OPENING STOCK:				
Finished Goods	95888666		108500396	
Work in Progress	10674686		13576003	
Scrap & Wastage	117584	106680936	117404	122193803
LESS: CLOSING STOCK:				
Finished Goods	112220915		95888666	
Work in Progress	15808904		10674686	
Scrap & Wastage	88000	128117819	117584	106680936
Net Change in Inventories	(21436883)		15512867	

19 EMPLOYEE BENEFITS EXPENSE

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Wages, Salary, Bonus Gratuity & Other Allowances	188943397		166829672	
Contribution to Provident & Other Funds	13731021		12821766	
Directors' Remuneration	21810140		18204551	
Workmen & Staff Welfare	7015788		5847828	
TOTAL	231500346		203703817	

19.1 Contribution to Provident & Other funds includes contribution of Provident Fund for Directors ` 18,07,200/- (Prev Year ` 16,35,660/-)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**20 FINANCE COST**

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
INTEREST :		
On Term Loans	12530577	9074099
On Others	9796293	5462989
TOTAL	22326870	14537088

21 DEPRECIATION & AMORTISATION EXPENSE

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
For the year	50065703	28088402
Less : Transferred to Revaluation Reserve	45169	94506
Less:- Additional Depreciation on Fixed Assets transferred to Profit & Loss Account (Ref. Note-2)	1606452	-
TOTAL	48414082	27993896

22 OTHER EXPENSES

(Amount in `)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Power & Fuel	19666069	15279569
Machining & Electroplating	15166953	14990525
Tools	8095030	7798677
Repairs :		
Building	1450256	6091155
Plant & Machinery	4453158	3925643
Others	2589191	8492605
Insurance Charges	1540210	3075986
Travelling & Conveyance	13092784	1275454
Postage & Telephone	35795806	30111829
Professional & Consultancy	6310887	5771051
Vehicle Running & Maintenance	2912300	2796393
Rent	5998359	5392424
Rates & Taxes	14335678	13040283
Directors' Sitting Fees	3501632	2216349
Payment to Auditors :	330000	210000
Audit Fee	200000	200000
Tax Audit Fee	75000	75000
Taxation Matters	25000	25000
Foreign Branch Audit Fee	560468	597699
Cost Audit Fee	-	35000
Out of Pocket Expenses	20000	880468
Packing & Forwarding Exp.	10000	942699
Commission & Discount	40885745	34186192
Advertisement & Publicity	1636191	2722333
Loss on sale of fixed assets	7820613	3936048
Foreign Exchange Diff. - Foreign Operations & Others	1097812	-
Bad Debts	1935993	-
Miscellaneous Expenses	1190180	2586551
TOTAL	34942777	39081909
TOTAL	212535308	195431070

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

23 CONTINGENT LIABILITIES & COMMITMENTS

23.1 CONTINGENT LIABILITIES

(Amount in `)

PARTICULARS	2014-15	2013-14
i) Disputed Sales Tax-Case	300246	-
ii) Disputed Income Tax (appeals pending)	5054838	5054838
iii) Bank Guarantee	28099854	26739973
iv) Labour Cases	6603269	5934857
v) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land	11000000	-

23.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, ` 2,80,48,000/- (Previous year ` 4,16,99,647/-)

24 Financial and Derivative Instruments

For Hedging Currency

Nominal amounts of derivative contracts entered into by the Company and outstanding as on 31st March 2015 is given below:

(Amount in `)

PARTICULARS	2014-15	2013-14
Forward Contract	80416200	24987500

25 Revaluation of all the fixed assets (except Building under construction upto 31.03.1993) was carried out by an approved valuer as on 31st March, 1993, which resulted in an increase in the Gross Value of assets over original cost by ` 2,50,17,478/-. The net increase in the value, resulting from the revaluation amounting to ` 2,50,17,478/- has been credited to Revaluation Reserve, created during the year ended 31.03.1993. Of this Revaluation reserve, a sum of ` 2,41,27,512/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2015.

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

27 Term Deposits with Bank of India, Janpath Branch amounting to ` 51,57,978.54 (Prev. year ` 39,96,874.16) and Term Deposit with Indusind Bank, Barakhamba Road Branch amounting ` 15,21,138/- (Prve. Year ` Nil) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

28. Related Party Disclosure

Key Managerial Personnel

(Amount in `)

Name	Designation	Nature of Transaction-Gross Salary	
		2014-15	2013-2014
Mr. Harish Chandra Gupta	Chairman & Managing Director	9823834	8260985
Mr. Anurag Gupta	Dy. Managing Director	6038951	5059070
Mr. Arvind Veer Gupta	Wholetime Director	5947355	4884496
Mr. Ashwani Kumar Verma	Company Secretary	1393867	1227646

Relatives of Key Managerial Personnel

Mr. H. C. Gupta HUF

Mr. H. C. Gupta, Chairman & Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company had taken on lease for Camp Office from H. C. Gupta HUF and paid ` 48,00,000/- towards rent (Prev year ` 12,00,000/- towards rent & ` 12,00,000 for Security Deposit).

Mr. N. K Gupta HUF

Mr. Anurag Gupta, Dy. Managing Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid ` 3,54,000/- towards rent during the year (Prev. year ` 14,16,000/-)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**Transactions with other related party**

Amount (₹)

Particulars	Relationship	Nature of Transactions	2014-2015	2013-2014
1. Revenue from Operation				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Sales	82333	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Sales	6056753	-
Ecochem Pumps (Pty)Ltd	Associate	Sales	11020505	-
2. Other Income				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Interest Income	71014	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Interest Income	44471	-
3 Loans & Advances				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Loans	4251619	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Loans	3355943	-
4. Purchase of Investments				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Purchase Investments	911250	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Purchase Investments	4672500	-
Roto Overseas Pte.Ltd	Joint Venture	Purchase Investments	23424000	-

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

(Amount in ₹)

PARTICULARS	Year 2014-2015	Year 2013-2014
Salary	15060000	13630500
Other Perquisites	6750140	4574051
	21810140	18204551

30 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ (2,65,326/-) (Previous Year - ₹ 2,57,291/-) has been grouped with Export Sale.

31 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 8,21,637/- (Prev. year ₹ 6,31,154/-) has been included in the value of the closing stock after creating suitable provision for liability.

