



WPIL Limited

ANNUAL REPORT AND ACCOUNTS 2011

FINANCIAL HIGHLIGHTS

(Rs. in Lac)

Particulars	2011	2010	2009	2008	2007
Financial Positions					
Share Capital	797	797	797	797	797
Reserves & Surplus (Net of Revaluation Reserve)	4048	2660	1510	775	290
Net Worth	4845	3457	2307	1572	1087
Gross Block	4498	4085	3422	2760	2760
Accumulated Depreciation	1996	1824	1678	1560	1607
Net Block	2502	2261	1744	1200	1153
Summary of Operations					
Total Income	22531	21721	16607	11650	7009
Profit before Interest, Depreciation & Tax	2908	2537	1732	1166	678
Interest	429	356	412	334	287
Depreciation	171	143	116	78	99
Profit/(Loss) before Tax	2308	2038	1204	754	292
Profit/(Loss) after Tax	1573	1337	828	495	148
Dividend	186	186	93	Nil	Nil
Earnings Per Share (Rs.)	19.75	16.78	10.39	6.22	1.85

WPIL Limited

DIRECTORS

P. AGARWAL
— *Managing Director*
K. K. GANERIWALA
— *Executive Director*
V. N. AGARWAL
SAMARENDRA NATH ROY
SHYAMAL MITRA
BINAYA KAPOOR

AUDITORS

V. SINGHI & ASSOCIATES
Chartered Accountants

GENERAL MANAGER (Finance) AND COMPANY SECRETARY

U. CHAKRAVARTY

BANKERS

STATE BANK OF BIKANER AND JAIPUR
STATE BANK OF INDIA
IDBI BANK LIMITED
YES BANK LIMITED
CENTRAL BANK OF INDIA
ALLAHABAD BANK
CITI BANK NA

REGISTRAR

MCS LIMITED
77/2A, HAZRA ROAD, KOLKATA-700 029
PHONE NO. : (033) 2454 1892/93
FAX NO. : (033) 2454 1961
E-MAIL : mcskol@rediffmail.com

REGISTERED OFFICE

TRINITY PLAZA, 3RD FLOOR
84/1A, TOPSIA ROAD (SOUTH)
KOLKATA-700 046

EASTERN REGION OFFICE

6, OLD POST OFFICE STREET
KOLKATA-700 001

WESTERN REGION OFFICE

10 & 11, BHAGTANI ENCLAVE
SONAPUR LANE
OFF. L. B. S. MARG
BHANDUP WEST
MUMBAI- 400 078

SOUTHERN REGION OFFICE

1B, 1ST FLOOR, MANDIRA APARTMENT
23-A, DR. B. N. ROAD
T. NAGAR
CHENNAI- 600 017
CHAMBER 4, 1ST FLOOR
Opp. LB. STADIUM
K. L. K. ESTATE
5-9-62, FATEH MAIDAN ROAD
HYDERABAD-500 001

NORTHERN REGION OFFICE

A-5, SECTOR 22, MEERUT ROAD
GHAZIABAD-201 003 (U.P.)

MANUFACTURING FACILITIES

- i) 22, FERRY FUND ROAD, PANIHATI, SODEPUR
KOLKATA-700 114 (W.B.)
- ii) A-5, SECTOR 22, MEERUT ROAD
GHAZIABAD-201 003 (U.P.)
- iii) 180/176, UPEN BANERJEE ROAD
KOLKATA-700 060
- iv) BIREN ROY ROAD (WEST)
GANIPUR, MAHESHTALA
24 PARGANAS (SOUTH)
PIN-743 352

NOTICE is hereby given that the **FIFTY SEVENTH ANNUAL GENERAL MEETING** of the members of the Company will be held at "Kala Kunj" (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 on Thursday, the 28th day of July, 2011 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. V. N. Agarwal who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Binaya Kapoor who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To re-appoint M/s. V. Singhi & Associates, Chartered Accountants, as the Auditors of the Company, who retire at the conclusion of this Annual General Meeting, to hold office till the conclusion of the next Annual General Meeting with authority to the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS :

6. To consider and, if thought fit, to pass with or without modifications(s) the following resolutions as Special Resolution:

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with Schedule XIII of the Act, or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. K. K. Ganeriwala as Executive Director of the Company for a period of three years with effect from 1st November, 2010 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr. K. K. Ganeriwala during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Explanatory Statement under this item annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Act, the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. K.K. Ganeriwala, within such prescribed limit(s) or ceiling and the agreement between the Company and the Executive Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting."

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

“RESOLVED THAT pursuant to the provisions of sections 198, 269,309 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with Schedule XIII of the Act, or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. P. Agarwal as Managing Director of the Company for a period of two years four months with effect from 1st July, 2011 to 31st October, 2013 on such terms and conditions and variation of remuneration and other perquisites/benefits payable to Mr. P. Agarwal during period from 1st November, 2010 to 31st October, 2013 as recommended by Remuneration Committee of Directors and also set out in Explanatory Statement under this item annexed to the notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Act, the Board of Directors of the Company (hereinafter referred to as “the Board” which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. P. Agarwal, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.”

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

“RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby accords its consent and approval to the Corporate Guarantee issued on behalf of WPIL International Pte. Limited, Singapore in favour of the ‘Finance Parties’ for securing the obligations of WPIL International Pte. Limited, Singapore towards Facility of USD 10 Million (comprising Term Loan of USD 7.50 Million and a stand-by letter of credit and a working capital of USD 2.5 Million) availed by it from ‘Finance Parties’ together with all interest, default interest, fees and/or remuneration payable to the ‘Finance Parties’, costs, charges, expenses and other monies whatsoever stipulated in or payable.”

“RESOLVED FURTHER THAT all actions and/or steps taken by the Company including signing and executing deeds, applications, documents and writings on behalf of the Company in connection with the issuing of the aforesaid Guarantee be and are hereby approved and confirmed.”

Registered Office :
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046

Date : 17th May, 2011
Place : Kolkata

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy in order to be effective must reach the Registered Office of the Company at least 48 hours before the time fixed for the meeting.
2. The Dividend, if approved at the forthcoming Annual General Meeting, will be paid to those shareholders, whose name are registered at the close of business on 28th July, 2011 or to their mandates subject however to the provisions of Section 206A of the Companies Act, 1956.
3. The Register of Members and Share Transfer Books will remain closed from Tuesday, 19th July, 2011 to Thursday, 28th July, 2011 (both days inclusive) for payment of dividend to Equity Shares. In respect of shares held in electronic form, dividend will be paid on the basis of beneficial ownership as per details furnished by depositories for this purpose.
4. Mr. U. Chakravarty, General Manager (Finance) and Company Secretary is the Compliance officer in terms of Clause 12B of the Listing Agreements with the Stock Exchanges. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. As per the provisions of the Companies Act, 1956, the facility for making nominations is available to Members in respect of their shares in the Company. Nomination forms can be obtained from MCS Limited, Registrar and Share Transfer Agent of the Company, in case they hold shares in physical form. If they hold the shares in dematerialized form, they may contact their respective depositories for such nomination.
6. Members who hold the shares in physical form are requested to inform the R&T Agents, their Income Tax permanent Account Number (PAN) /General Index Register Number (GIR) if any, allotted to them by the Income Tax authorities.
7. Members holding shares in physical form are requested to notify change in addresses, if any, quoting their folio numbers to the R&T Agent of the Company.
8. Members holding shares in multiple folios are requested to submit their application to R&T Agent for consolidation of folios into single folio.
9. Members holding shares in physical form are requested to note that in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS) they should submit their ECS details. Alternatively, members may provide details of their bank account quoting their folio numbers to the R&T Agent to enable them to print such details on the dividend warrants.
10. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members therefore give instructions regarding bank accounts in which they wish to receive dividend, to their Depository participants.

Request to the Members:

1. Members desiring any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.
2. Members are requested to quote their Ledger Folio No. or Client ID and DP ID numbers in all communications with the Company.
3. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.
5. For convenience of the Members, attendance slip is annexed to the proxy form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance slip at the entrance of the place of meeting. Proxy/ Representative of a member should mark on the Attendance slip as "Proxy" or "Representative" as the case may be.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.**RESOLUTION AT ITEM NO. 6**

The Board of Directors of the Company ("the Board") at their meeting held on 30th October, 2010, re-appointed Mr. K. K. Ganeriwala as Executive Director of the Company for a period of three years commencing from 1st November, 2010, subject to the approval of the Members to be obtained at this Annual General Meeting. Mr. K. K. Ganeriwala is a Cost Accountant and Company Secretary having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company. With the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. K. K. Ganeriwala on regular basis. The Board considers that the re-appointment of Mr. K. K. Ganeriwala as Executive Director of the Company would prove beneficial to the interest of the Company. The terms of re-appointment of Mr. Ganeriwala including the remuneration as approved by the Remuneration Committee and the Board, subject to the approval of the Members to be obtained at this Meeting are as follow :

1. Period

Three years commencing from 1st November, 2010

2. Remuneration

Subject to overall limit laid down under Section 198 and 309 of the Act, Mr. K. K. Ganeriwala shall be entitled to receive from Company following remuneration :

- (a) Salary : Rs.1,00,000/- per month
- (b) Commission : At a rate of 0.5% of the profits of the Company subject to a ceiling of fifty percent of the Annual salary.
- (c) Perquisites : In addition to the above, Mr. Ganeriwala shall be entitled to perquisites like furnished accommodation, gas, electricity, water and soft furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, Personal accident insurance, leave encashment, benefits of Provident Fund, Gratuity Fund, Car and telephone etc.in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Ganeriwala, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites shall be restricted to the annual salary of Mr. Ganeriwala.

Provided that the total remuneration payable to him by way of salary, commission and perquisites and contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 198 and 309 of the Act.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (B) of Section II of Part II of Schedule XIII to the Act.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months notice in writing.

- 4. The Executive Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/ committee of Directors and shall not be liable to retire by rotation.

5. The re-appointment of Mr. K. K. Ganeriwala as Executive Director and remuneration payable to him are in line with Schedule XIII to the Act, subject to the approval of members to be obtained at this Annual General Meeting and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.
6. As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

RESOLUTION AT ITEM NO. 7

Mr. P. Agarwal was re-appointed as the Managing Director of the Company for a period of three years with effect from 1st July, 2008 and his term of office expires on 30th June, 2011. Keeping in mind the significant contribution to the growth and performance of the Company by Mr. Agarwal during the present tenure, the Board of Director of the Company at their meeting held on 30th October, 2010, approved the re-appointment of Mr. P. Agarwal as the Managing Director of the Company for a further period of two years four months with effect from 1st July, 2011 to 31st October, 2013. The terms of re-appointment including variation of remuneration as approved by the Remuneration Committee and the Board subject to the approval of the Members to be obtained at this Meeting are as follows:

1. Period

Re-appointed for a further period of two years four months commencing from 1st July, 2011 to 31st October, 2013.

2. Remuneration

Subject to overall limit laid down under Section 198 and 309 of the Act, Mr. P. Agarwal shall be entitled to receive following remuneration from Company with effect from 1st November, 2010 to 31st October, 2013

- (a) Salary : Rs. 1,50,000/- per month
- (b) Commission : At a rate of 1% of the profits of the Company subject to a ceiling of fifty percent of the Annual salary.
- (c) Perquisites : In addition to the above, Mr. Agarwal shall be entitled to perquisites like furnished accommodation, gas, electricity, water and soft furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical insurance, Personal accident insurance, leave encashment, benefits of Provident Fund, Gratuity Fund, Car and telephone etc. in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Agarwal, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites other than benefits of Provident Fund, Gratuity Fund, and Leave encashment, shall be restricted to the annual salary of Mr. P. Agarwal.

Provided that the total remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 198 and 309 of the Act.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (B) of Section II of Part II of Schedule XIII to the Act.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months notice in writing.

4. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/ committee of Directors and shall not be liable to retire by rotation.
5. The re-appointment of Mr. P. Agarwal as Managing Director and remuneration payable to him are in line with Schedule XIII to the Act, subject to the approval of members to be obtained at this Annual General Meeting and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.
6. As required under the Act, the following further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature of Industry

The Company is engaged in the business of water handling – from supply of pumps to turnkey project execution. This includes supply of pumps of various types to the power sector /irrigation sector/water supply sector and industrial sector. Besides these, the Company provides turnkey execution for water handling projects in all the above sectors by leveraging its tremendous engineering capability and vast experience in the above fields.

(b) Date or expected date of commencement of commercial production

The company commenced business on 26th February 1952.

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

Not applicable

(d) Financial performance based on the given indicators.

Performance over the last three financial years is set out as under.

	(Rs. in Lacs)		
	2009-10	2008-09	2007-08
Gross Turnover (Including Excise Duty)	21672.24	16554.55	11625.80
Profit for the year before tax	2037.77	1203.73	754.11
Extra Ordinary Income (Charges)	—	—	—
Provision for Taxation (Deferred Tax)	701.08	375.85	258.64
Profit after Taxation	1336.69	827.88	495.47
Balance brought forward from the previous year	1058.91	524.24	28.77
Balance available for appropriation	2395.60	1352.12	524.24
Less: Appropriations	686.42	293.21	—
Balance carried to Balance Sheet	1709.18	1058.91	524.24
Equity Share Capital	796.71	796.71	796.71
Reserves & Surplus	2720.20	1572.17	839.76
Fixed Assets	2297.83	1743.54	1211.46
Investments	40.16	40.52	0.96
Net Current Assets	4737.92	4025.63	3103.29

		(Rs.in lacs)		
(e) Export Performance	2009-10	2008-09	2007-08	
Export earning on FOB basis	1534.63	1728.07	1015.41	

(f) Foreign Investments or collaborators if any:

The Company has neither any foreign investment nor any foreign collaborator.

II Information about the appointees

Mr. Prakash Agarwal

(a) Background details

Mr. Agarwal is a graduate in Mechanical Engineering and has wide experience in Marketing, Management and Operations of the Engineering Industry. His areas of expertise are new product and business development, radical performance improvement, business transformation, international marketing, sound negotiating skills, foreign collaborations and JVs, setting up new operations, high performance team building, and cost optimizations etc.

