

RPL/BSE/CORP
September 04, 2019

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring
Rotunda Building, P J Towers,
Dalal Street, Fort
MUMBAI – 400 001

Dear Sirs,

Sub: **Notice of AGM and Annual Report under Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015**

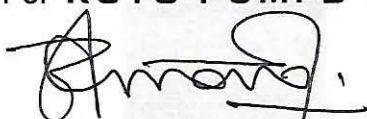
Ref.: **Scrip no. 517500**

In terms of the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of Notice of 44th Annual General Meeting to be held on Saturday, the 28th September, 2019 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida – 201 305, Uttar Pradesh and Annual Report for the financial year ended 31st March, 2019.

This is for your information and record please.

Thanking You,

Yours faithfully,
For **ROTO PUMPS LTD.**



ASHWANI K. VERMA
COMPANY SECRETARY



Encl.: A/q

ROTO PUMPS LTD.

Regd. Off. & Global Headquarters: 13, Roto House, Noida Special Economic Zone, Noida-201305, Uttar Pradesh, India

T: +91 120 2567902-5 **F:** +91 120 2567911 **✉:** contact@rotopumps.com

CIN - L28991UP1975PLC004152 **🌐:** www.rotopumps.com



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: L28991UP1975PLC004152

NOTICE OF ANNUAL GENERAL MEETING

To

The Member(s)

Roto Pumps Limited

Notice is hereby given that the Forty Fourth Annual General Meeting of the Members of ROTO PUMPS LIMITED will be held on Saturday, the 28th September, 2019 at 11.30 A.M. at the Registered Office of the Company at 'Roto House', Noida Special Economic Zone, Noida – 201305 Uttar Pradesh to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a director in place of Mrs. Asha Gupta (DIN: 00334345), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Branch Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules made thereunder, the Board of Directors of the Company be and is hereby authorized to appoint the Branch Auditors of Warehouse & Marketing Branch Offices in Australia and United Kingdom and the Overseas Branches which may be opened / acquired hereafter, for the financial year ending on 31st March, 2020 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."

5. Ratification of the remuneration of Cost Auditor

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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, a remuneration of ₹ 1,00,000/- plus applicable Goods and Services Tax thereon payable to M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No.00239), appointed by the Board of Directors of the Company as the Cost Auditor to conduct audit of cost accounts and records of the Company for the financial year ending 31st March, 2020 be and is hereby ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above said resolution."

6. Appointment of Mr. Akhil Joshi as Non-Executive Independent Director

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 provision of Sections 149 and 152 and other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, Mr. Akhil Joshi (DIN: 06604954), who was appointed as an Additional Independent Director pursuant to the provision of Section 161(1) of the Companies Act, 2013 and article 92 of the Articles of Association of the Company, be and is hereby appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from the 9th August, 2019."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all 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 Dr. Ramesh Chandra Vaish as Non-Executive Independent 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 provision of Sections 149 and 152 and other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, Dr. Ramesh Chandra Vaish (DIN: 01068196) be and is hereby re-appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all 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. Anand Bordia as Non-Executive Independent 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 provision of Sections 149 and 152 and other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, Mr. Anand Bordia (DIN: 00679165) be and is hereby re-appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all 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.”

9. Re-appointment of Mrs. Annapurna Dixit as Non-Executive Independent 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 provision of Sections 149 and 152 and other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, Mrs. Annapurna Dixit (DIN: 06844250) be and is hereby re-appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years.”

Registered Office:

Roto House, Noida Special Economic Zone,
Noida – 201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated:09.08.2019

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all 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.”

10. Re-appointment of Mr. Basant Seth as Non-Executive Independent 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 provision of Sections 149 and 152 and other applicable provisions, if any, of read with Schedule IV to the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015, Mr. Basant Seth (DIN: 02798529) be and is hereby re-appointed as an Non- Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a period of five consecutive years.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all 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

Ashwani K. Verma
Company Secretary
M. No.:F9296

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL THEREAT INSTEAD OF HIMSELF / HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person /shareholder.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses at Items no. 4 to 10 to be transacted at the Meeting is annexed hereto.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 21st September, 2019 to Saturday, the 28th September, 2019 (both days inclusive).
5. Relevant documents referred in the notice of the Annual General Meeting are open for inspection by the members at the registered

office of the Company on all working days during business hours upto the date of Annual General Meeting.

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 submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RCMC Share Registry Private Ltd, RTA of the Company.
9. Location Map of the Annual General Meeting Venue is given on reverse side of the attendance slip. Annual Report for 2018-19 is being sent separately.
10. Additional information on the director being appointed/re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - a) Re-appointment of Mrs. Asha Gupta
Mrs. Asha Gupta (DIN: 00334345) is retiring by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Mrs. Asha Gupta, aged about 71 years is a post graduate. She has been associated with the Company as a Director from time to time. She has been actively participating

in the Company as a Director. Mrs. Asha Gupta has a long experience in business management and also business of the company.

Mrs. Asha Gupta is mother of Mr. Anurag Gupta, Jt. Managing Director of the Company and sister-in-law of Mr. Harish Chandra Gupta, Chairman & Managing Director of the Company

Mrs. Asha Gupta did not hold directorship in any other Company. She held 2,499,665 equity shares in the Company.

- b) Regarding appointment and re-appointments of other Independent Directors, the required information has been given hereinafter in the relevant explanatory statement.

11. Instructions for E-Voting

- i) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") is being provided through National Securities Depository Limited (NSDL).
- ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii) The members who have casted their vote by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- iv) The remote e-voting period commences on Tuesday the 24th September, 2019 at 9:00 am and ends on Friday the 27th September, 2019 at 5:00 pm. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date being Saturday, the 21st September, 2019, 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:
The way to vote electronically on NSDL e-Voting system consists of "**Two Steps**" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

- (1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile.
 - (2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - (3) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- (4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Form	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 0001*** and EVEN is 101456 then user ID is 1014560001***

- (5) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a remote e-voting.pdf file. Open the remote e-voting.pdf file. The password to open the remote e-voting.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- (6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- (7) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (8) Now, you will have to click on "Login" button.
- (9) After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- (1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- (2) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- (3) Select "EVEN" of Roto Pumps Limited.
- (4) Now you are ready for e-Voting as the Voting page opens.
- (5) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- (6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members:

- (1) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dayalmaur@gmail.com with a copy marked to evoting@nsdl.co.in.
- (2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- (3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- (4) 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).
- (5) 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 i.e. 21st September, 2019.
- (6) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to RTA at info@rcmcdelhi.com
- (7) 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.
- (8) 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 i.e. 21st September, 2019, shall only be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (9) Mr. Barinder Singh Maur, Practicing Company Secretary (PCS No. 7041) Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the scrutinizer and

Mr. Shailesh Dayal, Practicing Company Secretary (PCS No. 7142), Partner in M/s. Dayal & Maur, Company Secretaries, New Delhi has been appointed as the alternate Scrutinizer of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- (10) 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.
- (11) The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later forty eight hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favor 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.
- (12) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rotopumps.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai.

EXPLANATORY STATEMENT

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

Item no. 4: Appointment of Branch Auditors

The Company has its Warehouse and Marketing Branch Offices in Australia and United Kingdom and may open/acquire new branches outside India in the future. It would be necessary to appoint Branch auditors to carry out audit of the accounts of such Warehouse and Marketing Branch Offices and Branches. The members are requested to authorize the Board of Directors of the Company to appoint the Branch Auditors in consultation with the Company's Auditors and fix their remuneration for the financial year ending 31st March, 2020. The Board recommends the Ordinary Resolution at Item no 4 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. 5: Ratification of the remuneration of Cost Auditor

In terms of the provisions of Section 148 of the Companies Act, 2013 read with rule 4 of the Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor to conduct audit of the cost accounts and records of the Company for the financial year ending 31st March, 2020. The Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed M/s Chandra Wadhwa & Co., Cost Accountants, as Cost Auditor of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2020 and also approved payment of remuneration to them.

In terms of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor as approved by the Board of Directors of the Company is required to be ratified by the members of the Company. Accordingly, ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2020 by the Members of the Company is sought by way of Ordinary Resolution placed at item no. 5. The Board recommends the Ordinary Resolution 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: Appointment of Mr. Akhil Joshi as Non-Executive Independent Director

Based on the recommendation of the Nomination and remuneration

Committee at its meeting held on 9th August, 2019, the Board of Directors of the Company has appointed Mr. Akhil Joshi (DIN: 06604954) as an Additional Director (Non-executive Independent Director) of the Company, pursuant to the provision of Section 149, 161(1) of the Act and article 92 of the Article of Association of the Company. The Company has also received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Akhil Joshi for the office of Independent Director of the Company.

Mr. Akhil Joshi (DIN: 06604954), aged 60 years, superannuated as Director (Power) from Bharat Heavy Electrical Limited (BHEL). He is a Mechanical Engineer and earned his degree of Mechanical Engineering from Delhi College of Engineering in 1979.

Mr. Akhil Joshi has almost four decades of rich experience in Power Sector, International Operations Division and Corporate Technology Management. During his tenure at the International Operations Division of BHEL, he played a key role in the strategic growth of the company's overseas business in highly competitive markets such as the Middle East, South East Asia, the CIS region, the Mediterranean and Europe. He successfully pioneered BHEL's maiden entry into a range of overseas markets including, among others, Iraq, Vietnam, Belarus, Bangladesh, Cyprus and Egypt. He played a pivotal role in negotiating and securing key EPC contracts for power projects in Iraq under the Oil-for-Food program and securing approvals from the Sanctions Committee of the United Nations.

In his stint at the Corporate Technology Management group, he was responsible for overseeing company-wide technology acquisition and assimilation from world leaders, forging strategic alliances including formation & operation of joint ventures as well as Mergers & Acquisitions (M&A). He successfully implemented strategies to acquire state-of-the-art technologies from world leaders (OEMs) such as General Electric, Siemens, Alstom; Mitsubishi Heavy Industries etc. to enable the company maintain its market leadership.

Mr. Akhil Joshi neither a director in any other Company nor hold any shares in the Company.

Mr. Akhil Joshi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. In the opinion of the Board Mr. Akhil Joshi fulfills the conditions for his appointment as an Independent Director as specified in the Act.

None of the Directors and Key Managerial personal of the Company or their relatives, except Mr. Akhil Joshi himself, are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item no. 6 of the Notice for the approval of members.

Item no. 7: Re-appointment of Dr. Ramesh Chandra Vaish as Non-Executive Independent Director

In terms of the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Ramesh Chandra Vaish was appointed as an Independent Director of the Company for a period of five years at the 39th Annual General Meeting held on 29th September, 2014.

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors has recommended the re-appointment of Dr. Ramesh Chandra Vaish as an Independent Director for a further period of five years. The Company has also received a notice from a member under Section 160 of the Act proposing the candidature of Dr. Ramesh Chandra Vaish for the office of Independent Director of the Company.

Dr. Ramesh Chandra Vaish, aged about 78 years holds a degree in M.A., M.Com, LLB, Ph.D. in Economics from University of Florida USA and is a Fellow Member of the Institute of Chartered Accountants of India, is on the Board of the Company since 28th January, 2010.

Dr. Vaish is an eminent practicing Chartered Accountant having over 46 years of rich and varied experience with specialization in International taxation and finance, tax planning and off-shore

investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi. Dr. Vaish has been a Senior Counsel, Tax and Business Advisory Services at Price Waterhouse Coopers, New Delhi, besides being a member of the Company Law Advisory Committee, Regional Tax Advisory Committee and various fiscal committees of FICCI and ASSOCHAM.

Dr. Vaish is Director on the Board of Omax Auto Limited, Bharat Consultant Private Limited, Express Newspaper Private Limited, Human Energy Research Center and Roto Pumps (Africa) Pty Ltd and member of Governing Body of Shri Ram Scientific & Industrial Research Foundation. He is member of the Audit committee and Nomination & Remuneration Committee of the Board of Omax Auto Limited. He did not hold any shares in the Company. During the last financial year, Dr. Vaish attended all four Board meeting of the Company.

Dr. Ramesh Chandra Vaish is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In the opinion of the Board, Dr. Vaish fulfils the conditions for the appointment as Independent Director as specified in the Act.

In terms of provisions of Section 149 (10) of the Companies Act, 2013 and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, necessary Special Resolution is placed at item no. 7 of the Notice to seek approval of the Members of the Company to the re-appointment of Dr. Vaish for a further period of five years.

None of the Directors and Key Managerial Personal of the Company or their relatives, except Dr. Ramesh Chandra Vaish is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item no. 7 of the Notice for the approval of members.

Item no. 8: Re-appointment of Mr. Anand Bordia as Non-Executive Independent Director

In terms of the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Anand Bordia was appointed as an Independent Director of the Company for a period of five years at the 39th Annual General Meeting held on 29th September, 2014

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors has recommended the re-appointment of Mr. Anand Bordia as an Independent Director for a further period of five years. The Company has also received a notice from a member under Section 160 of the Act proposing the candidature of Mr. Anand Bordia for the office of Independent Director of the Company.

Mr. Anand Bordia, aged 75 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 38 years of professional experience, most of which have been at a senior level in the Government of India and International Organizations, is on the Board of the Company since 28th January, 2010.

Mr. Bordia has worked in Ministry of Finance and Ministry of Social Justice & 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.

Mr. Bordia is a Director on the Board of Birla Corporation Limited and a member of Audit Committee and Nomination & Remuneration Committee of the Board of Birla Corporation Limited. He did not hold any shares in the Company. During the last financial year, four meetings of the Board were held, out of which Mr. Anand Bordia attended three board meeting.

Mr. Anand Bordia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act

as Director. In the opinion of the Board, Mr. Anand Bordia fulfils the conditions for the appointment as Independent Director as specified in the Act.

In terms of provisions of Section 149 (10) of the Companies Act, 2013 and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, necessary Special Resolution is placed at item no. 8 of the Notice to seek approval of the Members of the Company to the re-appointment of Mr. Bordia for a further period of five years.

None of the Directors and Key Managerial Personal of the Company or their relatives, except Mr. Anand Bordia is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item no. 8 of the Notice for the approval of members.

Item no. 9: Re-appointment of Mrs. Annapurna Dixit as Non-Executive Independent Director

In terms of the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Annapurna Dixit was appointed as an Independent Director of the Company for a period of five years at the 39th Annual General Meeting held on 29th September, 2014

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors has recommended the re-appointment of Mrs. Annapurna Dixit as an Independent Director for a further period of five years. The Company has also received a notice from a member under Section 160 of the Act proposing the candidature of Mrs. Annapurna Dixit for the office of Independent Director of the Company.

Mrs. Annapurna Dixit, aged about 71 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons), Masters and M. Phil in Education, is on the Board of the Company since 14th February, 2014.

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.

Mrs. Annapurna Dixit is a director on the Board of Bhartiya International Ltd. He did not hold any shares in the Company. During the last financial year, four meetings of the Board were held, out of which Mrs. Annapurna Dixit attended three board meeting.

Mrs. Annapurna Dixit is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. In the opinion of the Board, Mrs. Annapurna Dixit fulfils the conditions for the appointment as Independent Director as specified in the Act.

In terms of provisions of Section 149 (10) of the Companies Act, 2013 and Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, to continue to hold office of Director on attaining the age of 75 years, necessary Special Resolution is placed at item no. 9 of the Notice to seek approval of the Members of the Company to the re-appointment of Mrs. Dixit for a further period of five years.

None of the Directors and Key Managerial Personal of the Company or their relatives, except Mrs. Annapurna Dixit is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board recommends the Special Resolution set out at Item no. 9 of the Notice for the approval of members.

Item no. 10 Re-appointment of Mr. Basant Seth as Non-Executive Independent Director

Mr. Basant Seth was appointed as an Independent Director in the casual vacancy caused due to the resignation of Mr. Vijay Kumar from the directorship of the Company w. e. f. 9th February, 2017. His tenure is liable to be expired on ensuing Annual General Meeting.

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors has recommended the re-appointment of Mr. Basant Seth as an Independent Director for a further period of five years. The Company has also received a notice from a member under Section 160 of the Act proposing the candidature of Mr. Basant Seth for the office of Independent Director of the Company.

Mr. Seth aged 67 years, is a Science graduate from Banaras Hindu University, a qualified Chartered Accountant and also has Post Graduate Diploma in Bank Management from National Institute of Bank Management, Pune, is on the Board of the Company since 12th May, 2017.

Mr. Seth has recently retired as Central Information Commissioner after successfully completing his tenure of five years. Before joining the Central Information Commission, he was a banker. He has served Bank of India for a very long period and later SIDBI. He has also served the Syndicate Bank as its Chairman and Managing Director.

Mr. Seth has extensive Board level experience having served as Bank of India's nominee on the Board of Indo-Zambian Bank, Zambia and Commonwealth Finance Corporation Ltd Hong Kong besides holding the post of Whole Time Director in SIDBI and CMD of Syndicate Bank. He has long experience and expertise in Bank Management, Corporate Governance, Financial & Administrative matters.

Mr. Basant Seth a director on the Board of Multi Commodity Exchange of India Limited, State Bank of India and AccountScore India Pvt Ltd. He is also a member of the Audit committee and Risk Management Committee of the Board of Multi Commodity Exchange of India Limited and Audit Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee of the Board of State Bank of India. During the last financial year, Mr. Basant Seth attended all four Board meeting of the Company.

Mr. Basant Seth is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. In the opinion of the Board, Mr. Basant Seth fulfils the conditions for the appointment as Independent Director as specified in the Act.

In terms of provisions of Section 149 (10) of the Companies Act, 2013, necessary Special Resolution is placed at item no. 10 of the Notice to seek approval of the Members of the Company to the re-appointment of Mr. Seth for a further period of five years.

None of the Directors and Key Managerial Personal of the Company or their relatives, except Mr. Basant Seth is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item no. 10 of the Notice for the approval of members.

Registered Office:

Roto House, Noida Special
Economic Zone, Noida – 201305
CIN: L28991UP1975PLC004152
E-mail: corp@rotopumps.com
Website: www.rotopumps.com
Dated: 09.08.2019

By Order of the Board

Ashwani K. Verma
Company Secretary
M. No.:F9296



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: 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 44th Annual General Meeting of the Company, to be held on Saturday, the 28th September, 2019 at 11.30 A.M. at the Registered Office of the Company at Roto House, Noida Special Economic Zone, Noida - 201305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business

1. To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a director in place of Mrs. Asha Gupta (DIN: 00334345), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

Special Business

4. To seek authority to appoint Branch Auditors.
5. Ratification of remuneration of Cost Auditor.
6. Appointment of Mr. Akhil Joshi as Non-Executive Independent Director.
7. Re-appointment of Dr. Ramesh Chandra Vaish as Non-Executive Independent Director
8. Re-appointment of Mr. Anand Bordia as Non-Executive Independent Director
9. Appointment of Mrs. Annapurna Dixit as Non-Executive Independent Director
10. Re-appointment of Mr. Basant Seth as Non-Executive Independent Director

Affix
₹1/-
Revenue
Stamp

Signed thisday of September, 2019

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

.....
Signature of shareholder

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.



ROTO PUMPS LTD.

CIN: L28991UP1975PLC004152

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

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

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

ATTENDANCE SLIP

44TH ANNUAL GENERAL MEETING SATURDAY, THE 28TH SEPTEMBER, 2019

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

I/we hereby record my/our presence at the 44th Annual General Meeting of the Company held at its Registered Office at **Roto House, Noida Special Economic Zone, Noida - 201 305 (U.P.)** on Saturday, the 28th day of September, 2019 at 11.30 A.M.

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

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

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

*Applicable for investor holding shares in electronic form.

The Electronic Voting Particulars are as follows:

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

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

Commencement of e-voting	September 24, 2019 (9.00 a.m. IST)
End of e-voting	September 27, 2019 (5.00 p.m. IST)

Please read the instructions given at note no 11 to the Notice of the 44th Annual General Meeting carefully before exercising the vote electronically.

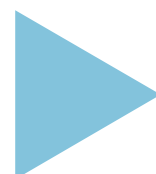
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PROGRESS

POWERED BY INNOVATION

ANNUAL REPORT
2018-2019

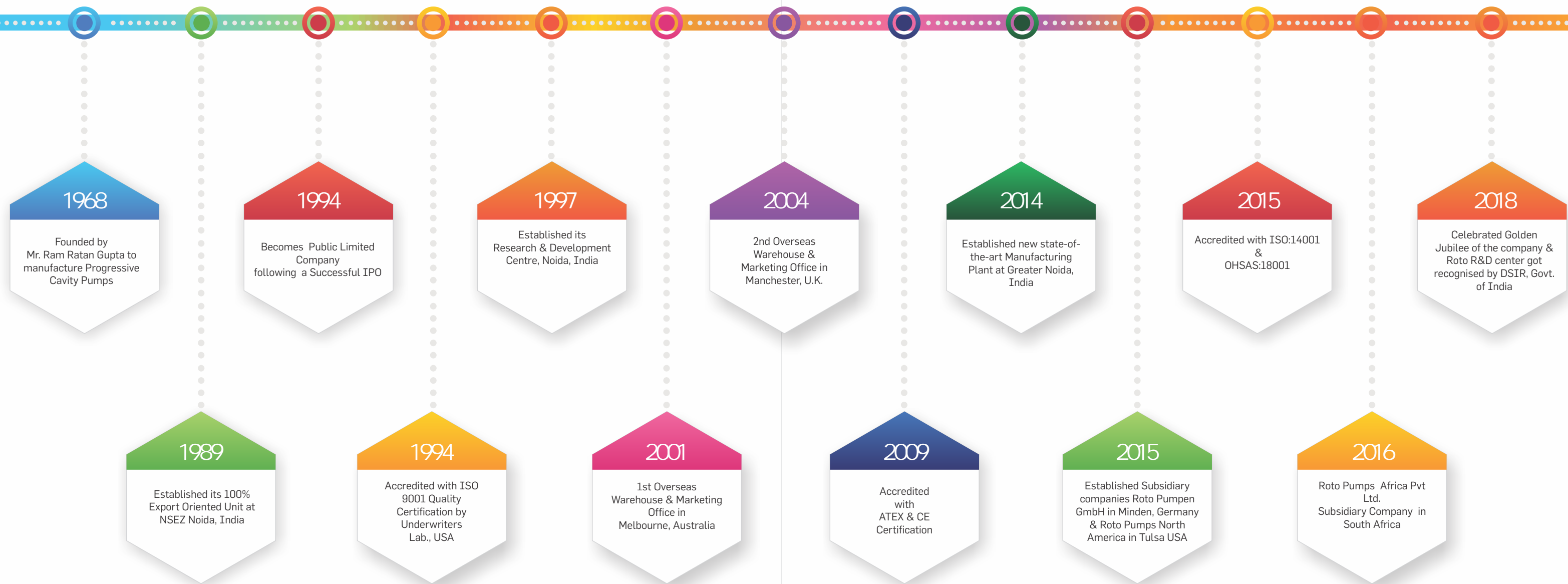




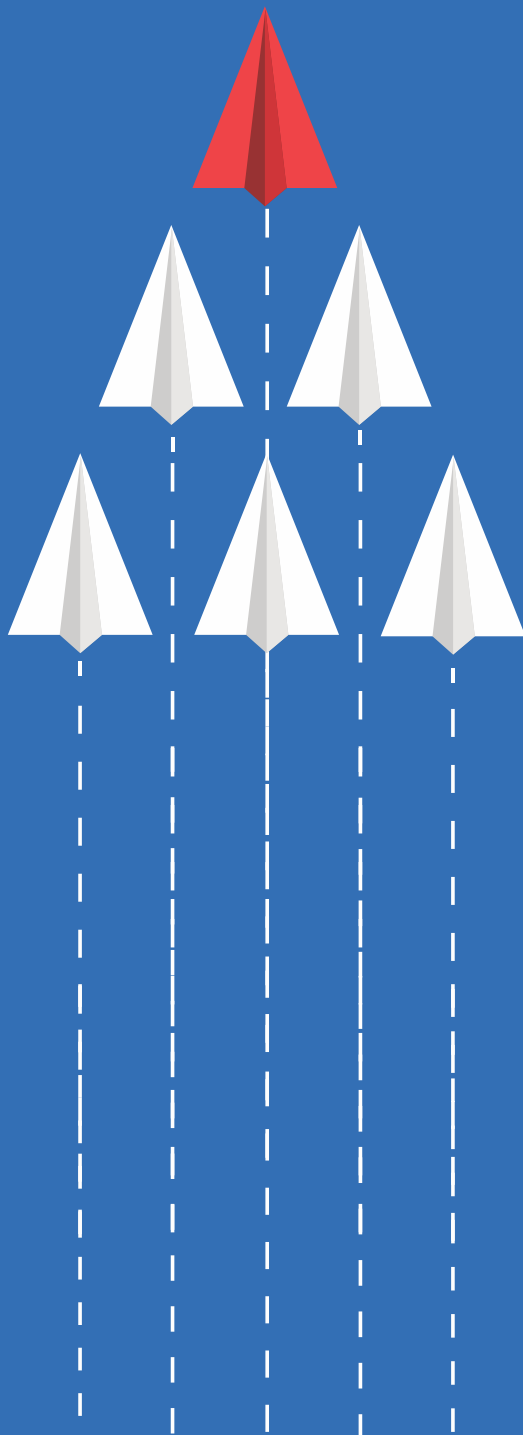
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GROWTH STORY CONTINUES



“A legacy is etched into the minds of others and the stories they share about you.”



Our Vision_____

Our vision is to be a leading fluid engineering solution provider globally.

Our Mission_____

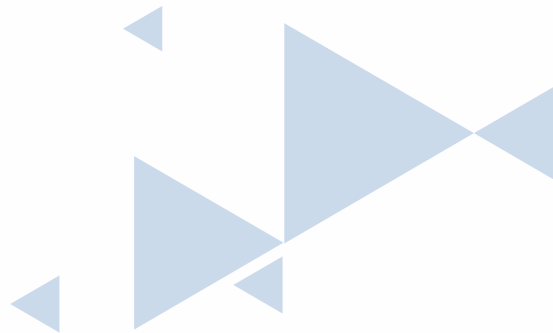
Our mission is to be among the first 5 global Positive displacement pump manufacturer by year 2030.

Our Philosophy_____

Our philosophy is an undeterred belief in our people and their ability to rise and achieve the goal they set for their organizational growth.



POWER TO EMPOWER



As a Socially responsible and progressive corporate entity; Roto makes conscious efforts to contribute towards environmental sustenance. This includes judicious utilization of resources, mitigating production of substances that degrade environment and most importantly contribute in development of environment that is conducive for empowerment of communities around us.

At Roto, we believe that social responsibilities are an integral part of operations and that is why our state of the art principal manufacturing plant in Greater Noida is designed to be a zero discharge

unit to prevent water and land pollution. Our facility is also equipped with a rooftop solar power plant that produces almost 15% of energy consumed by us, thereby reducing our carbon footprint. In the current year, we aim to increase it to 30%.

In the memory of our Founder, Shri Ram Ratan Gupta, we have instituted a scholarship scheme to support higher education of children of our Staff and Workers. As part of our CSR initiatives, we have facilitated the renovation of a Govt. Junior School in Aghapur, Noida, U.P. to provide better infrastructure and





AWARDS & CERTIFICATION

"Winning becomes a habit
where delivering excellence is an everyday practice"



Achievements

SME Business Excellence Award by Dun & Brad Street

Best Global Business 2018

Best SME in Global Outreach 2013

Best Medium Enterprise – Engineering Goods 2013

EEPC (NR) Export Excellence Award 2019



CERTIFICATES

ISO 9001, 14001 & 18001
CE & ATEX certified products

- + Roto Pumps is certified for ISO 9001, ISO 14001, OHSAS 18001, CE & ATEX
- + In-house R&D facility recognized by DSIR, Govt. of India
- + State-of-the-art SCADA based testing facility with flow capacity 1000 m³/hour
- + Expertise in metal component-rotor and rubber component-stator





EXCELLENCE **EXEMPLIFIED,** SOLUTIONS **DELIVERED**

At Roto Pumps, we stand committed to provide highest quality of reliable pumping solutions to our customers. We do so by being at the forefront of technological advancements. By devising and periodically reviewing operational practices that ensure optimum performance and also by establishing multiple check points at every stage of manufacturing to ensure that each pump delivered by Roto Pumps confers to highest standards of quality.