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

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

34 Deferred Tax

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

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

(Amount in ₹)

Particulars	Deferred Tax Asset/ (Liability) as on 31.03.2014	Current Year Credit/(Charge)	Deferred Tax Asset/ (Liability) as on 31.03.2015
Difference in carrying amount of fixed assets in financial statements and income tax return	(6850530)	(8166699)	(15017229)
Provision for Gratuity	1067412	(155790)	911622
Provision for Leave encashment	1561183	753257	2314440
Others	6468	(3583433)	(3576965)
Total	(4215467)	(11152665)	(15368132)

Note: The Company has recognised the Deferred Tax Charge of ₹ 1,11,52,665/- (Previous year Deferred Tax Charge of ₹ 23,54,010/-) during the year and debited to Profit & Loss Account.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

35 EARNING PER SHARE

(Amount in `)

PARTICULARS	2014-15	2013-14
Net profit after taxes for the year	74151080	95905617
Number of Equity Shares	15453805	3090761
Basic and Diluted Earning per Shares	4.80	31.03
Face Value per Share	2	10

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

DEFINED CONTRIBUTION PLAN

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

(Amount in `)

PARTICULARS	2014-15	2013-14
Employer's Contribution to Provident fund	4820457	4472103
Employer's Contribution to Superannuation/NIC at foreign branches	5992615	5600338

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 Acturial Valuation Report made at the year end.

In respect of Employees in India

Particulars	Gratuity Funded		Leave encashment	
	2014-15 Amount (`)	2013-14 Amount (`)	2014-15 Amount (`)	2013-14 Amount (`)
The principle assumptions used in actuarial valuation				
- Discount rate	9.32%	9.32%	7.99%	9.32%
- Expected rate on return of assets (per annum)	9.32%	9.32%	N.A	N.A
- Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
Change in Present value of Obligation				
- Present value of obligation as at the beginning of the year	13986773	13355146	3846440	3021790
- Interest Costs	1303567	1101800	358488	249299
- Current Service Cost	1145991	1821913	511391	631596
- Past Service Cost(vested benefit)				
- Benefits Paid	(591216)	(273577)	(798098)	(867081)
- Actuarial (Gain) / Loss on obligations	1413565	(2018509)	1521764	810836
- Present value of obligation as at end of the year	17258680	13986773	5439985	3846440
Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	11504686	9248320	-	-
Expected Return on Plan Assets	1072237	804604	-	-
Contributions	2700000	1732000	-	-
Benefit Paid	(591216)	(273577)	-	-
Actuarial Gain/(Loss) on Plan Assets	(109058)	(6661)	-	-
Fair Value of Plan Assets at the end of the period	14576649	11504686	-	-
Actual Return on Plan Assets	(1522623)	2011848	-	-

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Gratuity Funded		Leave encashment	
	2014-15 Amount (₹)	2013-14 Amount (₹)	2014-15 Amount (₹)	2013-14 Amount (₹)
Liability Recognised in balance Sheet				
- Present value of obligation as at end of the year	(17258680)	13986773	(5439985)	3846440
- Fair value of plan assets as at the end of the year	14576649	11504686	-	-
- Unfunded status	(2682031)	2482087	(5439985)	3846440
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	(2682031)	2482087	(5439985)	3846440
Expenses recognised in Profit and Loss Account				
- Current Service Cost	1145991	1821913	511391	631596
- Interest Costs	231330	1101800	358488	249298
- Expected Return on Plan assets	0	(804604)	-	-
- Past Service Cost(vested benefit) Recognised	0	-	-	-
- Net Actuarial(Gain)/Loss recognised during the year	1522623	(2011848)	1521764	810836
Total Expenses recognised in Profit and Loss a/c	2899944	107261	2391643	1691730

Particulars	Gratuity Funded		Leave encashment	
	2014-15 Amount (₹)	2013-14 Amount (₹)	2014-15 Amount (₹)	2013-14 Amount (₹)
In respect of employees at Foreign branches				
Change in Present value of Obligation	-	-	-	-
- Present value of obligation as at beginning of the year	-	-	1404911	5246949
- Interest Costs	-	-	96855	484663
- Current Service Cost	-	-	676388	642909
- Past Service Cost(vested benefit)	-	-	-	-
- Benefits Paid	-	-	(611802)	(559969)
- Actuarial (Gain) / Loss on obligations	-	-	(197159)	(4409641)
- Present value of obligation as at end of the year	-	-	1369193	1404911
Change in fair value of Plan Assets	-	-	-	-
Fair Value of Plan Assets at the beginning of the period	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial Gain/(Loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the period	-	-	-	-
Actual Return on Plan Assets	-	-	-	-
Liability Recognised in balance Sheet	-	-	-	-
- Present value of obligation as at beginning of the year	-	-	1369193	1404911
- Fair value of plan assets as at the end of the year	-	-	-	-
- Unfunded status	-	-	1369193	1404911
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	-	-	1369193	1404911
Expenses recognised in Profit and Loss Account	-	-	-	-
- Current Service Cost	-	-	676388	642909
- Interest Costs	-	-	96855	484663
- Expected Return on Plan assets	-	-	-	-
- Past Service Cost(vested benefit) Recognised	-	-	-	-
- Net Actuarial(Gain)/Loss recognised during the year	-	-	(4186)	(4270027)
Total Expenses recognised in Profit and Loss a/c	-	-	769057	(3142455)

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

- 37 Taxation provisions for current year and previous year tax adjustments includes interest thereon.
- 38 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given

39 Earnings in Foreign Currency

Particulars	2014-15		2013-14	
	Bill Value (₹)	FOB Value (₹)	Bill Value (₹)	FOB Value (₹)
Export of Goods				
Pumps	277671227	276282501	243905724	243059050
Spares	347509593	346471750	318475464	317278241
Others				
Service Charges	2226220	2226220	29999	29999
Interest Income	115485	115485	-	-
TOTAL	627522525	625095956	562411187	560367290

Note : Export of goods includes sales at Foreign Branches ₹ 36,63,70,856/- (Prev. Year ₹ 38,30,12,761/-)

Service Charges includes charges at Foreign Branches ₹ 22,26,220/- (Prev. Year ₹ 29,999/-)

Interest Income includes interest at Foreign Branches ₹ NIL/- (Prev. Year ₹ Nil/-)

40 Expenditure in Foreign Currency

(Amount in ₹)

PARTICULARS	2014-2015	2013-2014
Travelling Expenses	8165708	7333493
Expenses at Foreign Branch	117776859	108986476
Professional & Consultancy	346314	1265682
Other Expenses	3951434	4624874
TOTAL	130240315	122210525

Note: Expenses of Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 7,28,342/- (Prev. Year ₹ 5,59,964/-) and Consumption of Consumable Stores of ₹ 3,87,823/- (Prev. Year ₹ 6,89,449/-)

- 41 Remittance in foreign currency towards Dividend for 2013-14 to Ms. Debra Pauly, U.K. of ₹ 2,29,200/- on 76400 Equity Shares (Previous Year ₹ 1,91,000/-)

42 Value of Imports (Calculated on CIF basis)

(Amount in ₹)

PARTICULARS	2014-2015	2013-2014
Materials	28728222	8081247
Capital Goods	18691288	-
TOTAL	47419510	8081247

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**43. Consumption of Indigenous/Imported Materials**

	2014-15		2013-14	
	Amount (₹)	%	Amount (₹)	%
a) Raw Materials and components				
Indigenous	236485534	72.43%	230113109	81.13%
Imported	89999387	27.57%	53521201	18.87%
TOTAL	326484921	100%	283634310	100%
Note: Imported Raw Material and Components includes ₹ 6,02,71,568/- (Previous Year ₹ 6,28,98,600/-) consumption at foreign branches.				
b) Consumable Stores				
Indigenous	6977982	94.73%	14046064	95.32%
Imported	387823	5.27%	689449	4.68%
TOTAL	7365805	100%	14735513	100%
Note: Imported Consumables includes ₹ 3,87,823/- (Previous Year ₹ 6,89,449/-) consumption at foreign branches.				