(b) Past Remuneration

Mr. Agarwal was re-appointed as the Managing Director of the Company for a period of three years with effect from 1st July, 2008. The remuneration drawn by him during the financial year ended 31st March, 2011, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability

Subject to the superintendence, control and direction of the Board, Mr. Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a very rich experience in manufacturing and business restructuring. Mr. Agarwal prior to his appointment as Managing Director of the Company on 1st July, 2002 was also associated as Non-Executive Director for a period of two years and is fully conversant with business operations of the Company.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)

The remuneration structure of Mr. Agarwal is not higher than what is drawn by his peers in comparable Companies.

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

Mr. Agarwal being a promoter Managing Director will not be entitled to remuneration under any other head. No relative of Mr. Agarwal is employed by the Company.

III. Disclosures:

- (a) The remuneration package of Mr. Agarwal has already set out above.

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- (b) The necessary disclosure as required under paragraph (B) of Section II of Part II of Schedule XIII of the Act have already been made in the Report of the Board of Directors on Corporate Governance.
 - (c) The Board considers that having regard to the significant contribution of Mr. Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Agarwal as Managing Director of the Company for a further period of two years and four months is fully justified. As such the Board commends the Special Resolution set out in item 7 of the Notice convening the meeting for the approval of the Shareholders.
 - (d) A draft of the Agreement between the Company and Managing Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the Meeting during the usual business hours and will also be available at the Meeting.
 - (e) Except Mr. Prakash Agarwal and Mr. V. N. Agarwal, no other Director of the Company is concerned or interested in the said resolutions.
 - (f) An Abstract of terms of re-appointment of Mr. Agarwal as Managing Director of the Company and Memorandum of Interest had been circulated to the Members in terms of Section 302 of the Act.

Mr. K. K. Ganeriwala

(a) Background details

Mr. Ganeriwala is a Cost Accountant and Company Secretary having extensive experience in area of Finance, Accounts, general management and operational aspects of the Company.

(b) Past Remuneration

Mr. Ganeriwala was appointed as the Executive Director of the Company for a period of three years with effect from 1st November, 2007. The remuneration drawn by him during the financial year ended 31st March, 2011, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability

Subject to the superintendence, control and direction of the Board, Mr. Ganeriwala will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a very rich experience in area of Finance, Accounts, general management and operational aspects of the Company. Mr. Ganeriwala, prior to his appointment as Executive Director of the Company on 1st November, 2007 was also associated as Non-Executive Director for a period of five years and is fully conversant with business operations of the Company.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin)

The remuneration structure of Mr. Ganeriwala is not higher than what is drawn by his peers in comparable Companies.

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

Mr. Ganeriwala being Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Ganeriwala is employed by the Company.

III. Disclosures:

- (a) The remuneration package of Mr. Ganeriwala has already set out above.
- (b) The necessary disclosure as required under paragraph (B) of Section II of Part II of Schedule XIII of the Act have already been made in the Report of the Board of Directors on Corporate Governance.
- (c) The Board considers that with the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. Ganeriwala on regular basis. The Board considers that the re-appointment of Mr. Ganeriwala as Executive Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 6 of the Notice convening the meeting for the approval of the Shareholders.
- (d) A draft of the Agreement between the Company and Executive Director will be available for inspection by the members of the Company at its Registered Office on any working day prior to the date of the Meeting during the usual business hours and will also be available at the Meeting.
- (e) Except Mr. Ganeriwala, no other Director of the Company is concerned or interested in the said resolutions.
- (f) An Abstract of terms of re-appointment of Mr. Ganeriwala as Executive Director of the Company and Memorandum of Interest had been circulated to the Members in terms of Section 302 of the Act.

RESOLUTION AT ITEM NO. 8

WPIL International Pte. Limited, the Company's Subsidiary in Singapore had made financial arrangements for availing a Facility of USD 10 Million (comprising Term Loan of USD 7.50 Million and a stand-by Letter of Credit and Working Capital of USD 2.50 Million) from a Syndicate of Banks and Financial Institutions ("Lenders") arranged by AXIS Bank Limited, Singapore Branch (as Arranger and Agent of Lenders) for its business purposes.

As required by Finance Parties (comprising Lenders, Arranger, Agent or any other Party who may be regarded as a Finance Party under the documents entered into between WPIL international Pte. Limited and/or the Lender in relation to the aforesaid Facility), WPIL International Pte. Limited had approached to WPIL Limited, its Holding Company to issue a Corporate Guarantee in favour of the Finance Parties for securing its obligations in relation to the aforesaid Facility together with all interest, default interest, fees and/or remuneration payable to the Finance Parties, costs, charges, expenses and other monies whatsoever stipulated in or payable. Accordingly, the Board of Directors of the Company at their Meeting held on Friday, the 24th June, 2011 issued the aforesaid Corporate Guarantee in favour of Finance Parties.

The consent of the Members is sought as the amount of Facility for which Corporate Guarantee was issued by the Board exceeds the limits specified under section 372A(1) of the Companies Act, 1956.

The Board commends the Special Resolution set out in Item 8 of Notice convening the Meeting for the approval of the Shareholders.

None of the Directors of the Company is concerned or interested in the said Resolutions.

Registered Office :
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046

Date : 17th May, 2011
Place : Kolkata

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary

Details of Directors seeking appointment/re-appointment at the Annual General Meeting in pursuance of Clause 49VI(A)(G) of the Listing Agreement :

Name of the Director	Mr. V. N. Agarwal	Mr. Binaya Kapoor
Date of Birth	15.01.1939	05.07.1935
Date of First Appointment	26.04.2001	21.07.2006
Qualifications	B.E.	B. Tech (Hons)
No. of Shares Held	NIL	NIL
Nature of Expertise	Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in management of engineering Industries.	Having vast experience in Corporate Management and administration with expertise in the field of engineering and product line of the Company.
Other Directorships	1) Tea time Limited 2) Neptune Exports Limited 3) Orient international Limited 4) Asutosh Enterprises Limited 5) V. N. Enterprises Limited 6) HSM Investments Limited 7) Sagarpriya Distributors Pvt. Limited 8) Hindusthan Udyog Limited 9) Bengal Steel Industries Limited 10) Spaans Babcock India Limited 11) Northern Projects Limited 12) Hindusthan Parsons Limited	1) Hindusthan Udyog Limited 2) Spaans Babcock India Limited

**DIRECTORS' REPORT
TO THE MEMBERS**

The Directors of the Company have the pleasure in presenting their 57th Annual Report on the business and operations of the Company for the financial year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

	2010-11 (Rs. in Lacs)	2009-10 (Rs. in Lacs)
Total Income	22531.48	21721.44
Profit before interest, Depreciation and Taxation	2907.59	2536.42
Interest	428.80	355.58
Depreciation	170.59	143.07
Profit before Taxation	2308.20	2037.77
Provision for Taxation	734.88	701.08
Profit after Taxation	1573.32	1336.69
Balance brought from previous year	1709.18	1058.91
Profit available for appropriation	3282.50	2395.60
Transfer to General Reserve	1000.00	500.00
Proposed Dividend with Tax on Dividend	185.81	186.42
Balance Carried forward to Balance Sheet	2096.69	1709.18

OPERATIONS

The momentum of growth of operational activities of the Company continues unabated amidst difficult business environment and slow economic revival. The turnover posted was marginally higher over last year with good improvement in margin and profitability. The Company is primarily focused to strengthen its business with a clear strategy to lay emphasis on core competence and brand value. With a strong order book, increased availability of infrastructural resources, superior technology with domain expertise and improvement of value offering on both quality and cost fronts, the company stands committed to enhance its market share and deliver even greater value to all its stakeholders. Besides, the Company is consciously honing its marketing strategies with a focus to deliver on time more quality product to its customers in a bid to strengthen its brand value.

Total revenues of the Company for the year 2010-11 was Rs. 22531.48 lacs against Rs. 21721.44 lacs for the previous year ended March, 31, 2010. The Net profit after tax taxation was Rs. 1573.32 lacs as against Rs.1336.69 lacs in the previous year signifying a moderate growth of 17.70%. Earning per share grew by 17.70 % to Rs 19.75 from Rs. 16.78 of last year. This growth in profits is a result of execution of order with higher value addition from project division in Irrigation and Power sectors due to capacity expansions previously undertaken. The Company intends to further consolidate its market presence and increase its market share on the back of clear marketing strategies and enhanced manufacturing capacities.

DIVIDEND

After considering the performance for the year, cash flow, erosion of General Reserve for the performance of the past and necessity to augment its working capital to sustain the growth of activities in the coming year, the Directors of the Company are pleased to recommend dividend of two rupees per share for the year ended 31st March, 2011.

The Dividend, if approved at the forthcoming Annual General Meeting, will be paid to those shareholders whose names are registered at the close of the business on 28th July, 2011 or to their mandates subject however, to the provisions of Section 206A of the Companies Act, 1956.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. BUSINESS

The Company is engaged in the business of water handling – from supply of pumps to turnkey project execution. This includes supply of pumps of various types to the power sector/irrigation sector/water supply sector and industrial sector. Besides this, the Company provides turnkey execution for water handling projects in all the above sectors by leveraging its tremendous engineering capability and vast experience in the above fields.

B. BUSINESS ENVIRONMENT

The financial year 2010-11 was another challenging year fraught with pressures of Government policies, rising inflation along with corresponding interest rates and abnormal hike in commodity prices. The pressures of inflation have affected Government policies in the domestic scenario leading to a slow down in infrastructure activities. Towards the later half of the year, drastic measures taken by the Reserve Bank of India to rein in inflation have sent interest rates to new heights. This is sure to affect corporate investments in new projects. The silver lining in the domestic sector continues to be the power sector which saw a huge spate of projects both Government and Private being taken up for investment. The Company's strength in this sector allowed it to have a healthy order book at the end of the last financial year.

Internationally the interest rates scenario appears more benign with the developed economies still trying to prop growth with low interest rates. With rising crude prices, there have been large investments in the Oil & Gas sector. The Company is making efforts to increase its presence in this sector for the future.

C. OPERATIONAL REVIEW

The products of the Company cater to the various requirements of both domestic and International market. With the growth of demand of its products following large irrigation projects undertaken by State Governments, power projects undertaken by NTPC and State Electricity Boards and water promotional activities undertaken by the CMC and other Development authorities, the company has created additional infrastructural resources to cope with additional requirements. The existing production facilities of manufacturing units situated at Panihati, Taratala and Ghaziabad have been adequately expanded and re-oriented to keep space in line with growth of requirements of the customers.

Even in a difficult year the Company managed to increase its sale to Rs. 225 Crores with increased profitability based on enhanced margins. Further, the Company enhanced its order book to exceed Rs. 400 Crores. The strong order book provides visibility for further growth in the coming years.

Kolkata Division : This division is further enhancing its facilities and streamlining operations to generate increased numbers and reduce delivery time. In the last year, there was considerable focus on large pumps for power projects. The division continues to be the selected source for power plants' circulating water pumps by both domestic and international power majors.

Ghaziabad Division : This division has enhanced its product portfolio to cater to a larger market and provide a complete range to its client base. With its large manufacturing capability backed by engineering skills and product adaptability, the division is steadily increasing market share and expanding into new markets. There has been considerable investment in further enhancing manufacturing capabilities and modernization of the foundry. Both these activities should give good results in the future.

Infrastructure Division : This division continues to grow its strength and capability by executing larger projects with more complexities. The division prides itself on its engineering capabilities and speedy projects execution. Again, most of the new orders were booked from the power sector and with the present scenario, the division continues to have a strong order book.

On the export front, Company continues to expand and consolidate its market presence to create new avenues for growth. The Company has acquired majority stake in Sterling Pumps of Australia, a specialized Company in the Oil & Gas sector. The Company continues to expand and invest in international operations to enhance its global foot print and hence its market share.

D. FUTURE OUTLOOK

The Company being one of the leaders in the pump industry has tremendous potential for growth with an expanding market and increasing market share. The various divisions continue to grow and look for further opportunities. Future outlook is one of enhancing profitability and growing revenues based on the strong order book and marketing efforts in new avenues.

Further, the Company has taken a focused effort to enhance its global foot print to supplement its domestic operations. Local presence in the markets in which the Company operates should translate into growth in these markets.

E. OPPORTUNITIES AND THREAT, RISK AND CONCERNS

WPIL has strengthened itself with necessary manufacturing infrastructure and financial health to be a very strong Company in its sector. Its products have a technical edge in the market and are the preferred choice of its customers. Along with this its support services and team of competent, qualified and experienced personnel command great respect in the market place. A combination of such strong qualities should help to maintain its growth in future.

The presence of all major international pump companies in India would be a threat to Company's growth. However, the Company continues to improve its value offering on both quality and cost fronts to maintain its competitive edge.

F. INTERNAL CONTROL SYSTEM

The Company has a well-structured Internal Control Mechanism and the same is monitored by the Internal Audit conducted by external professional audit firm, which independently reviews and strengthens the control measures. The internal audit teams regularly briefs the management and the Audit Committee on their findings and also recommend the steps to be taken with regard to deviations if any.

G. HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company lays significant importance for all round developments of its Human Resources with special emphasis to train the employees at all levels to enhance their effectiveness in their contribution to the overall performance of the Company through skill up-gradation, knowledge improvement and attitudinal change. These enable the employees at all levels to cope with the competitive environment through which the Company is passing at present and to achieve the desired corporate objective.

The industrial relations climate in the Company continued to remain harmonious and cordial. The Company has a vibrant atmosphere and able to face challenges of economic downturn with fortitude. Various welfare measures and recreational activities are also being continued side-by side of production to maintain such relations.

The Company had 421 employees on the roll at the end of the year under review as against 384 last year.

CORPORATE GOVERNANCE

The Company has always followed the principles of good Corporate Government through attaining a highest level of transparency, professionalism, accountability and integrity in its functioning and conduct of business with due respect to laws and regulations of the land.

Necessary measures have been adopted to comply with the requirements of the Listing Agreements with Stock Exchanges wherein the Company's shares are listed. A separate report on Corporate Governance adopted by the Company, which is given in Annexure - B, forms part of this report.