Evolution of Roto Pumps is centered on exceeding expectations and enhancing customer

satisfaction and to do so we have nurtured our inherent inventiveness. What makes us different is not just the foresight to acquire sophisticated and cutting edge machine tools, technologies and software but also the wisdom to nurture teams of world class researchers, scientists, designers, developers and engineers. Cutting edge machines and tools, dedicated team of experts and willingness to innovate enables us to experiment and devise not just pumps but comprehensive pumping solutions that

ENSURING **QUALITY,** ENHANCING **PRODUCTIVITY**

At ROTO, we strive to create and constantly improve designs that meet the highest standards of quality. It's important to strengthen our manufacturing process in a way that it translates into the actual customer solution. We are committed to providing the highest standard of quality in our finished products. With its state of the art manufacturing Units based in Greater Noida, Roto Pump is already India's favorite pump and we are growing to be amongst world's top ten pump manufacturers in Positive Displacement category

Our manufacturing plant is equipped with

- Advanced machines i.e. CNCs, HMCs, VMCs & SPMs
- In-house stator manufacturing
- In-house R&D center recognized by DSIR
- SCADA based real time pump testing facility
- In-House Standard Room for Calibration

- In House CMM (Coordinate Measuring Machine) for precise measurement
- PMI machine for Raw Material Testing & Rheo-meter for Fluid Viscosity Analysis
- In-house fabrication unit equipped with DNV Certified welders

Over the years, we've built strong manufacturing capabilities keeping in mind the ultimate goal of customer success. We work on customized solutions rather than just providing products and services. Various certifications for ROTO's manufacturing facilities have enabled us to be a part of some large scale, very critical projects of our clients. **Today, we provide critical client-oriented solutions to a wide range of industries including oil & gas, paper & pulp, constructions, navy and many more. With global recognition, we now aspire to**



EXCELLENCE IN R&D

Research & Development is the core strength of Roto and one of the key differentiator that enables Roto to maintain its leadership position in the market. Early into the business, we invested in the best technologies and state of the art R&D facilities. Today, the R&D facility has a highly knowledgeable, qualified and dedicated manpower, who are using sophisticated designing tools & software to provide new products, technologies and innovative solutions. We are proud to announce that our R&D facility has been recognized by the Department of Scientific & Industrial

MANUFACTURING STRENGTH



PROGRESSIVE CAVITY PUMPS
Up to 500 m³/hour capacity

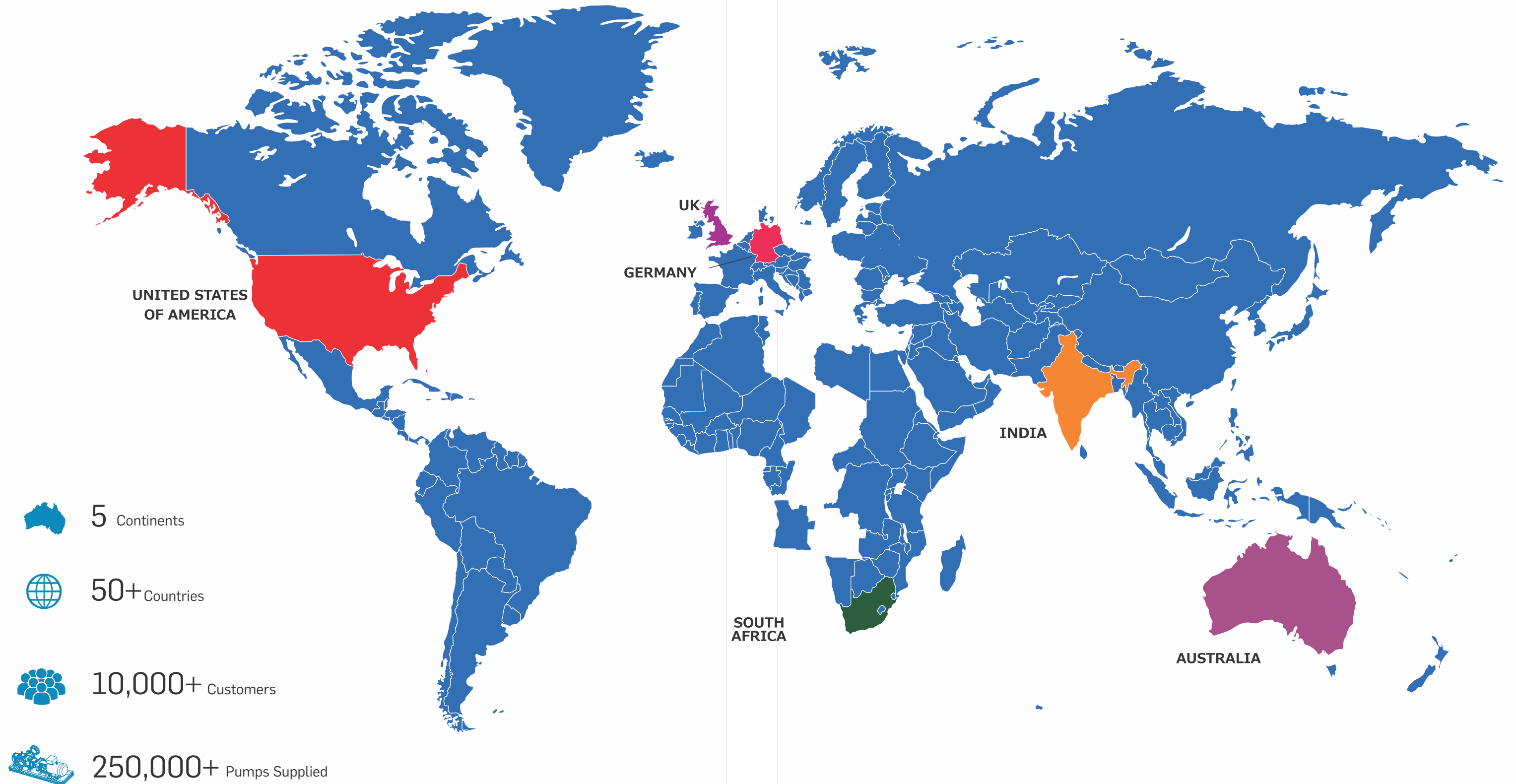
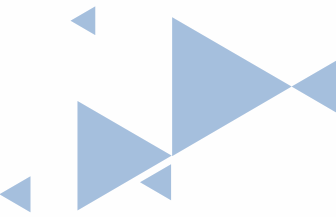


TWIN SCREW PUMPS
Up to 1500 m³/hour capacity





EXPLORING **HORIZONS**, ESTABLISHING **MILESTONES**



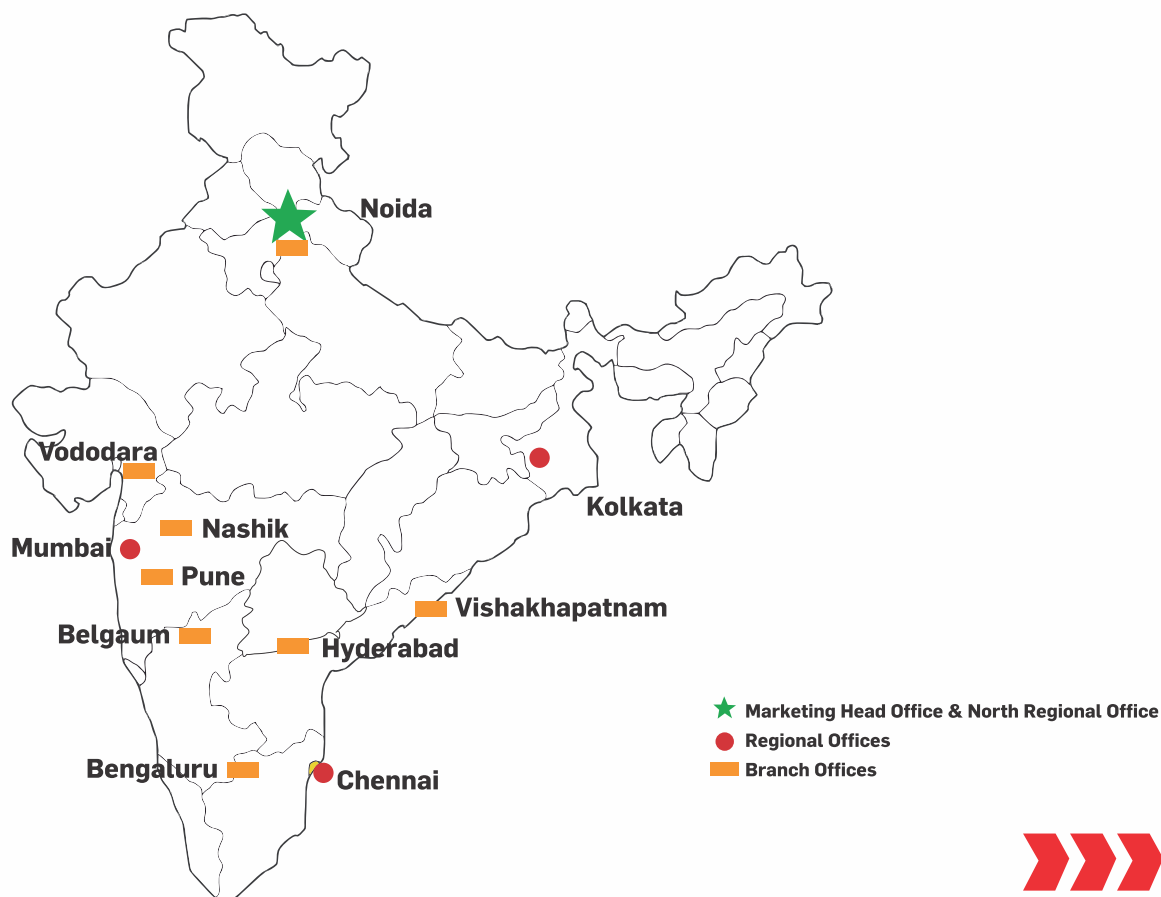


With the highest quality standards and one-of-a-kind production infrastructure, ROTO has built a strong marketing network. Keeping in mind the delivery of customized solutions, we put in our manufacturing excellence and high quality to provide the best to our strong client base. With time and efforts, we've come a long way with a market in India and abroad. 65% of our products are installed in developed and developing countries like US, UK, Australia, Germany, South Africa, The Middle East, South East Asia and among others. Even in India, our client base includes some of the most respected companies

across a wide range of sectors including **Reliance, Cadbury, Nerolac, Vedanta, NTPC, ONGC, EIL, Patanjali, Dabur, HPCL, BPCL, IOCL** etc. to name a few. Our consistent drive to build our brand all these years has helped us to create a unique place in the market and our customers' minds. Ambitious expansion plans are also underway to strengthen network of strategic global partnerships and establishing subsidiaries across continents. Apart from presence across East Asia, Africa, Europe and South America, we will soon be

- Over 65% exports • Overseas Branch Offices
- Overseas Subsidiaries
- Serving US, Europe, South East Asia, Middle East, Far East, Australia, Africa and India
- Head Office, 04 Regional Offices, 07 Branch offices in India

INDIA NETWORK





ROTO PUMPS PRODUCTS

ENGINEERED TO EXCEL

Roto Pumps products offer a vast range of highly engineered customised pumping solutions.

Progressive Cavity Pumps



Roto Progressive cavity pumps are designed for continuous or intermittent transfer duties in innumerable applications for varying viscosities, abrasiveness & even fluids with high solid content. These pumps have single rotating element which helps in delivering uniform,

- **Viscosity: up to 30,00,000cSt**
- **Capacity: up to 500m³/hr or 2200 GPM**
- **Pressure: up to 72bar or 1044 PSI**

Roto Progressive Cavity Pumps are available in Close Coupled & Bare-shaft Configuration.

Twin Screw Pumps

Roto Twin Screw pumps are designed for handling wide variety of clear lubricating/non-lubricating as well as aggressive liquids. Roto TSP's unique double profile of the screw spindles contributes to a higher volumetric efficiency and provides uniform flow with Zero axial thrust. These pumps are self-priming, capable of handling entrapped air/vapour/gas due to positive displacement action and have in-built relief valve designed to bypass up to 100% capacity.

ROTO Twin Screw pumps offer long and trouble-free service life due to absence of metal to metal contact between the pumping elements and it can even run dry for limited period of time. Also,



- **Capacity up to 1500m³/hr or 6600 GPM**
- **Pressure up to 40bar or 580 PSI**
- **Viscosity up to 1,00,000cSt**

These pumps widely confirm to API 676, 3rd edition and are ATEX and CE certified.





OTHER PRODUCTS

Roto Retro Fit Spare parts



Rotor



Stator



Other parts

Roto Pump's ability to design, manufacture and deliver best suitable Retrofit Spare Parts for all the major PCP brands provides us a significant advantage. While our spare parts enables our customers to maximize the operational life of their existing pumps at a fraction of cost and assures minimum disruption in operations, for us it is an opportunity to develop relationships with

Roto Gear Pump

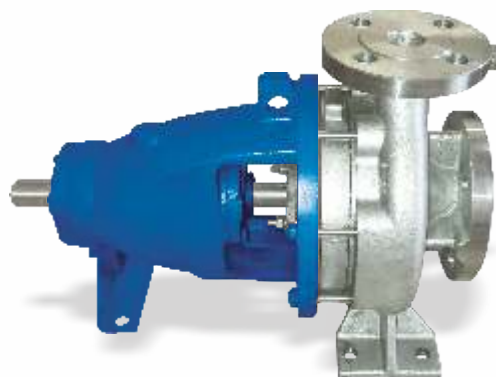


Roto's external gear pump with its innovative design is compact, efficient and ensures longer service life. These pumps are have a simple four piece construction, specially designed to handle thinner to thicker & even corrosive liquids with little or no lubrication. These pumps can be used for versatile applications in various industries like Automobiles, Bio-diesel, Cement, Minerals, Chemicals, Fertilizers, Paper Mills, Pharmaceuticals, Plastics, and Polymers etc. Roto Gear pumps are available in various materials and can also

- Capacity up to 120m³/hr or 530 GPM
- Pressure up to 11 bar or 160 PSI
- Viscosity up to 1,00,000cSt

Centrifugal Pumps

These are especially designed to handle clean water or liquids that have physical & chemical properties similar to clean water. The maximum operating temperature is 105 degree celsius.





MESSAGE TO THE SHAREHOLDER

Dear Shareholder,

The year 2018-19 was a significant year for our Company. The healthy growth in the year is a testimony of the effectiveness of our strategies and above all the passion, energy and extraordinary

commitment of team Roto.

We are on track towards achieving our long-term goals. While we are proud of what we have achieved but are equally aware of the challenges that lie ahead in light of slowing down of economy. On global front economy, is marred by bitter trade war between the two largest economies and uncertainties in European Market on account of Brexit. As per International Monetary Fund reports, growth in economy would decline in 2019 to 3.2% from 3.6% in the year 2018. It is expected to rise to 3.5% in 2020. While growth in advance countries are expected to decline to 1.9% in 2019 from 2.2% in 2018 and further decline to 1.7% in 2020. However, there are positive signs for emerging markets and developing countries, wherein growth is expected to rise to 4.7% in 2020 after a decline to 4.1% in 2019 from 4.5% in 2018. On domestic front, we were expecting that with the formation of a strong and stable Government with its special emphasis on ease of doing business, Make in India initiatives and infrastructure development, the business opportunities would increase. However, currently the economy has slowed down considerably and would need Govt. stimulus to boost economic growth in short-term. Our global outreach and spread of our products across major industries gives us confidence of meeting our goals, despite prevailing economic environment.

We would like to highlight that FY19 has been a landmark year for your Company in terms of the performance. The standalone total income increased to ₹ 129.8 Crore as compared to ₹ 110.5 Crore and the standalone profit after tax has increased to ₹ 15.3 Crore from ₹ 8.6 Crore in FY18. This shows a 17.5% growth in sales revenue giving an increase of 77.9% in profit after tax. The consolidated total income has been ₹ 136.8 Crore against ₹ 116.0 Crore in FY18 and the consolidated Profit after tax has increased to ₹ 16.2 Crore against ₹ 8.4 Crore in FY18. This represented a 17.9% growth in sales revenue resulting in an increase of 92.9% in profit after tax. Return on Capital employed has been 29.3% (standalone) and 33.0% (consolidated against) 23.5% (standalone) and 26.2% (consolidated against) in the previous year. As part of our global expansion plans and integrated-marketing strategy, during the year Company acquired balance

40% stake in Singapore Joint Venture Company which is now a wholly owned subsidiary.

While we are focused and committed to grow our domestic operations, our vision to be one of the top five global progressive cavity pump players is steadily taking shape. Your Company has put a plan to embark upon a high growth trajectory of CAGR of 15 to 20% in next 5 year despite the perceived global economic challenges. Our strong foresight would continue to guide us for sustainable growth which in turn would lead to value creation for all our stakeholders.

We understand the need to be the preferred Positive Displacement Pump supplier to global customers and our growth will mirror their footprint. We have presence in UK, Australia, US and South Africa. We will continue to increase our market share in these geographical areas at the same time we will expand our presence in other major markets. Currently we cater to customers in over 50 countries in all 5 continents. Our growth will come from both organic and inorganic routes as we continue to scout for value-driven global manufacturing or marketing assets in our industry for acquisitions.

Early into the business we invested in the best technologies and state-of-the-art R&D and manufacturing facilities. This has given us a competitive edge over our Indian peers and we will continue to strengthen our technological know-how. Quality and reliability of our products has helped us to build a strong relationship with our customers as our products help them to reduce their cost of ownership.

Human Resource and Talent is a key to any company's growth. With over 350 employees spread across the world, we are growing fast and people are our key differentiator. We are focused on creating an environment based on the ethos of innovation; team spirit and employee centric policies. We have employees in many geographical locations and are aware of cultural differences. We are respectful to each and every community and culture. We are currently engaged in creating a unified Roto culture drawing inspiration in this diversity.

We are poised for an exciting journey ahead defining the way the world thinks, as more global companies emerge out of India. We thank all our stakeholders for their support and for being with us on our journey of high growth. At Roto Pumps the future is bright and full of promise, as we strive to garner global leadership in the high end pump industry in the next five years.

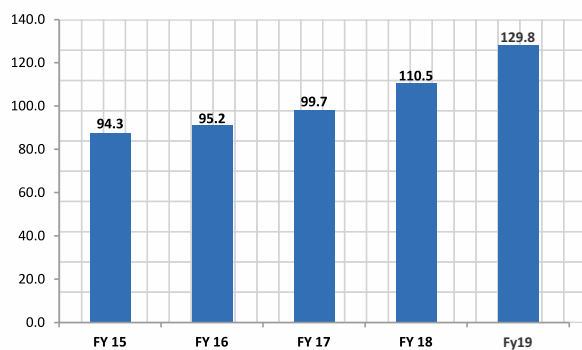
Regards,

Harish Chandra Gupta
Chairman & Managing Director

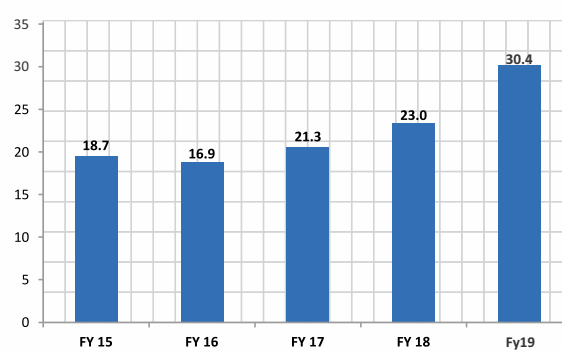


BUSINESS REVIEW

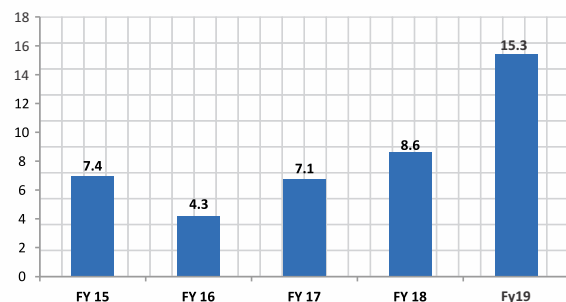
INCOME (₹ crore)



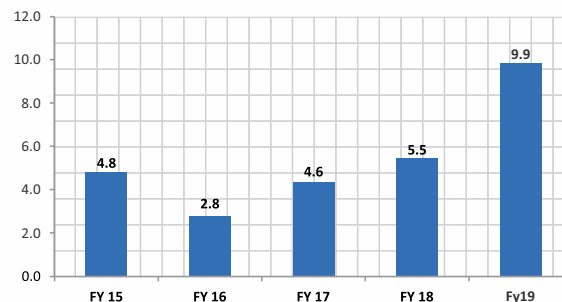
EBIDTA (₹ crore)



PAT (₹ crore)

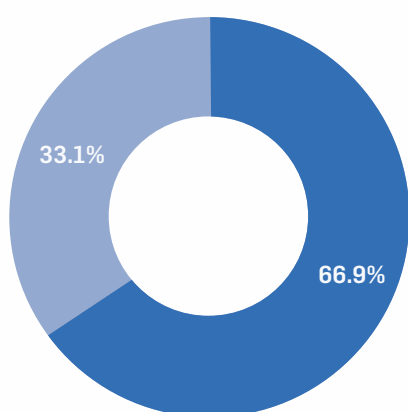


EPS (₹)



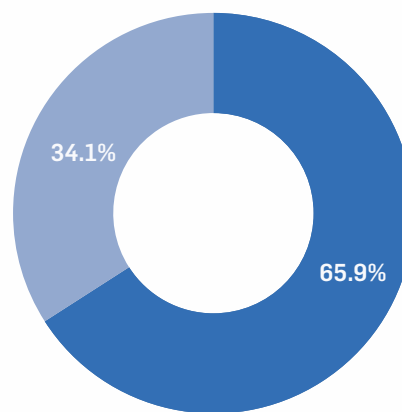
EPS : Face value ₹ 2/- per shares from FY 15, earlier ₹ 10/-

Geographic Sales Contribution FY 19(%)



Export Sales Domestic Sales

Geographic Sales Contribution FY 18(%)



Export Sales Domestic Sales

CORPORATE INFORMATION

Mr. Harish Chandra Gupta	Chairman and Managing Director
Mr. Anurag Gupta	Jt. Managing Director
Mr. Arvind Veer Gupta	Dy. Managing Director
Mrs. Asha Gupta	Non- Executive Director
Dr. Ramesh Chandra Vaish	Independent Director
Mr. Anand Bordia	Independent Director
Mrs. Annapurna Dixit	Independent Director
Mr. Basant Seth	Independent Director

WORKS

31 Sector Ecotect XII,
Greater Noida – 201008 (UP) India.

B-15, Phase II Extension,
Noida – 201305 (UP), India

13 Roto House, NSEZ,
Noida – 201305 (UP), India

R&D CENTER

B-14, Phase – II Extension,
Noida, - 201305 (UP), India

REGD. OFFICE

13, Roto House,
Noida Special Economic Zone,
Noida 201305(UP), India
Tel: +911202567902-05
Fax: +911202567911
Website: www.rotopumps.com
Email: investors@rotopumps.com

OVERSEAS SETUP

Melbourne, Australia,
Manchester, UK,
Tulsa, USA,
Dusseldorf, Germany,
South Africa,

COMPANY SECRETARY

Mr. Ashwani K. Verma

CHIEF FINANCIAL OFFICER

Mr. Pradeep Jain

BANK

Bank of India
Citibank N.A.
IndusInd Bank

STATUTORY AUDITORS

R N Marwah & Co. LLP
Chartered Accountants, New Delhi, India

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. +911126387320-21,23 Fax: +911126387322
Email: info@rcmsdeldi.com

CIN: L28991UP1975PLC004152

Warehouse & Marketing Branch
Wholly – Owned Subsidiary Company



BOARD'S REPORT

Amount in ₹

To the Members of ROTO PUMPS LTD,

Your Directors have pleasure in presenting their Forty Fourth Annual Report of the Company together with the Audited Financial Statements for the financial year ended 31st March, 2019.

Financial Performance

Your Company's financial performance for the year under review along with the previous year's figure is given hereunder:

Amount ₹ In Lacs

Particulars	Financial year ended	
	31st March, 2019	31st March, 2018
Revenue from Operations	12,776.01	10,911.95
Other Income	205.47	141.82
Total Income	12,981.48	11,053.77
Profit / (loss) before finance costs, depreciation and taxation	3043.25	2,297.07
Less: Finance Costs	253.90	271.34
Depreciation	743.91	692.40
Profit before Taxation	2,045.44	1,333.33
Less :Taxation	515.64	477.35
Profit after tax	1,529.80	855.98
Add: Other Comprehensive Income	-32.86	30.16
Total Comprehensive Income for the year	1496.94	886.14

Dividend

Your Directors are pleased to recommend a dividend of ₹ 0.50 (i.e. 25%) per share for the financial year ended 31st March, 2019, which if approved by the Members at the forthcoming Annual General Meeting would result in a dividend outflow of ₹ 77,26,903/- and dividend distribution tax of ₹ 15,88,265/- aggregating a total outflow of ₹ 93,15,268/-. No amount from profit for the year has been transferred to the General Reserve.

Share Capital

The Paid-up Equity Share Capital as on 31st March, 2019 was ₹ 309.08 Lacs. 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 any sweat equity shares and does not have any scheme to fund its Employees to purchase the shares of the Company.

Investor Education and Protection Fund

In terms of the provisions of Section 124(5) of the Companies Act, 2013 and Rule 3 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the un-claimed dividend relating to the financial year 2010-11 has been remitted to the Investor Education and Protection Fund (IEPF) established by the Central Government. This involved transfer of ₹ 2,66,453/- unclaimed dividend and 56,453 related shares on which dividend had been unclaimed for seven consecutive years.

The un-claimed dividend for further years would become due for transfer to IEPF per below details-

S. No.	Financial year	Un-claimed dividend as on 31.07.2019	Due date for transfer to IEPF
1.	2011-12	178,225.00	October 29, 2019
2.	2012-13	226,040.00	November 04, 2020
3.	2013-14	233,040.00	November 05, 2021
4.	2014-15	217,131.60	November 06, 2022
5.	2015-16	80,668.80	November 05, 2023
6.	2016-17	171,725.60	November 05, 2024
7.	2017-18	137,539.60	November 05, 2025

Further, in terms of the provisions of Section 124(6) of the Companies Act, 2013, and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, shares related to the dividend, which would be transferred to Investor Education and Protection Fund as stated above, on which dividend for next seven years remained unclaimed/unpaid would also become due for transfer to the IEPF on the said date.

The Company Secretary is nominated as the Nodal Officer for issues relating to the Investor Education and Protection Fund. The Nodal Officer may be contacted at investors@rotopumps.com.

Details of un-claimed dividend are available for on the Company's website at www.rotopumps.com.

Year in retrospect

Your Company has achieved an Income from Operations of ₹ 12776.01 lacs against previous year's ₹ 10911.95 lacs registering a growth of 17.08%. Domestic sales were ₹ 4222.85 lacs as compared to ₹ 3718.57 lacs, representing a growth of 13.56%. Export sales were ₹ 8553.15 lacs as compared to ₹ 7193.38 lacs, having a growth of 18.90% over last year. Export sales include ₹ 5516.22 lacs, sales from Marketing Outlets in United Kingdom and Australia. Revenue from exports constitutes 66.94% of the total revenue from operations.

Outlook

Your company's operations are expected to do better as sales would continue to rise due to strengthening of overseas business operations. At domestic front, with the formation of strong and stable Government, the business opportunities for your company would grow. However, time ahead looks challenging as growth in global economy is expected to decline during 2019 to 3.2% from 3.6% in 2018. While global economy is expected to grow positively at 3.5% in 2020, the advance economies are expected to register negative growth, silver lining is the emerging markets and developing economies, which would register positive growth. Your Company is strategically placed to gain from the emerging business opportunities.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company and its subsidiaries have been prepared in accordance with Indian Accounting Standard 110 notified by the Ministry of Corporate Affairs, Government of India and form part of the Annual Report.

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

Performance of the Subsidiaries Company

- a. **Roto Pumpen GmbH** - a wholly owned subsidiary in Germany during to carry on the sales and marketing of the Company's products in German region to service the customers more effectively. The operations of the subsidiary are currently under suspension as per the decision of the Board. Effective steps are being taken to reassume operations by the subsidiary in near future.
- b. **Roto Pumps Americas, Inc.** - a wholly owned subsidiary in USA which has an operating 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.
- c. **Roto Overseas Pte Ltd** - a wholly owned subsidiary in Singapore as your Company has acquired balance 40% stake during the year under review. The subsidiary holds almost 100% stake in Roto Pumps (Africa) Pty Ltd, South Africa, a company engaged in the business of sales and marketing of pumps and parts of pumps in the African Region.

Statement containing the salient features of financial statements of subsidiary companies in the prescribed Form AOC-1 is annexed as per **Annexure-A**.

Particulars of Loans, Guarantees or Investments

Your Company has acquired 3,20,000 shares of SGD 1 each at par value in Roto Overseas Pte Ltd, Singapore during the year under review.

Your company has not given any loan or provided any guarantees during the year under review.

Fixed Deposits

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

Related Party Transactions

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

Prior omnibus approval of the Audit Committee has been obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions and other relevant details as are required in terms of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Details of the transactions with Related Parties are provided at Note no. 40 of the accompanying standalone financial statements.

Risk Management

Your 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 your Company to assess the risk and minimization procedures and report the same to the Board at the meetings.

Internal Control System and its adequacy

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

Further, in terms of provisions of Section 138 of the Companies Act, 2013 and the rules made thereunder, your Company has appointed M/s. Kapoor Tandon & Co., Chartered Accountants as its Internal Auditor to conduct the internal audit of the functions and activities and review of internal controls system in 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

Mr. B. S. Ramaswamy, independent director of the Company ceased to be director due to sad demise on 5th May, 2019

Pursuant to the provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Asha Gupta, Director (DIN: 00334354) retires from the Board by rotation, and is eligible for re-appointment.

Mr. Akhil Joshi, aged 60 years, superannuated as Director (Power) from Bharat Heavy Electrical Limited (BHEL) has been appointed as an Additional Director (Non-executive Independent) by the Board at its meeting held on 9th August, 2019 and recommended for appointment by the Members at the ensuing Annual General Meeting.

Mr. Harish Chandra Gupta, Chairman & Managing Director, Mr. Anurag Gupta, Dy Managing Director, Mr. Arvind Veer Gupta, Wholetime Director were reappointed for a further period of three years w. e. f. 1st April, 2019. Mr. Anurag Gupta was re-designated as Jt. Managing Director and Mr. Arvind Veer Gupta was re-designated as the Dy. Managing Director from the said date.

Re-appointment of Independent Directors, Dr. Ramesh Vaish, Mr. Anand Bordia, Mr. Basant Seth and Mrs. Annapurna Dixit for the second term is due at the ensuing Annual General Meeting. Considering their valuable contribution to the Company as Independent Directors, their re-appointment for the second term is recommended to the members of the Company at the ensuing Annual General Meeting.

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

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

Independent Directors and their meetings

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

The Nomination and Remuneration Policy adopted by your 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. The Remuneration

policy is available at the website of the Company at <http://www.rotopumps.com/investors/policies.html>.

Your Company's Independent Directors meet at least once in a financial year without the presence of Executive Directors or Management Personnel. Such meetings are conducted to enable the Independent Directors to discuss matters pertaining to the Company's Affairs and put forth their views. During the year under review, one meeting of the Independent Directors was held on 8th February, 2019 where all the independent directors were present.

Board, Committees and their meetings

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

Directors' Responsibility Statement

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

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit and loss of your Company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by your Company and that such internal financial controls were adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Social Responsibility

Your Company has formulated its Corporate Social Responsibility (CSR) Policy to undertake the CSR activities as specified in the Schedule VII to the Companies Act, 2013. CSR Policy is available at <http://www.rotopumps.com/investors/policies.html>. The Annual Report of CSR activity for the financial year 2018-19 is annexed at **Annexure -B**.

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

Your Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims

to provide protection to employees at the workplace and prevent and redress any complaint(s) of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. Your Company has complied with the provisions of the Act relating to the constitution of 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 year under review.

Vigil Mechanism / Whistle Blower Policy

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

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

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 your Company have occurred between the end of the financial year to which these financial statements relate and on the date of this report.

Secretarial Standards

Your Company has complied with the requirements of the mandatory secretarial standards issued by the Institute of Company Secretaries of India.

Significant and Material Orders passed by the Courts or Regulators

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

Auditors

a. Statutory Auditors

M/s. R. N. Marwah & Co. LLP, Chartered Accountants, New Delhi, Firm Registration no. (001211N/N500019) were appointed as the Statutory Auditors of the Company for a period of five years by the members of the Company at their Annual General Meeting held on 29th September, 2017 subject to ratification at every intervening Annual General Meeting under section 139 of the Companies Act, 2013. Such requirement of ratification of appointment of Statutory Auditors at every intervening Annual General Meeting has since been dispensed with by the Companies (Amendment) Act, 2017; accordingly, no such ratification is required.