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

45 Figures have been rounded off to the nearest rupee.

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

INDEPENDENT AUDITOR'S REPORT

To the Members of
ROTO PUMPS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying Consolidated financial statements of Roto Pumps Limited (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the group") its associates and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated Statement of Profit and Loss, Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014 (particularly Accounting Standard 21 – Consolidated Financial Statement and Accounting Standard AS-23 on Accounting for Investments in Associates. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the

provision of the act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associates and jointly controlled entities as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements / financial information of two subsidiaries and one Jointly controlled entities, whose financial statements / financial information reflect total assets of ₹ 321.46 Lacs as at 31st March, 2015,

total revenues of ₹ 0.93 Lacs. The consolidated financial statements also include the Group's share of net loss of ₹ 50.41 Lacs for the year ended 31st March, 2015, as considered in the consolidated financial statements, in respect of one associate, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the Matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of a subsidiary and a jointly controlled entity as noted in the "Other Matter" paragraph we report to the extent applicable that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as

required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- (f) with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 23 to the financial statements
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

A. KAY. MEHRA
Partner

Membership No. 9963

Place: Noida
Date : 30.05.2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of Roto Pumps Limited ('the company') on the consolidated financial statements for the year ended 31st March, 2015

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

- i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including a quantitative details and situation of fixed assets;
 - (b) As explained to us, fixed assets have been physically verified by the management at regular intervals, 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;

ii) In respect of its inventories:

- (a) The Inventories of the Company have been physically verified by the management at reasonable intervals during the year;
- (b) In our opinion, the procedures of physical verification of 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) The Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regards to purchase of inventory and 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) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.

vi) We are of the opinion that, prima facie, the cost records & accounts prescribed by the Central Government under section 148(1) of the Companies Act, 2013 have been maintained. We have not, however, carried out any detailed examination of such accounts and records.

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

According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding,

as at 31st March, 2015 for a period of more than six months from the date of becoming payable;

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

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

- (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

viii) The Company has no accumulated losses and has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

ix) 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.

x) In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year.

xi) In our opinion and according to the information and explanations given to us, the term loans were applied for the purpose for which they were raised.

xii) According to the information and explanations given to us, no instance of fraud on or by the Company has been noticed or reported during the course of our audit.

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

A. KAY. MEHRA

Partner

Membership No. 9963

Place: Noida
Date : 30.05.2015

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Note No.	As At 31st March, 2015		As At 31st March, 2014	
EQUITY AND LIABILITIES					
SHAREHOLDERS' FUNDS					
Share Capital	1	30907610		30907610	
Reserves & Surplus	2	473567992	504475602	434108183	465015793
MINORITY INTEREST			14067024		-
NON-CURRENT LIABILITIES					
Long Term Borrowings	3		134132196		174523210
Deferred Tax Liabilities (Net)	34		15368132		4215467
Long Term Provisions	4		4967991		3539340
CURRENT LIABILITIES					
Short Term Borrowings	5	208429068		21329159	
Trade Payables		97625573		73275681	
Other Current Liabilities	6	128166974		123368682	
Short Term Provisions	7	46591844	480813459	65459111	283432633
TOTAL			1153824404		930726443
ASSETS					
NON-CURRENT ASSETS					
Fixed Assets					
i) Tangible Assets	8	554979104		238628915	
ii) Intangible Assets	8	1408989		2926450	
iii) Capital Work in Progress	8	7966040	564354133	84213504	325768869
Non-Current Investments	9		30063067		
CURRENT ASSETS					
Inventories	10	200022687		154396067	
Trade Receivables	11	203692113		211501794	
Cash and Cash Equivalents	12	47534353		41980747	
Short Term Loans and Advances	13	108091318		197068132	
Other Current Assets	14	66733	559407204	10834	604957574
TOTAL			1153824404		930726443
Significant Accounting Policies and Notes on Consolidated Financial Statements	1 to 39				

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Note No.	Year Ended 31st March, 2015	Year Ended 31st March, 2014
INCOME			
Revenue from Operations	15	936748836	895894939
Other Income	16	549137	6230928
TOTAL REVENUE		937297973	902125867
EXPENSES			
Cost of Materials consumed	17	333850726	298369823
Change in Inventories of Finished goods and Work in Progress	18	(23858973)	15512867
Employee Benefits Expense	19	234671505	203703817
Finance Costs	20	22326870	14537088
Depreciation & Amortisation Expense	21	48414082	27993896
Other Expenses	22	220882499	195571516
TOTAL EXPENSES		836286709	755689007
Profit before Tax		101011264	146436860
Tax expenses			
Current tax		30846084	50353754
Deferred Tax	34	11152665	2354010
Short/(Excess) Provisions- earlier years		118989	(2129564)
Profit After Tax but before Minority Interest and Share in Profit/(Loss) of Associates		58893526	95858660
Share of Loss transferred to Minority Interest		281821	-
Share in Profit/(Loss) of Associates		(5041048)	-
Profit After tax		54134299	95858660
Earning Per Share (`) (Basic & Diluted)	35	3.50	31.01
(1,54,53,805 No of Equity Shares, Previous Year 30,90,761 No of Equity Shares)			
Significant Accounting Policies and Notes on Consolidated Financial Statements	1 to 39		