A certificate from the Auditors of the Company regarding the compliance of the conditions of Corporate Governance is attached to this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirements of Section 217(2AA) of the Companies Act, 1956, the Directors confirm that;

- (i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance of the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the Annual Accounts on going concern basis; and
- (v) both, the Managing Director and General Manager (Finance) and Company Secretary have furnished the necessary certification to the Board on these financial statements as required under the Clause 49 of the Listing Agreement(s) with the Stock Exchanges where the equity shares of the Company are listed.

DIRECTORS

In accordance with the provisions of the Company's Article of Association, Mr. V.N.Agarwal and Mr. Binaya Kapoor retire by rotation and, being eligible, offer themselves for re-appointment.

AUDITORS

Messers. V.Singhi & Associates, Chartered Accountants retire as Statutory Auditors at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. The Audit Committee of Directors recommended the re-appointment of Messers. V.Singhi & Associates, Chartered Accountants as Statutory Auditors to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of next Annual General Meeting. Messers. V.Singhi & Associates, Chartered Accountants confirmed their eligibility and willingness to continue to act as Statutory Auditors of the Company for the financial year 2011-12, if re-appointed.

COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

Information under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988 relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo so far as is applicable to the company are furnished in Annexure-A which forms a part of this Report.

PARTICULARS OF EMPLOYEES

The information required under Section 217(2A) of the Companies Acts, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended, is not being furnished since there was no employee during the year who was in the receipt of remuneration exceeding the prescribed limit.

ANNEXURE TO THE DIRECTORS' REPORT**Annexure – A****PARTICULARS REQUIRED UNDER THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988****A) CONSERVATION OF ENERGY**

Following measures were adopted during the year for conservation of energy. The impact of the above measures have the effect of reduction of energy consumption leading to saving of energy cost by Rs. 8,000/- per month.

AT PANIHATI

- Replacement of filament bulbs by fluorescent lamps.
- Replacement of in-efficient Air-conditioners with efficient Air-conditioners.
- Increasing awareness of management staff on usage of air-conditioners and other electrical appliances to reduce consumption of electrical energy.
- Windows location/size redesigned to maximize the use of natural light during day-time.

AT GHAZIABAD PLANT

- Installation of more energy efficient Induction furnace to replace existing Cupola furnaces is in progress and expected to be commissioned by July 2011 at a total foundry modernisation cost of Rs. 400 lacs. This will save on fuel bill of Rs. 1.0 lac per month including cost of Coke.
- All Tube lights and bulbs are changed with CFL lights.

B) RESEARCH & DEVELOPMENT (R&D)

Following are the specific areas in which R&D activities have been carried out by the Company during the year under review at Panihati Plant:

New Pump Models/components Developed:

- High flow, low head propeller pump of 10200 US NS specific speed developed for Sea Water application.
- Low flow, high head multi-stage centrifugal pump of 1600 US NS Specific Speed developed for high head application.
- New thrust bearing housing design developed for high-thrust application in Vertical Turbine Pumps.

New processes developed:

In-house software developed to improve the design process for

- Pump hydraulic drawing generation with AutoCAD – VB interface.
- 3-D Modeling of pump assembly development for interference checking.
- Implementation of Server-based Engineering Document Management system for reducing document processing time.

Following is the specific area in which Design & manufacturing facility development has been carried out by the company during the year under review at Ghaziabad :

- New design of special Horizontal pump in vertical execution for 4LRV & 2 ½ LRV carried out.

C) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

- Technology for Concrete Volute Pumps for large CW Application.

CFD (Computational Fluid Dynamics) laboratory started in R&D department. Internationally acclaimed CFD software ANSYS CFX has been installed. The centre is conducting Flow Pattern Analysis for Pump Sumps to ensure smooth functioning of the pump. This laboratory will also take up analysis of flow through pump hydraulic passages to enhance pump efficiency.

REPORT ON CORPORATE GOVERNANCE
(Pursuant to Clause 49 of Listing Agreement with Stock Exchanges)

Annexure – B

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company's philosophy on Corporate Governance aims to attain the highest level of transparency, professionalism, accountability and integrity in its functioning and conduct of business with due respect to laws and regulations of the land. It is directed in such a way that it performs effectively keeping in view customers and its business, employees and long term interest of the stakeholders. Your Company is committed to good Corporate Governance and continuously reviews various investor relationship measures with a view to enhance stakeholders' value. Your Company within its web of relationships with its borrowers, shareholders and other stakeholders has always maintained its fundamental principles of Corporate Governance– that of integrity, transparency and fairness. For your Company, corporate governance is a continuous journey, seeking to provide an enabling environment to harmonize the goals of maximizing the shareholders' value and maintaining a customer centric focus.

Your Company maintains that efforts to institutionalize Corporate Governance practices cannot solely rest upon adherence to a regulatory framework. Your Company's Corporate Governance compass has been its newly adopted business practices, its values and personal beliefs, reflected in actions of each of its employees.

Your Company believes that while an effective policy on Corporate Governance must provide for appropriate empowerment to the executive management, it must also create a mechanism of internal controls to ensure that powers vested in the executive management are properly used with appropriate consideration and responsibility so as to fulfill the objectives of the Company.

The Board of Directors fully support and endorse Corporate Governance practices as per the provisions of the Listing Agreements as applicable from time to time. Your Company takes proactive approach and revisits its governance practices from time to time so as to meet business and regulatory approach. The Corporate Governance structure in your Company is based on an effective independent Board, the separation of the Board's supervisory role from the executive management and constitution of Board Committees primarily focused on independent Directors and chaired by independent Directors to oversee the critical areas.

2. BOARD OF DIRECTORS

Your Company has a broad-based Board of Directors constituted in compliance with the terms of Listing Agreements with Stock Exchanges and in accordance with best practices in Corporate Governance. The Board of Directors of your Company comprises Executive and Non-Executive Directors; the latter include independent professionals who are also independent Directors.

In accordance with the governance policy, Directors are eminent professionals with experience in business/finance/management. Managing Director and Executive Director are appointed/re-appointed with the approval of shareholders for a period of three years or for a shorter duration as the Board deems fit from time to time. All other Directors are liable to retire by rotation. One-third of the Directors retire by rotation every year and are eligible for re-election. In terms of the Articles of Association of the Company, the strength of the Board shall not be less than three or more than twelve. The present strength of the Board of Directors is six, of which two are Executive Directors.

The following is the composition of Board as on 31st March, 2011.

Sl. No.	Category	No. of Directors	Percentage of total No. of Directors
1.	Non-Executive Director and Promoter	1	16.67
2.	Non-Executive Independent Directors	3	50.00
3.	Executive Director and Promoter (Managing Director)	1	16.67
4.	Executive Director	1	16.66
	TOTAL	6	100.00

The Board comprises of six Directors, two of whom are Managing Director & Executive Director and rest are Non-Executive Directors. Mr. V. N. Agrawal, Non-executive and Promoter Director acts as Chairman of the Board Meeting who virtually conducts the Board Meeting. The Directors are eminently qualified and have rich experience in business, finance and corporate management. One half of the Board of Directors are "Independent." The independent Directors do not have any pecuniary relationship or transaction with the Company, promoters or management, which may affect their judgments in any manner. The day-to day management of your Company vests with the Managing Director and the Executive Director subject to the superintendence, control and direction of the Board of Directors.

The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committee oversees the operational issues. The Board meets at least once in a quarter to consider inter alia the quarterly performance of your Company and financial results. The Directors attending the meeting actively participate in the deliberations at the meetings.

The names of the Board members, their attendance at the Board Meetings and General Body Meeting held during the financial year under review and the number of other Directorships and the Board Committee Memberships held by them as at March 31, 2011 are given below.

Name of the Board Members	Category (1)	Board Meetings attended out of 4 Meetings held during the year	Attendance at the last AGM held on 23rd July, 2010	Number of other Directorships held in Indian Public and Private Limited companies	Number of other Committee Memberships (2)
Mr. Prakash Agarwal (4)	MD & P	4	Present	15	5
Mr. V. N. Agarwal	NED & P	3	Present	12	7 (2)
Mr. K. K. Ganeriwala	ED	4	Present	12	7 (4)
Mr. S. N. Roy	NED & ID	3	Present	7	NIL
Mr. Shyamal Mitra	NED & ID	4	Present	1	NIL
Mr. Binaya Kapoor	NED & ID	4	Present	2	1

(1) MD: Managing Director; NED: Non-Executive Director, P: Promoter; ID: Independent Director and ED: Executive Director.

(2) Excludes the memberships of the committee other than the Audit Committee and Shareholders'/Investors' Grievance Committee in Public Limited Company.

(3) Figure in brackets indicates Committee Chairmanship.

(4) Mr. Prakash Agarwal is the son of Mr. V. N. Agarwal.

Details of Board Meetings held during the financial year

During the Financial Year 2010-11, Four Board Meetings were held on 30th April, 2010, 23rd July, 2010, 30th October, 2010, and 29th January, 2011.

3. COMMITTEE OF THE BOARD

Presently, there are four committees of the Board– the Audit Committee, Remuneration Committee, Share Transfer Committee and Shareholders'/ Investors' Grievance Committee.

The terms of reference of Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by committee Chairman. Minutes of Board Committee Meetings are placed at the Board for information. The

respective role and compositions of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:-

I. Audit Committee

The Audit Committee provides general direction and oversees the audit and risk management function in the Company. It carries out periodic review of accounting policies and internal control systems, reviews the quality of internal and management audit reports, ensures the reliability of financial and other management information and adequacy of disclosures; it also acts as an interface between the Statutory and Internal Auditors and the Board of Directors.

The terms of reference of the Audit Committee are in line with Clause 49 II (C) and (D) of Listing Agreement with the Stock Exchanges as prescribed by the Securities & Exchange Board of India and Section 292A of the Companies Act, 1956.

The terms of references of Audit Committee include the followings:

- Overseeing Company's financial reporting process and disclosures of its financial information.
- Recommending appointment or removal of the Statutory Auditors, fixing of audit fees and approving payments for any other services.
- Reviewing with the management the quarterly and annual financial statements with primary focus on :
 - a) Matters to be included in the Directors' Responsibility Statement comprised in the Board Report in terms of Section 217(2AA) of the Companies Act, 1956.
 - b) Accounting policies and practices.
 - c) Compliance with Accounting Standards.
 - d) Accounting-based on exercise of judgment by management.
 - e) Qualification in the draft Audit Report.
 - f) Compliance with listing and other legal requirements concerning financial statements.
 - g) Significant adjustments arising out of audit.
 - h) The going concern assumptions.
 - i) Related party transactions.
- Reviewing with the management, Internal and Statutory Auditors the adequacy and compliance of internal control systems.
- Reviewing Company's financial and risk management policies.
- Reviewing the internal audit function and reports and major findings of Internal Auditors.
- Pre-audit and post-audit discussions with the Statutory Auditors to ascertain the area of concern.

The Audit Committee comprises of three Non-Executive Directors, and one Executive Director. All the Non-Executive Directors are Independent Directors. Members of the Committee are financially literate and have accounting and financial management expertise. The General Manager (Finance) and Company Secretary acts as the Secretary to the Committee. The Managing Director and the representatives of the Internal and Statutory Auditors are permanent invitees to the Audit Committee.

During the year ended 31st March, 2011, the Audit Committee meetings were held on 30th April, 2010, 23rd July, 2010, 30th October, 2010, and 29th January, 2011. The composition of Audit Committee and the attendance of the members are furnished below:

Sl. No.	Name of Member of Audit Committee	No. of meetings attended	Number of meetings held during Members tenure
1.	Mr. Shyamal Mitra	4	4
2.	Mr. S. N. Roy	3	4
3.	Mr. Binaya Kapoor	4	4
4.	Mr. K. K. Ganeriwala	4	4

II. Remuneration Committee

The terms of reference of the Remuneration Committee cover fixation of remuneration, gradation, scales, perquisites, increments etc of the Managing Director and the Executive Director.

The Committee determines on behalf of the Board of Directors and on behalf of the Shareholders, the Company's policies on specific remuneration packages for Executive Directors including pension rights and compensation payment.

The remuneration of the Managing Director/ Executive Director is determined by the Board of Directors within the statutory limits subject to the shareholders approval and on the basis of recommendations of the Remuneration Committee.

During the Financial year 2010-11, one Remuneration Committee Meeting was held on 30th October, 2010.

The Non-executive Directors draw remuneration from the Company by way of sitting fees for attending the Meetings of the Board and its Committees. The fees are determined by the Board from time to time within the statutory guidelines. However, Non-executive Directors as a whole are entitled to receive commission not exceeding 1% of Net Profit of the Company in lieu of their services to the Company which has been approved by the members in their fifty third Annual General Meeting held on 27th August, 2007.

- A. Details of remuneration paid/payable to the Managing Director and the Executive Director during the year ended 31st March, 2011 are given below :

Name	Designation	Salary (Rs.)	Contribution to funds (Rs.)	Perquisites & Allowances (Rs.)	Commission (Rs.)	Total
Mr. Prakash Agarwal	MD	14,50,000	2,94,785	11,43,268	7,25,000	36,13,053
Mr. K. K. Ganeriwala	ED	9,20,000	1,87,036	7,79,175	4,60,000	23,46,211

There was no stock option during the Financial Year ended 31st March, 2011.

- B. Details of remuneration paid/payable to Non-Executive Directors during the year ended 31st March, 2011 are as follows:

Sl. No.	Name of Directors	Commission (Rs.)	Sitting fees (Rs.)		Total (Rs.)
			Board	Committee	
1.	Mr. V. N. Agarwal	1,00,000/-	6,000/-	-	1,06,000/-
2.	Mr. S. N. Roy	1,00,000/-	6,000/-	8,000/-	1,14,000/-
3.	Mr. Shyamal Mitra	1,00,000/-	8,000/-	18,000/-	1,26,000/-
4.	Mr. Binaya Kapoor	1,00,000/-	8,000/-	10,000/-	1,18,000/-

III. Shareholders'/Investors' Grievances Committee

The Shareholders'/Investors' Grievances Committee comprises of Mr. K. K. Ganeriwala (Chairman), Mr. Prakash Agarwal and Mr. Shyamal Mitra. The Committee meets in every quarter and looks into the various issues relating to Shareholders'/Investors including Redressal of their complaints regarding transfer of shares in physical form, non-receipt of Annual Report etc. During the financial year ended 31st March, 2011, 10 Nos. of Investors' complaints /queries were received altogether and no complaint /queries was pending for Redressal as on 31st March, 2011. Mr. U. Chakravarty, General Manager (Finance) and Company Secretary acts as Secretary to the Committee.