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

b. Branch Auditors

The term of the Branch Auditors of the Warehouse and Marketing Offices of the Company in Australia and U.K., M/s Eric Townsend

& Co., Chartered Accountants, Australia and M/s Layton Lee, Chartered Accountants, U.K., respectively, will expire at the conclusion of the ensuing Annual General Meeting. Board of Directors of your Company is seeking authority to appoint Branch Auditors for the financial year 2019-20.

c. Cost Auditor

In terms of the provisions of Section 148(1) of the Companies Act, 2013, the Company has maintained cost accounts and records in respect of the applicable products for the year ended 31st March 2019.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the Board, on the recommendation of the Audit Committee, at its meeting held on 9th August, 2019, has approved the appointment of M/s. Chandra Wadhwa & Co., Cost Accountants, New Delhi, (Firm Registration No 00239) as the Cost Auditors for the Company for the financial year ending 31st March 2020. Ratification of remuneration of the Cost Auditor for the financial year 2019-20 by the shareholders of the Company is being sought at the ensuing Annual General Meeting.

The Report of the Cost Auditor for the financial year ended 31st March 2019 shall be filed with the Ministry of Corporate Affairs within the prescribed period.

d. Secretarial Auditors

M/s Dayal & Maur, Company Secretaries, New Delhi 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, 2019 is annexed at **Annexure- C**.

There is no qualification or observation in the report of the Secretarial Auditors.

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

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

Declaration of Independent Directors

The Independent Directors have submitted their disclosures to the Board that they fulfill 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 made thereunder.

Board independence

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

a) Dr. Ramesh Chandra Vaish

Dr. Ramesh Chandra Vaish, aged about 78 years holds a degree in M.A., M.Com, LLB, Ph.D. in Economics from University of Florida USA and is a Fellow Member of the Institute of Chartered Accountants of India. Dr. Vaish is an eminent practicing Chartered Accountant having over 46 years of rich and varied experience with specialization in International taxation and finance, tax planning and off-shore investment. Dr. Vaish has an outstanding academic record and after teaching at University of Florida, USA, has worked with Coopers and Lybrand in New York, Singapore, London and New Delhi. Dr. Vaish has been a Senior Counsel, Tax and Business Advisory Services at Price Waterhouse Coopers, New Delhi, besides being a member of the Company Law Advisory Committee, Regional Tax Advisory Committee and various fiscal committees of FICCI and ASSOCHAM.

b) Mr. Anand Bordia

Mr. Anand Bordia, aged 75 years is a retired IRS Officer, holds degree in M.A. Mr. Bordia has 38 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 & 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.

c) Mrs. Annapurna Dixit

Mrs. Annapurna Dixit, aged about 71 years, a retired Information Commissioner, Central Information Commission, is a Graduate in Physics (Hons), 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.

d) Mr. Basant Seth

Mr. Seth aged 67 years is a Science graduate from Banaras Hindu University, a qualified Chartered Accountant and also has Post Graduate Diploma in Bank Management from National Institute of Bank Management, Pune. Mr. Seth has recently retired as Central Information Commissioner after successfully completing his tenure of five years. Before joining the Central Information Commission, he was a banker. He has served Bank of India for a very long period and later SIDBI. He has also served the Syndicate Bank as its Chairman and Managing Director.

Mr. Seth has extensive Board level experience having served as Bank of India's nominee on the Board of Indo-Zambian Bank, Zambia and Commonwealth Finance Corporation Ltd Hong Kong besides holding the post of Whole Time Director in SIDBI and CMD of Syndicate Bank. He has long experience and expertise in Bank Management, Corporate Governance, Financial & Administrative matters.



e) Mr. Akhil Joshi

Mr. Akhil Joshi aged 60 years, superannuated as Director (Power) from Bharat Heavy Electrical Limited (BHEL). He is a Mechanical Engineer and earned his degree of Mechanical Engineering from Delhi College of Engineering in 1979.

Mr. Akhil Joshi has almost four decades of rich experience in Power Sector, International Operations Division and Corporate Technology Management. During his tenure at the International Operations Division, he played a key role in the strategic growth of the company's overseas business in highly competitive markets such as the Middle East, South East Asia, the CIS region, the Mediterranean and Europe. He successfully pioneered BHEL's maiden entry into a range of overseas markets including, among others, Iraq, Vietnam, Belarus, Bangladesh, Cyprus and Egypt. He played a pivotal role in negotiating and securing key EPC contracts for power projects in Iraq under the Oil-for-Food program and securing approvals from the Sanctions Committee of the United Nations.

Particulars of Employees and related disclosures

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

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

Listing of Shares

The Equity Shares of your Company are listed at the BSE Ltd, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001. The annual listing fee for the year 2018-19 has been fully paid.

Annual Return

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 a copy of the Annual Return has been placed on the website of the Company and can be accessed through the web-link: <http://www.rotopumps.com/investors.html> under the head Annual Returns.

Corporate Governance

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

Acknowledgements

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

For and on behalf of the Board of Directors

Place: Noida
Dated: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

FORM AOC-1

Annexure A to the Board's Report

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

Part "A" - Subsidiaries

Sl. No.	Particulars	Name of the Subsidiaries				
		Roto Pumpen GmbH	Roto Pumps Americas, Inc.	Roto Pumps North America, Inc. -stepdown	Roto Overseas Pte Ltd.	Roto Pumps (Africa) Pty Ltd. -stepdown
1	Reporting period of the subsidiary on if different from the holding company's reporting period	N.A	N.A	N.A	N.A	N.A
2	Reporting currency and Exchange rate as on year end date	EURO 77.75	USD 68.58	USD 68.58	SGD 50.30	RAND 4.77
3	Share Capital	225,000	525,000	508,000	800,001	2,000,100
4	Reserve & Surplus	(222,586)	(1,393)	(40,896)	(154,419)	137,595
5	Total Assets	2414	524,152	1,514,931	659,422	9,552,025
6	Total Liabilities	-	545	1,047,827	13,840	7,414,330
7	Investment	-	508,000	-	639,628	-
8	Turnover	-	-	2,257,360	-	12,500,399
9	Profit/(Loss) before taxation	(925)	(545)	2,54,323	(38,463)	776,415
10	Provision for taxation	-	-	-	-	(217,397)
11	Profit/(Loss) after taxation	(925)	(545)	254,323	(38,463)	559,018
12	Proposed Dividend	-	-	-	-	-
13	% of shareholding	100	100	100	100	99.995

No subsidiary has been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

NA

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: Noida
Date : 24.05.2019

For and on behalf of the Board

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

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

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)



Annual Report of CSR activities

1. Corporate Social Responsibility

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

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

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

Mrs. Annapurna Dixit, Chairperson of the Committee

Mr. Anurag Gupta, Member of the Committee

Mr. Arvind Veer Gupta, Member of the Committee

During the Financial Year 2018-19, 4 (Four) Meetings of the CSR Committee were held.

3. Average net profit of the Company for last three financial years : ₹ 432.21 lacs

4. Prescribed CSR Expenditure : ₹ 8.64 lacs

2% percent of the amount as in item 3 above.

5. Details of CSR spent during the financial year:

a) Total amount to be incurred for the financial year : ₹ 8.64 lacs

b) Amount un-spent if any : Nil

c) Manner in which the amount spent during the financial year is detailed below :

Sl 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.	Promoting health care including preventive health care.	Health care	1. Other 2. District Nainital Uttarakhand	₹ 8.64 lacs	₹ 10.00 lacs	₹ 10.00 lacs	Contributed to Human Energy Research Center, an Organisation engaged in the health care

6. Reasons for not spending:

All the money has been paid.

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.

Place: Noida
Date: 01.08.2019

Harish Chandra Gupta
Chairman & Mg Director

Annapurna Dixit
Chairperson of CSR Committee

Annexure C to the Board's Report

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

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

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

Based on our verification of the Roto Pumps Limited 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, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Roto Pumps Limited for the financial year ended on March 31, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)

We have also verified the compliances of the Company with the other statutes, which are specifically applicable to the Company, as reported by the management thereof, except to the extent the same were in the scope of work of the Statutory Auditors and / or Internal Auditors.

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

- i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings were specified on 1st July, 2015.
- ii) Depositories Act, 1996
- iii) SEBI LODR (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations under the respective statutes as aforementioned.

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.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that 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.

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

For DAYAL & MAUR
Company Secretaries

Place: New Delhi
Date: 08.08.2019

BARINDER SINGH MAUR
FCS No. 6544
CP No. 7041

'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

Place: New Delhi
Date: 08.08.2019

BARINDER SINGH MAUR
FCS No. 6544
CP No. 7041

Annexure – D to the Board's 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.
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

During the financial year 2017-18, your Company has installed a solar power system of 200 Kwp at its Greater Noida Unit for utilization of solar energy as a pilot project. The installation of the said system was completed in January 2018. The solar power system besides reducing the energy cost for the Company would also reduce carbon emission which would contribute towards a cleaner environment. Extension of solar installation to other Units of the Company is under consideration.

- c. The capital investment on energy conservation equipment.

Your Company has spent an amount of ₹ 5.11 lacs on energy conservation equipments during the financial year ended 31st March, 2019.

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 tests 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:

Amount ₹ in lacs

Particulars	2018-19	2017-18
Revenue expenses	219.10	149.66
Capital expenses	27.48	46.13
Total	246.58	195.79

Your Company's in-house Research & Development Centre situated at B-14, Phase II Extension, Noida – 201305, Uttar Pradesh, India has been recognized by the Department of Scientific and Industrial Research, Ministry of Science and Technology, Government of India. Approval u/s 35 (2AB) of the Income Tax Act, 1961 is awaited.

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 Notes 43 to 46 in the notes forming a part of the standalone financial statements.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

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 2018-19, ratio of the remuneration of each Director to the median remuneration of the Employees of your Company for the Financial Year 2018-19 are as under:

Amount ₹ in lacs

Sl.	Name of the Director / KMP and Designation	Remuneration of Directors / KMP for the Financial year 2018-19	% of increase in remuneration in Financial year 2018-19	Ratio of remuneration of each director/ KMP to the median remuneration of the Employee
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	1,29,35,725/-	15%	28.31
2	Mr. Anurag Gupta, Dy Managing Director	84,36,233/-	13%	18.46
3	Mr. Arvind Veer Gupta, Wholetime Director	82,83,463/-	13%	18.13
4	Mr. Ashwani K. Verma, Company Secretary	17,12,246/-	-	3.75
5	Mr. Pradeep Jain, Chief Financial Officer	24,35,377/-	10%	5.33
	Total	3,38,03,044/-		

- ii) The median remuneration of Employees of the Company during the financial year : ₹ 4,56,900/-
- iii) The percentage increase in the median remuneration of the employees in the financial year : 9.05%
- iv) The number of permanent employees on the rolls of company as on 31st March, 2019 : 218
- v) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year i.e. 2018-19 and its comparison with the percentile increase in the managerial remuneration is 9.12% whereas the increase in the managerial remuneration for the same financial year was 13-15%.
- vi) The key parameters for any variable component of remuneration availed by the directors: The Directors have not been paid variable remuneration during the year as their remuneration was being paid as per the provisions of schedule V to the Companies Act, 2013.
- vii) It is hereby affirmed that the remuneration paid is as per remuneration policy for Directors, Key Managerial Personnel and other Employees of the Company.

For and on behalf of the Board of Directors

Place: Noida
Date: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

Statement of particulars of Employees pursuant to the provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

A. Names of top ten employees in terms of remuneration drawn during the year

Sl	Name of Employee	Age (Yrs.)	Qualification	Designation	Remuneration	Date of Joining	Experience	Last Employment held
1	Mr. Harish Chandra Gupta	73	B.Sc.	Chairman & Managing Director	₹ 1,29,35,725/-	Since incorporation	51 years	Own business
2	Mr. Anurag Gupta	45	B.Com, CMA Intermediate and MBA	Dy. Managing Director	₹ 84,36,233/-	01.01.1995	25 Years	Roto Pumps Ltd
3	Mr. Arvind Veer Gupta	43	Bachelor of Management (Manufacturing Engineering)	Whole-time Director	₹ 82,83,463/-	01.07.1995	24 years	Roto Pumps Ltd
4	Mr. David Roy Bent	57	Diploma Engineer	General Manager	₹ 93,38,587/-	15.10.2004	38 years	Director-Orbit Pumps Ltd.
5	Mr. S Clark	55	C & G Mechanical Engineer	Sales Manager	₹ 53,16,482/-	01.08.2008	32 years	Sales engineer – PC Pumps
6	Mr. D Lawton	53	GCSE	Sales Manager	₹ 52,42,570/-	19.01.2018	33 years	Sales Manager-JWC International
7	Mr. Kevin Moore	55	Bachelor of Engineering (Electronic and Electrical)	General Manager	₹ 96,90,724/-	15.09.2014	31 years	Self-Employed
8	Mr. Wanless Luke	31	HSC	Territory Manager	₹ 62,84,290/-	29.05.2017	11 years	Sales Manager-Netzsch Pumps
9	Mr. Ross Leabeater	59	Fitter and Turner	Territory Manager	₹ 59,37,594/-	14.03.2014	12 years	Sales Manager - Statewide Bearings
10	Mr. Johnston Philip	65	HSC	Territory Manager	₹ 53,32,511/-	05.06.2006	45 years	Sales Manager-Ebsray Pumps

B. Employed throughout the year and were in receipt of remuneration for the financial year in aggregate of not less than ₹ 1,02,00,000/- p.a. : None except as included in Section A.

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

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

Notes:

- 1) Remuneration comprises of salary, allowances and monetary value of perquisites. Their appointments are contractual.
- 2) Employees at Sl. No. 4 to 6 are posted at the Warehouse and Marketing Office of the Company at U.K and the Employees mentioned from Sl. No. 7 to 10 are posted at the Warehouse and Marketing Office of the Company at Australia.
- 3) Mr. Harish Chandra Gupta is the father of Arvind Veer Gupta and are related to each other. None of the other employees are relatives of any director or manager.

For and on behalf of the Board of Directors

Place: Noida
Date: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

Corporate Governance

Company's philosophy on code of Corporate Governance

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

Board of Directors

The Board is an apex body, responsible for playing a significant role in the proper and efficient functioning of the Company. The Company's Board has an appropriate mix of Executive, Non-executive, Independent and Women Directors. During the year 2018-19, composition of the Company's Board has been as under:

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

*Ceased due to sad demise on 05.05.2019

In the opinion of the Board, the independent directors fulfill the conditions specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and are independent of the management of the

Company. The Independent Directors have been familiarized with the operations of the Company and the details of the same are displayed on www.rotopumps.com.

Directorship in Other Listed entities

Sl. No	Name of the Director	Name of the Entity	Designation
1.	Mr. Anand Bordia	Birla Corporation Limited	Non-Executive Independent Director
2.	Dr. Ramesh Chandra Vaish	Omax Autos Limited	Non-Executive Independent Director
3.	Mr. Basant Seth	Multi Commodity Exchange Of India Limited	Non-Executive Independent Director
		State Bank of India	Non-Executive Independent Director, Shareholder Director
4.	Mrs. Annapurna Dixit	Bhartiya International Limited	Non-Executive Independent Director

Core skills / Expertise / Competencies available with the Board

As stipulated under Schedule V of the SEBI Listing Regulation, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Sl. No	Core skills / Expertise / Competencies
1.	Product Research and Development
2.	Operations and Engineering
3.	Sales and Marketing including International Business
4.	Financial Management including Forex & Treasury Management
5.	Internal Control and Risk Management
6.	Legal and Regulatory Requirements
7.	Human Resources and Talent Development
8.	Corporate Governance and Ethics
9.	CSR and Sustainability

Shares and convertible instruments held by non-executive Directors

The Company has not issued any convertible instruments. The position

of the holding of equity shares of the Company by the non-executive directors as on 31.03.2019 was as under:

Sl. No.	Name	No. of Equity shares held on 31.03.2019
1	Mrs. Asha Gupta	24,99,665
2	Mr. B. S. Ramaswamy*	500
3	Dr. Ramesh Chandra Vaish	Nil
4	Mr. Anand Bordia	Nil
5	Mr. Basant Seth	Nil
6	Mrs. Annapurna Dixit	Nil

*Ceased due to sad demise on 05.05.2019

Relationships between Directors inter-se

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

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

Gupta being the son of Mr. Harish Chandra Gupta, they both are related to each other. Mr. Harish Chandra Gupta is the Brother in law of Mrs. Asha Gupta.

Non-Executive Directors' compensation and disclosure

Non-executive Directors have been paid sitting fees for attending the meetings of the Board of Directors and Committees of the Board. No other compensation is paid to them. The sitting fee is fixed by the Board of Directors of the Company. The sitting fees being paid to the non-executive directors is well within the limits prescribed under Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Other provisions of the Board

During the financial year 2018-19, four meetings of the Board of Directors of the Company were held on 30.05.2018, 14.08.2018, 12.11.2018 and 08.02.2019. The gap between any two meetings did not exceed one hundred and twenty (120) days as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the relevant information was placed before the Board. The attendance record of the Directors at the Meetings of the Board and Members held during the financial year 2018-19 was as under:

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

*Ceased due to sad demise on 05.05.2019

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. Mr. Ashwani K. Verma, Company Secretary as the Secretary of the Committee.

During the year, four meetings of the Audit Committee were held on 30.05.2018, 14.08.2018, 12.11.2018 and 08.02.2019. The time gap between any two meetings did not exceed one hundred and twenty (120) days as prescribed under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

*Ceased due to sad demise on 05.05.2019

Terms of reference

The role and terms of reference of the Audit Committee covers the matters specified for Audit committee under Part C of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 which inter-alia include overseeing the company's financial reporting process, reviewing periodical financial results, financial statements, internal control and internal audit systems, accounting policies and practices related party transactions and performance of the internal and external auditors.

Nomination & Remuneration Committee

Nomination and Remuneration Committee comprises of executive and non-executive Directors. During the year, three meetings of the Nomination and Remuneration Committee were held on 14.08.2018, 12.11.2018 and 08.02.2019. Composition of the Committee and attendance at the meeting during the year has been as under:

Sl.	Name	Position	Meeting attended
1	Mr. B. S. Ramaswamy*	Chairman	3
2	Mr. Anand Bordia	Member	3
3	Mr. Harish Chandra Gupta	Member	3
4	Mr. Basant Seth	Member	3
5	Mrs. Asha Gupta**	Member	-

*Ceased due to sad demise on 05.05.2019

** Inducted on 24.05.2019

Terms of reference

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

Performance evaluation criteria for Independent Directors

The Nomination and Remuneration Committee has framed the Nomination and Remuneration Policy and has laid down the criteria for the evaluation of the performance of the Independent Directors under the said policy. The policy can be accessed through the web link - <http://www.rotopumps.com/pdf/nomination-and-remuneration-policy.pdf>.

Details of remuneration to Directors

The details of the remuneration paid to the Chairman & Managing Director, Dy Managing Director and the Wholetime Director during the year is as follows:

Amount in ₹

Sl.	Particulars	Salary	Perquisites, house rent allowance and others	Variable earnings	Total
1	Mr. Harish Chandra Gupta, Chairman & Managing Director	69,12,000	57,98,654	2,54,771	1,29,65,425
2	Mr. Anurag Gupta, Dy. Managing Director	52,98,000	28,83,462	2,54,771	84,36,233
3	Mr. Arvind Veer Gupta, Wholetime Director	51,66,000	28,62,692	2,54,771	82,83,463
Total		1,73,76,000	1,15,44,808	7,64,313	2,96,85,121

In addition, the Chairman & Managing Director, Dy Managing Director and Wholetime Director were also entitled to Company's contribution to provident fund. They are also entitled to the use of a Chauffeur driven Car for Company's business and Telephones at the residence. Notice period is three months from either side. No severance fees except statutory retirement benefits is payable.

The non-executive directors were being paid sitting fees as follows:

- ₹ 20,000/- for each meeting of the Board;
- ₹ 10,000/- for each meeting of the Committee of the Board.

The sitting fees paid during the financial year 2018-19 to the Directors are as follows:

Mr. B. S. Ramaswamy ₹ 1,60,000/-, Mrs. Asha Gupta ₹ 1,20,000/-, Dr. Ramesh Chandra Vaish ₹ 1,70,000/-, Mr. Anand Bordia ₹ 1,30,000/-, Mr. Basant Seth ₹ 1,60,000/- and Mrs. Annapurna Dixit ₹ 1,10,000/-.

The Company has not granted any Stock Options to its Directors.

Stakeholders Relationship Committee

Stakeholders Relationship Committee comprises of executive and non-executive directors and functions under the Chairmanship of Dr. Ramesh Chandra Vaish, who is an Independent Director. During the year, four meetings of the Stakeholders Relationship Committee were held on 30.05.2018, 14.08.2018, 12.11.2018 and 08.02.2019. Composition of the Committee and attendance at the meeting during the year was as under

Sl	Name	Position	No. of meetings attended
1	Dr. Ramesh Chandra Vaish	Chairman	4
2	Mr. Anurag Gupta	Member	4
3	Mr. Arvind Veer Gupta	Member	3

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

During the year, four complaints were received from the shareholders and the same were resolved. No complaint was pending either at the beginning or at the end of the year.

Corporate Social Responsibility Committee

Corporate Social Responsibility Committee comprises of executive and non-executive directors and functions under the Chairperson, Mrs. Annapurna Dixit, who is an Independent Director. During the year, four meetings of the Corporate Social Responsibility Committee were held on 14.08.2018, 12.11.2018, 06.12.2018 and 08.02.2019. Composition of the Committee and attendance at the meeting during the year was as under

Sl	Name	Position	No. of meetings attended
1	Mrs. Annapurna Dixit	Chairperson	4
2	Mr. Anurag Gupta	Member	4
3	Mr. Arvind Veer Gupta	Member	3

General Body meetings

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

Year	Type	Date	Venue	Time
2018	AGM	29.09.2018	Registered Office	11.30 A.M.
2017	AGM	29.09.2017	Registered Office	11.30 A.M.
2016	AGM	28.09.2016	Registered Office	11.30 A.M.

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

Means of Communication

Quarterly results	The results of the Company are published in the newspapers and also displayed at the Company's website besides submission to the Stock Exchange.
Newspapers wherein results normally published	Business Standard and The Economic Times
Any website, where displayed	Submitted to the Stock Exchange in the prescribed format and displayed at the website of the Company www.rotopumps.com
Whether it also displays official news releases	No
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 Saturday, 28th September, 2019 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 consolidated financial results would be published in May.

Book Closure

The Share transfer books and Register of Members will be closed from Saturday, 21st September, 2019 to Saturday the 28th September, 2019 (both days inclusive) for the purpose of payment of dividend and Forty Fourth Annual General Meeting.

Dividend payment date

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

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

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

The Annual Listing Fees for the financial year 2019-20 has been paid.

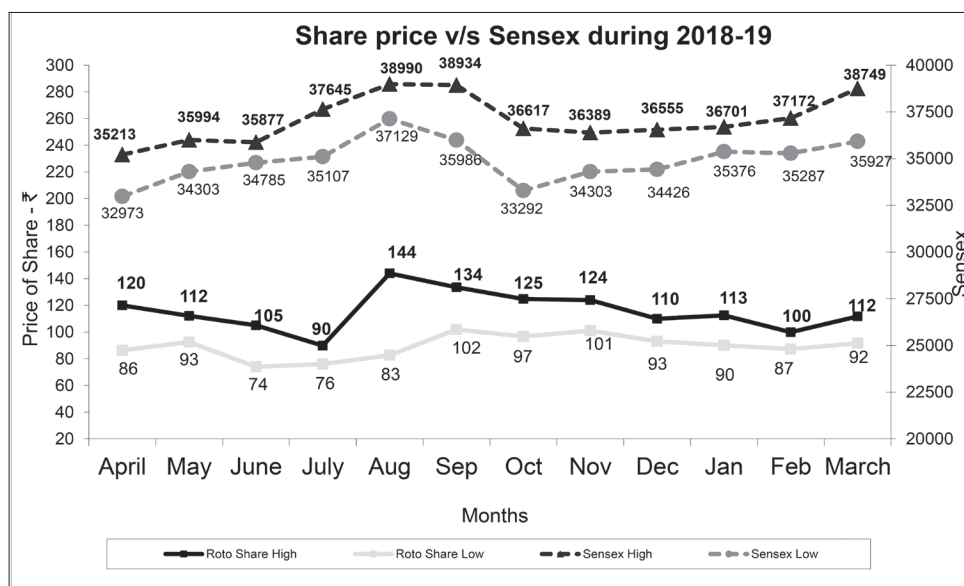
ISIN Number

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

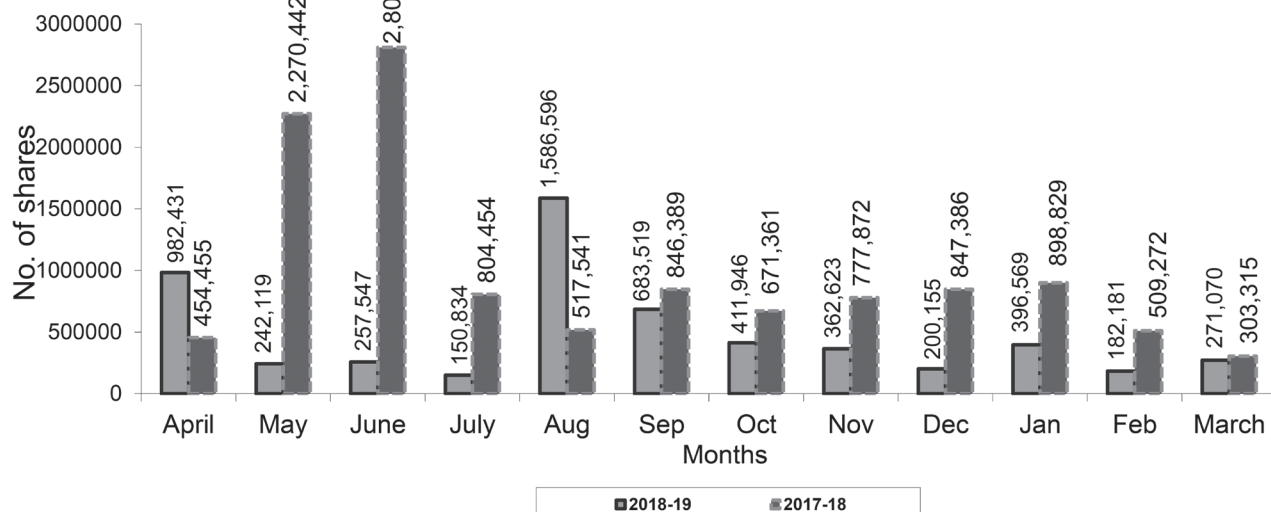
Market Price Data and Performance in comparison to BSE Sensex

The performance of the Company's share on BSE as compared to the BSE Sensex during the financial year 2018-19 has been as under:

Month	BSE Sensex		Roto Share	
	High	Low	High	Low
April, 2018	35213.30	32972.56	120.00	86.30
May, 2018	35993.53	34302.89	112.10	92.55
June, 2018	35877.41	34784.68	105.00	74.00
July, 2018	37644.59	35106.57	89.90	76.05
August, 2018	38989.65	37128.99	144.00	82.60
September, 2018	38934.35	35985.63	133.50	102.00
October, 2018	36616.64	33291.58	124.80	96.65
November, 2018	36389.22	34303.38	124.00	101.00
December, 2018	36554.99	34426.29	110.00	93.10
January, 2019	36701.03	35375.51	112.50	90.15
February, 2019	37172.18	35287.16	99.90	87.25
March, 2019	38748.54	35926.94	111.75	91.65



Volume of Shares Traded



Shareholding pattern

The broad shareholding pattern of the Company as on 31st March, 2019 as compared to 31st March, 2018 was as follows:

Category of Shareholders	As on 31st March, 2019		As on 31st March, 2018	
	No. of Shares	Percentage	No. of Shares	Percentage
Promoters	1,07,70,620	69.70	1,07,70,620	69.70
Mutual Funds and Banks	1,12,483	0.73	1,12,483	0.73
Private Bodies Corporate	1,75,858	1.14	1,50,504	0.97
NRIs and OCBs	5,24,452	3.39	5,53,255	3.58
Resident Individuals and others	38,70,392	25.04	38,66,943	25.02
Total	1,54,53,805	100.00	1,54,53,805	100.00

Distribution of Shareholding

The distribution of shareholding of the Company as on 31st March, 2019 was as follows:

Shareholding of value (in ₹)	Shareholders		Shares	
	Number	Percentage	Number	Percentage
1 – 5000	6,751	96.44	20,66,729	13.37
5001 – 10000	132	1.89	5,00,494	3.24
10001 – 20000	58	0.83	4,23,143	2.74
20001 – 30000	20	0.29	2,41,195	1.56
30001 – 40000	10	0.14	1,81,580	1.17

Shareholding of value (in ₹)	Shareholders		Shares	
	Number	Percentage	Number	Percentage
40001 – 50000	5	0.07	1,17,141	0.76
50001 – 100000	7	0.10	2,37,835	1.54
100001 – and above	17	0.24	1,16,85,688	75.62
Total	7,000	100.00	1,54,53,805	100

Dematerialization of Shares and liquidity

1,47,73,705 Equity shares out of the total 1,54,53,805 Equity shares have been dematerialized till 31.03.2019. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have option to dematerialize their shares with either depository. Equity shares of the Company are actively traded on BSE Ltd.

Registrar and Share Transfer Agent

The Company has appointed RCMC Share Registry Private Limited as Registrars & Share Transfer Agent. Shareholders are advised to approach them at the following address for any shares 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 11-26387320,21,23
Fax: +91 11-26387322
Email: info@rcmcdelhi.com
Website: <http://www.rcmcdelhi.com>

Share Transfer System

In terms of SEBI press releases dated 3rd December 2018 and 27th March, 2019, except in case of transmission or transposition of shares, requests for effecting transfer of shares subsequent to 1st April 2019,



shall not be processed by the Company for share held in physical form. Request for transmission or transposition of shares alongwith the related share certificate(s) may be sent to RCMC Share Registry Pvt. Limited at the above said address.

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

Reconciliation of Share Capital Audit Report

As stipulated by Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996, a qualified practicing company secretary carries out the reconciliation of share capital audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. The audit is carried out every quarter and the report is submitted to the Stock Exchange and is also placed before the Board.

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

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

Plant Locations

1. B -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

Research & Development Unit

The in-house Research & Development activities of the Company are carried out at B-14, Phase II Extension, Noida – 201305, Uttar Pradesh, India. The Research & Development Centre has recognition of the Department of Scientific and Industrial Research, Ministry of Science and Technology.

Address for correspondence

Shareholders are requested to direct all share related correspondence to RCMC Share Registry Private Limited and only the non-share related correspondence and complaints regarding RCMC Share Registry Private Limited to -

The Company Secretary
Roto Pumps Limited
Roto House,
Noida Special Economic Zone,
Noida – 201305 U. P. India
Ph.: +91 - 120 – 2567902-05
Fax: +91 - 120 – 2567911
Email: investors@rotopumps.com
Website: www.rotopumps.com

Other Disclosures

Material related party transactions

The Company has not entered into any material related party transactions that may have potential conflict with the interest of the Company at large. Particulars of the related party transactions are given in note no. 40 of the standalone annual accounts. The related party transactions have approval / omnibus approval of the Audit Committee and approval of the Board wherever necessary. Details of related party transactions

are placed before the Audit Committee on a quarterly basis. Policies on Material Subsidiary and Related Party Transactions are available at <http://www.rotopumps.com/policies.html>.