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

 Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax and extra ordinary items	101011264	146436860
Adjusted for:		
1. Depreciation	48414082	27993896
2. Interest Paid	22326870	14537088
3. Interest Received	(399265)	(2225994)
4. Wealth Tax	62421	63151
5. Loss/(Profit) on sale of fixed assets	1097812	(198641)
6. Share in Loss of Associates	5041048	-
7. Unrealised Currency Translation (Gain)/Loss	1862749	-
Operating Profit / (Loss) before Working Capital Changes	179416981	186606360
1. Adjusted for:		
a. Trade and Other Receivables	(11596764)	4127573
b. Inventories	(45626620)	28386142
c. Trade and Other Payables	29153897	(24044947)
2. Cash Generated from Operations	151347494	186819982
3. Direct Taxes Paid & Previous year adjustments	(38164303)	(45236560)
4. Direct Taxes Refund Received	-	1967668
Net Cash from Operating Activities	113183191	143551090
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
1. Purchase of Fixed Assets	(187791019)	(195394808)
2. Proceeds on sale of Fixed Assets	838401	316336
3. Investment in Associates	(30063067)	-
4. Interest Received	399265	2225994
Net Cash used in Investing Activities	(216616420)	(192852478)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
1. Proceeds from Long Term borrowings	34300000	212340124
2. Repayment of Long Term borrowings	(79238096)	(7484629)
3. Short Term Borrowings(Net)	187099909	(125869129)
4. Interest Paid	(22326870)	(14537088)
5. Dividend & Dividend tax Paid	(10848108)	(9040090)
Net Cash used in Financing Activities	108986835	55409188
Net increase in Cash and Cash Equivalents (A+B+C)	5553606	6107800
Cash and Cash Equivalents as at the begining of the year	41980747	35872947
Cash and Cash Equivalents as at the end of the year	47534353	41980747

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

SIGNIFICANT ACCOUNTING POLICIES

System of Consolidation

- a) The Consolidated Financial Statements are prepared in accordance with the Accounting Standard 21 Consolidated Financial Statements and AS-23 on Accounting for Investments in Associates.
- b) The Consolidated Financial Statements comprise the Financial Statements of the Company given below :
 - 1) Roto Pumpen GmbH-Germany (Wholly Owned Subsidiary Company)
 - 2) Roto Pumps Americas Inc-USA (Wholly Owned Subsidiary Company)
 - 3) Roto Overseas Pte.Ltd- Singapore (Joint Venture Company)
- c) The Company has a net effective equity Stake of 30.60% in Ecochem Pumps Pty Ltd, a South African Company which is held through Roto Overseas Pte .Ltd ,a Singapore Company. Accordingly the company has followed Accounting Standard 23 to Incorporate share of financial results of Ecochem Pumps Pty.Ltd in consolidation of financial results.

System of Accounting

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

Use of Estimates

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

Sales

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

Fixed Assets

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

Depreciation

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

In respect of revalued assets, the incremental depreciation

attributable to the Revaluation is transferred to Revaluation Reserve.

Inventories

Inventories have been valued as follows -

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

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

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

Impairment of Assets

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

Employees' Benefits

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

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

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

Foreign Currency Translations

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

Foreign Branch Operation's Translations

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

Income & Expenditure items by applying to the foreign currency amount, the exchange rate at the date of transaction. The rate used is an average rate for calendar month and used for all transaction occurring during that calendar month.

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

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

Inventories related to stocks transfer from reporting enterprise are shown at the cost of reporting enterprises plus expenses incurred to bring the material at the shelf of foreign branch's warehouse and local bought out inventories are translated at the exchange rate prevailing at year end.

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

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

Research & Development

Revenue expenditure pertaining to research and development is charged to revenue in the year in which it

is incurred. Capital Expenditure is treated as forming part of Fixed Assets.

Government Grants

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

Miscellaneous Expenditure

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

Borrowing Cost

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

Provision for Deferred and Current tax

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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

1 SHARE CAPITAL

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
AUTHORISED SHARE CAPITAL 5,00,00,000 Equity Shares of par value ` 2/- each (Previous year 1,00,00,000 Equity shares of par value of ` 10/- each)	100000000	100000000
ISSUED & SUBSCRIBED SHARE CAPITAL 1,55,00,305 Equity Shares of par value ` 2/- each (Previous year 31,00,061 Equity Shares of Par value of ` 10/- each)	31000610	31000610
PAID UP SHARE CAPITAL 1,54,53,805 Equity Shares of par value of ` 2/- each (Previous year 30,90,761 Equity Shares of par value ` 10/- each)	30907610	30907610
TOTAL	30907610	30907610

1.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

Name of Shareholder	As At 31st March, 2015		As At 31st March, 2014	
	Number of Shares held in the Company	% Held	Number of Shares held in the Company	% Held
ANURAG GUPTA	1085335	7.02	217067	7.02
NAND KISHORE GUPTA HUF	1488660	9.63	297732	9.63
ARVIND VEER GUPTA	1210335	7.83	242067	7.83
ASHA GUPTA	2499665	16.18	499933	16.18
HARISH CHANDRA GUPTA	1973695	12.77	394739	12.77
HARISH CHANDRA GUPTA HUF	1071100	6.93	214220	6.93
NEERA GUPTA	848575	5.49	169715	5.49

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

1.3 Application Money on 9,300 Equity Shares @ ` 10/- per Share alongwith premium @ ` 45/- per share aggregating to ` 5,11,500/- allotted on 11.11.1994 has not yet been dispatched and realised as the same was paid by an applicant through a forged stock invest which has been dishonoured by the bankers. During the Financial Year 2014-2015 the Face Value of Shares is divided into ` 2/- per Share from ` 10/- per Share each.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**2. RESERVES & SURPLUS**

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
CAPITAL RESERVE:				
As per last Balance Sheet		1413245		1413245
SECURITIES PREMIUM RESERVE:				
As per last Balance Sheet		47206555		47206555
REVALUATION RESERVE:				
As per last Balance Sheet	935135		1042922	
Less:- Depreciation	45169		94506	
Less:- Sale of Fixed Assets	-	889966	13281	935135
FOREIGN EXCHANGE FLUCTUATION RESERVE		(1862749)		-
GENERAL RESERVE:				
As per last Balance Sheet	47789316		38189316	
Add: Transferred during the year	8000000	55789316	9600000	47789316
PROFIT AND LOSS ACCOUNT				
As per last Balance Sheet	336763932		261353380	
Less :- Additional Depreciation on Fixed Assets upto 31st March 2014	1606452			
Add: Profit for the year	54134299		95858660	
	389291779		357212040	
Less: Appropriations				
Transferred to General Reserve	8000000		9600000	
Proposed Dividend	9272283		9272283	
(Dividend per share ` 0.60 for face value ` 2/-per Share, Previous year ` 3.00 for face value ` 10/- per Share)				
Tax on Dividend	1887837	370131659	1575825	336763932
TOTAL		473567992		434108183

3. LONG-TERM BORROWINGS

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
SECURED		
TERM LOAN FROM BANKS	132902816	172526351
TERM LOAN FROM OTHERS	1229380	1996859
TOTAL	134132196	174523210

