

Board of Directors	Mr. Rajas R. Doshi Mr. Ajit Gulabchand Ms. Jyoti R. Doshi Mr. Rajendra M. Gandhi Mr. Rameshwar D. Sarda Mr. N. Balakrishnan Ms. Anima B. Kapadia Mr. Vijay Kumar Jatia	-	Chairman & Managing Director
Company Secretary	Mr. S. M. Mandke		
Executives	Mr. P. D. Kelkar Mr. P. R. Bhat Mr. Ajay Asthana Mr. Mayur R. Doshi Mr. G. Pundareekam Mr. Shashank J. Shah Mr. M. S. Rajadhyaksha Mr. S. G. Khaladkar Mr. B. S. Narkhade Mr. A. B. Joshi	- - - - - - - - - -	Sr. General Manager Sr. General Manager General Manager General Manager General Manager General Manager Controller of Accounts & Finance Sr. General Manager - Corporate Affairs Chief Internal Auditor Chief Personnel Manager
Auditors	M/s. K. S. Aiyar & Co., Chartered Accountants F-7, Laxmi Mills, Shakti Mills Lane, (Off. Dr. E. Moses Road), Mahalaxmi, Mumbai – 400 011		
Solicitors & Advocates	M/s. Daphtary Ferreira & Divan, Mumbai M/s. Kanga & Co., Mumbai		
Bankers	State Bank of India Bank of Baroda State Bank of Hyderabad HDFC Bank Ltd. Corporation Bank		
Registrar & Share Transfer Agent	M/s. Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai – 400 078 Tel No.022-25946970-78 Fax No.022-25946969		
Registered Office	Construction House, 2nd Floor, 5, Walchand Hirachand Road, Ballard Estate, Mumbai – 400 001 Tel No.: 022-22618091 / 92, 022-40748181 Fax No.:022-22656863, email : info@indianhumepipe.com Website : www.indianhumepipe.com		
Annual General Meeting	Thursday, 29 th July, 2010, at 4.00 P.M. Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th Floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai – 400 020		

NOTICE

NOTICE is hereby given that the EIGHTY FOURTH ANNUAL GENERAL MEETING of the Company will be held as scheduled below :-

DAY	: Thursday
DATE	: 29th July, 2010
TIME	: 4.00 P. M.
PLACE	: Walchand Hirachand Hall, Indian Merchants' Chamber Building, 4th floor, Indian Merchants' Chamber Marg, Churchgate, Mumbai - 400 020

To transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2010, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares of the Company.
3. To appoint a Director in place of Ms. Jyoti R. Doshi, who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Rajendra M. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any of the Companies Act, 1956, M/s. K. S. Aiyar & Co., Chartered Accountants, bearing ICAI Registration No.100186W, the retiring Auditors of the Company, be and they are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to do Statutory Audit of the Company's accounts including its branches for the Financial Year 2010-11 on a remuneration as may be fixed by the Board of Directors of the Company and that they be paid, in addition, out of pocket and/or travelling expenses they may incur in carrying out their duties as such Auditors."

SPECIAL BUSINESS :

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

"RESOLVED THAT subject to the provisions of Section 228 of the Companies Act, 1956 and other provisions if any, consent of the Company be and is hereby accorded to the re-appointment of M/s. Brahmayya & Co., Chartered Accountants, Hyderabad, retiring Branch Auditors of the Company to carry out Branch Audit, Limited Review and Tax Audit of the Company's Factories, Projects and Project Offices in the State of Andhra Pradesh, as Branch Auditors for the financial year 2010-11 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on a remuneration to be decided by the Board of Directors in consultation with the Branch Auditors plus reimbursement of out of pocket expenses as may be incurred by them.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board of Directors to appoint any person or persons qualified for appointment as Auditors of the Company under Section 226 and/or 228 of the Companies Act, 1956 for auditing accounts of such other locations of the Company in other State(s), if required to be audited under Section 228 of the Companies Act, 1956, on such terms and conditions, as they may deem fit.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 16 and 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof) and the provisions of the Memorandum of Association of the Company and subject to such other approvals / permissions / sanctions as may be necessary, consent of the Company be and is hereby accorded for sub-division of the nominal face value of existing one Equity Share of Rs.10/- into five Equity Shares of Rs.2/- each fully paid-up.