Fees to Statutory Auditor

An amount of ₹ 6.50 lakhs towards fees for all services is paid by the Company to the Statutory Auditors for the financial year ended 31st March, 2019. No payment is made by the subsidiary companies to the statutory auditors of the Company. Please refer note no. 33 of the standalone financial statements for the financial year ended 31st March, 2019.

Compliance

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

Risk Management

In terms of the provisions Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the requirement of constitution of Risk Management Committee is not applicable on the Company. However, the Company has formulated a risk management policy to put in place, a procedure to inform the Board about the risk assessment and minimization procedure. The Company has also formed a Risk Management Committee comprising of Directors and Executives of the Company to assess the risk and minimization procedures and report the same to the Board at the meetings. The Company's policy on hedging foreign currency risks is explained in the notes no 39 of the financial statements for the financial year ended 31st March, 2019.

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

Your Company has not raised any money through public issue, rights issue or preferential issue since the year 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 the Equity Analysts. Quarterly results are submitted to the Stock Exchanges in the prescribed format.

Whistle Blower Policy/Vigil Mechanism

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

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has not received any complaint of sexual harassment during the year under review.

Share Transfer & Transmission Committee

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

Sl.	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 31.03.2019.

Directors' Non-Disqualification Certificate

Certificate from Practicing Company Secretary confirming that none of the Director of the Company is debarred or disqualified from being continuing as Director of the by the Securities and Exchange Board of India and the Ministry of Corporate Affairs or any such other statutory authority is enclosed in this report as Annexure I.

CEO / CFO Certification

The CEO and CFO certification on the financial statements and the cash flow Statement for the financial year 2018-19 is enclosed at the end of this report as Annexure II.

Corporate Governance

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

Compliance with mandatory requirements

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

Adoption of Discretionary Requirements

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

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

Compliance with Code of Conduct

In terms of the provisions of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby confirmed and declared 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 2018-19.

For and on behalf of the Board of Directors

Place: Noida
Dated: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

Annexure-I

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Roto Pumps Limited
Roto House
Noida Special Economic Zone
Noida Uttar Pradesh-201305

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Roto Pumps Limited having CIN L28991UP1975PLC004152 and having registered office at Roto House, Noida Special Economic Zone, Noida Uttar Pradesh-201305 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated for the Financial Year ended on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

Ensuring the eligibility for the continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these, based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 8th August, 2019

Barinder Singh Maur
Dayal & Maur
Company Secretaries
(Partner)



Annexure II

Annexure-III

CEO / CFO CERTIFICATION

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

Sirs,

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

Place: Noida **Harish Chandra Gupta** **Pradeep Jain**
Date: 24.05.2019 Chairman & Managing Director Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Roto Pumps Limited
Roto House
Noida Special Economic Zone
Noida Uttar Pradesh-201305

1. We have examined the compliance of conditions of Corporate Governance by Roto Pumps Limited, for the year ended 31st March, 2019, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dayal and Maur
Company Secretaries

Place: New Delhi
Dated: 08.08.2019

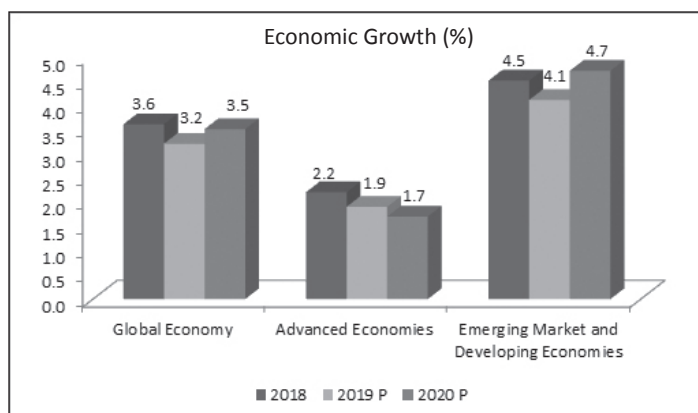
Barinder Singh Maur
Partner
FCS No. 6544
CP No. 7041

MANAGEMENT DISCUSSION AND ANALYSIS

ECONOMIC OVERVIEW

Global economy

The global economy is slowed down after strong growth in 2017 and early 2018. China's growth declined following a combination of needed regulatory tightening to rein in shadow banking and an increase in trade tensions with the United States. Global technology supply chains were threatened by the prospect of US sanctions, Brexit related uncertainty continued, and rising geopolitical tensions roiled energy prices. With these factors in consideration, the global economic growth is forecasted at 3.2% in 2019 against 3.6% in 2018 and 3.5% in 2020. Emerging markets and developing economies are expected to recover in 2020 while economic growth in advance economies is expected to decline further. Below table shows trends of global economic growth viz. a viz. growth in advance economic and growth in emerging markets and developing economies.



Source: International Monetary Fund, July 2019

Indian economy

Growth of the Indian economy moderated in 2018-19 with a growth of 6.8%, slightly lower than 7.2% in 2017-18. Yet, India continued to be the fastest growing major economy in the world. India maintained its macroeconomic stability by containing inflation within 4% and by maintaining a manageable current account deficit to GDP ratio and the economy is expected to grow at 7% in 2019-20.

India arose from 11th position in world economy five years ago to become sixth largest economy of the world at 3 trillion USD. The Indian Government has targeted to attain a 5 trillion USD economy by 2024 to become 3rd largest economy of the world. This would bring increased business opportunities to your Company, however time ahead looks challenging.

Industry overview

The global market of pumps in 2018 was almost 50 Billion USD even though some reports estimated pumps market to be more than 50 Billion USD. Between 2019 to 2029 the pumps industry is estimated to grow at a CAGR of 4% to become 74 Billion USD by 2029.

The market for PD pumps has grown to occupy more than 25% of total pump market share and is continuing to gain its market share. Merger and acquisitions by Key players shall continue owing to the fragmented nature of pumps market to keep themselves ahead of the pack.

Indian pumps Industry is a significant contributor to country's growth due to role of pumps as primary equipment. Pumps segment registered a rapid growth in the last few years mainly due to depleting ground water levels, rapid urbanization and various initiatives with the aim of improving infrastructure. The Industry grew @ 10% in FY 2019. India produced around 4.5 million pumps as per IPMA with revenue touching ₹ 200 Billion. The segment has about 800 companies with export to more than 100 countries, prominent countries include China, Germany, US, Japan and Italy.

The market remains highly fragmented with presence of few big companies and large number of small and mid-sized companies. The focus of the industry is on energy efficient products. The way forward provides immense growth opportunities for pumps manufacturers given the government increased focus on water management Make in India initiative and renewed push to infrastructure sector. With India's minuscule base of 3-5% of global pumps market, the opportunities of growth are huge and the industry is forecasted to grow in excess of 10-15 % in the next five years.

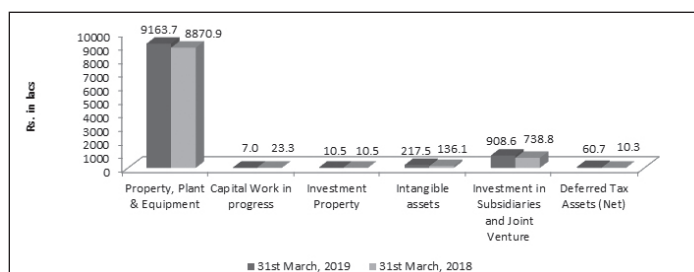
FINANCIAL STATEMENTS

The Financial Statements of your Company have been prepared in compliance with the requirement of the Companies Act, 2013 and the applicable new Indian Accounting Standards (Ind-AS) notified by the Ministry of Corporate Affairs. There is no material departure from the prescribed accounting standards in 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 your Company.

Resources Allocation:

Non-current Assets

Non-current assets (gross) of your Company at 31st March, 2019 have been ₹ 10368.0 lacs against ₹ 9789.9 lacs as at 31st March, 2018. Composition of non-current assets has been as under-



Property, plant and equipment

Property, plant and equipment of your Company as at 31st March, 2019 have been ₹ 9163.7 lacs as against ₹ 8870.9 lacs on 31st March, 2018 representing net increase of 3.2%. The net increase in property plant and equipment has been mainly due to addition to the plant & machinery, computers and vehicles.

Capital Work-in-progress

Capital work in progress of your Company as at 31st March, 2019 has been ₹ 7.00 lacs. This comprises of implementation fee advance for ERP software.



Investment property

Investment property of your Company as on 31st March, 2019 has been ₹ 10.5 lacs. This comprises of let out Office premise.

Intangible fixed assets

Intangible fixed assets of your Company comprises of computer software, technical drawings and trademarks. Intangible fixed assets of the Company as at 31st March, 2019 have been ₹ 217.5 lacs against ₹ 136.1 lacs at 31st March, 2018. The increase has been mainly due to addition to computer software.

Investment in Subsidiaries

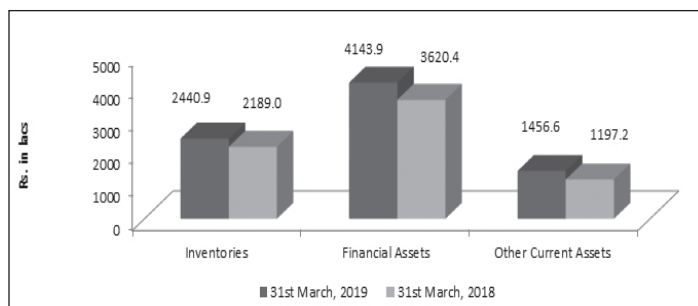
Investment in Subsidiaries of your Company as at 31st March 2019 has been ₹ 908.6 lacs against ₹ 738.8 as on 31st March, 2018. The increase in investment is due to acquisition of balance 40% stake of Singapore Joint Venture Company.

Deferred tax assets (net)

Deferred tax assets (net) of your Company as at 31st March 2019 have been ₹ 60.67 lacs against ₹ 10.3 lacs as at 31st March, 2018. The increase has been mainly due to lower written down value of property plant & equipment under Income tax there by creating deferred tax assets.

Current Assets

Total current assets of your Company as at 31st March, 2018 have been ₹ 8041.4 lacs against ₹ 7006.6 lacs as at 31st March 2018 representing net increase of 14.8%. Composition of the Current assets as on 31st March, 2019 compared to 31st March 2018 has been as under-



Inventories

Inventories of your Company as at 31st March 2019 have been ₹ 2440.9 lacs against ₹ 2189.0 lacs as at 31st March, 2018 representing an increase of 11.5%.

Financial assets

Financial assets comprises of trade receivables, cash & cash equivalents, other bank balances, loans and other financial assets. Financial assets of your Company as at 31st March 2019 have been ₹ 4143.9 lacs against ₹ 3620.4 lacs as at 31st March, 2018 representing an increase of 14.5%. The net increase in financial assets has been mainly due to increase trade receivables.

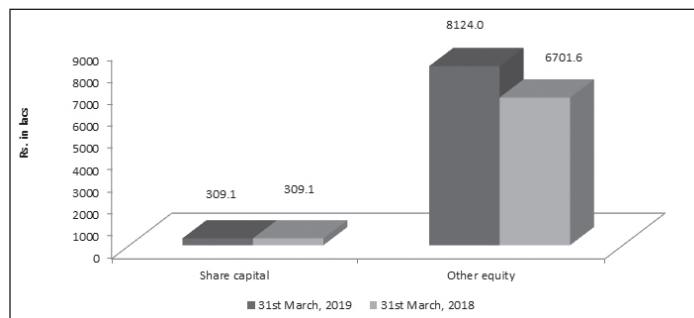
Other current assets

Other current assets of your Company as at 31st March 2019 have been ₹ 1456.6 lacs against ₹ 1197.2 lacs as at 31st March, 2018. The increase in other current assets has been mainly due to accumulation of input credit of taxes and higher advance income tax.

Resources:

Equity

Total equity of your Company as at 31st March, 2019 has been ₹ 8433.1 lacs as compared to ₹ 7010.7 lacs as at 31st March, 2018 representing net increase of 20.3%. Composition of equity as on 31st March, 2019 as compared to at 31st March, 2018 has been as under-



Share capital

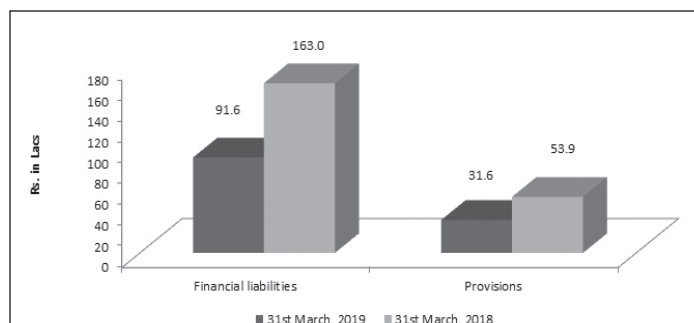
Share capital of your Company as at 31st March, 2019 were ₹ 309.1 lacs. During the year, there has been no change in share capital.

Other equity

Other equity of your Company comprises of securities premium, general reserve and retained earnings, which has been ₹ 8124.0 lacs as at 31st March, 2019 against ₹ 6701.6 lacs as at 31st March, 2018. The increase in other equity has been on account of profit for the year retained after distribution of dividend and dividend tax.

Non-current Liabilities

Non-current liabilities of your Company as at 31st March, 2019 were ₹ 123.2 lacs as compared to ₹ 216.9 lacs as at 31st March, 2018 representing net decrease of 56.8%. Composition of Non-current liabilities as on 31st March, 2019 as compared to at 31st March, 2018 has been as under-



Financial liabilities

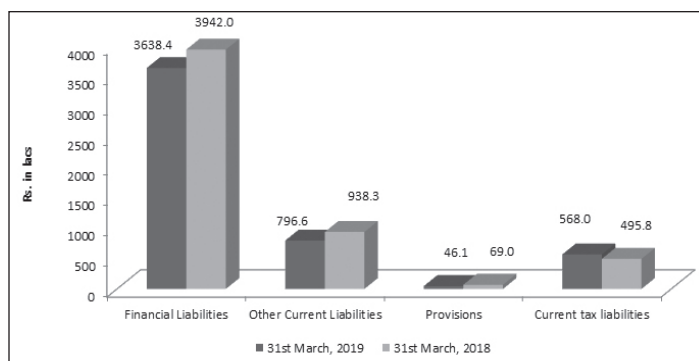
Financial liabilities of your Company, comprises of long term borrowings, as at 31st March, 2019 have been ₹ 91.6 lacs against ₹ 163.0 lacs as at 31st March, 2018. The net decrease has been due to repayment of long term borrowings.

Provisions

Provisions of your Company, comprises of provisions for employee benefits, as at 31st March, 2019 have been ₹ 31.6 lacs against ₹ 53.9 lacs as at 31st March, 2018. The decrease has been mainly due to contribution of amount against leave liability to Life Insurance Corporation of India.

Current Liabilities

Current liabilities as at 31st March, 2019 were ₹ 5049.1 lacs as compared to ₹ 5445.1 lacs as at 31st March, 2018. The composition of the current liabilities as at 31st March, 2019 compared to as at 31st March, 2018 has been as under-



Financial liabilities

Financial liabilities of your Company, comprises of short term borrowings, trade payables and other financial liabilities, have been ₹ 3638.4 lacs as at 31st March, 2019 against ₹ 3942.0 lacs as at 31st March, 2018. The net decrease has been mainly due to decrease in trade payables and other financial liabilities.

Other current liabilities

Other current liabilities of your Company, comprises of creditors for capital goods, advances from customers and taxes payable, have been ₹ 796.6 lacs as at 31st March, 2019 against ₹ 938.3 lacs as at 31st March, 2018. The decrease has been mainly due to decrease in capital liability.

Provisions

Provisions of your Company, comprises of short term provisions for employee benefits and warranty, have been ₹ 46.1 lacs as at 31st March, 2019 against ₹ 69.0 lacs as at 31st March, 2018. The net decrease has been mainly due to contribution of amount against leave liability to Life Insurance Corporation of India.

Current tax liabilities

Current tax liabilities of your Company, comprises of provisions for income tax, have been ₹ 568.0 lacs as at 31st March, 2019 against ₹ 495.8 lacs as at 31st March, 2018.

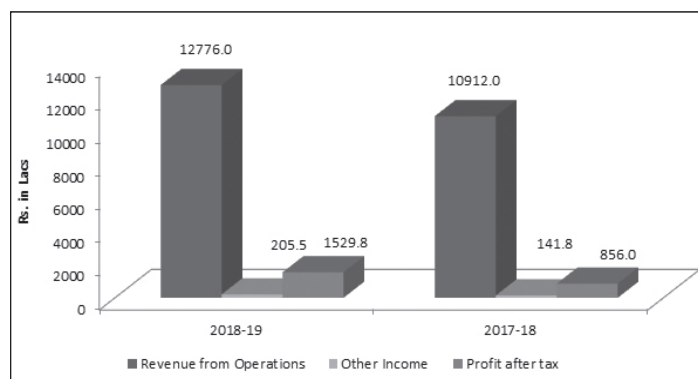
The management believes that your Company's liquidity and capital resources would be adequate to meet its expected working capital needs and other anticipated cash requirements.

FINANCIAL AND OPERATIONAL PERFORMANCE

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

During the financial year 2018-19, your Company's financial and

operational performance as compared to the previous financial year 2017-18 has been as under:



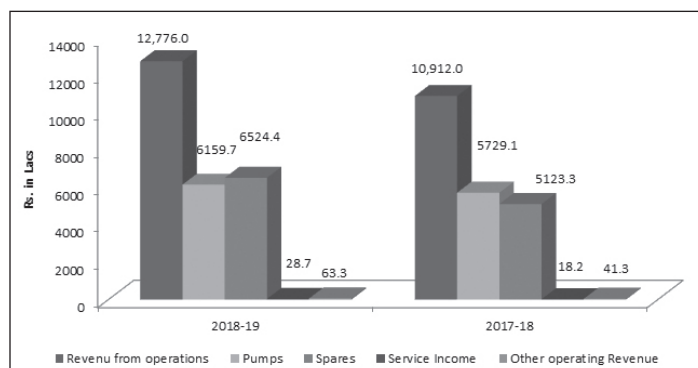
Your Company's total Income during the year 2018-19 has been ₹ 12981.5 lacs as compared to ₹ 11053.8 lacs during the year 2017-18, which represents an increase of 17.4%. Revenue from operations during the year has been ₹ 12776.0 lacs as compared to ₹ 10912.0 lacs during the previous year. Other income during the year has been ₹ 205.5 lacs as compared to ₹ 141.8 lacs during the previous year.

Your Company recorded Profit after Tax of ₹ 1529.8 lacs during the year 2018-19 as against ₹ 856.0 lacs in 2017-18. Profit after Tax has increased mainly on account of higher revenue and prudent management and control of operating expenses.

The Board of Directors of your Company has recommended a dividend of 25% for 2018-19. The payment of dividend would involve total a cash outflow of ₹ 93.15 lacs including tax on dividend.

Revenue from Operations

Your Company's income from operations comprises of domestic sales and exports sales. Revenue from operations during the year has been ₹ 12776.0 lacs as compared to ₹ 10912.0 lacs during the previous year, which represents an increase of 17.1%. Revenue from operations product wise viz. Pumps, Spares and Service Income has been as under –

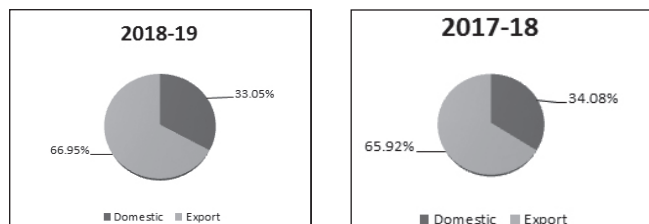


Sales of pumps during the year have been ₹ 6159.7 lacs as compared to ₹ 5729.1 Lacs during the previous year while sales of spares have been at ₹ 6524.4 lacs as compared to ₹ 5123.3 lacs during the previous year. The service income has been ₹ 28.7 lacs against ₹ 18.2 lacs during the previous year. Other operating revenue mainly comprises of sales of scrap materials has been ₹ 63.3 lacs against ₹ 41.3 lacs during the previous year.

Export sales during the year have been ₹ 8553.2 lacs as compared to ₹ 7193.4 lacs during the previous year registering a healthy growth of 18.9%.

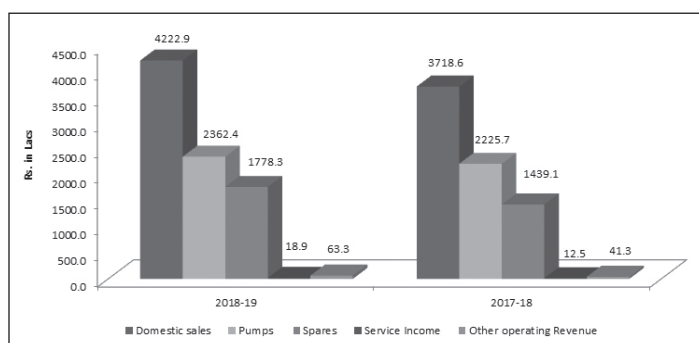


Composition of Export Sales and Domestic Sales during the financial year 2018-19 as compared to the previous financial year 2017-18 has been as under:



Domestic Sales

Domestic sales during the year have been recorded at ₹ 4222.9 lacs against ₹ 3718.6 lacs, which represent an increase of 13.6%. Composition of Domestic sales during the year as compared to the previous year has been as under-

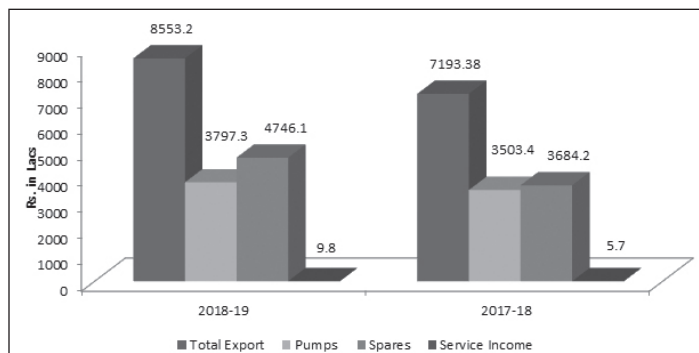


Revenue from Sales of Pumps during the year was ₹ 2362.4 lacs against ₹ 2225.7 lacs during the previous year. Sales of Spares during the year have been ₹ 1778.3 lacs against ₹ 1439.1 lacs during the previous year. Service income during the year has been ₹ 18.9 lacs against ₹ 12.5 lacs during the previous year. Other operating revenue mainly comprises of income from sales of scrap and wastage has been ₹ 63.3 lacs as compared to ₹ 41.3 lacs during the previous year.

Export Sales

Export Sales by product

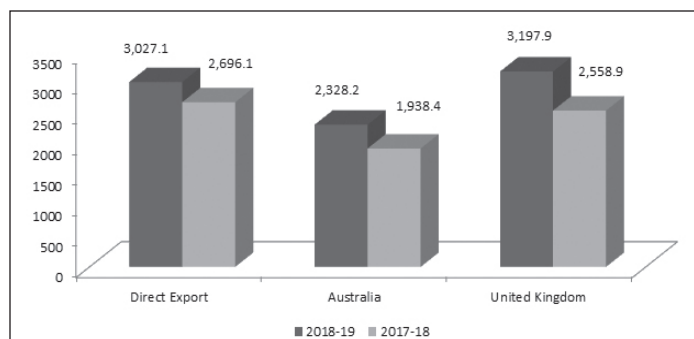
Exports Sales during the year have been ₹ 8553.2 lacs, which is higher than the previous year's ₹ 7193.4 lacs, which represents an increase of 18.9%. Composition of Export Sales during the year as compared to the previous year has been as under:



Export sales of Pumps and spares have been higher by 8.4% and 28.8%, respectively as compared to the previous year. Exports service income has been higher at ₹ 9.8 lacs as compared to ₹ 5.7 lacs during the previous year.

Export Sales by Centers

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



Direct Export

Direct export sales during the year have been ₹ 3027.1 lacs against ₹ 2696.1 lacs in the previous year which represents an increase of 12.5%.

Sales from Australia Branch

Sales from Australia have been ₹ 2323.3 lacs as compared to ₹ 1938.4 lacs during the previous year, which is higher by 19.8%.

Sales from U.K. Branch

Sales from United Kingdom have been ₹ 3197.8 lacs against ₹ 2558.9 lacs during the previous year, which is higher by 25.0%.

KEY FINANCIAL RATIOS

Key financial ratios for the financial year 2018-19 as compared to the previous financial year have been as under. Clarifications on the changes exceeding 25% are also given.

Particulars	2018-19	2017-18	Change	Clarification
Debtors' turnover (days)	102	101	0.43%	Negligible change
Inventory Turnover (days)	121	129	-5.64%	It improved due to higher turnover
Interest coverage ratio (times)	9	6	53.14%	It improved due to higher profit before tax and lower borrowing resulting in lower interest.
Current ratio (times)	1.59	1.29	23.77%	It improved due to decrease in current liabilities and higher current assets mainly due to higher inventory and debtors.
Debt equity ratio (times)	0.01	0.02	-53.26%	It improved due to repayment of long term debt.

Particulars	2018-19	2017-18	Change	Clarification
Operation profit margin (%)	23.82%	21.05%	13.15%	It improved due to higher sales turnover and prudent management of expenses
Net profit Margin (%)	11.97%	7.84%	52.64%	It increases due to higher sales turnover and prudent management of expenses
Net worth – Rs. in Cr	84.33	70.11	14.22	Increased by net profit for the year.
Return on Net worth (%)	18.14%	12.21%	48.57%	It improved due to higher turnover resulting in higher profit and prudent management of expenses.

AWARDS

Your Company has been conferred “Best Global Business” by Dun & Bradstreet at its SME Business Excellence Awards 2018 and Export Excellence Award as Star Performer for the financial year 2016-17 by the Northern Region of EEPC India (Engineering Export Promotion Council).

HEALTH, SAFETY AND ENVIRONMENT

Your Company has been following policy for continuously improving health and safety standards and also preservation of environment. During the year, your Company has taken various initiatives and continues to comply with Occupational Health & Safety Management System Standards OHSAS 18001: 2007 and Environment Management System ISO 14001:2004.

OPPORTUNITIES AND THREATS

Opportunities

Formation of a strong and stable Government in the Country and with Govt. vision to become a 5 Trillion US Dollar economy by 2024 would lead economic growth & development across the sectors which would provide ample opportunities to the Company.

Overseas Subsidiaries, mainly in US and South Africa having completed over 3 years have formed an operational base and with a stronger team in place are going to be key growth centers for the Company. German Subsidiary slated to reassume operations by Q4 in the current financial year will enhance the market expansion into Europe with focus on major markets such as Germany & France.

Focus on Oil & Gas vertical is an area for business development. Navy & Coast Guards would also provide tremendous opportunities.

Threats

Markets across the Board are seeing intense competition and inbound policies of the major Countries are a cause of concern. Brexit in United

Kingdom poses looming threat to the British Economy and will severely impact the business in case of no –deal Brexit. Trade disputes between USA & China and escalation of tension in Gulf pose threat of economic slowdown.

RISK AND CONCERNS

There is going to be continued pressure on margins due to increase in input costs on the one hand and lower prices due to competition on the other. Majority of revenue of your Company comes from Export, exchange rate fluctuations are a major concern. Any adverse economic development in Company's focus markets would affect business of the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your 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.

Your Company has initiated adoption of SAP software to strengthen its controls and processes, which was planned to put in use from the current year, is slated to put the same in place from beginning of the next financial year. This would allow integration of multiple locations on one platform and substantially improve overall efficiency of the organization.

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

RESEARCH & DEVELOPMENT

Research & Development Centre of your Company has been recognized by the Department of Scientific & Industrial Research, Ministry of Science & Technology, Government of India vide their letter no. F. No. TU/IV-RD/4371/2018 dated October 12, 2018. During the year, your company has incurred an amount of ₹ 219.10 lacs and ₹ 27.48 lacs towards revenue expenses and capital expenditure, respectively, totaling to ₹ 246.58 lacs, which constitutes 1.93% of the Revenue from operations of the Company. Previous year, it was ₹ 147.94 lacs and ₹ 46.13 lacs towards revenue expenses and capital expenses, respectively, totaling to ₹ 194.07 lacs, which constituted 1.78% of the revenue from operation of the Company.

HUMAN RESOURCES & INDUSTRIAL RELATIONS

We believe that in order to sustain growth under competitive conditions, the Human Capital of the Company should have high level of motivation and knowledge. The Company continues to focus and invest in human resources development to provide an open work culture and rewarding career opportunities to all its employees. During the year, your Company's HR division successfully recruited 56 people (replacements as well as new joining) in response to various business needs. Manpower strength as on 31.03.2019 was 350.

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.

In order to support higher professional education of children of employees in staff and worker category, your Company had introduced Shri RR Gupta Memorial Scholarship during the year under review.



Under the scholarship, an amount of ₹ 1.00 lacs is granted to a student and paid over the tenure of the professional course in equal annual instalments upto five students. During the year, three students have been paid such scholarship.

FUTURE OUTLOOK

Your Company is poised to grow in the next three to five years at CAGR of 15 to 20% despite global economic challenges. The Company has a strong manufacturing and marketing infrastructure with presence in five continents. Company's focus on R&D activities along with an experienced and motivated manpower will lead the Company to make inroads in major global markets and derive growth from the domestic market as well.

Roto Brand has seen tremendous acceptance in the market in the last 5 years and the company is amongst Top 10 manufacturers of Progressive

Cavity pumps globally. Strong marketing initiative should enable the company to improve its position to becoming a prominent PC pumps manufacturer figuring in top 5 and a major PD pump player.

Your company is also looking for Inorganic opportunities in related products to strengthen its position in PD pump market and to contribute significantly to growth of the company going forward.

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.

For and on behalf of the Board of Directors

Place: Noida
Dated: 09.08.2019

Harish Chandra Gupta
Chairman & Managing Director
DIN: 00334405

INDEPENDENT AUDITOR'S REPORT

To the Members of Roto Pumps Limited

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Roto Pumps Limited ("the Company"), which comprise the Balance sheet as at March 31, 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information which are included the returns for the year ended on that date audited by the branch auditors of the Company's branches located at Australia and United Kingdom.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the branches the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 March 31, 2019, its profit/loss including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no other key audit matters to communicate in our report.

Other Information or another title if appropriate, such as "Information Other than the Financial Statements and Auditor's Report Thereon"

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS

financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the [Standalone] Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with [the Companies (Indian Accounting Standards) Rules, 2015, as amended]. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.