- 3.1 Current Year Term Loan ` 17,98,59,880/- (USD 2898627.80) {Prev Year ` 21,23,40,124/- (USD 3567542.00)} includes ` 90,21,803/- (Prev Year ` 1,23,40,124/-) on account of Foreign Exchange Difference against FCNR Loan availed from Citi Bank. Out of the Total Outstanding FCNR term Loan ` 5,53,41,501/- (USD 891885.60){ Prev Year ` 3,98,13,773/- (USD 668914.20)} is shown in Current Liabilities for Long term Borrowings and ` 12,45,18,379/- (USD 2006742.20) {Prev Year ` 17,25,26,351/- (USD 2898627.80)} is shown in Long Term Borrowings for Greater Noida Project which is Secured by:-
- Sole Charge on assets funded under FCNR Term Loan.
 - First exclusive charge on immovable property of the company located at Plot no 31, Ecotech -XII, Greater Noida, U.P
- 3.2 Current Year Term Loan ` 3,25,00,000/- (USD 540495.59) out of which ` 83,02,687 (USD 135123.90) is repaid during the year balance ` 2,51,53,313 (USD 405371.70) includes ` 9,56,001/- on account of Foreign Exchange Difference against FCNR Loan for Plant & Machinery from IndusInd Bank. Out of the balance FCNR Term Loan ` 1,67,68,876/- (USD 270247.80) is shown in Current Liabilities for Long Term Borrowings and ` 83,84,437/- (USD 135123.90) is shown in Long Term Borrowings which is Secured by :-
- Exclusive Charge over Machinery Purchased by utilising the Term Loan
 - Second Charge over the Land and Building situated at Roto House, Noida SEZ and Land and Building situated at B-14, Hosiery Complex, Noida.
- 3.2 Terms of Repayment:
- FCNR Term Loan from Citi bank is repayable in 16 equal quarterly instalments of USD 2,22,971.40 out of which 3 equal quaterly Instalments has been paid till March'15
 - FCNR Term Loan from IndusInd Bank is repayable in 8 equal quartely Installments of USD 67,561.95 out of which 2 equal quaterly Installments has been paid till March 15
 - Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

4. LONG TERM PROVISIONS (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave	4967991	3539340
TOTAL	4967991	3539340

5. SHORT-TERM BORROWINGS (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
SECURED		
Loans repayable on demand from Banks	208429068	21329159

5.1 BANK OF INDIA

The working Capital loans are secured against hypothecation of stocks and book debts and guaranteed by the Chairman and Managing Director and Dy. Mananging Director as well as collaterly secured by:

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

Citi Bank

- Hypothecation on the stocks and book debts of the company.
- Equitable mortagage of Immovable property located at Plot No :-31, Ecotech-XII, Greater Noida, U.P

IndusInd Bank

- Equitable Mortagage over the Building situated at Roto House, 14 NSEZ, Noida as well as Land and Building situated at B-14, Hosiery Complex, Noida.
- Hypothecation charge on all Stock and book Debts of the company.

6. OTHER CURRENT LIABILITIES (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Current Liabilities of Long Term Borrowings	74632784	82715869
Interest accrued but not due on borrowings	362010	607322
Un-paid/ Unclaimed Dividend	1287025	1142538
Sales Tax Payable	1098074	1407318
Excise Duty Payable	821637	631154
Other Payables	49965444	36864481
TOTAL	128166974	123368682

- 6.1 Other payables includes ` 82,76,054/- for Capital liability (Previous year ` 14,35,662/-), ` 75,01,699/- on account of advance from customers (Previous year ` 85,00,009/-)and balance on account of other expenses payable

7. SHORT TERM PROVISIONS (Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Provision for Employee Benefits - Superannuation, Gratuity and Un-availed Leave	4523219	4194098
Provision for Dividends (including dividend tax)	11160120	10848108
Provision for Income tax	30846084	50353754
Provision for Wealth Tax	62421	63151
TOTAL	46591844	65459111

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

8. FIXED ASSETS

(Amount in `)

Particulars	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As At 01.04.2014	Additions/ Adjustments during the year	Deductions during the year	Total As At 31.03.2015	Upto 31.03.2014	Provided during the year	Deduction/ Adjustments during the year	Total Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
TANGIBLE ASSETS										
OWN ASSETS										
LEASEHOLD LAND	92535016	-	-	92535016	-	-	-	-	92535016	92535016
FACTORY BUILDINGS	61855579	224444167	-	286299746	32894201	11328464	-	44222665	242077081	28961378
OTHER BUILDINGS	2674436	-	-	2674436	1743890	35966	-	1779856	894580	930546
PLANT & MACHINERY	168615943	120232186	4670704	284168425	80918278	20728717	3092448	98554547	185613878	87697665
FURNITURE & FIXTURES	11458971	1570866	-	13029837	7421639	1494623	-	8916262	4113575	4037332
OFFICE EQUIPMENTS	8799904	12161108	16900	20944112	4126762	4774918	4474	8897206	12046906	4673142
VEHICLES	34389405	3278554	1416311	36251648	18333519	5634386	1074831	22893074	13358574	16055886
COMPUTERS	16862246	4466946	32391	21296801	13124296	3861351	28340	16957307	4339494	3737950
TOTAL	397191500	366144827	6136306	757200021	158562585	47858425	4200093	202220917	554979104	238628915
INTANGIBLE ASSETS										
SOFTWARE	8180194	149731	-	8329925	5908828	1812215	-	7721043	608882	2271366
TECHNICAL DESIGN & DRAWINGS	1070334	-	-	1070334	415250	270328	-	685578	384756	655084
TRADE MARK	-	540086	-	540086	-	124735	-	124735	415351	-
TOTAL	9250528	689817	-	9940345	6324078	2207278	-	8531356	1408989	2926450
CAPITAL WORK-IN-PROGRESS									7966040	84213504
GRAND TOTAL	406442028	366834644	6136306	767140366	164886663	50065703	4200093	210752273	564354133	325768869
PREVIOUS YEAR	385069306	23007870	1635148	406442028	138302433	28088402	1504172	164886663	325768869	260244485

Note:

- Net Block of Fixed Assets as on 31st March, 2015 includes fixed assets held at Foreign Branches of the company - ` 33,08,943/- (Previous Year ` 44,68,414/-)
- Net Block of Fixed Assets as on 31st March, 2015 includes ` 8,89,966/- towards assets revalued on 31st March, 1993 by an approved valuer.
- ` 90,21,803 has been capitalised to the cost of Fixed Assets (Building) for Foreign Exchange difference on account of FCNR term Loan from Citi Bank. The aforesaid amounts so capitalised are being depreciated over the remaining useful life of the Fixed Assets.
- Pursuant to the enactment of Companies Act, 2013, the company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013. Accordingly the carrying value is being depreciated over the remaining useful lives. The written down value of Fixed Assets whose lives have expired as at 1st April 2014 have been adjusted from the Profit & Loss Account amounting to ` 16,06,452/-

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

9 NON-CURRENT INVESTMENTS

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
<u>Trade Investment in Equity Shares - Fully paid up and unquoted</u>		
1020000 Equity Shares of ZAR 1 each in Ecochem Pumps (PTY) Ltd	30063067	-
TOTAL	30063067	-