IV. Share Transfer Committee

The Committee consists of Mr. K. K. Ganeriwala (Chairman), Mr. P. Agarwal and Mr. Shyamal Mitra. The Committee usually meets

once in every month that approves and monitors transfers, transmission, rematerialisation, sub-division and consolidation of securities in physical form and issue of new and duplicate Share Certificates by your Company. There was no transfer of shares pending for registration as on 31st March, 2011 and all the transfers were registered within 30 days from the date of lodgement.

Mr.U.Chakravarty, General Manager (Finance) and Company Secretary has been designated as the Compliance Officer of the Company. Investors may contact Mr. U. Chakravarty at e-mail ID uchakravarty@wpil.co.in for registering their complaints and also to take necessary follow-up action.

4. BOARD PROCEDURE

The Members of the Board have been provided with the requisite information in compliance to the requirements of Annexure 1A to Clause 49 of the Listing Agreements well before the Board Meeting and the same were dealt with appropriately.

All the Directors who are in various committees are within the permissible limits as stipulated in Clause 49 1C of the Listing Agreements. The Directors have intimated from time to time about their memberships/Chairmanships in the various Committees in other Companies.

5. GENERAL BODY MEETINGS

I. The details of Annual General Meeting (AGM) held in the last three years are as follows :

Year	Venue	Date	Time	Special Resolution	Postal Ballot
2009-10	"Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017	23.07.2010	10.00 A.M.	No	No
2008-09	"Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017	29.07.2009	10.00 A.M.	No	No
2007-08	"Kala Kunj" Kalamandir (Basement), 48, Shakespeare Sarani, Kolkata-700 017	19.07.2008	10.00 A.M.	Yes	No

No Extra-ordinary General Meeting was held during the financial year.

II. Details of Special Resolution(s) passed at the Annual General Meeting during last three years.

Special Resolutions passed at the Annual General Meeting held on 19th July, 2008 :

Item No. 6

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

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with Schedule XIII of the Act, or any amendment or re-enactment thereof, and subject to such other approval as may be necessary, the Company hereby accords its consent and approval to the re-appointment of Mr. P. Agarwal as Managing Director of the Company for a period of three years with effect from 1st July, 2008 on such terms and conditions and payment of remuneration and other perquisites/benefits to Mr. P. Agarwal during the said period of three years as recommended by Remuneration Committee of Directors and also set out in Explanatory Statement under this item annexed to the notice convening this meeting."

"RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation by the Central Government to Schedule XIII to the Act, the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any committee which the Board may constitute to exercise its powers, including

powers conferred by this resolution) be and is hereby authorised to alter and vary the terms and conditions of appointment including remuneration, if necessary, in such manner as may be agreed to by and between the Board and Mr. P. Agarwal, within such prescribed limit(s) or ceiling and the agreement between the Company and the Managing Director be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company in General Meeting.”

No Special Resolution was passed during last three years through Postal Ballot. At present your Company does not have any resolution to be decided by the Members by Postal Ballot. No person has been appointed for conducting postal ballot exercise.

6. DISCLOSURES

- i) Save and except what has been disclosed under Item No.15. of Schedule XIV of the Notes on the Accounts, forming part of the Accounts of your Company for the year ended 31st March, 2011, there was no materially significant related party transaction, which may have potential conflict with the interests of your Company at large.
- ii) Your Company has complied with all the requirements including the provisions of Clause 49 of the Listing Agreements with Stock Exchanges as well as regulations and guidelines of SEBI. Consequently no penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other Regulatory Authorities during last three years.
- iii) Your Company follows a well laid out Code of Conduct and Business Ethics, which is applicable to all the Members of the Board and Senior Management of the Company up to the level of General Manager. The Code lays down the standards of business conduct, ethics for transparent Corporate Governance. The Members of the Board and Senior Management of the Company adhere to this principle and have agreed to abide them by agreeing to affix their signatures on the same.
- iv) Your Company is in compliance with the requirements of the Corporate Governance, which reflects in this report. Your Company contemplates to adopt the residual non-mandatory requirements in course of time which are not covered under this report. The particulars of compliance status are given below:

Sl. No.	Corporate Governance Clause 49	Compliance Status (Yes/No)	Remarks
I.	Board of Directors		
(A)	Composition of Board	Yes	50% Independent and 50% Non-independent
(B)	Non-Executive Directors' Compensation & Disclosures	Yes	
(C)	Other provisions as to Board and Committee	Yes	
(D)	Code of Conduct	Yes	Declaration as necessary, has been made in the Directors' Report.
II.	Audit Committee		
(A)	Qualified & Independent Audit Committee	Yes	
(B)	Meeting of Audit Committee	Yes	
(C)	Power of Audit Committee 49 (IIC)	Yes	
(D)	Role of Audit Committee	Yes	
(E)	Review of Information by Audit Committee	Yes	

III.	Subsidiary Companies	—	Your Company does not have any Subsidiary Company.
IV.	Disclosures		
(A)	Basis of Related Party Transactions	Yes	There is no deviation from the Accounting Standard
(B)	Disclosure of Accounting Treatment	Yes	
(C)	Board Disclosure	Yes	
(D)	Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	—	The Company has not made any issue in the recent past
(E)	Remuneration of Directors	Yes	Disclosures as necessary, have been made in this Corporate Governance Report
(F)	Management	Yes	Management Discussion and Analysis forms a part of Directors' Report.
(G)	Shareholders	Yes	
V.	CEO/CFO Certification	Yes	Certification as required, has been provided to the Board for the Financial Year ended on 31st March, 2011.
VI.	Report on Corporate Governance	Yes	[As being presented]
VII.	Compliance	Yes	Certificate on Corporate Governance is annexed herewith.

v) No Equity Share was held by the Non-Executive Directors as on 31st March, 2011.

7. MEANS OF COMMUNICATION

Sl. No.	Particulars	Remarks
I.	Quarterly Results	Announced within 45 days from the end of Quarter.
II.	Newspapers wherein results normally published	Business Standard/Financial Express (English) and Aajkaal/Dainik Statesman (Bengali)
III.	Any website, where displayed	No
IV.	Whether it also displays news releases	Yes
V.	Whether it also displays presentations made to Institutional Investors or to the analysts	No

8. GENERAL SHAREHOLDERS' INFORMATION

Sl. No.	Particulars	Remarks
I.	Annual General Meeting to be held	
(A)	Day	Thursday
(B)	Date	28th July, 2011
(C)	Time	10.00 A.M.
(D)	Venue	"Kala Kunj", Kalamandir (Basement) 48, Shakespeare Sarani, Kolkata-700 017
II.	Calendar for Financial Results for the Financial year 2011-12	
(A)	1st Quarter ending 30th June, 2011	Before the end of 14th August, 2011
(B)	2nd Quarter and Half-year ending 30th September, 2011	Before the end of 14th November, 2011
(C)	3rd Quarter ending 31st December, 2011	Before the end of 14th February, 2012
(D)	4th Quarter and Annual Results for the year ending 31st March, 2012	Before the end of 30th May, 2012
III.	Dates of Book Closure (both days inclusive)	19th July to 28th July, 2011
IV.	Dividend payment date	The dividend, if declared, will be paid/credited on or after 29th July, 2011
V.	Name of the Stock Exchanges at which Equity Shares are listed and Stock Code assigned to the Company's shares at the respective Stock Exchange	The Equity Shares of your Company are listed at the following Stock Exchanges : i) Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Tower, Fort, Dalal Street, Mumbai-400 001. Stock Code: 505872 ii) The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata-700 001. Stock Code: 10033117
VI.	Payment of Listing Fees	Your Company has paid the Listing Fees for the Financial Year 2011-12 to both the Stock Exchanges.
VII.	ISIN Number for NSDL and CDSL	INE765D01014

VIII. Stock Price Data

The table herein below depicts the particulars of month-wise high and low prices of the Company's shares traded at both the Stock Exchanges at Mumbai and Kolkata for the year ended 31st March, 2011 and movement of month-wise high and low of BSE Sensex during the relevant period.

Month	Quotation at BSE		Quotation at CSE		BSE Sensex	
	High	Low	High	Low	High	Low
April, 2010	238.90	185.15	N.T.	N.T.	18,047.86	17,276.80
May, 2010	222.00	173.05	N.T.	N.T.	17,536.86	15,960.15
June, 2010	214.80	170.00	N.T.	N.T.	17,919.62	16,318.39
July, 2010	251.95	202.10	N.T.	N.T.	18,237.56	17,395.58
August, 2010	254.90	221.00	N.T.	N.T.	18,475.27	17,819.99
September, 2010	266.00	223.55	N.T.	N.T.	20,267.98	18,027.12
October, 2010	279.00	230.00	N.T.	N.T.	20,854.55	19,768.96
November, 2010	265.00	179.00	N.T.	N.T.	21,108.64	18,954.82
December, 2010	221.50	161.00	N.T.	N.T.	20,552.03	19,074.57
January, 2011	202.95	164.00	N.T.	N.T.	20,664.80	18,038.48
February, 2011	189.00	151.10	N.T.	N.T.	18,690.97	17,295.62
March, 2011	186.00	150.00	N.T.	N.T.	19,575.16	17,792.17

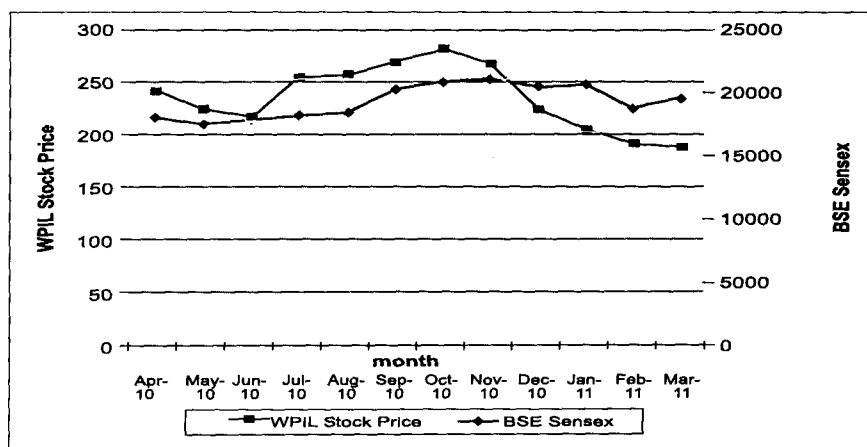
N.T. : No Transaction

Source : 1) www.bseindia.com

2) As Certified by CSE

IX. Movement of Company's Share price at BSE with BSE Sensex

The Chart hereinbelow indicates the comparison of your Company's share price movement vis-à-vis the movement of the BSE Sensex :



X. Share Transfer System

The Share transfers in physical form are at present processed and the Share Certificates are returned, duly transferred in favour of the transferee within 30 days from the date of receipt subject to all documents being in order. The Share Transfer Committee of Directors usually meets once in every month to consider the transfer proposal in physical form.

XI. The Tables hereinbelow shows the distribution pattern of shareholding of the Company as on 31st March, 2011 :

i) Distribution of Shareholding Pattern by ownership :

Sl. No.	Category	No. of Equity Shares held	Percentage of Shareholding
A.	Promoters' holding :		
	1. Promoters		
	– Indian Promoters	59,33,715	74.48
	– Foreign Promoters	—	—
	2. Persons acting in concert	—	—
	Sub-Total	<u>59,33,715</u>	<u>74.48</u>
B.	Non-Promoters' holding :		
	3. Institutional Investors		
	a) Mutual Fund and UTI	150	0.00
	b) Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institutions)	566	0.01
	c) Foreign Institutional Investors	—	—
	Sub-Total	<u>716</u>	<u>0.01</u>
	4. Others		
	a) Private Corporate Bodies	6,59,948	8.28
	b) Indian Public	13,68,768	17.18
	c) NRIs/OCB	3,933	0.05
	d) Any others	—	—
	Sub-Total	<u>20,32,649</u>	<u>25.51</u>
	GRAND TOTAL	<u>79,67,080</u>	<u>100.00</u>

ii) Distribution of Shareholding by number of shares held :

Sl. No.	No. of Equity Shares held	No. of holders	Percentage of Total holders	No. of Shares	Percentage of Shareholding
1.	Upto 500	5,363	95.27	4,30,483	5.40
2.	501 to 1000	103	1.83	82,706	1.04
3.	1001 to 2000	67	1.19	1,01,301	1.27
4.	2001 to 3000	29	0.52	74,829	0.94
5.	3001 to 4000	16	0.28	55,554	0.70
6.	4001 to 5000	6	0.11	28,434	0.36
7.	5001 to 10000	21	0.38	1,55,852	1.96
8.	10001 to 50000	12	0.21	2,48,884	3.12
9.	50001 to 100000	4	0.07	2,82,191	3.54
10.	100001 and above	8	0.14	65,06,846	81.67
	Total	5,629	100.00	79,67,080	100.00

XII. Dematerialization of Shares

Your Company's Shares are under transfer-cum-demat option. The Shareholders have the option to hold the Company's Shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

At present 96.40% of the Company's Shares are held in electronic form and the Company's shares can only be traded in compulsory demat segment in the Stock Exchanges.

- | | |
|---|--|
| XIII. Outstanding GDRs/ADRs/Warrants or any convertible instruments conversion dates and like impact on Equity. | Not applicable as your Company has not issued any GDRs/ADRs. |
|---|--|

XIV. Plant Locations :

- a) 22, Ferry Fund Road
Panihati, Sodepur
Kolkata-700 114
- b) A-5, Sector 22, Meerut Road
Ghaziabad-201 003
Uttar Pradesh
- c) 180/176, Upen Banerjee Road
Kolkata-700 060
- d) Biren Roy Road (West)
Ganipur, Maheshtala
24 Parganas (South) PIN : 743 352

XV. Address for Correspondence with the Company :

Your Company attended to all Investors' Grievances/queries/information requests and had replied to all letters received from the Shareholders within a week of receipt thereof.