We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

We did not audit the financial statements and other financial information of Two branches included in the accompanying standalone Ind AS financial statements of the Company whose financial statements and other financial information reflect total assets of Rs. 2414.51 lakhs as at March 31, 2019 and the total revenues of Rs. 5526.01 lakhs for the year ended on that date, as considered in the financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us by management, and our opinion in so far as it relates to the amounts and disclosures included in respect of branches, is based solely on the report of such branch auditors. Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the branches, as noted in the 'Other Matter' paragraph] we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purposes 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us;
 - (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, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us;
 - (e) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (f) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (g) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
 - (h) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
 - (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended 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 standalone Ind AS financial statements – Refer Note No. 34.1 to the standalone Ind AS financial statements;

- ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For R.N. Marwah & Co. LLP
Chartered Accountants
(Firm's Registration No. 001211N/N500019)

Place : Noida
Date : 24th May 2019

Manoj Gupta
Partner
(Membership No. 096776)

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **ROTO PUMPS LIMITED** of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. In respect of the Inventories:-
 - (a) The management has conducted the physical verification of inventory at reasonable intervals.
 - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and

therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2019 on account of dispute are given below:

Sl.	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.	UP VAT Act, 2008	Sales Tax (Central)	Add. Commissioner-II, Appeal -3, Noida	201.38

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.



- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xv. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R.N. Marwah & Co. LLP
Chartered Accountants
(Firm's Registration No. 001211N/N500019)

Manoj Gupta
Partner
(Membership No. 096776)

Place: Noida
Date: 24th May 2019

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **ROTO PUMPS LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ROTO PUMPS LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal

financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:-

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the

company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For R.N. Marwah & Co. LLP
Chartered Accountants
(Firm's Registration No. 001211N/N500019)

Place: Noida

Date: 24th May 2019

Manoj Gupta
Partner
(Membership No. 096776)



STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	3	45,14,09,103	48,61,70,991
(b) Capital work-in-progress	4	7,00,000	23,29,165
(c) Investment property	5	3,56,717	3,72,316
(d) Intangible assets	6	70,01,591	28,18,273
(e) Investment in Subsidiaries	7	9,08,60,501	7,38,76,501
(f) Deferred Tax Assets (Net)	19	60,66,669	10,26,358
TOTAL NON-CURRENT ASSETS		55,63,94,581	56,65,93,604
CURRENT ASSETS			
(a) Inventories	8	24,40,86,890	21,89,00,972
(b) Financial Assets			
(i) Trade receivables	9	35,63,96,121	30,30,84,049
(ii) Cash and cash equivalents	10	2,40,84,388	2,85,83,234
(iii) Bank balances other than (ii) above	11	2,29,20,366	2,11,26,762
(iv) Loans	12	74,29,301	85,83,699
(v) Other financial assets	13	35,60,378	6,61,782
(c) Other current assets	14	14,56,64,237	11,97,17,883
TOTAL CURRENT ASSETS		80,41,41,681	70,06,58,381
TOTAL ASSETS		1,36,05,36,262	1,26,72,51,985
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	15	3,09,07,610	3,09,07,610
b) Other Equity	16	81,23,99,118	67,01,57,116
TOTAL EQUITY		84,33,06,728	70,10,64,726
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	17	91,61,842	1,62,95,007
(b) Provisions	18	31,59,740	53,86,819
TOTAL NON-CURRENT LIABILITIES		1,23,21,582	2,16,81,826
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	20	24,33,87,646	24,37,59,085
(ii) Trade payables	21	10,69,51,932	12,18,63,832
(iii) Other financial liabilities (other than those specified in item (b))	22	1,34,99,475	2,85,73,207
(b) Other current liabilities	23	7,96,61,582	9,38,25,996

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
(c) Provisions	24	46,05,565	69,00,085
(d) Current Tax Liabilities (Net)	25	5,68,01,752	4,95,83,228
TOTAL CURRENT LIABILITIES		50,49,07,952	54,45,05,433
TOTAL EQUITY AND LIABILITIES		1,36,05,36,262	1,26,72,51,985
The Significant Accounting policies and accompanying notes mentioned are an integral part of financial statements	1 to 52		

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

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

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)



STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
INCOME			
Revenue from Operations	26	1,27,76,00,600	1,09,11,95,077
Other Income	27	2,05,47,410	1,41,82,092
TOTAL INCOME		1,29,81,48,010	1,10,53,77,169
EXPENSES			
Cost of Materials consumed	28	46,34,81,099	38,25,90,416
Change in Inventories of Finished goods and Work in Progress	29	(2,95,63,676)	(1,55,82,538)
Employee Benefits Expense	30	30,48,95,199	26,67,58,300
Finance Costs	31	2,53,90,013	2,71,34,553
Depreciation & Amortisation Expense	32	7,43,91,058	6,92,40,567
Other Expenses	33	25,50,10,254	24,19,02,767
TOTAL EXPENSES		1,09,36,03,947	97,20,44,065
Profit before Tax		20,45,44,063	13,33,33,104
Tax expenses			
Current tax		5,68,01,752	4,95,83,228
Deferred Tax	19	(57,81,448)	(28,45,227)
Short/(Excess) Provisions- earlier years		5,43,364	9,96,672
Profit for the year		15,29,80,395	8,55,98,431
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		(25,45,106)	23,35,778
(ii) Income tax relating to items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		(7,41,135)	6,80,179
Total comprehensive income for the year		14,96,94,154	8,86,14,388
Earnings per equity share:			
Basic and Diluted (Face value ₹2 per equity share)	34	9.90	5.54
The Significant Accounting policies and accompanying notes mentioned are an integral part of financial statements	1 to 52		

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
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STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax	20,45,44,063	13,33,33,104
Adjustment for :		
Depreciation	7,43,91,058	6,92,40,567
Finance Cost	2,53,90,013	2,71,34,553
Interest Income	(26,03,711)	(9,77,374)
Net (gains)/loss on disposal of Property, Plant and Equipment	40,585	27,90,729
Remeasurement of defined benefit liabilities	(25,45,106)	23,35,778
Net (gains)/loss on fair valuation of derivative contracts	(34,22,928)	20,41,219
Operating Profit / (Loss) before Working Capital Changes	29,57,93,974	23,58,98,576
Movement in working capital		
Adjustments for (increase)/decrease in operating assets:		
Inventories	(2,51,85,918)	(3,23,60,125)
Trade receivables	(5,33,12,072)	37,96,905
Loans	11,54,398	(22,13,627)
Other current financial assets	(28,98,596)	(4,28,017)
Other current assets	(1,59,26,922)	(2,13,91,941)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	(1,49,11,895)	1,58,05,134
Other current financial liabilities	(4,22,870)	19,75,137
Other current liabilities	1,17,20,953	1,75,68,924
Provisions	(45,21,598)	(46,22,215)
Cash generated from operations (A)	19,14,89,454	21,40,28,751
Direct Tax Paid (Net)	(5,85,20,965)	(5,77,81,993)
Net cash generated from operating activities	13,29,68,489	15,62,46,758
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Payment of Property , Plant and Equipment	(7,19,22,904)	(4,95,16,708)
Payment of Capital Work In Progress	16,29,165	(3,50,000)
Proceeds from disposal of Property , Plant and Equipment	57,50,00	29,41,669
Investment in Subsidiary	(1,69,84,000)	-
Interest Received	26,03,711	9,77,374
Net (Gain)/Loss on fair valuation of derivative contract	34,22,928	(20,41,219)
Net Cash used in Investing Activities (B)	(8,06,76,100)	(4,79,88,884)
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Non Current borrowings	(2,17,84,027)	(4,83,94,828)
Proceeds from Current borrowings	(3,71,439)	(1,65,50,421)
Interest Paid	(2,53,90,013)	(2,71,34,553)



STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Dividend & Dividend tax Paid	(74,52,152)	(74,39,931)
Net Cash used in Financing Activities	(5,49,97,631)	(9,95,19,733)
Net increase in Cash and Cash Equivalents (A+B+C)	(27,05,242)	87,38,141
Cash and Cash Equivalents as at the beginning of the year (Note No -10 & 11)	4,97,09,996	4,09,71,855
Cash and Cash Equivalents as at the end of the year (Note No -10 & 11)	4,70,04,754	4,97,09,996

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A EQUITY SHARE CAPITAL

Particulars	Amount (₹)
Balance as at 31st March, 2018	3,09,07,610
Changes in equity share capital during the year 2018-19	-
Balance as at 31st March, 2019	3,09,07,610

B OTHER EQUITY

(Amount in ₹)

Particulars	Reserves and Surplus			Total Equity
	Securities Premium	General Reserve	Retained Earnings	
As at 1st April 2018	4,72,06,555	5,57,89,316	56,71,61,245	67,01,57,116
Profit for the year 2018-19			15,29,80,395	15,29,80,395
Other comprehensive income for the year 2018-19 (net of tax)				
Remeasurement of Net defined benefit liability/ (asset) (net of tax)			(32,86,241)	(32,86,241)
Total comprehensive income for the year	-	-	14,96,94,154	14,96,94,154
Less: Appropriations				
Payment of dividend	-	-	61,81,522	61,81,522
Payment of Dividend distribution tax on dividend	-	-	12,70,630	12,70,630
As at 31st March, 2019	4,72,06,555	5,57,89,316	70,94,03,247	81,23,99,118

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Company Overview

Roto Pumps Limited referred to as “RPL” or “the Company” was incorporated on 31st July 1975. RPL is an enterprise listed on the BSE Ltd. The company is engaged in manufacturing of screw pumps and parts of pumps. The Company's products include progressive cavity pumps (PCP), twin screw pumps (TSP) and retrofit parts. The Company's products serve a cross section of industries including infrastructure, oil and gas, power, mining, paper and pulp which form critical part of the economy.

1. Statement of Significant Accounting Policies

Basis of Preparation: The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (“Act”) read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Acts and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value.

The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 ‘First Time Adoption of Indian Accounting Standards’. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the “Previous GAAP”.

The Company's presentation and functional currency is Indian Rupees (₹). All figures appearing in the financial statements are shown in absolute figures.

Authorization of Financial Statements: The financial statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 24th May 2019.

1.1. Use of Judgement and Estimates

The preparation of Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with Contingent Liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amount of assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

In particular, information about significant areas of estimates and judgements in applying accounting policies that have the most significant effect on the financial statements are as below:

- Financial Instruments;
- Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible Assets;
- Valuation of Inventories;
- Measurement of Defined Benefit Obligations and actuarial assumptions;

- Provisions;
- Evaluation of recoverability of Deferred tax assets; and
- Contingencies

Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods in which the estimates are revised and in any future periods affected.

1.2. Property, Plant and Equipment

- 1.2.1. Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 1.2.2. The initial cost of an asset comprises its purchase price (including non-refundable import duties and taxes), any costs directly attributable to bringing the asset at the location and condition necessary for it to be capable of operating in the manner intended by the management, the initial estimate of any decommissioning obligation, if any, and borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).
- 1.2.3. Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company over the period.
- 1.2.4. Spare parts which meet the definition of Property, plant and equipment are capitalized as Property, plant and equipment in case the unit value of spare part is above the threshold limit. In other cases, the spare parts are inventoried on procurement and charged to Statement of Profit and Loss on consumption.
- 1.2.5. An item of Property, plant and equipment and any significant part initially recognized separately as part of Property, plant and equipment is de-recognized upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the assets is included in the Statement of Profit and Loss.
- 1.2.6. The residual value and useful lives of Property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted in line with the revisions to accounting estimates.
- 1.2.7. The Company has elected to use exemption available under Ind AS 101 to continue with the carrying value for all its Property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).

1.3. Depreciation

Depreciation on Property, plant and equipment are provided on the Written down value, over the estimated useful lives of the assets (after retaining the estimated residual value of up-



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

to 5%). These useful lives are determined are in line with the useful lives as prescribed in the Schedule III of the Act.

- 1.3.1. Components of the main assets that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
- 1.3.2. Depreciation on Spare parts specific to an item of Property, plant and equipment is based on life of the related Property, plant and equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
- 1.3.3. Items of Property, plant and equipment costing not more than the threshold limit are depreciated at 100% in the year of acquisition.
- 1.3.4. Depreciation is charged on additions/ deletions on pro-rata basis from the date of addition/deletion.

1.4. Intangible Assets

- 1.4.1. Intangible Assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any. Expenditure on internally generated intangibles, excluding development costs, are not capitalized and is reflected in the Statement of Profit and Loss in the period in which the expenditure is incurred. Development costs are capitalized if, and only if, technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the asset and the costs can be measured reliably.
- 1.4.2. Intangible assets with indefinite useful lives, such as right of way which is perpetual and absolute in nature, are not amortized, but are tested for impairment annually. The useful lives are reviewed at each period to determine whether events and circumstances continue to support an indefinite useful life assessment for that asset. If not, the change in useful life from indefinite to finite is made on a prospective basis. The impairment losses on intangible assets with indefinite useful life are recognized in the Statement of Profit and Loss.
- 1.4.3. Expenditure incurred for creating/ acquiring other intangible assets above the threshold limit from which future economic benefits will flow over a period of time, is amortized over the estimated useful life of the asset or ten years, whichever is lower, on a straight line basis, from the time the intangible asset starts providing the economic benefit. In other cases, the expenditure is reflected in the Statement of Profit and Loss in the year in which the expenditure is incurred. The amortization period and the amortization method for an intangible asset

with finite life are reviewed at each year end. The amortization expense on intangible assets with finite useful lives and impairment losses in case there is an indication that the intangible asset may be impaired, are recognized in the Statement of Profit and Loss.

- 1.4.4. The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all its intangible assets as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).

1.5. Investment Property

- 1.5.1. Investment Property is property (land or a building – or part of a building – or both) held either to earn rental income or for capital appreciation or both, held for currently undetermined future use, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. Investment Properties are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 1.5.2. Any gain or loss on disposal of investment property calculated as the difference between the net proceeds from disposal and carrying amount of the Investment Property is recognized in Statement of Profit and Loss.
- 1.5.3. On transition to Ind AS i.e. 1st April, 2016, the Company has re-classified certain items from Property, plant and equipment to investment property. For the same, Company has elected to use the exemption available under Ind AS 101 to continue carrying value for such assets as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at date of transition (1st April, 2016).

1.6. Borrowing Costs

- 1.6.1. Borrowing cost consists of interest and other costs incurred in connection with the borrowing of funds.
- 1.6.2. Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowings costs are charged to the Statement of Profit and Loss.
- 1.6.3. Investment income earned on the temporary investment of funds of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

1.7. Non-current assets held for sale

- 1.7.1. Non-current assets classified as held for sale if their carrying amounts will be recovered through a sale transaction rather than through continuing use.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

This condition is regarded as met only when the sale is highly probable and the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

- 1.7.2. Non-current assets classified as held for sale are measured at lower of carrying amount and fair value less costs to sell.
- 1.7.3. Property, plant and equipment and intangible assets classified as held for sale are not depreciated or amortized.

1.8. Leases

1.8.1. Finance Lease

Lease Agreements are classified as finance lease, if substantially all the risks and rewards irrespective of whether title is transferred.

Land lease agreements classified as finance lease, are amortized over the period of the lease.

1.8.2. Operating Lease

Lease agreements not classified as finance lease are considered as operating lease.

Payments made under operating lease are recognized in Statement of Profit and Loss with reference to lease terms and other relevant considerations. Lease incentives received/ lease premium paid (if any) are recognized as an integral part of the total lease expense, over the term of the lease. Payments made under Operating Leases are generally recognized in Statement of Profit and Loss on a straight line basis over the term of the lease, unless such payments are structured to increase in line with expected general inflation.

1.8.3. Determining whether the arrangement contains a lease

At the inception of an arrangement, the Company determines whether the arrangement is or contains a lease. At inception or on reassessment of an arrangement that contains a lease, the Company separates payments and other consideration required by the arrangement into those for the lease and those other elements on the basis of their relative fair values. In case of a finance lease, if the company concludes that it is impracticable to separate the payments reliably, then an asset and a liability are recognized at an equal to the fair value of the underlying assets; subsequently, the liability is reduced as payments are made and an imputed finance cost on the liability is recognized using the Company's incremental borrowing rate.

1.9. Impairment of Non-financial assets

- 1.9.1. Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held

for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGUs) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

- 1.9.2. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

1.10. Inventories

- 1.10.1. Inventories are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of expenditure incurred in the normal course of business in bringing inventories to their present location including appropriate overheads apportioned on a reasonable and consistent basis and are determined on the following basis:

- Raw materials, work in progress, stores, tools and other materials are determined on First in First out basis.
- Finished goods are determined by considering the standard conversion cost.

- 1.10.2. Customs duties on raw materials/ finished goods lying in bonded warehouse are provided for at the applicable rates except where liability to pay duty is transferred to the consignee.

- 1.10.3. Excise duty till 30th June, 2017, on finished stocks lying at manufacturing locations is provided for at the assessable value applicable at each of the locations based on end use.

- 1.10.4. Raw materials held for use in the production of finished goods are not written down below cost except in cases where raw material prices have declined and it is estimated that the cost of the finished goods will exceed their net realizable value.

- 1.10.5. Obsolete, slow moving, surplus and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for such stocks.

1.11. Revenue Recognition

1.11.1. Sale of Goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of goods have been passed to the buyer, the Company retains neither continuing managerial involvement



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Company.

Revenue from sale of goods includes excise duty till 30th June, 2017 and is measured at fair value of the consideration received or receivable (after including fair value allocations related to multiple deliverable and/or linked arrangements), net of returns, taxes or duties collected on behalf of the government and applicable trade discounts or rebates.

Where the Company acts as an agent on behalf of a third party, the associated income is recognized on net basis.

1.11.2. Sale of Services

Income from services rendered is recognized based on agreements/ arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably.

1.11.3. Multiple Element Contracts

For revenue arrangements having more than one deliverable, at the inception of the arrangement, the Company evaluates all deliverables in the arrangement to determine whether they represent separately identifiable components of the following two conditions are met:

- The deliverable has value to the customer on a standalone basis and
- There is evidence of the fair value of the item.

The total arrangement consideration is allocated to each separate component based on its relative fair value.

1.11.4. Interest and Dividend Income

Interest income is recognized using Effective Interest Rate (EIR) method.

Dividend is recognized when right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be measured reliably.

1.11.5. Income from sale of scrap is accounted on billing basis and customer takes title.

1.11.6. The benefit under the Merchandise Exports from India Scheme (MEIS) as per the Export and Import Policy in respect of exports made under the said Schemes is accounted on an Lodgment of Claim filed and is included under the head " Other Income " as 'Export Incentives'.

1.12. Classification of Income/ Expense

- 1.12.1. Income/ Expenditure (net) in aggregate pertaining to prior year (s) above the threshold limit are corrected retrospectively in the first set of financial statements approved for issue after their discovery by restating the comparative amount and/ or restating the opening Balance sheet for the earliest prior period presented.
- 1.12.2. Prepaid expenses up-to threshold limit in each case, are charged to revenue over the period.
- 1.12.3. Deposits places with Government agencies/ local authorities which are perpetual in nature are charged to revenue in the year of payment.

1.13. Employee Benefits

1.13.1. Short-term employee benefits

Short-term employee benefits are recognized as an expense at an undiscounted premium in the Statement of Profit and Loss of the year ended in which related services are rendered.

1.13.2. Post-Employment Benefits

Defined Contribution Plans:

Obligations for contributions to defined contribution plans such as pension are recognized as an expense in the Statement of Profit and Loss as the related service is provided. Prepaid contributions are recognized as an asset to the extent that cash fund in future payments is available.

Defined Benefit Plans:

The Company's net obligation in respect of defined benefit plans such as gratuity, other post-employment benefits etc., is calculated separately for each plan by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognized asset is limited to the present value of the economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan.

The current service cost of the defined benefit plan, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The net interest is calculated by applying the discount rate to the net balance of the

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

defined benefit obligation and the fair value of plan assets. This net interest is included in employee benefit expense in the Statement of Profit and Loss.

Re-measurements which comprise of actuarial gains and losses, the return on plan assets (excluding amounts included in the net interest on net defined benefit liability (asset)) and the effect of the asset ceiling (if any, excluding amounts included in the net interest on the net defined benefit liability (asset)), are recognized in other comprehensive income.

1.13.3. Other long-term employee benefits

Liability towards other long term employee benefits – leave encashment and long service awards etc., are determined on actuarial valuation by qualified actuary by using Projected Unit Credit Method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit and Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit and Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit and Loss. Re-measurements are recognized in the Statement of Profit and Loss.

1.13.4. Termination benefits

Expenditures on account of Voluntary Retirement Scheme are charged to Statement of Profit and Loss.

1.14. Foreign Currency Transactions

1.14.1. Monetary Items

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in the Statement of Profit and Loss either as profit or loss foreign currency transaction and translation.

The Company has elected to continue the policy adopted under previous GAAP for accounting the foreign exchange differences arising on settlement or translation of long-term foreign currency monetary items outstanding as on 31st March, 2018.

1.14.2. Non-monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.14.3. Foreign Branch Operation's Translations

The activities of foreign branches are an integral part of operations of the Company and hence the foreign branch financial statements are translated in accordance with accounting standard.

Income and 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.

Property, plant and equipment are recorded at the exchange rate prevailing on the date of the transaction.

Depreciation on property, plant and equipment 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 rate prevailing at the year end.

The exchange difference on translation of Foreign Branch financial statements are recognized in the Statement of Profit and Loss.

1.15. Investment in Subsidiaries, Joint Ventures and Associates

Investments in equity shares of Subsidiaries, Joint Ventures and Associates are recorded at cost and reviewed for impairment at each reporting date.

1.16. Government Grants

1.16.1. Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

1.16.2. When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

1.16.3. Government grants relating for Property, plant and equipment are presented as deferred income and are credited to the Statement of Profit and Loss on



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

a systematic and rational basis over the useful life of the asset.

1.17. Provisions, Contingent Liabilities and Commitments

- 1.17.1. Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
- 1.17.2. The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.
- 1.17.3. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in provision due to the passage of time is recognized as a finance cost.
- 1.17.4. Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.
- 1.17.5. Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

1.18. Fair Value Measurement

- 1.18.1. The Company measures certain financial instruments at fair value at each reporting date.
- 1.18.2. Certain accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.
- 1.18.3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of the liability also reflects its non-performance risk.
- 1.18.4. The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value

is evidenced neither by quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognized in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

- 1.18.5. While measuring the fair value of an asset or liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation technique as follows:
 - Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
 - Level 2 – Inputs other than quoted prices included in Level 1 that are observable for assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
 - Level 3 – inputs for the assets or liability that are not based on observable market data (unobservable inputs)
- 1.18.6. When quoted prices in active market for an instrument are available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset and liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- 1.18.7. If there is no quoted price in an active market for an instrument is available, the Company measures the fair value of the instrument using that price. A market is regarded as active if transactions for the asset and liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.
- 1.18.8. The Company regularly reviews significant unobservable inputs and valuation adjustments. If the third party information, such as broker quotes or pricing services, is used to measure fair values, then the Company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1.19. Financial Assets

1.19.1. Initial Recognition and measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets are initially recognized at fair value when the Company becomes a party to the contractually provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

1.19.2. Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets, the Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

The asset held within business model whose objective is:

- To hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium or fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

The asset is held within business model whose objective is achieved by both

- Collecting contractual cash flows and selling financial assets and

- Contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognized in the Statement of Profit and Loss. Other net gains and losses are recognized in other comprehensive income.

Debt instruments at Fair value through Profit and Loss (FVTPL)

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or as FVOCI, is classified as FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognized in the Statement of Profit and Loss.

Equity Investments

All equity investments within the scope of Ind AS 109 are measured at fair value. Such equity instruments which are held for trading are classified as FVTPL. For all other such equity instruments, the Company decides to classify the same either as FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in Other Comprehensive Income (OCI). Dividends on such equity instruments are recognized in the Statement of Profit or Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

1.19.3. De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily de-recognized (i.e. removed from the Company's Balance Sheet) when

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

flows from asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

- The Company has transferred substantially all the risks and rewards of the asset, or
- The Company has neither transferred not retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of debt instruments are measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognized and accumulated in OCI are not reclassified to profit or loss on de-recognition.

1.19.4. Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortized cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the 'simplified approach' at an amount equal to the lifetime ECL at each reporting date. In respect of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

1.20. Financial Liabilities

1.20.1. Initial recognition and measurement

Financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

Financial liability is initially measured at fair value less, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue.

1.20.2. Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities.

Financial liabilities at Fair value through Profit and Loss (FVTPL)

A financial liability is classified as at Fair Value through Profit or Loss (FVTPL) if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognized in Statement of Profit and Loss.

Financial liabilities at Amortized Cost

After initial recognition, financial liabilities other than those which are classified as FVTPL are subsequently measured at amortized cost using the effective interest rate ("EIR") method.

Amortized cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The amortization done using the EIR method is included as finance costs in the Statement of Profit and Loss.

1.20.3. De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

1.21. Financial Guarantees

Financial guarantee contracts issued by the Company are those contracts that will require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognized less cumulative amortization.

1.22. Derivative financial instruments

The Company uses derivative financial instruments to manage the exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with the changes being recognized in the Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

1.23. Embedded Derivatives

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the classification requirements contained in Ind AS 109 are applied to the entire hybrid contract. Derivatives embedded in all other host contracts, including financial liabilities are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit and loss. These embedded derivatives are measured at fair value with changes in fair value recognized in Statement of Profit and Loss, unless designated as effective hedging instruments. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows.

1.24. Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

1.25. Taxes on Income

1.25.1. Current Tax

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to complete the amount are those that are enacted or substantively enacted, by the end of the reporting period.

Current tax items are recognized in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

1.25.2. Deferred Tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognized in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.26. Earnings per Share

1.26.1. Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

1.26.2. For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period is adjusted for the effect of all dilutive potential equity shares.

1.27. Classification of Assets and Liabilities as Current and Non-current

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

1.28. Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque, draft on hand and Bank balances other than cash and



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

cash equivalents include Earmarked balances with bank and Term deposits.

1.29. Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future

operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

2. The Company has adopted the following materiality threshold limits in the preparation and presentation of financial statements as given below:

Threshold Item (1)	Accounting Policy Ref (2)	Threshold limit value (3)
Processing fees (including stamp duty) on Loan amount sanction for calculation of Effective Interest Rate (EIR) method.	Written off as expenses over the Loan Repayment Tenure by using the Effective Interest Rate Method.	More than 1% of the loan amount excluding taxes.
Capitalization of spare parts meeting the definition of Property, Plant and Equipment in each case	The Expenditure treated as revenue expenditure and charged to current year Profit & loss Account. Capital Expenditure:- Capitalized Revenue Expenditure: - Treated in current Statement of Profit and Loss	1. All Assets in relation to Property , Plant & Equipment below ₹ 5,000/- (Five Thousand Only) In Case of Plant & Machinery 2. On Technical Decision Capital and Revenue nature is bifurcated. 2.1) Assets is defined as Capital Expenditure, when the expenditure enhances the revenue generating capacity of the assets so that useful life is extended. 2.2) Not Covered in point no 2.1 above, is treated as Revenue expenditure.
Income / expenditure (net) pertaining to prior year(s). Provision for expenses payable & Prepaid Expenses	Below the Threshold limit value, it is treated as an expense in the Statement of Profit and Loss in Current Year., Provision for Expenses Payable is made for the amount above Threshold Limit. Bifurcation of Expenditure into Prepaid / Postpaid is made above the Threshold Limit.	₹ 50,000/- (Fifty Thousand Only) ₹ 10,000/- (Rupees Ten Thousand Only)
Fair valuation of Interest free Loan given to Employees.	Fair valuation is done for Interest free loan given to Employee above the threshold limit defined in Column No (3).	More than ₹ 7,50,000/- per employee.
Provision against Warranty Claim	Provision is made against warranty on the reporting date as per the threshold policy.	Average of past three years.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

3 PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION				NET BLOCK					
	Balance as at 31ST MARCH, 2018	Additions	Disposals	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Depreciation/ Amortization expenses	Eliminated on disposals of assets	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals	Depreciation/ Amortization expenses	Balance as at 31ST MARCH, 2019
Leasehold land	9,25,35,016	-	-	9,25,35,016	92,04,580	10,28,167	-	1,02,32,747	8,33,30,436	-	-	10,28,167	8,23,02,269
Buildings	31,01,16,076	7,97,123	-	31,09,13,199	11,65,05,036	1,94,14,186	-	13,59,19,222	19,36,11,040	7,97,123	-	1,94,14,186	17,49,93,977
Other Buildings	16,27,232	-	-	16,27,232	12,04,653	15,068	-	12,19,721	4,22,579	-	-	15,068	4,07,511
Plant and Machinery	33,79,23,239	1,79,82,778	-	35,59,06,017	18,47,84,621	2,81,57,036	-	21,29,41,657	15,31,38,618	1,79,82,778	-	2,81,57,036	14,29,64,360
Furniture and Fixtures	2,92,08,254	75,354	-	2,92,83,608	1,91,92,430	25,66,914	-	2,17,59,344	1,00,15,824	75,354	-	25,66,914	75,24,264
Vehicles	6,59,73,817	65,04,612	(33,55,266)	6,91,23,163	2,89,90,314	1,17,11,586	(28,31,763)	3,78,70,137	3,69,83,503	65,04,612	(5,23,503)	1,17,11,586	3,12,53,026
Vechiles (Finance Lease)	24,61,206	-	-	24,61,206	5,68,660	5,91,126	-	11,59,786	18,92,546	-	-	5,91,126	13,01,420
Office Equipment	2,48,71,447	7,62,441	(10,000)	2,56,23,888	2,07,24,626	18,94,995	(5,816)	2,26,13,805	41,46,821	7,62,441	(4,184)	18,94,995	30,10,083
Computers	2,23,72,310	1,01,44,777	(36,21,599)	2,88,95,488	1,97,42,686	50,34,310	(35,33,701)	2,12,43,295	26,29,624	1,01,44,777	(87,898)	50,34,310	76,52,193
Total	88,70,88,597	3,62,67,085	(69,86,865)	91,63,68,817	40,09,17,606	7,04,13,388	(63,71,280)	46,49,59,714	48,61,70,991	3,62,67,085	(6,15,585)	7,04,13,388	45,14,09,103

i) Net Block of Fixed Assets as on 31st March, 2019 includes fixed assets held at Foreign Branches of the company ₹ 39,33,950/- (31st March, 2018: ₹ 35,07,426/-)

ii) ₹ 7,97,123/- (31st March, 2018: ₹ 66,891/-) has been adjusted to the cost of Fixed Assets (Building) is for Gain/Loss of Foreign Exchange difference on account of FCNR term loan from citi bank.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

4 CAPITAL WORK-IN-PROGRESS

	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
CARRYING AMOUNT		
Capital work-in-progress	7,00,000	23,29,165

(Amount in ₹)

5 INVESTMENT PROPERTY

(Amount in ₹)

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION				NET BLOCK			
	Balance as at 31ST MARCH, 2018	Additions	Disposals	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Eliminated on disposals of assets	Depreciation/Amortization expenses	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals
Investment Property	10,47,204	-	-	10,47,204	6,74,888	-	15,599	6,90,487	3,72,316	-	-
Total	10,47,204	-	-	10,47,204	6,74,888	-	15,599	6,90,487	3,72,316	-	-

i) The fair value of the Investment Property as at 31st March 2019 is ₹ 24,07,791/-. The fair value was arrived on the basis of the valuation report.