10 INVENTORIES

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
a) Raw Materials-In stock	59937657	42938597
b) Work in Process-In stock	15808904	10674686
c) Finished Goods-In stock	102264904	84374832
d) Finished Goods-In Transit	12378101	11513834
e) Consumables Stores	1949148	775966
f) Other Stores & Spares	1570287	1012525
g) Loose Tools	3757124	1525319
h) Packing Material	2268562	1462724
i) Scrap and Wastage	88000	117584
TOTAL	200022687	154396067

11 TRADE RECEIVABLES

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
(Unsecured and considered good)				
a) Trade receivables due for a period exceeding six months	18829602		9766393	
b) Others	184862511	203692113	201735401	211501794
TOTAL		203692113		211501794

12 CASH AND CASH EQUIVALENTS

(Amount in `)

Particulars	As At 31st March, 2015		As At 31st March, 2014	
i) Cash and cash equivalents				
a) Balance with banks	26845109		31715277	
b) Cash in Hand	1764532		2292705	
c) Remittance in Transit	10022809	38632450	2516221	36524203
ii) Earmarked Balances with Bank - Unclaimed dividend a/c's		1287026		1142539
iii) Term Deposit- Margin Money against guarantees		7614877		3996874
TOTAL		47534353		41663616

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**13 SHORT-TERM LOANS & ADVANCES**

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
(Unsecured, and considered good)		
a) Capital Advances	24280643	120236412
b) Prepaid Expenses	5905850	5200916
c) Security Deposits	6593463	10835931
d) Deposit with Excise & Other Authorities	36452179	13738668
e) Advance Income Tax & Tax Deducted at Source	27837907	40209497
f) Staff Loans	929500	1344325
g) Other Receivables	6091776	5457877
TOTAL	108091318	197023626

14 OTHER CURRENT ASSETS

(Amount in `)

PARTICULARS	As At 31st March, 2015	As At 31st March, 2014
Interest accrued on Bank deposits	66733	10834
TOTAL	66733	10834

15. REVENUE FROM OPERATIONS

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Sale of Products				
Pumps	451467335		447895730	
Spares	507936916	959404251	478065174	925960904
Sale of Services				
Services- Amc	1319439		1859090	
Services- Commissioning & Installation	3057857	4377296	11236	1870326
Other Operating Revenue		5461345		4457557
Gross Revenue From Operations		969242892		932288787
Less: Excise Duty				
Pumps	16383627		19018294	
Spares	15121620	31505247	16699744	35718038
Less:- Service Tax on Services				
Services- Amc	115004		201207	
Services- Commissioning & Installation	121622	236626	1236	202443
Less:- Excise Duty on Other Operating Revenue		752183		473367
Net Sale of Products				
Pumps	435083708		428877436	
Spares	492815296	927899004	461365430	890242866
Net Sale of Services				
Services- Amc	1204435		1657883	
Services- Commissioning & Installation	2936235	4140670	10000	1667883
Net Other Operating Revenue		4709162		3984190
Net Revenue From Operations		936748836		895894939

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

15.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Domestic				
Sale of Products				
- Pumps	161963062		185018534	
- Spares	143185090	305148152	143028568	328047102
Sales of Services				
- Services- Amc	930450		1627884	
- Services- Commissioning & Installation	984000	1914450	10000	1637884
Other Operating Revenue		4709162		3984190
	311771764		333669176	
Export				
Sales of Products				
- Pumps	273120646		243858902	
- Spares	349630206	622750852	318336862	562195764
Sales of Services				
- Services- Amc	273985		29999	
- Services- Commissioning & Installation	1952235	2226220	-	29999
	624977072		562225763	
Total	936748836		895894939	

16 OTHER INCOME

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Interest Income				
- On Bank Deposits	385275		1713920	
- Others	13990	399265	512074	2225994
(Tax Deducted at Source ` 38,523/- (Previous Year - ` 1,71,392/-)				
Misc. Credit Balances Written Off		-		519422
Foreign Exchange Diff.-Foreign Operations & Others		-		2952640
Profit on Sale/Impairment of Fixed Assets		-		198641
Miscellaneous Receipts		149872		240742
TOTAL	549137		6137439	

17 COST OF MATERIALS CONSUMED

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
i) RAW MATERIALS CONSUMED				
Opening Stock	17535866		19546897	
Add: Purchases& Expenses thereon	154143406		118497912	
Less: Closing Stock	27438463	144240809	17535866	120508943
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	25402731		35207786	
Add: Purchases& Expenses thereon	189340575		153320312	
Less: Closing Stock	32499194	182244112	25402731	163125367

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**17 COST OF MATERIALS CONSUMED**

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	775966		1038939	
Add: Purchases	8538987		14472540	
Less: Closing Stock	1949148	7365805	775966	14735513
TOTAL	333850726		298369823	

17.1 PARTICULARS OF RAW MATERIAL AND COMPONENTS CONSUMED

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
MILD STEEL	226169		136862	
STEEL (SS & ALLOY)	80877773		57544538	
IRON & METAL CASTINGS	31710613		29808096	
RUBBER & CHEMICALS	18555031		18853899	
PIPES	8411717		10723042	
BOUGHT OUT MATERIALS & COMPONENTS	182244112		163125367	
FREIGHT, CARTAGE, CLG. & INS.	4459506		3442506	
TOTAL	326484921		283634310	

18 CHANGE IN INVENTORIES

(Amount in `)

Particulars	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
OPENING STOCK:				
Finished Goods	95888666		108500396	
Work in Progress	10674686		13576003	
Scrap & Wastage	117584	106680936	117404	122193803
LESS: CLOSING STOCK:				
Finished Goods	114643005		95888666	
Work in Progress	15808904		10674686	
Scrap & Wastage	88000	130539909	117584	106680936
Net Change in Inventories	(23858973)		15512867	

19 EMPLOYEE BENEFITS EXPENSE

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015		Year Ended 31st March, 2014	
Wages, Salary, Bonus Gratuity & Other Allowances	191624591		166829672	
Contribution to Provident & Other Funds	14070454		12821766	
Directors' Remuneration	21810140		18204551	
Workmen & Staff Welfare	7166320		5847828	
TOTAL	234671505		203703817	

19.1 Contribution to Provident & Other Funds includes contribution of Provident Fund for Directors ` 18,07,200/- (Prev Year ` 16,35,660/-).