All correspondences may please be addressed to Registrar and Share Transfer Agent at the following address:

MCS Limited
77/2A, Hazra Road, Kolkata- 700 029
Phone No. (033) 2454-1892/93
Fax No. (033) 2454-1961
E-mail : mcskol@rediffmail.com
Person to be contacted: Mr. Partha Mukherjee

In case any Shareholder is not satisfied with the response or does not get any response within reasonable time from the Registrar and Share Transfer Agent, he may contact Mr. U. Chakravarty, General Manager (Finance) and Company Secretary and Compliance Officer at phone No. (033) 3021-6800/6813 or communicate at E-mail ID uchakravarty@wpil.co.in or through letter to the address of Registered Office of the Company.

Registered Office :

WPIL Limited
Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046
Phone No. (033) 3021-6800, 3021-6808
Fax No. (033) 3021-6835

The above Report has been placed before the Board at its meeting held on 17th May, 2011 and the same has been approved.

Place: Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata-700 046

Date: 17th May, 2011.

V.N. AGARWAL

Director

K.K. GANERIWALA

Executive Director

Certificate of Compliance with Code of Conduct Policy

In terms of the requirements of Clause 49 sub-clause (1D) of the Listing Agreements with Stock Exchanges, I hereby declare that all Board Members and Senior Management personnel of the Company have affirmed compliance to the WPIL Code of Conduct and Ethics for the Financial year ended 31st March, 2011.

Trinity Plaza, 3rd Floor
84/1A, Topsia Road (South)
Kolkata -700 046

Date: 17th May, 2011

For WPIL Limited

K.K. Ganeriwala
Executive Director

AUDITORS' CERTIFICATE

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To

The members of WPIL Limited

We have examined the compliance of conditions of Corporate Governance by WPIL Limited for the year ended 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreements.

We state that in respect of Investors grievances received during the year 31st March 2011, no investors grievances are pending for a period exceeding one month against the Company as per records maintained by the Shareholders' Committee.

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.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Place : Kolkata
Date : 17th May, 2011

For V. SINGHI & ASSOCIATES
Chartered Accountants

V. K. SINGHI
Partner

Membership No. 50051
Firm Registration No. 311017E

AUDITORS' REPORT TO THE SHAREHOLDERS

1. We have audited the attached Balance Sheet of **WPIL Limited** as at 31st March, 2011 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that :-
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the applicable Accounting Standards as referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (hereinafter referred to as the Order) issued by the Central Government of India in terms of section 227 (4A) of the Companies Act, 1956, we further report on the matters specified in paragraphs 4 and 5 of the said Order as under:

1. a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

-
- b) The fixed assets of the Company have been physically verified by the management during the year and no material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
 - c) During the year, the Company has not disposed off any substantial/major part of fixed assets.
 2.
 - a) The inventories (excluding stocks lying with third parties and in transit) have been physically verified during the year at reasonable intervals by the management. In respect of stocks lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion the procedure of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical stocks and the book records were not material and the same have been properly dealt with in the books of account.
 3.
 - a) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly clause 4(iii) (b), (c), and (d), of the Order are not applicable.
 - b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly clause 4(iii) (f) and (g) of the Order are not applicable.
 4. In our opinion and according to the information and explanations given to us, having regard to the explanation that certain items purchased are of special nature for which suitable alternative sources do not exist for obtaining comparative quotations, there are adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory, fixed assets and for sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
 5. In our opinion and according to the information and explanations given to us, there are no transactions, in respect of any party during the year, made in pursuance of contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956.
 6. The Company has not accepted any deposits from the public within the meaning of Section 58A, 58AA and other relevant provisions of the Companies Act, 1956 and the rules framed thereon.
 7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
 8. We have broadly reviewed the books of accounts maintained by the Company in respect of products where, pursuant to the rules made by the Central Government of India, the maintenance of cost records has been prescribed under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.

9. a) According to the information and explanations given and the records of the Company examined by us, in our opinion undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable have generally been regularly deposited with the appropriate authorities. No undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March, 2011 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the Company has not deposited the following dues on account of disputes with the appropriate authority :

Name of the Statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956	Sales Tax	79,52,536	1995-96 to 1998-99	Appellate Revisional Board
		24,59,528	2004-2005	- Do -
West Bengal Sales Tax Act, 1994	Sales Tax	24,07,105	1995-96, 1997-1998 & 1998-99	Appellate Revisional Board
		57,22,132	2004-2005	- Do -
Central Excise Act, 1944	Excise & Custom	34,948	—	Commissioner (Appeals), Central Excise, New Delhi
		1,50,752	—	Commissioner (Appeals)

10. The Company has no accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of the dues to banks.
12. In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/societies are not applicable to the Company. Accordingly, clause 4(xiii) of the Order is not applicable.
14. In our opinion, the Company is not dealing in or trading in shares, debentures and other Investments. Accordingly, clause 4(xiv) of the Order is not applicable.

-
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
 16. According to the information and explanations given to us and on an overall examination of the Balance Sheet the short term loan taken by the company during the year has been applied for the purpose for which it was obtained.
 17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, there are no funds raised on short term basis which have been used for long term investments other than certain loans which were utilized for working capital requirements in line with the purpose for which such loans were obtained.
 18. The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
 19. The Company has not issued any debentures during the year and accordingly, Clause 4(xix) of the Order is not applicable.
 20. The Company has not raised any money by way of public issue during the year.
 21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata 700 001

Place : Kolkata
Date : May 17th, 2011

For V. Singhi & Associates
Chartered Accountants
V. K. SINGHI
Partner
Membership No. 50051
Firm Registration No. 311017E

BALANCE SHEET**AS AT 31ST MARCH, 2011**

	Schedule No.	31st March, 2011		31st March, 2010	
		Rs.	Rs.	Rs.	Rs.
I. SOURCES OF FUNDS					
1) Shareholders' Funds					
a) Capital	I	7,96,70,800		7,96,70,800	
b) Reserves and Surplus	II	41,05,48,689	49,02,19,489	27,20,20,429	35,16,91,229
2) Loan Funds	III				
a) Secured Loans		39,80,39,208		25,64,79,939	
b) Unsecured Loans		12,91,03,684	52,71,42,892	8,00,00,000	33,64,79,939
3) Deferred Tax Liability (Refer Note 17 on Schedule XIV)			2,26,62,864		1,94,19,318
Total			104,00,25,245		70,75,90,486
II. APPLICATION OF FUNDS					
1) Fixed Assets	IV				
a) Gross Block		44,97,85,385		40,85,34,602	
b) Less: Depreciation		19,96,37,683		18,23,56,468	
c) Net Block		25,01,47,702		22,61,78,134	
d) Capital Work-in-Progress		1,16,36,054	26,17,83,756	36,04,556	22,97,82,690
2) Investments	V		40,16,000		40,16,000
3) Current Assets, Loans and Advances					
a) Inventories	VI	14,32,66,877		13,47,31,731	
b) Sundry Debtors	VII	120,16,27,511		91,03,71,722	
c) Cash and Bank Balances	VIII	1,07,21,825		44,43,276	
d) Loans and Advances	IX	17,29,14,565		11,34,33,562	
		152,85,30,778		116,29,80,291	
Less :					
Current Liabilities and Provisions	X				
a) Current Liabilities		72,05,99,664		65,61,30,981	
b) Provisions		3,37,05,625		3,30,57,514	
		75,43,05,289		68,91,88,495	
Net Current Assets			77,42,25,489		47,37,91,796
Total			104,00,25,245		70,75,90,486
Significant Accounting Policies and Notes on Accounts	XIV				

The Schedules referred to above form an integral part of the Balance Sheet.

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

For V. Singhi & Associates
Chartered AccountantsV. K. SINGHI
Partner
Membership no. 50051
Firm Registration no. 311017EV.N. AGARWAL
K.K. GANERIWALA
U. CHAKRAVARTYDirector
Executive Director
General Manager (Finance)
& Company SecretaryPlace : Kolkata
Date : 17th May, 2011

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST MARCH, 2011

	Schedule No.	Year ended 31st March, 2011		Year ended 31st March, 2010	
		Rs.	Rs.	Rs.	Rs.
INCOME					
Sales – Gross		218,73,53,155		215,06,39,698	
Less : Excise Duty		5,30,94,360	213,42,58,795	4,35,77,377	210,70,62,321
Installation & Servicing			6,00,32,689		1,65,84,191
Duty Drawback on Exports			5,67,739		4,31,067
Income from Other Sources	XI		51,94,361		44,89,312
			220,00,53,584		212,85,66,891
EXPENDITURE					
(Increase)/Decrease in Finished Stock and Work-in-Progress			(1,56,95,417)		26,48,905
Raw Materials and Components	XII		141,72,94,200		143,86,97,730
Consumption of Stores and Spare Parts			5,19,40,590		4,41,64,956
Expenses	XIII		45,57,55,172		38,94,13,392
Interest			4,28,80,541		3,55,57,913
{includes Rs. 50,065/- on fixed loans, 2010 – Rs. 58,884/-}					
Depreciation		1,72,81,215		1,45,31,184	
Less : Transferred from Revaluation Reserve (Refer Note 5 of Schedule XIV)		2,22,598	1,70,58,617	2,23,979	1,43,07,205
			196,92,33,703		192,47,90,101
Profit before Taxation			23,08,19,881		20,37,76,790
Provision for Taxation					
– Current Tax		7,01,00,000		6,57,00,000	
– Deferred Tax		32,43,546		39,14,786	
– Tax adjustment of previous year					
– Income Tax		1,44,852		4,63,744	
– Fringe Benefit Tax		—	7,34,88,398	29,062	7,01,07,592
Profit after Taxation			15,73,31,483		13,36,69,198
Profit brought forward from previous year			17,09,18,163		10,58,91,135
Profit available for appropriation			32,82,49,646		23,95,60,333
Appropriations					
General Reserve			10,00,00,000		5,00,00,000
Proposed Dividend			1,59,34,160		1,59,34,160
Provision for Tax on Dividend			26,46,465		27,08,010
Profit carried forward to Balance Sheet			20,96,69,021		17,09,18,163
Basic and Diluted Earning per Share of Rs. 10/- each (Refer Note 13 on Schedule XIV)			19.75		16.78
Significant Accounting Policies and Notes on Accounts	XIV				

The Schedules referred to above form an integral part of the Profit and Loss Account.

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

	For V. Singhi & Associates Chartered Accountants	V.N. AGARWAL	Director
	V. K. SINGHI	K.K. GANERIWALA	Executive Director
	Partner	U. CHAKRAVARTY	General Manager (Finance)
Place : Kolkata	Membership no. 50051		& Company Secretary
Date : 17th May, 2011	Firm Registration no. 311017E		

WPIL

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

	31st March, 2011		31st March, 2010	
	Rs.	Rs.	Rs.	Rs.
SCHEDULE I				
SHARE CAPITAL				
Authorised				
98,60,000 Ordinary Shares of Rs. 10/- each		9,86,00,000		9,86,00,000
14,000 11% Redeemable Cumulative Preference Shares of Rs. 100/- each		14,00,000		14,00,000
		10,00,00,000		10,00,00,000
Issued, Subscribed and Paid Up				
79,67,080 Ordinary Shares of Rs. 10/- each fully paid up		7,96,70,800		7,96,70,800
SCHEDULE II				
RESERVES AND SURPLUS				
Capital Reserve on Re-issue of forfeited Shares As per last Account		3,500		3,500
Capital Redemption Reserve As per last Account		14,00,000		14,00,000
Revaluation Reserve As per last Account	59,83,464		62,07,443	
Less: Transferred to Profit and Loss Account	2,22,598		2,23,979	
		57,60,866		59,83,464
General Reserve As per last Account	9,37,15,302		4,37,15,302	
Add : Transfer from Profit and Loss Account	10,00,00,000		5,00,00,000	
		19,37,15,302		9,37,15,302
Profit and Loss Account (Balance as per Annexed Account)		20,96,69,021		17,09,18,163
		41,05,48,689		27,20,20,429

**SCHEDULES ANNEXED TO
AND FORMING PART OF THE BALANCE SHEET**

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE III		
LOANS		
(a) Secured		
*Cash Credit and Export Packing Credit from Banks (Secured by first pari passu charge by way of hypothecation on stocks, consumable stores, book debts and other movables and first mortgage/charge over the Company's present and future fixed assets)	39,76,46,400	25,57,00,496
Term Loans from (Refer Note 11 on Schedule XIV)		
Kotak Mahindra Prime Limited	3,92,808	6,31,852
HDFC Bank Limited (Vehicle Loans)	—	1,47,591
	<u>39,80,39,208</u>	<u>25,64,79,939</u>
(b) Unsecured		
Short Term Loans from :		
— Corporate Bodies	8,00,00,000	8,00,00,000
** — Bank	4,91,03,684	—
	<u>12,91,03,684</u>	<u>8,00,00,000</u>

* Includes Foreign Currency Loan of USD 20,00,000, equivalent to Rs. 8,99,40,000/-