6 INTANGIBLE ASSETS

(Amount in ₹)

Particulars	DEEMED COST/GROSS BLOCK			ACCUMULATED DEPRECIATION/AMORTIZATION				NET BLOCK			
	Balance as at 31ST MARCH, 2018	Additions	Disposals	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Eliminated on disposals of assets	Depreciation/Amortization expenses	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals
Software	1,13,63,687	81,45,389	-	1,95,09,076	93,16,926	-	37,98,561	1,31,15,487	20,46,761	81,45,389	-
Technical Design and Drawings	10,70,334	-	-	10,70,334	8,87,727	-	67,383	9,55,110	1,82,607	-	-
Trademark	11,73,177	-	-	11,73,177	5,84,272	-	96,127	6,80,399	5,88,905	-	-
Total	1,36,07,198	81,45,389	-	2,17,52,587	1,07,88,925	-	39,62,071	1,47,50,996	28,18,273	81,45,389	-



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

7 INVESTMENT IN SUBSIDIARIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Unquoted		
Investments measured at cost (fully paid) - Subsidiaries		
2,25,000 shares (31st March, 2018: 2,25,000) of EURO 1 each in Roto Pumpen GmbH, Germany	1,64,03,501	1,64,03,501
5,25,000 shares (31st March, 2018: 5,25,000) of USD 1 each in Roto Pumps Americas INC, USA	3,40,49,000	3,40,49,000
8,00,000 shares (31st March, 2018: 4,80,000) of SGD 1 each in Roto Overseas Pte Ltd, Singapore	4,04,08,000	2,34,24,000
TOTAL	9,08,60,501	7,38,76,501

During the year, the Company has acquired balance 3,20,000 Shares of SGD 1 each of Roto Overseas Pte Ltd, Singapore from Joint Venture Partner and the Singapore company became the wholly owned Subsidiary.

8 INVENTORIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Raw Materials	6,37,72,656	6,79,95,200
b) Work in Process	1,07,89,618	1,28,67,743
c) Finished Goods	14,42,15,669	10,92,47,760
d) Finished Goods-In Transit	1,55,74,160	1,88,71,228
e) Consumables Stores	18,62,313	22,80,441
f) Other Stores & Spares	22,74,485	16,68,746
g) Tools	44,62,809	35,98,302
h) Packing Material	10,66,620	22,73,952
i) Scrap and Wastage	68,560	97,600
TOTAL	24,40,86,890	21,89,00,972

(i) The mode of valuation has been stated in Significant Accounting Policies.

(ii) Inventories have been hypothecated as security for borrowings.

9 TRADE RECEIVABLES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Unsecured unless stated otherwise (Considered Good)		
Trade Receivables	35,84,33,199	30,89,88,191
Less - Allowance for bad and doubtful debts	(20,37,078)	(59,04,142)
TOTAL	35,63,96,121	30,30,84,049

i) The average credit period for collection is 90 days.

ii) No trade receivable are due from directors either severally or jointly with any other person.

iii) Trade receivable includes ₹ 7,77,44,945/- (As at 31st March, 2018: ₹ 5,93,04,059/-), receivable from subsidiaries incorporated out side India.

iv) Information about credit risk and market risk of trade receivables refer - Note No 39

v) Movement in expected credit loss allowance

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Balance at the beginning of the year	(59,04,142)	(73,82,120)
Add: Provision made during the year	38,67,064	14,77,978
Balance at the end of the year	(20,37,078)	(59,04,142)



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

10 CASH AND CASH EQUIVALENTS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Cash and cash equivalents		
a) Balance with banks	1,43,69,529	1,54,48,260
b) Cash in Hand	20,23,102	11,60,122
c) Remittance in Transit	76,91,757	1,19,74,852
TOTAL	2,40,84,388	2,85,83,234

11 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Earmarked Balances with Bank -Unclaimed dividend accounts	12,54,423	13,53,299
b) Term Deposit (Restricted)- Margin Money against guarantees	2,16,65,943	1,97,73,463
TOTAL	2,29,20,366	2,11,26,762

12 LOANS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Unsecured and considered good		
a) Security Deposits	68,67,060	75,02,589
b) Staff Loans	5,62,241	10,81,110
TOTAL	74,29,301	85,83,699

13 OTHER FINANCIAL ASSETS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Interest accrued on Bank deposits	4,32,916	6,61,782
b) Derivative carried at fair value	31,27,462	-
TOTAL	35,60,378	6,61,782

14 OTHER CURRENT ASSETS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
(Unsecured and considered good)		
a) Capital Advances	1,97,27,321	1,81,02,264
b) Deposit with GST & Other Authorities	6,90,15,088	5,34,24,860
c) Advance Income Tax & Tax Deducted at Source	4,28,54,050	3,44,59,675
d) Prepaid Expenses	94,62,725	60,16,018
e) Other Receivables	46,05,053	77,15,066
TOTAL	14,56,64,237	11,97,17,883

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

15 EQUITY SHARE CAPITAL

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
AUTHORISED SHARE CAPITAL		
5,00,00,000 (As at 31st March, 2018: 5,00,00,000,) Equity Shares of ₹ 2 each	10,00,00,000	10,00,00,000
ISSUED & SUBSCRIBED SHARE CAPITAL		
1,55,00,305 (As at 31st March, 2018: 1,55,00,305,) Equity Shares of ₹ 2 each	3,10,00,610	3,10,00,610
PAID UP SHARE CAPITAL		
1,54,53,805 (As at 31st March, 2018: 1,54,53,805) Equity Shares of ₹ 2 each	3,09,07,610	3,09,07,610
TOTAL	3,09,07,610	3,09,07,610

15.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

(Amount in ₹)

NAME OF SHAREHOLDER	As at 31ST MARCH, 2019		As at 31ST MARCH, 2018	
	NUMBER OF SHARES HELD IN THE COMPANY	% Held	NUMBER OF SHARES HELD IN THE COMPANY	% Held
ANURAG GUPTA	10,85,335	7.02	10,85,335	7.02
NAND KISHORE GUPTA HUF	14,88,660	9.63	14,88,660	9.63
ARVIND VEER GUPTA	12,10,335	7.83	12,10,335	7.83
ASHA GUPTA	24,99,665	16.18	24,99,665	16.18
HARISH CHANDRA GUPTA	19,73,695	12.77	19,73,695	12.77
HARISH CHANDRA GUPTA HUF	10,71,100	6.93	10,71,100	6.93
NEERA GUPTA	8,48,575	5.49	8,48,575	5.49

15.2 During the period from 1st April 2018 to 31st March 2019 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.

15.3 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.

16 OTHER EQUITY

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019		As at 31ST MARCH, 2018	
SECURITIES PREMIUM				
Opening Balance	4,72,06,555		4,72,06,555	
Add: Transferred during the year	-	4,72,06,555	-	4,72,06,555
GENERAL RESERVE				
Opening Balance	5,57,89,316		5,57,89,316	
Add: Transferred during the year	-	5,57,89,316	-	5,57,89,316
RETAINED EARNINGS				
Opening Balance	56,71,61,245		48,59,86,788	
Add: Profit for the year	15,29,80,395		8,55,98,431	
Add :- Other Comprehensive Income				
Remeasurement of Defined Benefit Plan (Net of Taxes)	(32,86,241)		30,15,957	
	71,68,55,399		57,46,01,176	
Less: Appropriations				
Dividend	61,81,522		61,81,522	
Tax on Dividend	12,70,630	70,94,03,247	12,58,409	56,71,61,245
TOTAL		81,23,99,118		67,01,57,116



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

i) SECURITIES PREMIUM

Securities premium is used to record the Premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

ii) GENERAL RESERVE

The general reserve is used from time to time to transfer profits from retained earnings for appropriations purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

iii) OTHER COMPREHENSIVE INCOME

These are actuarial gains/ losses on employee benefit obligations.

iv) DIVIDEND

The Company paid the dividend of ₹ 0.40 per Share in (2018-2019) and ₹ 0.40 per Share in (2017-2018) for face value of ₹ 2/- per share.

17 NON CURRENT LIABILITIES - BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Secured		
Term Loan from Banks	-	28,696
Term Loan from Others	82,04,238	1,47,30,369
Long Term Maturities of Finance Lease Obligations	9,57,604	15,35,942
TOTAL	91,61,842	1,62,95,007

17.1 Terms of Repayment:

Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

18 NON-CURRENT LIABILITIES PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Employee Benefits		
Superannuation, Gratuity and Un-availed Leave	31,59,740	53,86,819
TOTAL	31,59,740	53,86,819

19 DEFERRED TAX ASSETS/LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Deferred Tax Liabilities		
Carrying Value of Property, Plant & Equipment and Others	-	54,33,699
Fair Valuation of Derivatives	9,96,757	
TOTAL	9,96,757	54,33,699
Deferred Tax Assets		
Provision of Gratuity & Leave Encashment	11,04,685	33,54,098
Provision for Warranty	3,57,259	2,23,848
Provision for CSR Expenses	3,20,902	5,68,422
Allowance for Doubtful Trade Receivables	5,93,197	17,19,286
Fair Valuation of Derivatives	-	5,94,403
Carrying Value of Property, Plant & Equipment and Others	46,87,383	-
TOTAL	70,63,426	64,60,057
NET DEFERRED TAX LIABILITIES/(ASSETS)	(60,66,669)	(10,26,358)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

i) Income Tax Recognised in Statement of Profit and Loss

PARTICULARS	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Current Tax Expenses(A)		
Current Year	5,68,01,752	4,95,83,228
Short/(Excess) provision of earlier years	5,43,364	9,96,672
Deferred Tax expenses (B)		
Origination and reversal of temporary differences	(57,81,448)	(28,45,227)
Tax expense recognized in the income statement (A+B)	5,15,63,668	4,77,34,673

ii) Income tax recognised in other comprehensive income

Particulars	Year Ended 31ST MARCH, 2019			Year Ended 31ST MARCH, 2018		
	Before tax	Tax (expenses) benefit	Net of Tax	Before tax	Tax (expenses) benefit	Net of Tax
Items that will not be reclassified to profit & loss						
Remeasurement of the defined benefit plans	(25,45,106)	(7,41,135)	(32,86,241)	23,35,778	6,80,179	30,15,957
TOTAL	(25,45,106)	(7,41,135)	(32,86,241)	23,35,778	6,80,179	30,15,957

iii) Reconciliation of Effective Tax Rates

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
	%	Amount (₹)	%	Amount (₹)
Profit before Tax		20,45,44,063		13,33,33,104
Other Comprehensive Income		(25,45,106)		23,35,778
Tax using the company's domestic tax rate	29.12%	5,88,22,096	34.61%	4,69,55,000
Tax effect of				
Non-deductible tax expenses	-4.33%	(88,52,520)	-1.27%	(16,88,000)
(Profit) Loss on sale/discard/impairment of fixed assets	0.01%	11,818	0.72%	9,65,871
Short/(Excess) provision of earlier years	0.27%	5,43,364	0.75%	9,96,672
Interest on Income Tax	0.51%	10,38,910	0.38%	5,05,130
Effective Income Tax rate	23.96%	5,15,63,668	37.55%	4,77,34,673

iv) Movement of Deferred Tax (Assets) & Liabilities

Particulars	Balance as on 1st April 2018	Recognised in P&L during 2018-19	Recognised in OCI during 2018-19	Balance as on 31ST MARCH, 2019
Property, plant & equipment (Includes Intangible Assets)	54,33,699	(1,01,21,082)	-	(46,87,383)
Employee benefit-Provision	(33,54,098)	29,90,548	(7,41,135)	(11,04,685)
Provision for Warranty	(2,23,848)	(1,33,411)	-	(3,57,259)
Provision for CSR	(5,68,422)	2,47,520	-	(3,20,902)
Allowance for doubtful trade receivables	(17,19,286)	11,26,089	-	(5,93,197)
Fair valuation of derivatives	(5,94,403)	15,91,160	-	9,96,757
Total (Assets)/Liabilities (Net)	(10,26,358)	(42,99,176)	(7,41,135)	(60,66,669)

v) Unrecognised Deferred Tax (Assets)/Liabilities

There are no temporary differences on which Deferred Tax (Assets)/Liabilities have not been recognised for the year ended 31st March 2019.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

20 CURRENT LIABILITIES - BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
SECURED		
From Banks	24,33,87,646	24,37,59,085
TOTAL	24,33,87,646	24,37,59,085

20.1 BANK OF INDIA

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

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

CITI BANK

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

INDUSIND BANK

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

21 TRADE PAYABLES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Trade Payables to Micro and Small Enterprises (As per the Intimation Received)	2,35,36,538	-
Trade Payables to Others	8,34,15,394	12,18,63,832
TOTAL	10,69,51,932	12,18,63,832

Refer to Note no 39 for information about liquidity risk and market risk of trade payables.

DUES TO MICRO AND SMALL ENTERPRISES (AS PER THE INTIMATION RECEIVED FROM SUPPLIERS)

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act).

The disclosure pursuant to said MSMED Act are as follows :

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Principal amount due to suppliers and remaining unpaid as at year end	63,88,981	-
Interest due to suppliers and remaining unpaid as at year end	1,60,914	-
Principal amounts paid to suppliers, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

22 OTHER FINANCIAL LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Current Maturities of long term borrowings	1,16,99,989	2,63,75,001
Current Maturities of finance lease obligations	5,45,063	5,20,913
Interest accrued but not due on borrowings	-	28,528
Un-paid/ Unclaimed dividend	12,54,423	13,53,299
Derivative carried at fair value	-	2,95,466
TOTAL	1,34,99,475	2,85,73,207

23 OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Sales Tax & GST Payable	11,20,381	5,48,285
Other Payables	7,85,41,201	9,32,77,711
TOTAL	7,96,61,582	9,38,25,996

23.1 Other payable includes ₹ 6,44,057/- against liabilities for Capital Goods (As at 31st March, 2018: ₹ 2,65,29,424/-), and ₹ 1,13,78,179/- on account of advance from customers (As at 31st March, 2018 : ₹ 85,99,107/-) and balance on account of other expenses payable.

24 CURRENT LIABILITIES PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Employee Benefits		
- Superannuation, Gratuity and Un-availed Leave	33,78,714	61,31,375
Provision for Warranty	12,26,851	7,68,710
TOTAL	46,05,565	69,00,085

25 CURRENT TAX LIABILITIES (NET)

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Income tax	5,68,01,752	4,95,83,228
TOTAL	5,68,01,752	4,95,83,228

26 REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST March, 2018	
Sale of Products				
Pumps	61,59,70,107	1,26,84,05,659	57,29,10,935	1,08,52,39,670
Spares	65,24,35,552		51,23,28,735	
Sale of Services				
Services - Repair & Maintenance	28,29,511	28,68,511	18,00,537	18,24,059
Services - Commissioning & Installation	39,000		23,522	
Other Operating Revenue		63,26,430		41,31,348
GROSS REVENUE FROM OPERATIONS		1,27,76,00,600		1,09,11,95,077

In accordance with the Accounting Standard-18 Revenue Recognition and Schedule III of the Companies Act 2013, GST is not the part of Revenue therefore the sales amount is net of GST.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

26.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
DOMESTIC				
Sale of Products				
Pumps	23,62,44,633	41,40,70,236	22,25,66,450	36,64,76,693
Spares	17,78,25,603		14,39,10,243	
Sales of Services				
Services- Repairs & Maintenance	18,49,800	18,88,800	12,25,726	12,49,248
Services- Commissioning & Installation	39,000		23,522	
Other Operating Revenue		63,26,430		41,31,348
		42,22,85,466		37,18,57,289
EXPORT				
Sales of Products				
Pumps	37,97,25,474	85,43,35,423	35,03,44,485	71,87,62,977
Spares	47,46,09,949		36,84,18,492	
Sales of Services				
Services- Repairs & Maintenance	9,79,711	9,79,711	5,74,811	5,74,811
Services- Commissioning & Installation	-		-	
		85,53,15,134		71,93,37,788
TOTAL		1,27,76,00,600		1,09,11,95,077

27 OTHER INCOME

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
Interest Income				
On Bank Deposits	14,14,793	26,03,711	7,86,424	9,77,374
Others	11,88,918		1,90,950	
Misc. Credit Balances Written Off		24,88,847		7,07,826
Foreign Exchange Diff. - Foreign Operations & Others		57,85,274		1,07,02,189
Allowance for doubtful trade receivables		38,67,064		14,77,979
Gain on Valuation of Derivative		34,22,928		-
Export Incentive		20,25,562		-
Miscellaneous Receipts		3,54,024		3,16,724
TOTAL		2,05,47,410		1,41,82,092

28 COST OF MATERIALS CONSUMED

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
i) RAW MATERIALS CONSUMED				
Opening Stock	2,51,36,614	18,59,20,066	1,99,97,354	15,80,85,489
Add: Purchases& Expenses thereon	18,64,00,164		16,32,24,749	
Less: Closing Stock	2,56,16,712		2,51,36,614	
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	4,28,58,586	26,51,50,043	3,18,29,804	21,48,71,033
Add: Purchases& Expenses thereon	26,04,47,401		22,58,99,815	
Less: Closing Stock	3,81,55,944		4,28,58,586	
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	22,80,441	1,24,10,990	21,61,407	96,33,894
Add: Purchases& Expenses thereon	1,19,92,863		97,52,928	
Less: Closing Stock	18,62,314		22,80,441	
TOTAL		46,34,81,099		38,25,90,416

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

28.1 Particulars of Raw Material and Components Consumed

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mild Steel	53,75,461	12,11,789
Steel (SS & Alloy)	7,97,50,044	6,62,58,753
Iron & Metal Castings	4,42,07,783	4,44,85,155
Rubber & Chemicals	2,74,97,998	2,33,19,754
Pipes	1,60,63,002	1,18,70,837
Bought Out Materials & Components	26,51,50,043	21,48,71,033
Freight, Cartage, Clearing & Insurance	1,30,25,778	1,09,39,201
Other Consumables Store & Spares	1,24,10,990	96,33,894
TOTAL	46,34,81,099	38,25,90,416

29 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
OPENING STOCK:				
Finished Goods	12,81,18,988		11,58,84,347	
Work in Progress	1,28,67,743		92,41,846	
Scrap & Wastage	97,600	14,10,84,331	3,75,600	12,55,01,793
LESS: CLOSING STOCK:				
Finished Goods	15,97,89,829		12,81,18,988	
Work in Progress	1,07,89,618		1,28,67,743	
Scrap & Wastage	68,560	17,06,48,007	97,600	14,10,84,331
Net Change in Inventories		(2,95,63,676)		(1,55,82,538)

30 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Wages, Salary, Bonus Gratuity & Other Allowances	24,79,06,283	21,98,65,641
Contribution to Provident & Other Funds	1,71,55,091	1,49,38,720
Directors' Remuneration	2,96,85,121	2,39,12,274
Workmen & Staff Welfare	1,01,48,704	80,41,665
TOTAL	30,48,95,199	26,67,58,300

Contribution to Provident and other funds includes contribution to Provident fund for directors ₹ 20,85,120/- (As at 31ST March, 2018: ₹ 17,64,720/-)

31 FINANCE COST

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
INTEREST :		
On Term Loans	20,18,843	15,93,921
On Others borrowings	2,33,71,170	2,55,40,632
TOTAL	2,53,90,013	2,71,34,553

32 DEPRECIATION & AMORTISATION EXPENSE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Depreciation on Property, Plant & Equipment	7,04,28,987	6,75,82,448
Depreciation on Intangible assets	39,62,071	16,58,119
TOTAL	7,43,91,058	6,92,40,567



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

33 OTHER EXPENSES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Power & Fuel	1,80,61,087	1,81,58,959
Machining & Electroplating	2,19,97,872	1,77,76,945
Tools	88,46,596	55,53,463
Repairs :		
Building	19,21,693	38,32,256
Plant & Machinery	81,44,241	1,14,40,243
Others	10,93,269	17,44,094
Insurance Charges	23,39,795	18,65,822
Travelling & Conveyance	3,93,11,834	3,73,59,658
Postage & Telephone	47,13,186	49,00,655
Professional & Consultancy	70,82,363	32,17,872
Vehicle Running & Maintenance	55,33,314	61,04,764
Rent	1,12,36,732	1,08,34,634
Excise Duty	-	55,80,368
Rates & Taxes	32,91,855	21,34,925
Directors' Sitting Fees	8,50,000	7,80,000
Payment to Auditors :		
Audit Fee	4,00,000	4,00,000
Tax Audit Fee	1,50,000	1,50,000
Foreign Branch Audit Fee	5,65,659	5,56,751
Cost Audit Fee	1,00,000	25,001
Out of Pocket Expenses	99,900	66,356
Packing & Forwarding Expenses	5,98,51,257	5,29,59,139
Commission & Discount	1,55,660	40,18,128
Advertisement & Publicity	49,08,521	58,15,210
Loss on sale of fixed assets	40,585	27,90,729
Bad Debts	62,87,369	14,57,236
Loss on fair valuation of derivative	-	20,41,219
CSR Expenditure	9,89,500	11,02,000
Miscellaneous Expenses	4,70,37,966	3,92,36,340
TOTAL	25,50,10,254	24,19,02,767

34 EARNING PER SHARE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Profit attributable to equity holders of the Company for basic and diluted earnings per share	15,29,80,395	8,55,98,431
Number of Equity Shares	1,54,53,805	1,54,53,805
Face Value per Share	2	2
Weighted average number of shares at the end of the year for basic and diluted earnings per share	1,54,53,805	1,54,53,805
Basic and Diluted Earning per Share	9.90	5.54

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

35 Contingent Liabilities & Commitments

35.1 Contingent Liabilities

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
i) Disputed Sales Tax-Case	1,82,86,677	2,01,38,294
ii) Disputed Income Tax (appeals pending)	46,11,282	50,54,838
iii) Bank Guarantee/Letter of Credit	3,71,17,620	5,30,92,006
iv) Corporate Guarantee	1,53,354	1,82,100
v) Labour Cases	62,58,004	59,03,778
vi) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land	1,10,00,000	1,10,00,000

35.2 Commitments

a) Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 12,13,044/- as at 31st March 2019 (As at 31st March 2018 : ₹ 30,03,205/-)

b) Financial Guarantee

Term Deposits with Bank of India, Janpath Branch amounting to ₹ 92,60,857/- (As at 31st March 2018 : ₹ 60,32,362/-) and Term Deposit with IndusInd Bank, Barakhamba Road Branch amounting to ₹ 33,20,700/- (As at 31st March 2018: ₹ 46,56,715/-) are pledged with Bank of India & IndusInd Bank as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

Term Deposits with Citi Bank, Barakhamba branch amounting to ₹ 90,84,386/-is pledged as Security with Goods & Service Tax Department.

- 36** The Company being engaged in the business of Engineering manufacturing, the provision of Section 186 of the Companies Act, 2013 are not applicable and accordingly, disclosure of details with respect to Loan given, guarantee given, security and investment made during the financial year 2018-2019 in terms of Section 186(4) of the Act is not applicable.

37 Capital Management

The Company's policy is to maintain a strong capital base so as to ensure that the Company is able to continue as going concern to sustain future development of the business. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market conditions. The policy is also adjusted based on underlying macro-economic factors affecting business environment, financial and market conditions. Its guiding Principles are as below:-

- Maintenance of financial strength to ensure the highest ratings;
- Ensure financial flexibility and diversify sources at financing;
- Manage Company exposure in forex to mitigate risks to earnings;
- Leverage optimally in order to maximum shareholders returns while maintaining strength and flexibility of the balance sheet.

The Gearing Ratio at the end of the reporting period are as under :

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Borrowings	26,47,94,540	28,69,50,006
Less :- Cash & Bank balances	2,40,84,388	2,85,83,234
Net debts	24,07,10,152	25,83,66,772
Total Equity	84,33,06,728	70,10,64,726
Net Debts to Equity ratio	29%	37%



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

38 Financial Instruments

a) Fair value measurement hierarchy:

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Derivative contracts	31,27,462	-	31,27,462	-
At FVTOCI				
	-	-	-	-
At Amortized cost				
Trade receivables	35,63,96,121	-	-	-
Cash and cash equivalents	2,40,84,388	-	-	-
Bank balances other than above	2,29,20,366	-	-	-
Other financial assets	78,62,218	-	-	-
Financial liabilities				
At FVTPL				
Derivative contracts	-	-	-	-
At Amortized cost				
Borrowings	25,25,49,488	-	-	-
Trade payables	10,69,51,932	-	-	-
Other Financial liabilities	1,34,99,475	-	-	-

Particulars	As at 31ST MARCH, 2018			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Derivative contracts	-	-	-	-
At FVTOCI				
	-	-	-	-
At Amortized cost				
Trade receivables	30,30,84,049	-	-	-
Cash and cash equivalents	2,85,83,234	-	-	-
Bank balances other than above	2,11,26,762	-	-	-
Other financial assets	92,45,481	-	-	-
Financial liabilities				
At FVTPL				
Derivative contracts	2,95,466		2,95,466	
At Amortized cost				
Borrowings	26,00,54,092	-	-	-
Trade payables	12,18,63,832	-	-	-
Other Financial liabilities	2,82,77,741	-	-	-

FVTPL :- Fair Value through Profit & Loss A/c.

FVTOCI :- Fair Value through Other Comprehensive Income

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31st March, 2018.

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. In the case of Derivative contracts, the Company has valued the same using the forward exchange rate as at the reporting date.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

b) Calculation of fair values:

- i) Financial assets and liabilities measured at fair value as at Balance Sheet date:
The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.
- ii) Other financial assets and liabilities:-
-Cash and cash equivalents, trade receivables, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.
-Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

39 Financial Risk Management

Risk Management framework and policies

The Company's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for establishing and governing the Company's risk management framework. The Company has constituted a Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Company.

The Company has exposure to the following risks arising from financial instruments:

A) Credit Risk

B) Liquidity Risk

C) Market Risk

D) Interest Rate Risk

The table below explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact in the financial statements:-

Risk	Exposure arising from	Measurement	Management
Credit Risk	Trade receivables, cash and cash equivalents and derivative financial instruments	Credit ratings Ageing Analysis	No of overdue days
Liquidity Risk	Other liabilities	Maturity Analysis	Maintaining sufficient cash/ cash equivalents and marketable securities.
Market Risk - Foreign Exchange	Highly probable forecast transactions and financial assets and liabilities not denominated in INR	Sensitivity Analysis	Forward foreign exchange contracts

A Credit Risk

Credit risk refers to the risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit Risk arises from credit exposures from customers, cash and cash equivalent with banks, security deposits and loans.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses an allowance matrix to measure the expected credit losses of trade receivables. The loss rates are computed using a 'roll rate' method based on the probability of receivable progressing through successive stages of delinquency to write off.

The following table provides information about the exposure to credit risk and ECLs for trade receivables:

Ageing of Trade Receivables

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Not due	19,42,12,064	15,26,26,614
0-3 months	11,87,19,652	8,74,98,212
3-6 months	3,38,40,186	3,54,63,981
6-12 months	55,52,750	2,37,80,261
beyond 12 months	61,08,547	96,19,124
TOTAL	35,84,33,199	30,89,88,192
Expected Credit Loss	(20,37,078)	(59,04,142)

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.

The derivative contracts are entered into with scheduled banks which have good credit ratings.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

B) Liquidity Risk

Liquidity Risk is the risk that a company could encounter if it faces difficulty in meeting the obligations associated with financial liabilities by delivering cash and other financial asset or the risk that the Company will face difficulty in raising financial resources required to fulfill its commitments. The Company's exposure to liquidity risk is very minimal as it has a prudent liquidity risk management process in place which ensures maintaining adequate cash and marketable securities to pay its liabilities when they are due. To ensure continuity of funding, the Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

Exposure to Liquidity Risk

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019			
	Carrying amount			
	Within one Year	One to five years	More than five years	Total
Non-derivative financial liabilities				
Borrowings	24,33,87,646	91,61,842	-	25,25,49,488
Trade Payables	10,69,51,932	-	-	10,69,51,932
Other financial liabilities	1,34,99,475	-	-	1,34,99,475
Derivative financial liabilities				
Foreign exchange forward contract	-	-	-	-
TOTAL	36,38,39,053	91,61,842	-	37,30,00,895

Particulars	As at 31ST MARCH, 2018			
	Carrying amount			
	Within one Year	One to five years	More than five years	Total
Non-derivative financial liabilities				
Borrowings	24,37,59,085	1,62,95,007	-	26,00,54,092
Trade Payables	12,18,63,832	-	-	12,18,63,832
Other financial liabilities	2,82,77,741	-	-	2,82,77,741
Derivative financial liabilities				
Foreign exchange forward contract	2,95,466	-	-	2,95,466
TOTAL	39,41,96,124	1,62,95,007	-	41,04,91,131

C) Market Risk

The Company operates internationally and a major portion of the business is transacted in several currencies. Consequently the company is exposed to foreign exchange risk through its sales and services in the US and elsewhere, and purchases from the overseas suppliers in various foreign currencies. The Company holds derivative financial instruments such as foreign exchange forward contract to mitigate the risk of changes in exchange rates on foreign currency exposure. The exchange rate between rupee and foreign currency has changed substantially in recent years and may fluctuate substantially in future. Consequently, the results of the Company's operation are adversely affected as the rupee appreciates/ depreciates against these currencies.

The Company exposure to foreign currency risk in respect of major currencies is given below:

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Trade Payables		
USD	1,48,956	2,22,82,657
EURO	-	2,78,604
Trade Receivables		
USD	11,01,27,154	8,99,93,751
EURO	76,97,849	99,20,305
Other Assets (Net)		
GBP	15,73,05,431	13,56,16,245
AUD	11,62,52,366	10,18,91,330
USD	13,60,286	-
Other Current Assets		
USD	18,68,756	19,95,526
Other Current Liabilities		
USD	68,63,932	25,17,541
Net Exposure		
USD	10,63,43,308	6,71,89,079
EURO	76,97,849	96,41,701
GBP	15,73,05,431	13,56,16,245
AUD	11,62,52,366	10,18,91,330

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Foreign Currency sensitivity

The sensitivity of profit or loss to changes in the exchange rate arises mainly from foreign currency denominated financial instruments. The sensitivity to variations in respect of major currencies is given below. This analysis assumes that all other variables remain constant.