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

20 FINANCE COST

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
INTEREST :		
On Term Loans	12530577	9074099
On Others	9796293	5462989
TOTAL	22326870	14537088

21 DEPRECIATION & AMORTISATION EXPENSE

(Amount in `)

PARTICULARS	Year Ended 31st March, 2015	Year Ended 31st March, 2014
For the year	50065703	28088402
Less : Transferred to Revaluation Reserve	45169	94506
Less:- Additional Depreciation on Fixed Assets transferred to Profit & Loss Account (Ref.Note-2)	1606452	-
TOTAL	48414082	27993896

22 OTHER EXPENSES

(Amount in `)

Particulars	Year Ended 31st March, 2015	Year Ended 31st March, 2014
Power & Fuel	19666069	15279569
Machining & Electroplating	15166953	14990525
Tools	8095030	7798677
Repairs :		
Building	1450256	6091155
Plant & Machinery	4453158	3925643
Others	2589191	8492605
Insurance Charges	1540210	1275454
Travelling & Conveyance	36086528	30111829
Postage & Telephone	6362135	5771051
Professional & Consultancy	4626070	2796393
Vehicle Running & Maintenance	5998359	5392424
Rent	14335678	13040283
Rates & Taxes	3560253	2216349
Directors' Sitting Fees	472200	210000
Payment to Auditors :		
Audit Fee	200000	200000
Tax Audit Fee	75000	75000
Taxation Matters	25000	25000
Foreign Branch Audit Fee	560468	597699
Cost Audit Fee	-	35000
Out of Pocket Expenses	20000	880468
Packing & Forwarding Exp.	40885745	34186192
Commission & Discount	1636191	2722333
Advertisement & Publicity	7825719	3936048
Loss on sale of fixed assets	1097812	-
Foreign Exchange Diff.-Foreign Operations & Others	1528025	-
Bad Debts	1190180	2586551
Miscellaneous Expenses	41436269	39081909
TOTAL	220882499	195431070

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**23 CONTINGENT LIABILITIES & COMMITMENTS****23.1 CONTINGENT LIABILITIES**

(Amount in `)

PARTICULARS	2014-15	2013-14
i) Disputed Sales Tax-Case	300246	-
ii) Disputed Income Tax (appeals pending)	5054838	5054838
iii) Bank Guarantee	28099854	26739973
iv) Labour Cases	6603269	5934857
v) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land	11000000	-

23.2 Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for, ` 2,80,48,000/- (Previous year ` 4,16,99,647/-)

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

Nominal amounts of derivative contracts entered into by the Company and outstanding as on 31st March 2015 is given below:

(Amount in `)

PARTICULARS	2014-15	2013-14
Forward Contract	80416200	24987500

25 Revaluation of all the fixed assets (except Building under construction upto 31.03.1993) was carried out by an approved valuer as on 31st March, 1993, which resulted in an increase in the Gross Value of assets over original cost by ` 2,50,17,478/-. The net increase in the value, resulting from the revaluation amounting to ` 2,50,17,478/- has been credited to Revaluation Reserve, created during the year ended 31.03.1993. Of this Revaluation reserve, a sum of ` 2,41,27,512/- has been adjusted on account of depreciation/sale of revalued assets till 31st March, 2015.

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

27 Term Deposits with Bank of India, Janpath Branch amounting to ` 51,57,978.54 (Prev. year ` 39,96,874.16) and Term Deposit with Indusind Bank, Barakhamba Road Branch amounting to ` 15,21,138/- (Prve. Year Rs Nil) are pledged with Bank of India as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

28 Related Party Disclosure**Key Managerial Personnel**

(Amount in `)

Name	Designation	Nature of Transaction-Gross Salary	
		2014-15	2013-2014
Mr. Harish Chandra Gupta	Chairman & Managing Director	9823834	8260985
Mr. Anurag Gupta	Dy. Managing Director	6038951	5059070
Mr. Arvind Veer Gupta	Wholetime Director	5947355	4884496
Mr. Ashwani Kumar Verma	Company Secretary	1393867	1227646

Relatives of Key Managerial Personnel**Mr. H. C. Gupta HUF**

Mr. H. C. Gupta, Chairman & Managing Director of the Company is the Karta of H. C. Gupta HUF and the Company had taken on lease for Camp Office from H. C. Gupta HUF and paid ` 48,00,000/- towards rent (Prev year ` 12,00,000/- towards rent & ` 12,00,000 for Security Deposit).

Mr. N. K Gupta HUF

Mr. Anurag Gupta, Dy. Managing Director of the Company is the karta of N. K. Gupta HUF and the Company has taken on lease a residential accommodation from N. K. Gupta HUF and paid ` 3,54,000/- towards rent during the year (Prev. year ` 14,16,000/-)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Transactions with other related party

Amount (₹)

Particulars	Relationship	Nature of Transactions	2014-2015	2013-2014
1. Revenue from Operation				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Sales	82333	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Sales	6056753	-
Ecochem Pumps (Pty)Ltd	Associate	Sales	11020505	-
2. Other Income				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Interest Income	71014	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Interest Income	44471	-
3 Loans & Advances				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Loans	4251619	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Loans	3355943	-
4. Purchase of Investments				
Roto Pumpen GmbH	Wholly Owned Subsidiary	Purchase Investments	911250	-
Roto Pumps North America Inc	Wholly Owned Subsidiary	Purchase Investments	4672500	-
Roto Overseas Pte.Ltd	Joint Venture	Purchase Investments	23424000	-

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

(Amount in ₹)

PARTICULARS	Year 2014-2015	Year 2013-2014
Salary	15060000	13630500
Other Perquisites	6750140	4574051
	21810140	18204551

30 Income /(Loss) on difference in exchange rates on account of foreign currency transactions relating to Export Sales amounting to ₹ (2,65,326/-) (Previous Year - ₹ 2,57,291/-) has been grouped with Export Sale.

31 Excise duty payable on finished goods/Scrap Stock lying in stock at factory amounting to ₹ 8,21,637/- (Prev. year ₹ 6,31,154/-) has been included in the value of the closing stock after creating suitable provision for liability.

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

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

34 Deferred Tax

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

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

(Amount in ₹)

Particulars	Deferred Tax Asset/ (Liability) as on 31.03.2014	Current Year Credit/(Charge)	Deferred Tax Asset/ (Liability) as on 31.03.2015
Difference in carrying amount of fixed assets in financial statements and income tax return	(6850530)	(8166699)	(15017229)
Provision for Gratuity	1067412	(155790)	911622
Provision for Leave encashment	1561183	753257	2314440
Others	6468	(3583433)	(3576965)
Total	(4215467)	(11152665)	(15368132)

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Note: The Company has recognised the Deferred Tax Charge of ₹ 1,11,52,665/- (Previous year Deferred Tax Charge of ₹ 23,54,010/-) during the year and debited to Profit & Loss Account.