** Represents Foreign Currency Loan of JPY 9,01,31,579, due within one year

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

SCHEDULE IV FIXED ASSETS

	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Cost/Valu- ation as at 31st March, 2010	Additions during the year	As at 31st March, 2011	As at 31st March, 2010	For the year	As at 31st March, 2011	As at 31st March, 2011	As at 31st March, 2010
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Land : Freehold	42,33,840	—	42,33,840	—	—	—	42,33,840	42,33,840
Leasehold	57,48,138	—	57,48,138	15,91,901	78,108	16,70,009	40,78,129	41,56,237
Buildings	8,39,41,497	1,42,28,616	9,81,70,113	3,12,75,459	29,92,879	3,42,68,338	6,39,01,775	5,26,66,038
Plant and Machinery	22,48,66,253	2,32,63,059	24,81,29,312	9,50,99,950	97,72,028	10,48,71,978	14,32,57,334	12,97,66,303
Factory Equipment	30,96,312	—	30,96,312	28,08,631	68,184	28,76,815	2,19,497	2,87,681
Patterns and Moulds	5,25,63,401	—	5,25,63,401	3,88,16,403	21,64,731	4,09,81,134	1,15,82,267	1,37,46,998
Electrical Installation	1,53,29,095	22,00,585	1,75,29,680	41,56,060	6,88,982	48,45,042	1,26,84,638	1,11,73,035
Furniture and Fittings	1,59,50,103	15,58,523	1,75,08,626	78,64,220	12,49,736	91,13,956	83,94,670	80,85,883
Motor Vehicles	28,05,963	—	28,05,963	7,43,844	2,66,567	10,10,411	17,95,552	20,62,119
	40,85,34,602	4,12,50,783	44,97,85,385	18,23,56,468	1,72,81,215	19,96,37,683	25,01,47,702	22,61,78,134
Previous year	34,21,79,395	6,63,55,207	40,85,34,602	16,78,25,284	1,45,31,184	18,23,56,468	22,61,78,134	—

**SCHEDULES ANNEXED TO
AND FORMING PART OF THE BALANCE SHEET**

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE V		
INVESTMENTS (Long Term) – at cost		
Unquoted		
Other than Trade Investments –		
Government Securities	23,000	23,000
– 7 year Post Office National Savings Certificate		
1 no. 5% Non-Redeemable Debenture Stock of Woodland Hospital & Medical Research Centre Ltd. (Formerly – The East India Clinic Limited) of Rs. 7,000/-	7,000	7,000
9 nos. 6 1/2% Non-Redeemable Debenture Stock of the Bengal Chamber of Commerce and Industry of Rs. 1,000/- each	9,000	9,000
4,00,000 Equity Shares of Clyde Pumps India Pvt. Ltd. of Rs. 10/- each	40,00,000	40,00,000
	40,39,000	40,39,000
Less : Provision made	23,000	23,000
	40,16,000	40,16,000

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE VI		
INVENTORIES		
Stores and Spare Parts	42,45,378	41,35,820
Raw Materials and Components *	8,89,47,586	9,70,75,714
Finished Goods	2,10,74,180	1,51,64,903
Work-in-Progress	2,75,26,306	1,65,72,759
Stock in Transit **	14,73,427	17,82,535
	14,32,66,877	13,47,31,731

* Includes materials lying with third parties
Rs 6,54,343/-; (2010 - Rs 1,88,485/-)

** Includes Raw Materials - Rs. 8,58,299/- (2010 - NIL),
and Finished Goods - Rs 6,15,128/- (2010 - 17,82,535/-)

**SCHEDULES ANNEXED TO
AND FORMING PART OF THE BALANCE SHEET**

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE VII		
SUNDRY DEBTORS – UNSECURED		
(Considered good)		
Debts outstanding for a period exceeding six months	16,94,94,516	15,10,11,698
Other Debts	103,21,32,995	75,93,60,024
	120,16,27,511	91,03,71,722

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE VIII		
CASH AND BANK BALANCES		
* Cash in hand	24,26,536	14,33,309
Balance with Scheduled Banks :		
On Current Account	29,69,436	9,27,819
On Unclaimed Dividend Account	7,52,232	1,15,815
On Fixed Deposit Account	45,73,621	19,66,333
* As certified by the Management.	1,07,21,825	44,43,276

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE IX		
LOANS AND ADVANCES – UNSECURED		
(Considered good)		
Advances recoverable in cash or in kind or for value to be received	15,74,08,539	9,87,54,746
Advance payment of Income-Tax (Refer Note 19 of Schedule XIV)	9,02,796	—
Advance payment of Fringe Benefit Tax	—	12,640
* Deposits	1,45,72,341	1,46,66,176
Interest accrued on Fixed Deposit	30,889	—
	17,29,14,565	11,34,33,562

* Includes balance with Excise Authorities – Rs. 10,98,363/- (2010 – Rs. 96,937/-)

**SCHEDULES ANNEXED TO
AND FORMING PART OF THE BALANCE SHEET**

	31st March, 2011	31st March, 2010
	Rs.	Rs.
SCHEDULE X		
CURRENT LIABILITIES AND PROVISIONS		
A) Current Liabilities :		
Acceptances	1,46,47,923	7,41,02,884
Sundry Creditors	59,53,49,011	42,48,69,806
Advance Payments	8,72,58,161	12,89,00,358
Other Liabilities	2,25,92,337	1,81,26,957
Interest accrued but not due on loans	—	1,00,15,161
Unclaimed Dividend	7,52,232	1,15,815
	<u>72,05,99,664</u>	<u>65,61,30,981</u>
B) Provisions :		
For Income Tax (Refer Note 19 of Schedule XIV)	—	12,60,344
For Leave Encashment	66,13,000	57,13,000
Proposed Dividend	1,59,34,160	1,59,34,160
For Tax on Proposed Dividend	26,46,465	27,08,010
For Warranties	85,12,000	74,42,000
	<u>3,37,05,625</u>	<u>3,30,57,514</u>

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SCHEDULES ANNEXED TO AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
SCHEDULE XI		
INCOME FROM OTHER SOURCES		
Sundry Income	24,17,856	4,70,237
Interest Income (Gross) (TDS – Rs. 2,849/-; 2010 – Rs. 19,711/-)	2,23,817	4,79,849
Gain on Exchange Rate Variation (Net)	8,07,463	4,29,194
Gain on Commodity Transactions	3,33,045	2,47,408
Profit on Sale of Investments	—	1,22,713
Claims and Compensations received	12,20,914	17,87,028
Liabilities no longer required written back	1,91,266	9,52,883
	<u>51,94,361</u>	<u>44,89,312</u>

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
SCHEDULE XII		
RAW MATERIALS AND COMPONENTS		
Opening Stock	9,70,75,714	9,65,05,569
Add : Purchases	141,00,24,371	143,92,67,875
	<u>150,71,00,085</u>	<u>153,57,73,444</u>
Less : Closing Stock	8,98,05,885	9,70,75,714
	<u>141,72,94,200</u>	<u>143,86,97,730</u>

**SCHEDULES ANNEXED TO
AND FORMING PART OF THE PROFIT AND LOSS ACCOUNT**

	Year ended 31st March, 2011 Rs.	Year ended 31st March, 2010 Rs.
SCHEDULE XIII		
EXPENSES (Refer Note 12 on Schedule XIV)		
Directors' Fees	64,000	62,000
Salaries, Wages & Bonus	12,82,09,845	10,52,90,638
Contribution to Provident and Other Funds	1,55,76,800	1,43,28,083
Contribution to Employees State Insurance Scheme	24,05,195	13,81,966
Workmen & Staff Welfare Expenses	1,04,39,125	89,31,595
Excise Duty	6,33,376	6,99,473
Power and Fuel	2,27,02,340	2,07,74,407
Erection Expenses	5,68,77,780	3,11,02,414
Carriage Outward	89,52,522	1,13,77,724
Dealer Discount	1,49,69,877	1,64,00,540
Repairs to Machinery	36,01,384	76,60,575
Repairs to Buildings	44,16,277	8,49,928
Repairs to others	32,97,668	18,83,775
Postage & Telephone	44,90,266	39,61,738
Auditors' Remuneration [Refer Note 10 of Schedule XIV]	5,10,000	5,10,000
Advertisement	4,96,759	4,78,828
Professional & Consultancy Fees	2,46,95,497	1,73,44,174
Claims & Compensations etc. paid	3,61,214	1,33,98,629
Bad Debts written off	1,57,28,141	2,41,85,529
Commission to other selling agents	4,50,06,970	3,50,06,219
Service Charges	26,56,524	9,71,858
Rent	1,18,04,097	1,03,09,304
Rates & Taxes	42,58,768	26,16,740
Insurance	37,91,075	10,02,749
Travelling Expenses	2,25,43,642	1,76,56,332
Bank Charges	1,85,18,004	1,35,80,742
Miscellaneous Expenses	2,87,48,026	2,76,47,432
	<u>45,57,55,172</u>	<u>38,94,13,392</u>

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SCHEDULES

FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT

SCHEDULE XIV

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The accounts are prepared in accordance with historical cost convention, modified by revaluation of certain fixed assets.

FIXED ASSETS AND DEPRECIATION

Fixed Assets are stated at cost except for certain assets which were revalued and shown at valuation as per Valuer's Certificate.

Cost includes inward freight, duties, taxes and expenses incidental to acquisition and installation. In respect of self-constructed fixed assets, cost includes value of materials, labour and proportionate allocable overheads.

In respect of revalued assets the difference between written down value of assets and its valuation is transferred to Revaluation Reserve.

No depreciation is provided on Freehold Land. Value of Leasehold Land is amortized over the period of lease. In respect of other assets, depreciation is provided in the accounts on written down value method in respect of assets acquired upto 31st December, 1969 and on straight-line method in respect of other assets, at the rates prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation on differential increase in values arising out of revaluation is recouped from Revaluation Reserve.

IMPAIRMENT OF ASSETS

The Company identifies impairable assets at the year end in accordance with the guiding principles of Accounting Standard - 28, issued by the Institute of Chartered Accountants of India, for the purpose of arriving at impairment loss thereon, being the difference in the book value and the recoverable value of the relevant assets. Impairment loss, when crystallises, are charged against revenues for the year.

INVESTMENTS

Long term investments are stated at cost unless there is a permanent diminution in value and dividends thereon are accounted for as and when received.

INVENTORIES

Finished Goods and Components are valued at cost (Net of CENVAT Credit) or net realizable value, whichever is lower. Other inventories are valued at cost or net realizable value, whichever is lower.

Cost is determined on weighted average basis and includes expenditure incurred in the normal course of business in bringing stocks and finished goods to their location and condition including appropriate overheads wherever applicable.

Cost of own manufactured components is determined by considering raw material cost and proportionate share of labour and overheads.

Cost of Work-in-progress is determined by considering raw material cost plus labour and overheads apportioned on an estimated basis depending upon the stages of completion.

Loose tools are written off over a period of five years.

RESEARCH & DEVELOPMENT EXPENSES

Revenue Expenditure on Research and Development are charged to the Profit and Loss Account of the year in which it is incurred. Capital Expenditure is considered as addition to Fixed Assets and depreciated as stated above.

FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are recorded in rupees by applying the rate of exchange ruling on the date of the transaction.

SCHEDULES**FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT**

SCHEDULE XIV – (contd.)**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS – (contd.)****SIGNIFICANT ACCOUNTING POLICIES (contd.)**

Gain or Loss on settled transactions are recognized in the Profit and Loss Account except for purchase of fixed assets which are adjusted to carrying amount of fixed assets. Unsettled transactions as at the year end are translated at the closing rate and the gain or loss is recognized in the Profit and Loss Account except for liabilities incurred for purchase of fixed assets which are adjusted to the carrying amount of fixed assets.

RETIREMENT BENEFITS

The Company contributes to Provident Fund and Superannuation Fund which are administered by duly constituted and approved independent Trust/Government and such contributions are charged against revenues every year.

Accrued liability in respect of retirement gratuities are actuarially ascertained at the year end. The Company has created a Gratuity Fund under Group Gratuity Scheme of L.I.C.I. under which yearly premium is being paid to take care of current as well as past liability. The annual premium is charged to the accounts.

Accrued liability in respect of leave encashment benefits on retirement is actuarially ascertained at the year end as per the requirement of Accounting Standard – 15 (Revised) on Employee Benefit and provided for in the accounts.

INCOME

Turnover is stated inclusive of discounts, but net of sales tax and excise duty and represents the invoiced value of goods delivered during the year.

Income from installation and servicing is recognized in the accounts on completion of the job or as per stipulations in the contract and the expenditure incurred but not invoiced is carried forward as work-in-progress.

FINANCIAL DERIVATIVES AND HEDGING TRANSACTIONS

Financial derivatives and hedging contracts are accounted on the date of their settlement, and realized gain/incurred loss in respect of contracts is recognized in the Profit and Loss Account alongwith the underlying transactions.

BORROWING COST

Borrowing costs incurred in relation to acquisition or construction of assets which necessarily takes substantial period of time to get ready for intended use are capitalized/allocated as part of such assets. Other borrowing costs are charged as expenses in the year in which they are incurred.

TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is calculated at current statutory income tax rates as applicable and is recognised on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period. Deferred tax assets subject to consideration to prudence are recognised and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

Cost of Product Warranties including provisions are included under the head “Miscellaneous Expenses”, which includes cost of raw materials and components for free replacement of spares, and other overheads.