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
USD - Increase by 5%	53,14,753	33,59,454
USD - Decrease by 5%	(53,14,753)	(33,59,454)
EURO - Increase by 5%	3,84,892	4,82,043
EURO - Decrease by 5%	(3,84,892)	(4,82,043)
GBP - Increase by 5%	78,65,272	67,80,812
GBP - Decrease by 5%	(78,65,272)	(67,80,812)
AUD - Increase by 5%	58,12,618	50,94,567
AUD - Decrease by 5%	(58,12,618)	(50,94,567)

The Company, in accordance with its risk management policies and procedures, enters into foreign currency forward contracts to manage its exposure in foreign exchange rate variations. The counter party is generally a bank. These contracts are for a period between one day and one year. The above sensitivity does not include the impact of foreign currency forward contracts which largely mitigate the risk.

Forward Foreign Exchange Contracts

The Company has entered into short term Forward Exchange Contracts, being derivative instruments for hedge purposes and not intended for trading or speculation purposes, to establish the amount of currency in Indian Rupees required or available at the settlement date of certain receivables. For the fair Value (Marked to Market) of foreign currency derivative contracts outstanding refer to Note No 13.

D) Interest Rate Risk

Interest Rate risk can be the cash flow interest rate risk. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing instruments will fluctuate because of fluctuations in market interest rates.

40 Related Party Disclosure

40.1 Remuneration paid to Key Managerial Personnel

(Amount in ₹)

Name	Designation	Nature of Transaction-Gross Salary	
		Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mr. Harish Chandra Gupta	Chairman & Managing Director	1,29,65,425	1,05,90,758
Mr. Anurag Gupta	Dy. Managing Director	84,36,233	67,17,758
Mr. Arvind Veer Gupta	Whole Time Director	82,83,463	66,03,758
Mr. Pardeep Jain	Chief Financial Officer	24,35,377	22,71,280
Mr. Ashwani Kumar Verma	Company Secretary	17,12,246	16,47,078

As the provision for the post-employment benefits such as Gratuity & Leave encashment are provided on an actuarial basis for the company as a whole, the amount pertaining to Key Managerial Personnel is not ascertainable and therefore not included above. But the actual payment made on behalf of Leave encashment is considered in gross salary.

W.e.f. 1st April 2019 the designation of Mr Anurag Gupta is Jt. Managing Director and Mr Arvind Veer Gupta is Dy. Managing Director.

40.2 Sitting Fees Paid to Non-Executive Directors

(Amount in ₹)

Name	Designation	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mr. B.S. Ramaswamy	Independent Director	1,60,000	1,50,000
Dr. Ramesh Chandra Vaish	Independent Director	1,70,000	1,50,000
Mr. Anand Bordia	Independent Director	1,30,000	90,000
Mrs. Asha Gupta	Non-Executive Director	1,20,000	1,30,000
Mrs. Annapurna Dixit	Independent Director	1,10,000	1,20,000
Mr. Basant Seth	Independent Director	1,60,000	1,40,000

40.3 Transactions with other related party

(Amount in ₹)

Particulars	Relationship	Nature of Transactions	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
1. Revenue from Operation				
Roto Pumps North America Inc	Wholly Owned Subsidiary	Sales	13,24,88,575	8,24,31,866
Roto Pumps Africa (Pty) Ltd	Wholly Owned Subsidiary	Sales	1,60,80,714	1,17,21,448
2. Purchase of Materials				
Roto Pumps North America Inc	Wholly Owned Subsidiary	Purchase Materials	21,544	5,35,697

The total no of issued Shares of Roto Pumps Africa (Pty) Ltd is 20,00,100 Shares of Rand 1 each out of which 20,00,000 shares is with Roto Overseas Pte Ltd and 100 shares is with Mr. Abdool Hamid Muhammed.

40.4 Balances Outstanding's with related party

(Amount in ₹)

Nature of outstanding balances	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Investment Subsidiary	9,08,60,501	7,38,76,501
Trade Receivables Subsidiary	7,77,44,945	5,93,04,059
Trade Payables Subsidiary	-	30,513



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

41 Employees Benefit

a) Defined Contribution Plan

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

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Employer's Contribution to Provident fund	85,76,771	73,34,056
Employer's Contribution to Superannuation/NIC at foreign branches	73,53,881	64,07,826

b) Defined Benefit Plan

The present value of the defined benefit obligations and related current service cost were measured using the Projected unit credit method, with actuarial valuation being carried out at each Balance Sheet date.

Investment Risk	The Present Value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit.
Interest Risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity Risk	This risk effects Past Retirement Benefit plans, especially Pension and medical benefits. This Plan pays the benefit on Retirement, if not paid earlier, on account of resignation or death and hence the Longevity risk will not materially effect this Plan.
Salary Risk	The Gratuity benefit, being based on last drawn salary, will be critically effected in case of increase in future salaries being more than assumed.

In respect of Employees in India

(Amount in ₹)

Particulars	Gratuity Funded		Leave Encashment	
	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
The principle assumptions used in actuarial valuation				
-Discount rate	7.75%	7.75%	7.75%	7.75%
-Expected rate on return of assets (per annum)	7.75%	7.75%	7.75%	7.75%
-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	2,27,07,783	1,96,62,452	74,14,619	67,30,819
-Interest Costs	17,59,853	15,23,840	5,74,633	5,21,638
-Current Service Cost	19,97,331	17,10,468	12,96,660	11,93,296
-Past Service Cost(vested benefit)	-	29,73,601	-	-
-Benefits Paid	(7,92,000)	(13,07,684)	(39,22,383)	(15,08,994)
-Actuarial (Gain) / Loss on obligations	2,74,786	(21,23,250)	20,38,289	4,77,860
-Unpaid Liability	-	2,68,356	-	-
-Present value of obligation as at end of the year	2,59,47,753	2,27,07,783	74,01,818	74,14,619
Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	1,90,66,283	1,37,05,885	54,02,852	-
Expected Return on Plan Assets	14,77,637	10,62,206	4,18,721	-
Contributions	36,50,000	56,00,000	27,50,000	54,00,000
Benefit Paid	(7,92,000)	(10,39,328)	-	-
Actuarial Gain/(Loss) on Plan Assets	(1,99,059)	(2,62,480)	(32,972)	2,852
Fair Value of Plan Assets at the end of the period	2,32,02,861	1,90,66,283	85,38,601	54,02,852
Actual Return on Plan Assets				
Expected Return on Plan Assets	14,77,637	10,62,206	4,18,721	-
Actuarial Gains/(Losses) on Plan Assets	(1,99,059)	(2,62,480)	(32,972)	2,852
Actual Return on Plan Assets	12,78,578	7,99,726	3,85,749	2,852
Liability Recognised in balance Sheet				
-Present value of obligation as at end of the year	(2,59,47,753)	(2,27,07,783)	(74,01,818)	(74,14,619)
-Fair value of plan assets as at the end of the year	2,32,02,861	1,90,66,283	85,38,601	54,02,852
-Unfunded status	-	-	-	-
-Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net Assets/ (Liability) recognised in Balance Sheet	(27,44,892)	(36,41,500)	11,36,783	(20,11,767)

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

Particulars	Gratuity Funded		Leave Encashment	
	As at	As at	As at	As at
	31ST MARCH, 2019	31ST MARCH, 2018	31ST MARCH, 2019	31ST MARCH, 2018
Expenses recognised in Profit and Loss Account				
-Current Service Cost	19,97,331	17,10,468	12,96,660	11,93,296
-Interest Costs	17,59,853	15,23,840	5,74,633	5,21,638
-Expected Return on Plan assets	(14,77,637)	(10,62,206)	(4,18,721)	-
-Past Service Cost(vested benefit) Recognised	-	29,73,601	-	-
-Net Actuarial (Gain)/ Loss recognised during the year	4,73,845	(18,60,770)	20,71,261	4,75,008
Total Expenses recognised in Profit and Loss a/c	27,53,392	32,84,933	35,23,833	21,89,942

42 CSR Expenditure

a) Amount spent during the period

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019			Year Ended 31ST MARCH, 2018		
	Paid before the year end	Yet to be paid	Total	Paid before the year end	Yet to be paid	Total
Expenditure on Corporate Social Responsibility before the year end	10,00,000	-	10,00,000	-	11,02,000	11,02,000

b) Amount for the previous year ₹ 11,02,000/- is yet to be paid. Excess provision of ₹ 10,500/- for the financial year 2016-17 has been reversed.

43 Earnings in Foreign Currency

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
	Bill Value	FOB Value	Bill Value	FOB Value
Export of Goods				
Pumps	37,97,25,474	37,65,29,739	35,03,44,485	34,83,72,263
Spares	47,46,09,949	46,98,79,676	36,84,18,492	36,49,78,694
Others				
Service Charges	9,79,711	9,79,711	5,74,811	5,74,811
Interest Income	-	-	-	-
TOTAL	85,53,15,134	84,73,89,126	71,93,37,788	71,39,25,768

Note : Export of goods includes sales at Foreign Branches ₹ 55,16,21,623/- (Prev. Year ₹ 44,91,55,053/-)

Service Charges includes charges at Foreign Branches ₹ 9,79,711/- (Prev. Year ₹ 5,74,811/-)

44 Expenditure in Foreign Currency

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Travelling Expenses	88,22,262	1,18,35,110
Expenses at Foreign Branch	23,99,38,000	19,87,12,684
Professional & Consultancy	6,88,624	2,58,319
Other Expenses	27,37,150	60,39,774
TOTAL	25,21,86,036	21,68,45,887

Note : Expenses at Foreign Branch includes Capital goods (net of sales) installed and used at Foreign Branch ₹ 16,28,552/- (Prev. Year ₹ 17,23,029/-) and Consumption of Consumable Stores of ₹ 7,83,883/- (Prev. Year ₹ 7,26,974/-)

45 Remittance in foreign currency towards Dividend for 2017-2018 to Ms. Debra Pauly, U.K. of ₹ 1,52,800/- on 3,82,000 Equity Shares (Previous Year ₹ 1,52,800/-)**46 Value of Imports (Calculated on CIF basis)**

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Materials	2,98,50,072	1,91,73,493
Capital Goods	5,52,380	2,15,14,861
TOTAL	3,04,02,452	4,06,88,354



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

47 Consumption of Indigenous/Imported Materials

Raw Materials and components

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
	Amount (₹)	%	Amount (₹)	%
Indigenous	31,46,87,324	69.76%	26,87,69,504	72.06%
Imported	13,63,82,785	30.24%	10,41,87,018	27.94%
TOTAL	45,10,70,109	100%	37,29,56,522	100%

Note: Imported Raw Material and Components includes ₹ 10,39,67,429/- (Previous Year ₹ 8,33,03,622/-) consumption at foreign branches.

Consumable Stores

Particulars	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
	Amount (₹)	%	Amount (₹)	%
Indigenous	1,16,27,107	93.68%	89,06,920	92.45%
Imported	7,83,883	6.32%	7,26,974	7.55%
TOTAL	1,24,10,990	100%	96,33,894	100%

Note: Imported Consumables includes ₹ 7,83,883/- (Previous Year ₹ 7,26,974/-) consumption at foreign branches.

48. Expenditure in Research & Development

a) Total revenue expenditure on Research and Development

(Amount in ₹)

Particulars	Year ended 31ST MARCH 2019	Year ended 31ST MARCH 2018
Cost of Materials Consumed	6,64,178	-
Salaries, Wages and other benefits	1,59,31,894	1,38,66,767
Depreciation Expenses	24,42,112	1,42,416
Other Expenditure directly related to R&D Unit	28,71,992	9,56,606
TOTAL	2,19,10,176	1,49,65,789

b) Total Capital expenditure during the year on Research and Development aggregates to ₹ 27,48,136/- (Previous Year ₹ 46,13,060/-)

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

50 The Board of Directors of the company at its meeting held on 24th May, 2019, inter alia, has recommended a dividend of ₹ 0.50 per equity shares on 1,54,53,805 equity Shares of Par value ₹ 2/- each.

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

52 Figures have been rounded off to the nearest rupee.

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)

INDEPENDENT AUDITOR'S REPORT

To the Members of Roto Pumps Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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, as at March 31, 2019, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 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 consolidated Ind AS 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 Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered



material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of three subsidiaries, whose Ind AS financial statements include total assets of ₹ 2,013.23 lacs as at March 31, 2019, and total revenues of ₹ 2,214.18 lacs and net cash outflows of ₹ 19.57 lacs for the year ended on that date. These Ind AS financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the consolidated Ind AS 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 the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

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 subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

- (a) We and the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act. Further this clause does not apply to the other subsidiary being a Limited Liability Partnership.
- (f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary company, refer to our separate Report in "Annexure A" to this report;
- (g) In our opinion the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company to their directors in accordance with the provisions of section 197 read with Schedule V to the Act. Further this clause does not apply to the two subsidiaries of the company;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

- The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated Ind AS financial statements – Refer Note No. 34.1 to the consolidated Ind AS financial statements;
- The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2019.

For R.N. Marwah & Co. LLP
Chartered Accountants
(Firm's Registration No. 001211N/N500019)

Manoj Gupta
Partner
(Membership No. 096776)

Place: Noida
Date: 24th May 2019

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of ROTO PUMPS LIMITED ("the Holding Company") its subsidiaries companies which are companies incorporated outside India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated outside India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We

conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control

over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated outside India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For R.N. Marwah & Co. LLP
Chartered Accountants
(Firm's Registration No. 001211N/N500019)

Place: Noida
Date: 24th May 2019

Manoj Gupta
Partner
(Membership No. 096776)

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
ASSETS			
NON-CURRENT ASSETS			
(a) Property, Plant and Equipment	2	45,22,23,721	48,73,74,921
(b) Capital work-in-progress	3	7,00,000	23,29,165
(c) Investment property	4	3,56,717	3,72,316
(d) Intangible assets	5	70,01,907	28,18,591
(e) Goodwill	6	78,49,589	-
(f) Deferred Tax Assets (Net)	18	61,76,323	10,26,358
TOTAL NON-CURRENT ASSETS		47,43,08,257	49,39,21,351
CURRENT ASSETS			
(a) Inventories	7	27,66,34,730	23,71,39,084
(b) Financial Assets			
(i) Trade receivables	8	34,00,15,980	29,90,57,026
(ii) Cash and cash equivalents	9	2,95,29,031	3,59,85,242
(iii) Bank balances other than (ii) above	10	2,29,20,366	2,11,26,762
(iv) Loans	11	81,30,532	92,43,314
(v) Other financial assets	12	35,60,378	6,61,782
(c) Other current assets	13	14,65,35,606	12,02,93,693
TOTAL CURRENT ASSETS		82,73,26,623	72,35,06,903
TOTAL ASSETS		1,30,16,34,880	1,21,74,28,254
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	14	3,09,07,610	3,09,07,610
b) Other Equity	15	74,52,16,047	60,44,58,558
TOTAL EQUITY		77,61,23,657	63,53,66,168
NON CONTROLLING INTEREST		-	79,69,759
NON-CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	16	91,61,842	1,62,95,007
(b) Provisions	17	31,59,740	53,86,819
(c) Deferred Tax Liabilities (Net)	18	-	-
TOTAL NON-CURRENT LIABILITIES		1,23,21,582	2,16,81,826
CURRENT LIABILITIES			
(a) Financial Liabilities			
(i) Borrowings	19	24,33,87,646	24,37,59,085
(ii) Trade payables	20	11,39,64,214	12,67,14,976
(iii) Other financial liabilities (other than those specified in item (b))	21	1,34,99,475	2,85,73,207



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO	AS AT 31ST MARCH, 2019	AS AT 31ST MARCH, 2018
(b) Other current liabilities	22	8,09,30,989	9,58,84,957
(c) Provisions	23	46,05,565	78,95,047
(d) Current Tax Liabilities (Net)	24	5,68,01,752	4,95,83,229
TOTAL CURRENT LIABILITIES		51,31,89,641	55,24,10,501
TOTAL EQUITY AND LIABILITIES		1,30,16,34,880	1,21,74,28,254
The Significant Accounting policies and accompanying notes mentioned are an integral part of consolidated financial statements	1 to 46		

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

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

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO.	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
INCOME			
Revenue from Operations	25	1,35,04,48,862	1,14,47,50,925
Other Income	26	1,79,40,776	1,50,90,516
TOTAL INCOME		1,36,83,89,638	1,15,98,41,441
EXPENSES			
Cost of Materials consumed	27	49,38,04,751	41,25,90,000
Change in Inventories of Finished goods and Work in Progress	28	(4,38,73,403)	(2,37,60,793)
Employee Benefits Expense	29	33,10,80,462	28,67,18,226
Finance Costs	30	2,53,90,013	2,71,34,553
Depreciation & Amortisation Expense	31	7,48,21,706	7,02,88,261
Other Expenses	32	27,36,60,896	25,52,89,642
TOTAL EXPENSES		1,15,48,84,425	1,02,82,59,889
Profit before Tax		21,35,05,213	13,15,81,552
Tax expenses			
Current tax		5,71,97,505	4,95,83,229
Deferred Tax		(58,91,101)	(28,45,227)
Short/(Excess) Provisions- earlier years		5,43,364	9,96,672
Profit for the year before Non Controlling Interest		16,16,55,445	8,38,46,878
Share of (Profit)/Loss transferred to Non Controlling Interest		(18,41,805)	18,89,241
Profit for the year		15,98,13,640	8,57,36,119
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		(25,45,106)	23,35,778
- Changes in Foreign Currency Monetary Item translation difference account (FCMITDA)"		(83,17,758)	78,78,115
(ii) Income tax relating to items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		(7,41,135)	6,80,179
Total comprehensive income for the year		14,82,09,641	9,66,30,191
Profit/Loss for the year attributable to			
Owners of the Parent		16,16,55,445	8,38,46,878
Non Controlling Interest		(18,41,805)	18,89,241
		15,98,13,640	8,57,36,119
Other Comprehensive Income attributable to			
Owners of the Parent		(1,16,03,999)	1,08,94,072
Non Controlling Interest		-	-
		(1,16,03,999)	1,08,94,072



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	NOTE NO.	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
Total Comprehensive Income attributable to			
Owners of the Parent		15,00,51,447	9,47,40,950
Non Controlling Interest		(18,41,805)	18,89,241
		14,82,09,641	9,66,30,191
Earnings per equity share:			
Basic and Diluted (Face value ₹ 2 per equity share)	33	10.34	5.55
The Significant Accounting policies and accompanying notes mentioned are an integral part of consolidated financial statements	1 to 46		

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit / (Loss) before tax	21,35,05,213	13,15,81,552
Adjustment for :		
Depreciation	7,48,21,706	7,02,88,261
Finance Cost	2,53,90,013	2,71,34,553
Interest Income	(26,09,941)	(9,77,374)
Net (gains)/loss on disposal of property, plant and equipment	40,585	27,90,729
Remeasurement of defined benefit liabilities	(25,45,106)	23,35,778
Net (gains)/loss on fair valuation of derivative contracts	(34,22,928)	20,41,219
Net gains/(loss) on foreign currency translation	(83,17,758)	78,78,115
Non Controlling Interest	(18,41,805)	18,89,241
Operating Profit / (Loss) before Working Capital Changes	29,50,19,979	24,49,62,074
Movement in working capital		
Adjustments for (increase)/decrease in operating assets:		
Inventories	(3,94,95,646)	(3,93,70,717)
Trade receivables	(4,09,58,954)	(1,62,78,177)
Loans	11,12,782	(22,14,139)
Goodwill	(78,49,589)	-
Other current financial assets	(28,98,596)	(4,28,017)
Other current assets	(1,62,22,480)	(69,17,976)
Adjustments for increase/(decrease) in operating liabilities:		
Trade payables	(1,27,50,762)	1,72,72,725
Other current financial liabilities	(4,22,870)	19,75,137
Other current liabilities	1,09,31,398	1,79,95,438
Provisions	(55,16,561)	(42,24,382)
Non Controlling Interest	(79,69,759)	(58,89,464)
Cash generated from operations (A)	17,29,78,942	20,68,82,502
Direct Tax Paid (Net)	(5,89,16,719)	(5,77,81,993)
Net cash generated from operating activities	11,40,62,223	14,91,00,509
(B) CASH FLOW FROM INVESTING ACTIVITIES:		
Payment of Property, Plant and Equipment	(7,19,64,233)	(5,00,95,205)
Payment of Capital Work In Progress	16,29,165	(3,50,000)
Proceeds from disposal of Property, Plant and Equipment	5,75,000	29,41,669
Interest Received	26,09,941	9,77,374
Net Gain/(Loss) on fair valuation of derivative contract	34,22,928	(20,41,219)
Net Cash used in Investing Activities (B)	(6,37,27,199)	(4,85,67,381)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018
(C) CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from Non Current borrowings	(2,17,84,027)	(4,83,94,828)
Proceeds from Current borrowings	(3,71,439)	(1,65,50,421)
Interest Paid	(2,53,90,013)	(2,71,34,553)
Dividend & Dividend tax Paid	(74,52,152)	(74,39,931)
Net Cash used in Financing Activities	(5,49,97,631)	(9,95,19,733)
Net increase in Cash and Cash Equivalents (A+B+C)	(46,62,607)	10,13,395
Cash and Cash Equivalents as at the beginning of the year (Note No -10 & 11)	5,71,12,004	5,60,98,609
Cash and Cash Equivalents as at the end of the year (Note No -10 & 11)	5,24,49,397	5,71,12,004

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A EQUITY SHARE CAPITAL

Particulars	Amount (Rs)
Balance as at 31st March, 2018	3,09,07,610
Changes in equity share capital during the year 2018-19	-
Balance as at 31st March, 2019	3,09,07,610

B OTHER EQUITY

(Amount in ₹)

Particulars	Reserves and Surplus			Total Equity
	Securities Premium	General Reserve	Retained Earnings	
As at 1st April 2018	4,72,06,555	5,57,89,316	50,14,62,687	60,44,58,558
Profit for the year 2018-19			15,98,13,640	15,98,13,640
Other comprehensive income for the year 2018-19 (net of tax)				
Remeasurement of Net defined benefit liability/ (asset) (net of tax)			(32,86,241)	(32,86,241)
Foreign Currency monetary item translation difference account (FCMITDA)			(83,17,758)	(83,17,758)
Total comprehensive income for the year	-	-	14,82,09,641	14,82,09,641
Less: Appropriations				
Payment of dividend	-	-	61,81,522	61,81,522
Payment of Dividend distribution tax on dividend	-	-	12,70,630	12,70,630
As at 31st March, 2019	4,72,06,555	5,57,89,316	64,22,20,176	74,52,16,047



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

Company Overview

Roto Pumps Limited referred to as “RPL” or “the Company” was incorporated on 31st July 1975. RPL is an enterprise listed on the BSE Ltd. The company is engaged in manufacturing of screw pumps and parts of pumps. The Company’s products include progressive cavity pumps (PCP), twin screw pumps (TSP) and retrofit parts. The Company’s products serve a cross section of industries including infrastructure, oil and gas, power, mining, paper and pulp which form critical part of the economy.

1. Significant Accounting Policies

1.1 Basis of Preparation and Presentation

The Consolidated Financial Statements have been prepared on the historical cost basis except for the following assets and liabilities which have been measured at fair value:

- i. Certain financial assets and liabilities (including derivative instruments),
- ii. Defined Benefit Plan’s - Plan Assets and
- iii. Equity settled Share Based Payments

The Consolidated Financial Statements of the Group have been prepared to comply with the Indian Accounting Standards (‘Ind AS’), including the rules notified under the relevant provisions of the Companies Act, 2013.

The Consolidated Financial Statements comprises of Roto Pumps Limited and all its subsidiaries, being the entities that it controls. Controls are assessed in accordance with the requirement of Ind AS 110 - Consolidated Financial Statements.

1.2 Principles of Consolidation

- (a) The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- (b) Profits or losses resulting from intra-group transactions that are recognized in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- (c) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognized in the Foreign Currency Monetary translation difference account.
- (d) Goodwill represents the difference between the Company’s share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.

- (e) The audited / unaudited financial statements of foreign subsidiaries / joint ventures / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Ind AS.
- (f) The differences in accounting policies of the Holding Company and its subsidiaries / associates are not material.
- (g) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.
- (h) The carrying amount of the parent’s investment in each subsidiary is offset(eliminated) against the parent’s portion of equity in each subsidiary.
- (i) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognized in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- (j) Investment in Associates and Joint Ventures has been accounted under the Equity Method as per Ind AS 28 – Investments in Associates and Joint Ventures. Investments in joint operations are accounted using the Proportionate Consolidation Method as per Ind AS 111 – Joint Arrangements.
- (k) The Group accounts for its share of post-acquisition changes in net assets of associates and joint ventures, after eliminating unrealized profits and losses resulting from transactions between the Group and its associates and joint ventures.
- (l) Non-Controlling Interest’s share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.
- (m) Non-Controlling Interest’s share of net assets of consolidated subsidiaries is identified and presented in the Consolidated Balance Sheet.

1.3 Other significant accounting policies

These are set out under “Significant Accounting Policies” as given in the Company’s separate financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

2 PROPERTY, PLANT AND EQUIPMENT

(Amount in ₹)

Particulars	DEEMED COST/GROSS BLOCK				ACCUMULATED DEPRECIATION/AMORTIZATION						NET BLOCK				
	Balance as at 31ST MARCH, 2018	Additions	Adjustment	Disposals	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Depreciation/ Amortization expenses	Adjustment	Eliminated on disposals of assets	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals	Depreciation/ Amortization expenses	Balance as at 31ST MARCH, 2019
Leasehold Land	9,25,35,016	-	-	-	9,25,35,016	92,04,580	10,28,167	-	-	1,02,32,747	8,33,30,436	-	-	10,28,167	8,23,02,269
Buildings	31,01,16,076	7,97,123	-	-	31,09,13,199	11,65,05,036	1,94,14,186	-	-	13,59,19,222	19,36,11,040	7,97,123	-	1,94,14,186	17,49,93,977
Other Buildings	16,27,232	-	-	-	16,27,232	12,04,653	15,068	-	-	12,19,721	4,22,579	-	-	15,068	4,07,511
Plant and Machinery	33,84,16,127	1,79,82,778	-	-	35,63,98,905	18,52,52,326	2,81,92,048	-	-	21,34,44,374	15,31,63,801	1,79,82,778	-	2,81,92,048	14,29,54,531
Furniture and Fixtures	2,99,34,508	75,354	-	-	3,00,09,862	1,97,70,974	25,98,547	-	-	2,23,69,521	1,01,63,534	75,354	-	25,98,547	76,40,341
Vehicles	6,71,25,585	65,04,612	69,387	(33,55,266)	7,03,44,318	2,93,90,001	1,19,20,887	69,387	(28,31,763)	3,85,48,512	3,77,35,584	65,04,612	(5,23,503)	1,19,20,887	3,17,95,806
Vehicles (Financial Lease)	24,61,206	-	-	-	24,61,206	5,68,660	5,91,126	-	-	11,59,786	18,92,546	-	-	5,91,126	13,01,420
Office Equipment	2,48,71,447	7,62,441	-	(10,000)	2,56,23,888	2,07,24,626	18,94,995	-	(5,816)	2,26,13,805	41,46,821	7,62,441	(4,184)	18,94,995	30,10,083
Computers	2,35,47,224	1,01,86,114	7,594	(36,21,599)	3,01,19,333	2,06,38,644	51,89,013	7,594	(35,33,701)	2,23,01,550	29,08,580	1,01,86,114	(87,898)	51,89,013	78,17,783
Total	89,06,34,421	3,63,08,422	76,981	(69,86,865)	92,00,32,959	40,32,59,500	7,08,44,037	76,981	(63,71,280)	46,78,09,238	48,73,74,921	3,63,08,422	(6,15,585)	7,08,44,037	45,22,23,721

i) Net Block of Fixed Assets as on 31st March, 2019 includes fixed assets held at Foreign Branches of the company ₹ 39,33,950/- (31st March, 2018: ₹ 35,07,426/-)

ii) ₹ 7,97,123/- (31st March, 2018: ₹ 66,891/-) has been adjusted to the cost of Fixed Assets (Building) is for Gain/Loss of Foreign Exchange difference on account of FCNR term loan from citi bank.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

3 CAPITAL WORK-IN-PROGRESS

		(Amount in ₹)	
CARRYING AMOUNT		As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Capital work-in-progress		7,00,000	23,29,165

4 INVESTMENT PROPERTY

1 INVESTMENT PROPERTY															(Amount in ₹)
Particulars	DEEMED COST/GROSS BLOCK				ACCUMULATED DEPRECIATION/AMORTIZATION					NET BLOCK					
	Balance as at 31ST MARCH, 2018	Additions	Adjustment	Disposals	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Depreciation/Amortization expenses	Adjustment	Eliminated on disposals of assets	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals	Depreciation/Amortization expenses	Balance as at 31ST MARCH, 2019
Investment Property	10,47,204	-	-	-	10,47,204	6,74,888	15,599		-	6,90,487	3,72,316	-	-	15,599	3,56,717
Total	10,47,204	-	-	-	10,47,204	6,74,888	15,599	-	-	6,90,487	3,72,316	-	-	15,599	3,56,717

The fair value of the Investment Property as at 31st March 2019 is ₹ 24,07,791/-. The fair value was arrived on the basis of the valuation report.

5 INTANGIBLE ASSETS

5 INTANGIBLE ASSETS					(Amount in ₹)									
Particulars	DEEMED COST/GROSS BLOCK				ACCUMULATED DEPRECIATION/AMORTIZATION				NET BLOCK					
	Balance as at 31ST MARCH, 2018	Additions	Adjustment	Disposals	Balance as at 31ST MARCH, 2019	Depreciation/ Amortization expenses	Adjustment	Eliminated on disposals of assets	Balance as at 31ST MARCH, 2019	Balance as at 31ST MARCH, 2018	Additions	Disposals	Depreciation/ Amortization expenses	Balance as at 31ST MARCH, 2019
Software	1,14,15,944	81,45,389	-	-	93,68,865	37,98,563	-	-	1,31,67,428	20,47,079	81,45,389	-	37,98,563	63,93,905
Technical Design and Drawings	10,70,334	-	-	-	8,87,727	67,383	-	-	9,55,110	1,82,607	-	-	67,383	1,15,224
Trademark	11,73,177	-	-	-	5,84,272	96,127	-	-	6,80,399	5,88,905	-	-	96,127	4,92,778
Total	1,36,59,455	81,45,389	-	-	1,08,40,864	39,62,073	-	-	1,48,02,937	28,18,591	81,45,389	-	39,62,073	70,01,907

Trade Mark has been amortized over the period of 10 years.

6 GOODWILL

Amount of ₹ 78,49,589/- represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition as the Company has acquired the balance 3,20,000 Shares of SGD 1 each of Roto Overseas Pte Ltd, Singapore from Joint Venture Partner and became the wholly owned Subsidiary during the year.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

7 INVENTORIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Raw Materials	6,37,72,656	6,79,95,200
b) Work in Process	1,07,89,618	1,28,67,743
c) Finished Goods	17,67,63,509	12,17,93,564
d) Finished Goods-In Transit	1,55,74,160	2,45,63,537
e) Consumables Stores	18,62,313	22,80,441
f) Other Stores & Spares	22,74,485	16,68,746
g) Tools	44,62,809	35,98,302
h) Packing Material	10,66,620	22,73,951
i) Scrap and Wastage	68,560	97,600
TOTAL	27,66,34,730	23,71,39,084

(i) The mode of valuation has been stated in Significant Accounting Policy.