35 EARNING PER SHARE

(Amount in ₹)

PARTICULARS	2014-15	2013-14
Net profit after taxes for the year	54134299	95858660
Number of Equity Shares	15453805	3090761
Basic and Diluted Earning per Shares	3.50	31.01
Face Value per Share	2	10

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

Name of Enterprises	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit or Loss	
	As % of consolidated net assets	Amount (₹)	As % of consolidated profit or loss	Amount (₹)
Parent				
Roto Pumps Limited	101.59%	526805995	136.98%	74151080
Subsidiaries-Foreign				
Roto Pumpen GmbH	-0.76%	(3919935)	-9.59%	(5192822)
Roto Pumps Americas Inc.	-0.20%	(1053017)	-10.58%	(5725517)
Associates-Foreign				
Ecochem Pumps (PTY) Ltd	5.80%	30063067	-9.31%	(5041048)
Joint Venture-Foreign				
Roto Overseas Pte.Ltd	7.15%	37068293	-1.30%	(704552)
Minority Interest in Joint Venture	2.71%	14067024	0.52%	281821
Total Eliminations	-16.29%	(84488801)	-6.71%	(3634663)
Total	100.00%	518542626	100.00%	54134299

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

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

(Amount in ₹)

PARTICULARS	2014-15	2013-14
Employer's Contribution to Provident fund	4820457	4472103
Employer's Contribution to Superannuation/NIC at foreign branches	5992615	5600338

DEFINED BENEFIT PLAN

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

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

In respect of Employees in India

Particulars	Gratuity Funded		Leave encashment	
	2014-15 Amount (₹)	2013-14 Amount (₹)	2014-15 Amount (₹)	2013-14 Amount (₹)
The principle assumptions used in actuarial valuation				
- Discount rate	9.32%	9.32%	7.99%	9.32%
- Expected rate on return of assets (per annum)	9.32%	9.32%	N.A	N.A
- Expected rate of future salary increase	5.75%	5.75%	5.75%	5.75%
Change in Present value of Obligation				
- Present value of obligation as at the beginning of the year	13986773	13355146	3846440	3021790
- Interest Costs	1303567	1101800	358488	249299
- Current Service Cost	1145991	1821913	511391	631596
- Past Service Cost(vested benefit)				
- Benefits Paid	(591216)	(273577)	(798098)	(867081)
- Actuarial (Gain) / Loss on obligations	1413565	(2018509)	1521764	810836
- Present value of obligation as at end of the year	17258680	13986773	5439985	3846440
Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	11504686	9248320	-	-
Expected Return on Plan Assets	1072237	804604	-	-
Contributions	2700000	1732000	-	-
Benefit Paid	(591216)	(273577)	-	-
Actuarial Gain/(Loss) on Plan Assets	(109058)	(6661)	-	-
Fair Value of Plan Assets at the end of the period	14576649	11504686	-	-
Actual Return on Plan Assets	(1522623)	2011848	-	-
Liability Recognised in balance Sheet				
- Present value of obligation as at end of the year	(17258680)	13986773	(5439985)	3846440
- Fair value of plan assets as at the end of the year	14576649	11504686	-	-
- Unfunded status	(2682031)	2482087	(5439985)	3846440
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet	(2682031)	2482087	(5439985)	3846440
Expenses recognised in Profit and Loss Account				
- Current Service Cost	1145991	1821913	511391	631596
- Interest Costs	231330	1101800	358488	249298
- Expected Return on Plan assets	0	(804604)		
- Past Service Cost (vested benefit) Recognised	0	-		
- Net Actuarial (Gain)/Loss recognised during the year	1522623	(2011848)	1521764	810836
Total Expenses recognised in Profit and Loss a/c	2899944	107261	2391643	1691730

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

Particulars	Gratuity Funded		Leave encashment	
	2014-15 Amount (₹)	2013-14 Amount (₹)	2014-15 Amount (₹)	2013-14 Amount (₹)
In respect of employees at Foreign branches				
Change in Present value of Obligation	-	-		
- Present value of obligation as at beginning of the year	-	-	1404911	5246949
- Interest Costs	-	-	96855	484663
- Current Service Cost	-	-	676388	642909
- Past Service Cost(vested benefit)	-	-		
- Benefits Paid	-	-	(611802)	(559969)
- Actuarial (Gain) / Loss on obligations	-	-	(197159)	(4409641)
- Present value of obligation as at end of the year			1369193	1404911
Change in fair value of Plan Assets	-	-	-	-
Fair Value of Plan Assets at the beginning of the period	-	-	-	-
Expected Return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial Gain/(Loss) on Plan Assets	-	-	-	-
Fair Value of Plan Assets at the end of the period	-	-	-	-
Actual Return on Plan Assets				
Liability Recognised in balance Sheet	-	-		
- Present value of obligation as at beginning of the year	-	-	1369193	1404911
- Fair value of plan assets as at the end of the year	-	-	-	-
- Unfunded status	-	-	1369193	1404911
- Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net (Assets)/ Liability recognised in Balance Sheet			1369193	1404911
Expenses recognised in Profit and Loss Account	-	-		
- Current Service Cost	-	-	676388	642909
- Interest Costs	-	-	96855	484663
- Expected Return on Plan assets	-	-	-	-
- Past Service Cost(vested benefit) Recognised	-	-	-	-
- Net Actuarial (Gain)/ Loss recognised during the year	-	-	(4186)	(4270027)
Total Expenses recognised in Profit and Loss a/c			769057	(3142455)

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

39 Figures have been rounded off to the nearest rupee.

As per our Report of even date.

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

For and on behalf of the Board

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

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

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

Place : Noida
Date : 30th May, 2015

(PRADEEP JAIN)
(DGM-Finance & Accounts)

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

Notes



ROTO PUMPS LTD.

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

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

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

CIN No.: L28991UP1975PLC004152

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2015 at 11.30 a.m. at the Registered Office of the Company at Roto House, Noida Special Economic Zone Noida - 201 305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

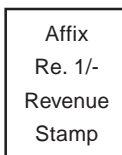
Ordinary Business

1. To receive, consider and adopt:
 - a. the audited financial statements of the Company for the financial year ended 31st March, 2015 together with the Reports of Auditors and Directors thereon
 - b. the consolidated audited financial statements of the Company for the financial year ended 31st March, 2015
2. To declare dividend on equity shares
3. To appoint a director in place of Mr. Arvind Veer Gupta (DIN: 00334233), who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment.
4. To re-appoint M/s A. Kay Mehra & Co., Chartered Accountants as Auditors and fixing their remuneration

Special Business

5. To appoint Branch Auditors
6. Re-appointment of Mr. Harish Chandra Gupta, Chairman & Managing Director
7. Re-appointment of Mr. Anurag Gupta, Dy Managing Director
8. Re-appointment of Mr. Arvind Veer Gupta, Wholetime Director

Signed thisday of.....2015



Signature of shareholder

Signature of proxy holder(s)

Note:

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

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



Performance expectations
are getting
heavier



Roto Progressive Cavity Pumps

UP TO

3X LIFE



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pumps™

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ROTO PUMPS LTD.

(CIN No.: L28991UP1975PLC004152)

Roto House

Noida Special Economic Zone

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