SCHEDULES**FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT****SCHEDULE XIV – (contd.)****B. NOTES ON ACCOUNTS**

	Year ended 31st March, 2011	Year ended 31st March, 2010
	Rs.	Rs.
1. Sale is net of returns	6,50,000	—
	As at 31st March, 2011	As at 31st March, 2010
	Rs.	Rs.
2. Estimated amount of contracts remaining unexecuted on Capital Account and not provided for (net of advances of Rs. 4,95,000/-)	17,77,155	8,63,009
3. Claims against the Company not acknowledged as debts	15,18,015	24,74,295
4. Contingent liabilities not provided for in the Accounts in respect of the following :		
i) Sales Tax matters under dispute	1,85,41,301	6,75,70,262
ii) Excise Duty matters under dispute	1,85,700	1,85,700
iii) Bank Guarantee outstanding	41,77,91,130	29,64,38,369
5. Land and Buildings were revalued in 1980 and Plant & Machinery were revalued in 1984 and the surplus on revaluation was transferred to Revaluation Reserve Account. Depreciation for the year ended 31st March, 2011 on the amounts added on revaluation amounting to Rs. 2,22,598/- (2010 – Rs. 2,23,979/-) has been credited to the Profit and Loss Account by transfer from Revaluation Reserve Account.		
6. There are no Micro enterprises or Small Scale enterprises to whom the Company owes any due which are outstanding as at 31st March, 2011 (2010 – Rs. Nil).		
The above information, as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties are identified on the basis of information available with the Company.		
7. Accrued liability on account of Gratuity payable to the employees of the Company on retirement at future dates as per actuarial valuation as at 31st March, 2011 amounts to Rs. 2,15,05,000/- (2010 – Rs. 2,13,07,000/-). A total sum of Rs. 4,48,06,560/- (including Rs. 76,57,000/- during the current year) has been charged in the accounts and paid to LIC by way of premium under Group Gratuity Scheme for its employees to cover current as well as past liability.		
8. Warranty costs are accrued at the time the products are sold. Based on past experience, the provision is discharged over the contractual warranty period from the date of sale.		
9. Managerial remuneration paid/payable under Section 198 of the Companies Act, 1956 :		
	Year ended 31st March, 2011	Year ended 31st March, 2010
	Rs.	Rs.
A. Wholetime Directors :		
– Salary	23,70,000	19,20,000
– Company's contribution to Provident and Other Funds	4,81,821	3,90,336
– Allowances	16,19,500	14,35,750
– Monetary value of perquisites and benefits	3,02,943	81,872
– Commission	11,85,000	9,60,000
B. Non-Wholetime Directors :		
– Sitting Fees	64,000	62,000
– Commission	4,00,000	4,00,000
	64,23,264	52,49,958

SCHEDULES
FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
SCHEDULE XIV – (contd.)
B. NOTES ON ACCOUNTS – (contd.)
C. Computation of Net Profit in accordance with Section 349 of the Companies Act, 1956 and the Commission payable to Directors :

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	Rs.	Rs.	Rs.	Rs.
Profit before Taxation		23,08,19,881		20,37,76,790
Add - Managerial remuneration and Directors' Fees		64,23,264		52,49,958
Add - Depreciation as per books		1,70,58,617		1,43,07,205
		25,43,01,762		22,31,72,483
Less : Depreciation as per Section 350 of the Companies Act, 1956	1,72,81,215		1,45,31,186	
: Profit on Sale of Investments	—	1,72,81,215	1,22,713	1,46,53,899
Net Profit under Section 349 of the Companies Act, 1956		23,70,20,547		20,85,18,584
a. Maximum Commission to Executive Directors :				
i) Managing Director @ 1% of the Net Profit, subject to a ceiling of 50% of the annual salary		7,25,000		6,00,000
ii) Executive Director @ 0.5% of the Net Profit, subject to a ceiling of 50% of the annual salary		4,60,000		3,60,000
b. Maximum Commission to Non-Executive Directors @ 1% of Net Profit		23,70,205		20,85,186
c. Actual Commission Payable to Director for the year		15,85,000		13,60,000
10. Auditors' Remuneration :				
(a) As Audit Fee		2,75,000		2,75,000
(b) For services rendered in respect of – Miscellaneous Certificates including Tax Audit		2,00,000		2,00,000
(c) Re-imburement of Expenses		35,000		35,000
		5,10,000		5,10,000
		As at 31st March, 2011 Rs.		As at 31st March, 2010 Rs.
11. Term Loans include due within one year :				
HDFC Bank Ltd.		—		1,47,591
Kotak Mahindra Prime Limited		2,59,074		2,38,529
		2,59,074		3,86,120
12. Revenue Expenses aggregating to Rs.59.80 lacs (2010 – Rs. 46.26 lacs) incurred on Research & Development activities have been charged to respective heads of accounts in the Profit and Loss Account.				
13. Earning Per Share :				
Net Profit for the year attributable to the Ordinary Shareholders		15,73,31,483		13,36,69,198
Weighted average number of Ordinary Shares of Rs. 10/- each		79,67,080		79,67,080
Basic and Diluted Earning per Share of Rs. 10/- each		19.75		16.78

SCHEDULES**FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT****SCHEDULE XIV – (contd.)****B. NOTES ON ACCOUNTS – (contd.)****14. Disclosure on Joint Venture Entity :****a) Details of Joint Venture :**

Name of Joint Venture Entity	:	Clyde Pump India Private Limited
Country of Incorporation	:	India
Proportion of Ownership Interest	:	40%

	2010-11	2009-10
	Rs./lacs	Rs./lacs
b) The Company's Financial Interest in the Joint Venture :		
Shareholders' Fund	185.22	76.26
Assets	446.01	305.43
Liabilities	260.79	229.17
Income	919.20	695.94
Expenses	780.61	642.10

15. Related Party Transactions :

Related party disclosures as required under Accounting Standard - 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, as certified by the management, are given below :

A. Relationship

- i) Associates
 - Hindusthan Udyog Ltd.
 - Clyde Pumps India Private Limited
- ii) Key Management Personnel and their relatives
 - Mr. P. Agarwal : Managing Director
 - Mr. V. N. Agarwal : Director ; Father of Mr. P. Agarwal
 - Mr. K. K. Ganeriwala : Executive Director
- iii) Companies over which key management personnel or their relatives are able to exercise control/significant influence :
 - Bengal Steel Industries Ltd.

B. Disclosure of Transactions with Related Parties during the year :

Nature of Transactions	Associate Company		Companies over which control/significant influence of key management personnel exists		Key management personnel of the Company	
	2011 (Rs.)	2010 (Rs.)	2011 (Rs.)	2010 (Rs.)	2011 (Rs.)	2010 (Rs.)
Purchase of goods	17,04,74,037	11,89,14,169	—	11,61,959	—	—
Sale of goods	4,27,81,336	8,89,98,869	—	—	—	—
Other Payments	14,81,105	16,55,936	16,94,730	16,78,290	—	—
Rent Paid	19,80,000	19,80,000	48,00,000	42,00,000	—	—
Remuneration, Commission and Sitting Fees	—	—	—	—	60,65,264	48,97,958.
As at 31st March						
Debtors	94,49,868	2,43,83,903	—	—	—	—
Creditors	8,58,84,915	2,60,44,898	—	—	—	—
Investments	40,00,000	40,00,000	—	—	—	—

SCHEDULES
FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
SCHEDULE XIV – (contd.)
B. NOTES ON ACCOUNTS – (contd.)

16. Disclosure as required under Accounting Standard (AS) 15 (Revised) :

(Rupees in Lakhs)

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	Gratuity	Leave Encash- ment	Gratuity	Leave Encash- ment
A. Components of Employer Expenses :				
1. Current Service Cost	15.45	4.91	15.35	4.82
2. Interest Cost	17.58	4.71	15.49	3.99
3. Expected Return on Plan Assets	0.00	0.00	(1.03)	0.00
4. Actuarial (Gain)/Loss	41.86	6.76	23.82	8.17
5. Past Service Cost	6.11	0.00	0.00	0.00
6. Expenses recognized in the Profit & Loss a/c	81.00	16.38	53.63	16.98
B. Net Assets/(Liability) recognised in the Balance Sheet as at 31st March, 2011 :				
1. Present value of obligation as at 31.03.2011	215.05	66.13	213.07	57.13
2. Fair value of Plan Assets as at 31.03.2011	(7.62)	0.00	(11.25)	0.00
3. (Assets)/Liability recognised in the Balance Sheet	207.43	(66.13)	201.82	(57.13)
C. Change in the Defined Benefit Obligation (DBO) during the year ended 31.03.2011 :				
1. Present value of obligation as at 31.03.2010	213.07	57.13	200.01	49.36
2. Current Service Cost	15.45	4.91	15.35	4.82
3. Interest Cost	17.58	4.71	15.49	3.99
4. Past Service Cost	6.11	0.00	0.00	0.00
5. Actuarial (Gain) / Loss	41.86	6.76	23.82	8.17
6. Benefits paid	(79.02)	(7.38)	(41.60)	(9.21)
7. Present value of obligation as at 31.03.2011	215.05	66.13	213.07	57.13
D. Change in the Fair Value of Plan Assets :				
1. Plan Assets at the beginning of the period	11.25	0.00	11.13	0.00
2. Actual return on Plan Assets	0.00	0.00	1.03	0.00
3. Actual Company's contribution	75.39	7.38	40.69	9.21
4. Benefits paid	(79.02)	(7.38)	(41.60)	(9.21)
5. Fair value of Plan Assets as at 31.03.2011	7.62	0.00	11.25	0.00
E. Actuarial assumptions :				
1. Discount rate (p.a.)	8.25%	8.25%	7.50%	7.50%
2. Expected rate of return (p.a.)	8.50%	N.A.	8.50%	N.A.
3. Salary escalation (p.a.)	5.00%	5.00%	5.00%	5.00%
F. Experience adjustment on account of actuarial assumption of Gratuity :				
	2010/11	2009/10	2008/09	2007/08
1. Defined Benefit Obligation as on 31.03.2011	215.05	213.07	200.01	197.73
2. Plan Asset as at 31.03.2011	7.62	11.25	11.13	11.04
3. Surplus / (Deficit)	(207.43)	(201.82)	(188.88)	(186.09)
4. Experience adjusted on Plan Assets	—	—	—	—
5. Experience adjusted on Plan Liabilities	(41.86)	(23.82)	(14.72)	3.82

SCHEDULES**FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT****SCHEDULE XIV – (contd.)****B. NOTES ON ACCOUNTS – (contd.)****17. Deferred Tax :**

In compliance with the Accounting Standard 22 on “Accounting for Taxes on Income” issued by the Institute of Chartered Accountants of India, the Company has adjusted the Deferred Tax Liability (net) of Rs. 32,43,546/- for the year has been recognized in the Profit and Loss Account. The Deferred Tax Liability comprises of :

	As at 31st March, 2011 Rs.	As at 31st March, 2010 Rs.
Deferred Tax Liability :		
Accumulated depreciation	2,51,09,627	2,16,51,245
Less : Deferred Tax Asset :		
– Accrued expenses allowable	24,46,763	22,31,927
	<u>2,26,62,864</u>	<u>1,94,19,318</u>

18. The Company is engaged in the business of design, development, manufacture, marketing, installation and servicing of vertical and horizontal pumps of various sizes required for lift irrigation/major irrigation schemes, thermal/nuclear power plants etc., and accordingly there are no business segment. The provisions of reporting of geographical segments based on location of customers, i.e domestic and export as per Accounting Standard 17 does not apply, and hence not reported here.

19. Advance Payment of Income Tax is stated net of Provision for Income Tax for the year amounting to Rs. 701 lacs (2010 Rs. 644.40 lacs)

20. (a) Further particulars pursuant to the provisions of Schedule VI to the Companies Act, 1956 :

Class of Finished Goods	Unit	Installed Capacity *		Production	
		Year ended 31st March, 2011	Year ended 31st March, 2010	Year ended 31st March, 2011	Year ended 31st March, 2010
Vertical Pumps	Nos.	5,000	5,000	2,569	2,992
Horizontal Pumps	Nos.	25,000	25,000	640	493
Grey Iron Castings	M/Tonnes	3,600	3,600	**771	**926
Spare Parts	Nos.	Not Ascertainable		***	***
Sluice Valves	Nos.	5,000	5,000	—	—

* As certified by Management.

** Total internal consumption for the year – 702 M/Tonnes (2010 – 872 M/Tonnes).

*** In view of varying sizes and types as well as units, it is not possible to quantify the production.

Note : The installed capacity as reported is for standard pumps of smaller capacities. However, over the years, the product mix has undergone a complete change towards project engineered pumps of much higher capacities/sizes. Thus, production quantities are not comparable with installed capacity.

SCHEDULES
FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
SCHEDULE XIV – (contd.)
B. NOTES ON ACCOUNTS – (contd.)
(b) Turnover and Stock :

Class of Finished Goods	Unit	TURNOVER		STOCK			
		Qty.	Value Rs.	OPENING		CLOSING	
				Qty.	Value Rs.	Qty.	Value Rs.
Vertical Pumps	Nos.	2,537 (2,969)	74,68,64,141 (60,32,02,377)	116 (93)	53,17,044 (41,37,807)	148 (116)	99,75,482 (53,17,044)
Horizontal Pumps	Nos.	635 (536)	12,80,06,848 (16,44,03,712)	19 (62)	22,30,498 (60,78,569)	24 (19)	26,68,160 (22,30,498)
Grey Iron Castings	M/Tonnes	18 (16)	25,93,861 (3,65,62,417)	77 (39)	50,53,162 (22,32,727)	128 (77)	71,91,247 (50,53,163)
Spare Parts of Pumps			33,12,89,201 (28,88,57,608)		43,46,734 (24,25,818)		18,54,419 (43,46,734)
Accessories of Pumps			97,85,99,104 (105,76,13,584)				
			218,73,53,155 (215,06,39,698)		1,69,47,438 (1,48,74,921)		2,16,89,308 (1,69,47,438)

Note : Figures in brackets represent previous year's figures.

SCHEDULE XIV – (contd.)
B. NOTES ON ACCOUNTS – (contd.)
(c) Consumption of Raw Materials and Components :

Name of Materials	Unit	Year ended 31st March, 2011		Year ended 31st March, 2010	
		Quantity	Value Rs.	Quantity	Value Rs.
Pig Iron/Ferrous Scrap	M/Tonnes	923	2,55,08,234	951	2,12,11,120
Cables and Winding Wires	Metres	4,34,091	2,35,57,820	6,05,804	1,70,69,269
Pipes & Tubes	M/Tonnes	112	69,69,568	162	80,94,579
Steel Shaftings	M/Tonnes	727	8,89,88,929	833	7,72,44,604
Bronze and other metal ingots	M/Tonnes	65	2,45,00,757	45	1,36,85,358
Motors, Engines & Starters	Nos.	345	21,42,18,937	194	27,07,44,995
Valves	Nos.	518	4,05,84,325	458	7,15,12,873
C.I. Castings	—	—	3,85,73,819	—	4,24,73,366
M.S. Sheets	M/Tonnes	2,017	11,38,53,710	2,488	10,02,25,401
Steel/Alloy Steel Castings	—	—	12,72,24,127	—	9,83,30,146
Stampings	M/Tonnes	38	45,86,536	43	49,90,865
Spare & Others	—	—	70,87,27,438	—	71,31,15,154
			141,72,94,200		143,86,97,730

(d) Raw Materials and Components Consumed :

	Percentage	Value Rs.	Percentage	Value Rs.
(i) Indigenous	97	137,68,44,406	97	139,05,12,631
(ii) Imported	3	4,04,49,794	3	4,81,85,099
	100	141,72,94,794	100	143,86,97,730
(e) Stores and Spare Parts Consumed (100% indigenous)	100	5,19,40,590	100	4,41,64,956
(f) Expenditure in Foreign Currency in connection with				
(i) Foreign Business Tour		40,74,927		13,83,085
(ii) Others		78,56,277		22,53,909
		1,19,31,204		36,36,994

SCHEDULES
FORMING PART OF THE BALANCE SHEET AND THE PROFIT AND LOSS ACCOUNT
SCHEDULE XIV – (contd.)
B. NOTES ON ACCOUNTS – (contd.)