(ii) Inventories have been hypothecated as security for borrowings.

8 TRADE RECEIVABLES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Unsecured unless stated otherwise (Considered Good)		
Trade Receivables	34,20,53,058	30,49,61,168
Less - Allowance for bad and doubtful debts	(20,37,078)	(59,04,142)
TOTAL	34,00,15,980	29,90,57,026

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Balance at the beginning of the year	(59,04,142)	(73,82,120)
Add: Provision made during the year	38,67,064	14,77,978
Balance at the end of the year	(20,37,078)	(59,04,142)

9 CASH AND CASH EQUIVALENTS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Cash and cash equivalents		
a) Balance with banks	1,96,10,865	2,16,05,390
b) Cash in Hand	22,26,409	24,05,000
c) Remittance in Transit	76,91,757	1,19,74,852
TOTAL	2,95,29,031	3,59,85,242

10 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Earmarked Balances with Bank -Unclaimed dividend accounts	12,54,423	13,53,299
b) Term Deposit (Restricted)- Margin Money against guarantees	2,16,65,943	1,97,73,463
TOTAL	2,29,20,366	2,11,26,762



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

11 LOANS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Unsecured and considered good		
a) Security Deposits	75,68,291	81,62,204
b) Staff Loans	5,62,241	10,81,110
TOTAL	81,30,532	92,43,314

12 OTHER FINANCIAL ASSETS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
a) Interest accrued on Bank deposits	4,32,916	6,61,782
b) Derivative carried at fair value	31,27,462	-
TOTAL	35,60,378	6,61,782

13 OTHER CURRENT ASSETS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
(Unsecured and considered good)		
a) Capital Advances	1,97,27,321	1,81,02,263
b) Deposit with GST & Other Authorities	6,98,86,457	5,34,24,860
c) Advance Income Tax & Tax Deducted at Source	4,28,54,050	3,44,59,675
d) Prepaid Expenses	94,62,725	60,16,018
e) Other Receivables	46,05,053	82,90,877
TOTAL	14,65,35,606	12,02,93,693

14 EQUITY SHARE CAPITAL

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
AUTHORISED SHARE CAPITAL		
5,00,00,000 (As at 31st March, 2018: 5,00,00,000) Equity Shares of ₹ 2 each	10,00,00,000	10,00,00,000
ISSUED & SUBSCRIBED SHARE CAPITAL		
1,55,00,305 (As at 31st March, 2018: 1,55,00,305) Equity Shares of ₹ 2 each	3,10,00,610	3,10,00,610
PAID UP SHARE CAPITAL		
1,54,53,805 (As at 31st March, 2018: 1,54,53,805) Equity Shares of ₹ 2 each	3,09,07,610	3,09,07,610
TOTAL	3,09,07,610	3,09,07,610

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

14.1 DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARES

(Amount in ₹)

NAME OF SHAREHOLDER	As at 31ST MARCH, 2019		As at 31ST MARCH, 2018	
	NUMBER OF SHARES HELD IN THE COMPANY	% Held	NUMBER OF SHARES HELD IN THE COMPANY	% Held
ANURAG GUPTA	10,85,335	7.02	10,85,335	7.02
NAND KISHORE GUPTA HUF	14,88,660	9.63	14,88,660	9.63
ARVIND VEER GUPTA	12,10,335	7.83	12,10,335	7.83
ASHA GUPTA	24,99,665	16.18	24,99,665	16.18
HARISH CHANDRA GUPTA	19,73,695	12.77	19,73,695	12.77
HARISH CHANDRA GUPTA HUF	10,71,100	6.93	10,71,100	6.93
NEERA GUPTA	8,48,575	5.49	8,48,575	5.49

14.2 During the period from 1st April 2018 to 31st March 2019 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.

14.3 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.

15 OTHER EQUITY

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019		As at 31ST MARCH, 2018	
SECURITIES PREMIUM				
Opening Balance	4,72,06,555		4,72,06,555	
Add: Transferred during the year	-	4,72,06,555	-	4,72,06,555
GENERAL RESERVE				
Opening Balance	5,57,89,316		5,57,89,316	
Add: Transferred during the year	-	5,57,89,316	-	5,57,89,316
RETAINED EARNINGS				
Opening Balance	50,14,62,687		41,22,72,427	
Add: Profit for the year	15,98,13,640		8,57,36,119	
Add :- Other Comprehensive Income				
Remeasurement of Defined Benefit Plan (Net of Taxes)	(32,86,241)		30,15,957	
Foreign Currency monetary item translation difference account (FCMITDA)	(83,17,758)		78,78,115	
	64,96,72,328		50,89,02,618	
Less: Appropriations				
Dividend	61,81,522		61,81,522	
Tax on Dividend	12,70,630	64,22,20,176	12,58,409	50,14,62,687
TOTAL		74,52,16,047		60,44,58,558

i) SECURITIES PREMIUM

Securities premium is used to record the Premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

ii) GENERAL RESERVE

The general reserve is used from time to time to transfer profits from retained earnings for appropriations purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

iii) OTHER COMPREHENSIVE INCOME

These are actuarial gains/ losses on employee benefit obligations.

iv) DIVIDEND

The Company paid the dividend of ₹ 0.40 per Share in (2018-2019) and ₹ 0.40 per Share in (2017-2018) for face value of ₹ 2/- per Share.

16 NON CURRENT LIABILITIES - BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Secured		
Term Loan from Banks	-	28,696
Term Loan from Others	82,04,238	1,47,30,369
Long Term Maturities of Finance Lease Obligations	9,57,604	15,35,942
TOTAL	91,61,842	1,62,95,007

16.1 Terms of Repayment:

Term Loans from others consists of vehicle loans repayable in 36 monthly equal installments.

17 NON-CURRENT LIABILITIES PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Employee Benefits		
Superannuation, Gratuity and Un-availed Leave	31,59,740	53,86,819
TOTAL	31,59,740	53,86,819

18 DEFERRED TAX ASSETS/LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Deferred Tax Liabilities		
Carrying Value of Property, Plant & Equipment and Others	-	54,33,699
Fair Valuation of Derivatives	9,96,757	-
TOTAL	9,96,757	54,33,699
Deferred Tax Assets		
Provision of Gratuity & Leave Encashment	11,04,685	33,54,098
Provision for Warranty	3,57,259	2,23,848
Provision for CSR Expenses	3,20,902	5,68,422
Allowance for Doubtful Trade Receivables	5,93,197	17,19,286
Other Expenses	1,09,654	-
Fair Valuation of Derivatives	-	5,94,403
Carrying Value of Property, Plant & Equipment and Others	46,87,383	-
TOTAL	71,73,080	64,60,057
NET DEFERRED TAX LIABILITIES/(ASSETS)	(61,76,323)	(10,26,358)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

19 CURRENT LIABILITIES - BORROWINGS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
SECURED		
From Banks	24,33,87,646	24,37,59,085
TOTAL	24,33,87,646	24,37,59,085

19.1 BANK OF INDIA

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

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

CITI BANK

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

INDUSIND BANK

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

20 TRADE PAYABLES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Trade Payables to Micro and Small Enterprises (As per the Intimation Received)	2,35,36,538	-
Trade Payables to Others	9,04,27,676	12,67,14,976
TOTAL	11,39,64,214	12,67,14,976

Refer to Note no 39 of standalone for information about liquidity risk and market risk of trade payables.

DUES TO MICRO AND SMALL ENTERPRISES (AS PER THE INTIMATION RECEIVED FROM SUPPLIERS)

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to said MSMED Act are as follows :

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Principal amount due to suppliers and remaining unpaid as at year end	63,88,981	-
Interest due to suppliers and remaining unpaid as at year end	1,60,914	-
Principal amounts paid to suppliers, beyond the appointed day during the year	-	-
Interest paid , other than under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest paid , under Section 16 of MSMED Act, to suppliers, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

21 OTHER FINANCIAL LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Current Maturities of long term borrowings	1,16,99,989	2,63,75,001
Current Maturities of finance lease obligations	5,45,063	5,20,913
Interest accrued but not due on borrowings	-	28,528
Un-paid/ Unclaimed dividend	12,54,423	13,53,299
Derivative carried at fair value	-	2,95,466
TOTAL	1,34,99,475	2,85,73,207



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

22 OTHER CURRENT LIABILITIES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Sales Tax & GST Payable	11,20,381	7,85,547
Other Payables	7,98,10,607	9,50,99,410
TOTAL	8,09,30,988	9,58,84,957

22.1 Other payable includes ₹ 6,44,057/- against Liability for Capital Goods (As at 31st March, 2018: ₹ 2,65,29,424/-) and ₹ 1,13,78,179/- on account of advance from customers (As at 31st March, 2018 : ₹ 85,99,107/-) and balance on account of other expenses payable.

23 CURRENT LIABILITIES PROVISIONS

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Employee Benefits		
Superannuation, Gratuity and Un-availed Leave	33,78,714	71,26,337
Provision for Warranty	12,26,851	7,68,710
TOTAL	46,05,565	78,95,047

24 CURRENT TAX LIABILITIES (NET)

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Provision for Income tax	5,68,01,752	4,95,83,229
TOTAL	5,68,01,752	4,95,83,229

25 REVENUE FROM OPERATIONS

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
Sale of Products				
Pumps	64,92,68,762	1,34,09,70,281	58,07,48,520	1,13,86,31,689
Spares	69,17,01,519		55,78,83,169	
Sale of Services				
Services - Repair & Maintenance	31,13,151	31,52,151	19,64,366	19,87,888
Services - Commissioning & Installation	39,000		23,522	
Other Operating Revenue		63,26,430		41,31,348
GROSS REVENUE FROM OPERATIONS		1,35,04,48,862		1,14,47,50,925

In accordance with the Accounting Standard-18 Revenue Recognition and Schedule III of the Companies Act 2013, GST is not the part of Revenue therefore the sales amount is net of GST.

25.1 PARTICULARS OF REVENUE FROM OPERATIONS

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
DOMESTIC				
Sale of Products				
Pumps	23,62,44,633	41,40,70,236	22,25,66,450	36,64,76,693
Spares	17,78,25,603		14,39,10,243	
Sales of Services				
Services- Repairs & Maintenance	18,49,800	18,88,800	12,25,726	12,49,248
Services- Commissioning & Installation	39,000		23,522	
Other Operating Revenue		63,26,430		41,31,348
Total		42,22,85,466		37,18,57,289

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
EXPORT				
Sales of Products				
Pumps	41,30,24,129	92,69,00,045	35,81,82,070	77,21,54,996
Spares	51,38,75,916		41,39,72,926	
Sales of Services				
Services- Repairs & Maintenance	12,63,351	12,63,351	7,38,640	7,38,640
Services- Commissioning & Installation	-		-	
Total		92,81,63,396		77,28,93,636
GRAND TOTAL		1,35,04,48,862		1,14,47,50,925

26 OTHER INCOME

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
Interest Income				
On Bank Deposits	14,14,793	26,09,941	7,86,424	9,77,374
Others	11,95,148		1,90,950	
Misc. Credit Balances Written Off		24,88,847		7,07,826
Foreign Exchange Diff. - Foreign Operations & Others		31,31,103		1,15,06,889
Allowance for doubtful trade receivables		38,67,064		14,77,979
Gain on Valuation of Derivative		34,22,928		-
Export Incentive		20,25,562		-
Miscellaneous Receipts		3,95,331		4,20,448
TOTAL		1,79,40,776		1,50,90,516

27 COST OF MATERIALS CONSUMED

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
i) RAW MATERIALS CONSUMED				
Opening Stock	2,51,36,614	18,59,20,066	1,99,97,354	15,80,85,489
Add: Purchases& Expenses thereon	18,64,00,164		16,32,24,749	
Less: Closing Stock	2,56,16,712		2,51,36,614	
ii) BOUGHT OUT COMPONENTS CONSUMED				
Opening Stock	4,28,58,586	29,54,73,695	3,18,29,804	24,48,70,617
Add: Purchases& Expenses thereon	29,07,71,053		25,58,99,399	
Less: Closing Stock	3,81,55,944		4,28,58,586	
iii) CONSUMABLE STORES AND SPARES				
Opening Stock	22,80,441	1,24,10,990	21,61,407	96,33,894
Add: Purchases& Expenses thereon	1,19,92,863		97,52,928	
Less: Closing Stock	18,62,314		22,80,441	
TOTAL		49,38,04,751		41,25,90,000



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

27.1 Particulars of Raw Material and Components Consumed

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mild Steel	53,75,461	12,11,789
Steel (SS & Alloy)	7,97,50,044	6,62,58,753
Iron & Metal Castings	4,42,07,783	4,44,85,155
Rubber & Chemicals	2,74,97,998	2,33,19,754
Pipes	1,60,63,002	1,18,70,837
Bought Out Materials & Components	29,54,73,695	24,48,70,617
Freight, Cartage, Clearing & Insurance	1,30,25,778	1,09,39,201
Other Consumables Store & Spares	1,24,10,990	96,33,894
TOTAL	49,38,04,751	41,25,90,000

28 CHANGE IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS

(Amount in ₹)

PARTICULARS	Year Ended 31ST MARCH, 2019		Year Ended 31ST MARCH, 2018	
OPENING STOCK:				
Finished Goods	14,63,57,101	15,93,22,444	12,59,44,205	13,55,61,651
Work in Progress	1,28,67,743		92,41,846	
Scrap & Wastage	97,600		3,75,600	
LESS: CLOSING STOCK:				
Finished Goods	19,23,37,669	20,31,95,847	14,63,57,101	15,93,22,444
Work in Progress	1,07,89,618		1,28,67,743	
Scrap & Wastage	68,560		97,600	
Net Change in Inventories		(4,38,73,403)		(2,37,60,793)

29 EMPLOYEE BENEFITS EXPENSE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Wages, Salary, Bonus Gratuity & Other Allowances	27,13,03,935	23,56,81,683
Contribution to Provident & Other Funds	1,71,55,091	1,63,27,722
Directors' Remuneration	3,02,82,244	2,39,12,274
Workmen & Staff Welfare	1,23,39,192	1,07,96,547
TOTAL	33,10,80,462	28,67,18,226

Contribution to Provident and other funds includes contribution to Provident fund for directors ₹ 20,85,120/- (As at 31st March, 2018: ₹17,64,720/-)

30 FINANCE COST

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
INTEREST :		
On Term Loans	20,18,843	15,93,921
On Others borrowings	2,33,71,170	2,55,40,632
TOTAL	2,53,90,013	2,71,34,553

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

31 DEPRECIATION & AMORTISATION EXPENSE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Depreciation on Property, plant & Equipment	7,08,59,633	6,86,30,142
Depreciation on Intangible assets	39,62,073	16,58,119
TOTAL	7,48,21,706	7,02,88,261

32 OTHER EXPENSES

(Amount in ₹)

PARTICULARS	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Power & Fuel	1,82,46,549	1,83,67,414
Machining & Electroplating	2,19,97,872	1,78,33,222
Tools	88,46,596	55,53,463
Repairs :		
Building	20,49,118	39,44,295
Plant & Machinery	85,77,242	1,15,99,970
Others	11,06,814	17,44,094
Insurance Charges	33,77,608	31,05,294
Travelling & Conveyance	4,11,59,822	3,92,86,596
Postage & Telephone	57,05,393	57,39,698
Professional & Consultancy	1,04,76,148	54,48,392
Vehicle Running & Maintenance	63,30,057	66,00,774
Rent	1,37,27,629	1,33,60,890
Excise Duty	-	55,80,368
Rates & Taxes	47,69,570	22,02,792
Directors' Sitting Fees	8,50,000	7,80,000
Payment to Auditors :		
Audit Fee	8,52,447	11,10,482
Tax Audit Fee	1,50,000	1,50,000
Foreign Branch Audit Fee	5,65,659	5,56,751
Cost Audit Fee	1,00,000	25,001
Out of Pocket Expenses	99,900	66,356
Packing & Forwarding Expenses	6,13,22,485	5,38,88,295
Commission & Discount	1,55,660	41,04,620
Advertisement & Publicity	56,58,602	60,38,585
Loss on sale of fixed assets	40,585	27,90,729
Bad Debts	65,35,271	17,86,777
Loss on fair valuation of derivative	-	20,41,219
CSR Expenditure	9,89,500	11,02,000
Miscellaneous Expenses	4,99,70,369	4,04,81,566
TOTAL	27,36,60,896	25,52,89,642



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

33 EARNING PER SHARE

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Profit attributable to equity holders of the Company for basic and diluted earnings per share	15,98,13,640	8,57,36,119
Number of Equity Shares	1,54,53,805	1,54,53,805
Face Value per Share	2	2
Weighted average number of shares at the end of the year for basic and diluted earnings per share	1,54,53,805	1,54,53,805
Basic and Diluted Earning per Share	10.34	5.55

34 Contingent Liabilities & Commitments

34.1 Contingent Liabilities

(Amount in ₹)

Particulars	As at 31ST MARCH 2019	As at 31ST MARCH 2018
i) Disputed Sales Tax-Case	1,82,86,677	2,01,38,294
ii) Disputed Income Tax (appeals pending)	46,11,282	50,54,838
iii) Bank Guarantee/Letter of Credit	3,71,17,620	5,30,92,006
iv) Corporate Guarantee	1,53,354	1,82,100
v) Labour Cases	62,58,004	59,03,778
vi) Additional Demand from Greater Noida Industrial Development Authority on Greater Noida Land	1,10,00,000	1,10,00,000

34.2 Commitments

a) Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 12,13,044/- as at 31st March 2019 (As at 31st March 2018 : ₹ 30,03,205/-)

b) Financial Guarantee

Term Deposits with Bank of India, Janpath Branch amounting to ₹ 92,60,857/- (As at 31st March 2018 : ₹ 60,32,362/-) and Term Deposit with IndusInd Bank, Barakhamba Road Branch amounting to ₹ 33,20,700/- (As at 31st March 2018: ₹ 46,56,715/-) are pledged with Bank of India & IndusInd Bank as Margin on Bank Guarantees, Letter of Credit and Foreign bills purchased by them.

Term Deposits with Citi Bank, Barakhamba branch amounting to ₹ 90,84,386/- is pledged as Security with Goods & Service Tax Department.

35 The Company being engaged in the business of Engineering manufacturing, the provision of Section 186 of the Companies Act, 2013 are not applicable and accordingly, disclosure of details with respect to Loan given, guarantee given, security and investment made during the financial year 2018-2019 in terms of Section 186(4) of the Act is not applicable.

36 Capital Management

The Company's policy is to maintain a strong capital base so as to ensure that the Company is able to continue as going concern to sustain future development of the business. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market conditions. The policy is also adjusted based on underlying macro-economic factors affecting business environment, financial and market conditions. Its guiding Principles are as below:-

- Maintenance of financial strength to ensure the highest ratings;
- Ensure financial flexibility and diversify sources at financing;
- Manage Company exposure in forex to mitigate risks to earnings;
- Leverage optimally in order to maximum shareholders returns while maintaining strength and flexibility of the balance sheet.

The Gearing Ratio at the end of the reporting period are as under :

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Borrowings	26,47,94,540	28,69,50,006
Less :- Cash & Bank balances	2,95,29,031	3,59,85,242
Net debts	23,52,65,509	25,09,64,764
Total Equity	77,61,23,658	63,53,66,168
Net Debts to Equity ratio	30%	39%

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH, 2019

37 Financial Instruments

a) Fair value measurement hierarchy:

(Amount in ₹)

Particulars	As at 31ST MARCH, 2019			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Derivative contracts	31,27,462	-	31,27,462	-
At FVTOCI				
	-	-	-	-
At Amortized cost				
Trade receivables	34,00,15,980	-	-	-
Cash and cash equivalents	2,95,29,031	-	-	-
Bank balances other than above	2,29,20,366	-	-	-
Other financial assets	85,63,448	-	-	-
Financial liabilities				
At FVTPL				
Derivative contracts	-	-	-	-
At Amortized cost				
Borrowings	25,25,49,488	-	-	-
Trade payables	11,39,64,214	-	-	-
Other Financial liabilities	1,34,99,475	-	-	-

(Amount in ₹)

Particulars	As at 31ST MARCH, 2018			
	Carrying amount	Level of input used in		
		Level 1	Level 2	Level 3
Financial assets				
At FVTPL				
Derivative contracts	-	-	-	-
At FVTOCI				
	-	-	-	-
At Amortized cost				
Trade receivables	29,90,57,026	-	-	-
Cash and cash equivalents	3,59,85,242	-	-	-
Bank balances other than above	2,11,26,762	-	-	-
Other financial assets	99,05,096	-	-	-
Financial liabilities				
At FVTPL				
Derivative contracts	2,95,466		2,95,466	
At Amortized cost				
Borrowings	26,00,54,092	-	-	-
Trade payables	12,67,14,976	-	-	-
Other Financial liabilities	2,82,77,741	-	-	-



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

FVTPL :- Fair Value through Profit & Loss A/c.

FVTOCI :- Fair Value through Other Comprehensive Income

The fair values of the financial assets and liabilities are defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Methods and assumptions used to estimate the fair values are consistent with those used for the year ended 31st March, 2018.

The financial instruments are categorized into three levels based on the inputs used to arrive at fair value measurements as described below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. In the case of Derivative contracts, the Company has valued the same using the forward exchange rate as at the reporting date.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

b) Calculation of fair values:

i) Financial assets and liabilities measured at fair value as at Balance Sheet date:

The fair values of the derivative financial instruments has been determined using valuation techniques with market observable inputs. The models incorporate various inputs including the credit quality of counter-parties and foreign exchange forward rates.

ii) Other financial assets and liabilities:-

Cash and cash equivalents, trade receivables, other financial assets (except derivative financial instruments), trade payables, and other financial liabilities (except derivative financial instruments) have fair values that approximate to their carrying amounts due to their short-term nature.

Loans have fair values that approximate to their carrying amounts as it is based on the net present value of the anticipated future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

38 Financial Risk Management

Risk Management framework and policies

The Company does not have material financial risk in respect to business activities of Subsidiary Companies which effects the consolidated financial statements , thus financial risk of holding company are disclosed in standalone financial statements.(Refer to Note No 39 of Standalone Financial Statements).

39 Related Party Disclosure

39.1 Remuneration paid to Key Managerial Personnel

(Amount in ₹)

Name	Designation	Nature of Transaction-Gross Salary	
		Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mr. Harish Chandra Gupta	Chairman & Managing Director	1,29,65,425	1,05,90,758
Mr. Anurag Gupta	Dy. Managing Director	84,36,233	67,17,758
Mr. Arvind Veer Gupta	Whole Time Director	82,83,463	66,03,758
Mr. Shah Deepak	Director	77,190	-
Mr. Abdool Hamid Muhammed	Director	4,58,100	-
Mr. Ravin Munsook Sewnarain	Director	61,833	-
Mr. Pardeep Jain	Chief Financial Officer	24,35,377	22,71,280
Mr. Ashwani Kumar Verma	Company Secretary	17,12,246	16,47,078

As the provision for the post-employment benefits such as Gratuity & Leave encashment are provided on an actuarial basis for the company as a whole, the amount pertaining to Key Managerial Personnel is not ascertainable and therefore not included above. But the actual payment made on behalf of Leave encashment is considered in gross salary.

W.e.f. 1st April 2019 the designation of Mr Anurag Gupta is Jt. Managing Director and Mr Arvind Veer Gupta is Dy. Managing Director.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

39.2 Sitting Fees Paid to Non-Executive Directors

(Amount in ₹)

Name	Designation	Year Ended 31ST MARCH, 2019	Year Ended 31ST MARCH, 2018
Mr. B.S. Ramaswamy	Independent Director	1,60,000	1,50,000
Dr. Ramesh Chandra Vaish	Independent Director	1,70,000	1,50,000
Mr. Anand Bordia	Independent Director	1,30,000	90,000
Mrs. Asha Gupta	Non-Executive Director	1,20,000	1,30,000
Mrs. Annapurna Dixit	Independent Director	1,10,000	1,20,000
Mr. Basant Seth	Independent Director	1,60,000	1,40,000

40 Employees Benefit

a) Defined Contribution Plan

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

(Amount in ₹)

Particulars	Year Ended 31ST MARCH, 2019	For the year ended 31ST MARCH, 2018
Employer's Contribution to Provident fund	85,76,771	73,34,056
Employer's Contribution to Superannuation/NIC at foreign branches	73,53,881	64,07,826

b) Defined Benefit Plan

The present value of the defined benefit obligations and related current service cost were measured using the Projected unit credit method, with actuarial valuation being carried out at each Balance Sheet date.

Investment Risk	The Present Value of the defined benefit plan liability is calculated using a discount rate determined by reference to government bond yields. If the return on plan asset is below this rate, it will create a plan deficit.
Interest Risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity Risk	This risk effects Past Retirement Benefit plans, especially Pension and medical benefits. This Plan pays the benefit on Retirement, if not paid earlier, on account of resignation or death and hence the Longevity risk will not materially effect this Plan.
Salary Risk	The Gratuity benefit, being based on last drawn salary, will be critically effected in case of increase in future salaries being more than assumed.

In respect of Employees in India

(Amount in ₹)

Particulars	Gratuity Funded		Leave Encashment	
	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
The principle assumptions used in actuarial valuation				
-Discount rate	7.75%	7.75%	7.75%	7.75%
-Expected rate on return of assets (per annum)	7.75%	7.75%	7.75%	7.75%
-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	2,27,07,783	1,96,62,452	74,14,619	67,30,819
-Interest Costs	17,59,853	15,23,840	5,74,633	5,21,638
-Current Service Cost	19,97,331	17,10,468	12,96,660	11,93,296
-Past Service Cost(vested benefit)	-	29,73,601		
-Benefits Paid	(7,92,000)	(13,07,684)	(39,22,383)	(15,08,994)
-Actuarial (Gain) / Loss on obligations	2,74,786	(21,23,250)	20,38,289	4,77,860
-Unpaid Liability	-	268,356	-	-
Present value of obligation as at end of the year	2,59,47,753	2,27,07,783	74,01,818	74,14,619



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in ₹)

Particulars	Gratuity Funded		Leave Encashment	
	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018	As at 31ST MARCH, 2019	As at 31ST MARCH, 2018
Change in fair value of Plan Assets				
Fair Value of Plan Assets at the beginning of the period	1,90,66,283	1,37,05,885	54,02,852	-
Expected Return on Plan Assets	14,77,637	10,62,206	4,18,721	-
Contributions	36,50,000	56,00,000	27,50,000	54,00,000
Benefit Paid	(7,92,000)	(10,39,328)	-	-
Actuarial Gain/(Loss) on Plan Assets	(1,99,059)	(2,62,480)	(32,972)	2,852
Fair Value of Plan Assets at the end of the period	2,32,02,861	1,90,66,283	85,38,601	54,02,852
Actual Return on Plan Assets				
Expected Return on Plan Assets	14,77,637	10,62,206	4,18,721	-
Actuarial Gains/(Losses) on Plan Assets	(1,99,059)	(2,62,480)	(32,972)	2,852
Actual Return on Plan Assets	12,78,578	7,99,726	3,85,749	2,852
Liability Recognised in balance Sheet				
-Present value of obligation as at end of the year	(2,59,47,753)	(2,27,07,783)	(74,01,818)	(74,14,619)
-Fair value of plan assets as at the end of the year	2,32,02,861	1,90,66,283	85,38,601	54,02,852
-Unfunded status	-	-	-	-
-Unrecognised Actuarial (Gain)/Loss	-	-	-	-
Net Assets/ (Liability) recognised in Balance Sheet	(27,44,892)	(36,41,500)	11,36,783	(20,11,767)
Expenses recognised in Profit and Loss Account				
-Current Service Cost	19,97,331	17,10,468	12,96,660	11,93,296
-Interest Costs	17,59,853	15,23,840	5,74,633	5,21,638
-Expected Return on Plan assets	(14,77,637)	(10,62,206)	(4,18,721)	-
-Past Service Cost(vested benefit) Recognised	-	29,73,601	-	-
-Net Actuarial (Gain)/ Loss recognised during the year	4,73,845	(18,60,770)	20,71,261	4,75,008
Total Expenses recognised in Profit and Loss a/c	27,53,392	32,84,933	35,23,833	21,89,942

41 CSR Expenditure

a) Amount spent during the period

(Amount in ₹)

Particulars	Year Ended 31st March, 2019			Year Ended 31st March, 2018		
	Paid before the year end	Yet to be paid	Total	Paid before the year end	Yet to be paid	Total
Expenditure on Corporate Social Responsibility before the year end	10,00,000	-	10,00,000	-	11,02,000	11,02,000

b) Amount for the previous year ₹ 11,02,000/- is yet to be paid. Excess provision of ₹ 10,500/- for the financial year 2016-17 has been reversed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

42 Additional Information as required under Schedule III of the Companies Act 2013, of enterprises consolidated as wholly owned Subsidiary.

(Amount in ₹)

Name of entity in the group	As at 31ST MARCH, 2019		As at 31ST MARCH, 2018	
	Net Assets i.e Total Assets minus Total Liabilities		Share in Profit for the year	
	As % of consolidated net assets	Amount	As % of consolidated profit for the year	Amount
Parent				
Roto Pumps Limited	108.66%	84,33,06,728	95.72%	15,29,80,395
Foreign Subsidiaries				
Roto Pumpen GmbH	0.02%	1,87,656	-0.05%	(74,776)
Roto Pumps Americas Inc.	-0.67%	(51,89,872)	0.38%	5,91,344
Roto Overseas Pte.Ltd	2.68%	2,08,30,051	5.10%	81,58,482
Minority Interest	-	-	-1.15%	(18,41,805)
Total Eliminations	-10.70%	(8,30,10,906)		
TOTAL	100.00%	77,61,23,657	100.00%	15,98,13,640

43 The Company's operations predominantly comprises of only one segment- Pumps & Spares, therefore operational segment reporting does not apply.

44 The Board of Directors of the company at its meeting held on 24th May, 2019, inter alia, has recommended a dividend of ₹ 0.50 per equity shares on 1,54,53,805 equity Shares of Par value ₹ 2/- each.

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

46 Figures have been rounded off to the nearest rupee.

As per our report of even date.

For R.N Marwah & Co LLP
Chartered Accountants
(Registration No.0001211N/N500019)

(Manoj Gupta)
PARTNER
Membership No.096776

Place: NOIDA
Date : 24th May,2019

For and on behalf of the Board

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

(PRADEEP JAIN)
Chief Financial Officer
(PAN : AAEPJ6827A)

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

(ASHWANI K VERMA)
Company Secretary
(M.No : F9296)





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