	Year ended 31st March, 2011	Year ended 31st March, 2010
	Value Rs.	Value Rs.
(g) C.I.F. Value of Imports :		
Raw Materials	4,84,52,970	2,61,09,823
Others	1,02,57,229	4,06,23,243
	5,87,10,199	6,67,33,066
(h) Dividend remitted to Non-resident Shareholders in Foreign Currency :		
	2010-11	2009-10
i. No. of Non - resident shareholders	20	15
ii. No. of Shares held by Non - resident shareholders	3535	4993
iii. Amount remitted for the year (Rs.)	7070	4993
iv. Financial year to which Dividend relates	2009-10	2008-09
	Year ended 31st March, 2011	Year ended 31st March, 2010
(i) Earning in Foreign Exchange :		
– F.O.B. value of Exports	11,38,67,363	14,95,73,857
– Others	16,85,561	38,89,590
	11,55,52,924	15,34,63,447

21. Figures for the previous year have been rearranged/regrouped wherever found necessary.

Signature to Schedules I to XIV

Place : Kolkata
Date : 17th May, 2011

For V. Singhi & Associates
Chartered Accountants
V. K. SINGHI
Partner
Membership no. 50051
Firm Registration no. 311017E

V.N. AGARWAL
K.K. GANERIWALA
U. CHAKRAVARTY

Director
Executive Director
General Manager (Finance)
& Company Secretary

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(in terms of amendment to Schedule VI Part IV)

I. Registration Details

Registration No.

2	0	2	7	4
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 State Code :

2	1
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Balance Sheet Date :

3	1
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2	0	1	1
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Date Month Year

II. Capital raised during the year (Amount in Rs.)

Public Issue <table border="1" style="display: inline-table;"><tr><td>N</td><td>I</td><td>L</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	N	I	L								Rights Issue <table border="1" style="display: inline-table;"><tr><td>N</td><td>I</td><td>L</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	N	I	L							
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Bonus Issue <table border="1" style="display: inline-table;"><tr><td>N</td><td>I</td><td>L</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	N	I	L								Private Placement <table border="1" style="display: inline-table;"><tr><td>N</td><td>I</td><td>L</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	N	I	L							
N	I	L																			
N	I	L																			

III. Position of Mobilization and deployment of funds (Amount in Rs.)

Total Liabilities <table border="1" style="display: inline-table;"><tr><td>1</td><td>7</td><td>9</td><td>4</td><td>3</td><td>3</td><td>0</td><td>5</td><td>3</td><td>4</td></tr></table> Sources of funds : Paid-up Capital <table border="1" style="display: inline-table;"><tr><td>7</td><td>9</td><td>6</td><td>7</td><td>0</td><td>8</td><td>0</td><td>0</td><td></td><td></td></tr></table> Secured Loans <table border="1" style="display: inline-table;"><tr><td>3</td><td>9</td><td>8</td><td>0</td><td>3</td><td>9</td><td>2</td><td>0</td><td>8</td><td></td></tr></table> Deferred Tax Liability <table border="1" style="display: inline-table;"><tr><td>2</td><td>2</td><td>6</td><td>6</td><td>2</td><td>8</td><td>6</td><td>4</td><td></td><td></td></tr></table> Application of funds: Net Fixed Assets <table border="1" style="display: inline-table;"><tr><td>2</td><td>6</td><td>1</td><td>7</td><td>8</td><td>3</td><td>7</td><td>5</td><td>6</td><td></td></tr></table> Net Current Assets <table border="1" style="display: inline-table;"><tr><td>7</td><td>7</td><td>4</td><td>2</td><td>2</td><td>5</td><td>4</td><td>8</td><td>9</td><td></td></tr></table> Accumulated Losses <table border="1" style="display: inline-table;"><tr><td>—</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	1	7	9	4	3	3	0	5	3	4	7	9	6	7	0	8	0	0			3	9	8	0	3	9	2	0	8		2	2	6	6	2	8	6	4			2	6	1	7	8	3	7	5	6		7	7	4	2	2	5	4	8	9		—										Total Assets <table border="1" style="display: inline-table;"><tr><td>1</td><td>7</td><td>9</td><td>4</td><td>3</td><td>3</td><td>0</td><td>5</td><td>3</td><td>4</td></tr></table> Reserves & Surplus <table border="1" style="display: inline-table;"><tr><td>4</td><td>1</td><td>0</td><td>5</td><td>4</td><td>8</td><td>6</td><td>8</td><td>9</td><td></td></tr></table> Unsecured Loans <table border="1" style="display: inline-table;"><tr><td>1</td><td>2</td><td>9</td><td>1</td><td>0</td><td>3</td><td>6</td><td>8</td><td>4</td><td></td></tr></table> Investments <table border="1" style="display: inline-table;"><tr><td>4</td><td>0</td><td>1</td><td>6</td><td>0</td><td>0</td><td>0</td><td></td><td></td><td></td></tr></table> Misc. Expenditure <table border="1" style="display: inline-table;"><tr><td>—</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	1	7	9	4	3	3	0	5	3	4	4	1	0	5	4	8	6	8	9		1	2	9	1	0	3	6	8	4		4	0	1	6	0	0	0				—									
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IV. Performance of Company (Amount in Rs.)

Turnover (Gross Receipts) <table border="1" style="display: inline-table;"><tr><td>2</td><td>2</td><td>0</td><td>0</td><td>0</td><td>5</td><td>3</td><td>5</td><td>8</td><td>4</td></tr></table> Profit/Loss before Tax <table border="1" style="display: inline-table;"><tr><td>2</td><td>3</td><td>0</td><td>8</td><td>1</td><td>9</td><td>8</td><td>8</td><td>1</td><td></td></tr></table> Earning per Share (Rs.) <table border="1" style="display: inline-table;"><tr><td>1</td><td>9</td><td></td><td>7</td><td>5</td><td></td><td></td><td></td><td></td><td></td></tr></table>	2	2	0	0	0	5	3	5	8	4	2	3	0	8	1	9	8	8	1		1	9		7	5						Total Expenditure <table border="1" style="display: inline-table;"><tr><td>1</td><td>9</td><td>6</td><td>9</td><td>2</td><td>3</td><td>3</td><td>7</td><td>0</td><td>3</td></tr></table> Profit/Loss after Tax <table border="1" style="display: inline-table;"><tr><td>1</td><td>5</td><td>7</td><td>3</td><td>3</td><td>1</td><td>4</td><td>8</td><td>3</td><td></td></tr></table> Dividend rate % <table border="1" style="display: inline-table;"><tr><td>2</td><td>0</td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>	1	9	6	9	2	3	3	7	0	3	1	5	7	3	3	1	4	8	3		2	0								
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V. Generic name of three principal products/services of the Company (as per monetary terms)

Item Code No. (ITC Code)	<table border="1" style="display: inline-table;"><tr><td>8</td><td>4</td><td>1</td><td>3</td><td>7</td><td>0</td><td>0</td><td>4</td></tr></table>	8	4	1	3	7	0	0	4									
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Product Description	<table border="1" style="display: inline-table;"><tr><td>V</td><td>E</td><td>R</td><td>T</td><td>I</td><td>C</td><td>A</td><td>L</td><td></td><td>P</td><td>U</td><td>M</td><td>P</td><td>S</td></tr></table>	V	E	R	T	I	C	A	L		P	U	M	P	S			
V	E	R	T	I	C	A	L		P	U	M	P	S					
Item Code No. (ITC Code)	<table border="1" style="display: inline-table;"><tr><td>8</td><td>4</td><td>1</td><td>3</td><td>7</td><td>0</td><td>0</td><td>6</td></tr></table>	8	4	1	3	7	0	0	6									
8	4	1	3	7	0	0	6											
Product Description	<table border="1" style="display: inline-table;"><tr><td>S</td><td>U</td><td>B</td><td>M</td><td>E</td><td>R</td><td>S</td><td>I</td><td>B</td><td>L</td><td>E</td><td></td><td>P</td><td>U</td><td>M</td><td>P</td><td>S</td></tr></table>	S	U	B	M	E	R	S	I	B	L	E		P	U	M	P	S
S	U	B	M	E	R	S	I	B	L	E		P	U	M	P	S		
Item Code No. (ITC Code)	<table border="1" style="display: inline-table;"><tr><td>7</td><td>2</td><td>0</td><td>1</td><td>3</td><td>0</td><td>0</td><td>1</td></tr></table>	7	2	0	1	3	0	0	1									
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Product Description	<table border="1" style="display: inline-table;"><tr><td>I</td><td>R</td><td>O</td><td>N</td><td></td><td>C</td><td>A</td><td>S</td><td></td><td>T</td><td>I</td><td>N</td><td>G</td><td>S</td></tr></table>	I	R	O	N		C	A	S		T	I	N	G	S			
I	R	O	N		C	A	S		T	I	N	G	S					

V.N. AGARWAL
K.K. GANERIWALA
U. CHAKRAVARTY

Director
Executive Director
General Manager (Finance)
& Company Secretary

Place : Kolkata
Date : May 17th, 2011

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2011

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit before Tax and Extraordinary Items		23,08,19,881		20,37,76,790
Adjustment for :				
Depreciation	1,70,58,617		1,43,07,205	
Interest income	(2,23,817)		(4,79,849)	
Liabilities no longer required written back	(1,91,266)		(9,52,883)	
Bad Debts/Advances/Claims written off	1,57,28,141		2,41,85,529	
Profit on Sale of Investments	—		(1,22,713)	
Interest charge	4,28,80,541	7,52,52,216	3,55,57,913	7,24,95,202
Operating Profit before Working Capital Changes		30,60,72,097		27,62,71,992
Adjustment for :				
Trade and other receivables	(36,55,74,777)		(30,20,16,769)	
Inventories	(85,35,146)		20,81,831	
Trade payables	7,60,08,693	(29,81,01,230)	18,30,43,006	(11,68,91,932)
Cash Generated from Operations		79,70,867		15,93,80,060
Tax paid		(7,23,95,352)		(6,23,46,671)
Net Cash from Operating Activities		(6,44,24,485)		9,70,33,389
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets	(4,92,82,281)		(6,99,59,764)	
Sale of Investments	—		1,59,487	
Interest Received	2,23,817		4,79,849	
Net Cash used in Investing Activities		(4,90,58,464)		(6,93,20,428)

WPIL

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST MARCH, 2011

(prepared in pursuant to clause 32 of Listing Agreement)

	Year ended 31st March, 2011		Year ended 31st March, 2010	
	Rs.	Rs.	Rs.	Rs.
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Proceeds from Long Term Borrowing	—		7,50,000	
Repayments of Long Term Borrowing	(3,86,635)		(4,47,139)	
Proceeds from Short Term Borrowing	55,44,92,630		23,25,99,939	
Repayments of Short Term Borrowing	(36,34,43,042)		(22,50,00,000)	
Dividend paid	(1,52,97,743)		(78,51,265)	
Dividend Tax paid	(27,08,010)		(13,54,005)	
Interest paid	(5,28,95,702)		(2,55,46,127)	
Net Cash used in Financing Activities		11,97,61,498		(2,68,48,597)
Net Increase/(Decrease) in Cash and Cash Equivalents		62,78,549		8,64,364
Cash and Cash Equivalents (Opening balance)		44,43,276		35,78,912
Cash and Cash Equivalents (Closing balance)		1,07,21,825		44,43,276

Notes: 1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

	31.03.2011	31.03.2010
	Rs.	Rs.
2. Cash & cash equivalents include :		
– Cash in hand	24,26,536	14,33,309
– With Scheduled Banks :		
On Current Accounts	29,69,436	9,27,819
On Unclaimed Dividend Account	7,52,232	1,15,815
On Fixed Deposit A/cs	45,73,621	19,66,333
	1,07,21,825	44,43,276

3. Previous year's figures have been regrouped/rearranged wherever found necessary.

This is the Cash Flow Statement referred to in our Report of even date.

For V. Singhi & Associates
Chartered Accountants
V. K. SINGHI
Partner
Membership no. 50051
Firm Registration no. 311017E

V.N. AGARWAL
K.K. GANERIWALA
U. CHAKRAVARTY

Director
Executive Director
General Manager (Finance)
& Company Secretary

Place : Kolkata
Date : 17th May, 2011

WPIL Limited

Registered Office : Trinity Plaza, 3rd floor
84/1A Topsia Road (South)
Kolkata 700 046

PROXY FORM

I/We of
..... being a Member/ of

WPIL Limited hereby appoint
of or failing him
..... of
..... as my/our proxy to attend and vote for me/us and on
my/our behalf at the Fifty Seventh Annual General Meeting of the Company to be held on Thursday, the 28th July, 2011
at 10.00 A.M. and at any adjournment thereof.

Affix
Re.1
Revenue
Stamp

Signed by the said

Folio No. D.P.Id Client Id

No. of Shares held

Note : The Proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the
time for holding the aforesaid Meeting.



WPIL Limited

Registered Office: Trinity Plaza, 3rd floor
84/1A Topsia Road (South)
Kolkata 700 046

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Hall.

I/We hereby record my/our presence at the Fifty Seventh Annual General Meeting of the Company held at Kala Kunj (Basement)
Hall, Kalamandir, 48 Shakespeare Sarani, Kolkata-700 017 on Thursday, the 28th July, 2011 at 10:00 A.M.

Full Name of the Member(s)/Proxy (in Block Letters)

Folio No. D.P.Id

No. of Shares held Client Id

Signature of the Member(s)/Proxy

Note : Only Members of the Company or their proxies will be allowed to attend the Meeting,

MCS Limited
Unit : WPIL Limited
77/2A Hazra Road
Kolkata 700029