RESOLVED FURTHER THAT the existing Clause No.V of the Memorandum of Association be and is hereby altered to read as follows:

"V. The Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores only) comprising of 5,00,00,000 (Five Crores) Equity Shares of Rs.2/- each with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special right, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges and conditions in such manner as may for the time being be provided by the Regulations of the Company."

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

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 (including any modification or re-enactment thereof), the Clause No.6 (Capital Clause) of the Articles of Association of the Company be altered by substituting the following new Clause No.6 in place of the existing Clause No.6.

New Clause No. 6

"The Authorised Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) consisting of 5,00,00,000 (Five Crores) Equity Shares of Rs.2/- each."

RESOLVED FURTHER THAT the Board of Directors of the Company, (hereinafter referred to as the "Board" which expression shall also include any Committee thereof duly authorised in this behalf) be and is hereby authorised to fix the Record Date and take necessary actions to give effect to the above resolution.



NOTICE

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to take such steps and actions and give such directions as it may in its absolute discretion deem necessary and to issue new share certificates, in cancellation of existing shares without physically exchanging the share certificates by treating the old share certificates as deemed to be cancelled and invalid, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960 and Articles of Association of the Company and to settle any question that may arise in this regard and to finalise and execute all documents, deeds and writings as may be necessary, which includes but not limited to preparing, executing and filing necessary applications/ forms / returns / documents with Registrar of Companies, Stock Exchanges (BSE & NSE), National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and / or such other

authorities as may be necessary from time to time and to delegate all or any of the powers to any Director / Authorised Person(s) to give effect to the above resolution and to comply with necessary formalities in this regard."

By Order of the Board of Directors,

S. M. Mandke
Company Secretary

Registered Office:

Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 26th May, 2010

NOTES:-

(a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.**

(b) The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of the Special business under item Nos.6 to 8 above, to be transacted at the meeting is annexed hereto.

(c) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th July, 2010 to Thursday, 29th July, 2010 (both days inclusive).

(d) The Dividend for the year ended 31st March, 2010, as recommended by the Board, if sanctioned at the meeting, will be payable to those Members whose names appear in the Register of Members as on 20th July, 2010. In respect of shares held in Electronic (Demat) form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

(e) Shareholders who hold Shares in dematerialised form may please note that as advised by the Securities and Exchange Board of India, the Company will be mandatorily printing on the dividend warrants, the Shareholder(s) Bank Account details as furnished by the respective Depositories to the Company.

In order to avoid the risk of loss/interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, the shareholders are advised to avail of ECS facility, whereby the dividend amount will be directly credited to their respective Bank Accounts electronically. This will also ensure speedier credit of dividend. You may write to the Company's Registrar & Share Transfer Agent or your Depository Participants directly to avail benefit of this service / facility.

(f) As required under the Listing Agreement, a brief write up is given below in respect of the two Directors whose re-appointment is placed before this AGM.

i) Ms. Jyoti R. Doshi (56) is B.A. (Hons) from University of Delhi. She is associated with the Company as Director since 1996. She has experience of more than 14 years in the Industry. She is also a Director of M/s. IHP Finvest Ltd., M/s Raj Jyoti Trading & Investment Pvt. Ltd., M/s. Mobile Systems India Pvt. Ltd.,

M/s. Ratanchand Investment Pvt. Ltd., Ratanchand Foundation, Walchand Foundation and Walchand Trust. She is associated with various Social Charitable activities. She has been District Chairman and President of Inner Wheel Club of Bombay. She has served as a Chair Person of Maharashtra Chamber of Commerce & Industry - Ladies Wing for two years. She is also a trustee of Society for Rehabilitation of Crippled Children. She is a member of the Executive Committee of Indian Merchants' Chamber - Ladies Wing and also shoulders the responsibility of the prestigious Exhibition Committee as Chairperson.

Ms. Jyoti R. Doshi holds 31,333 shares of the Company.

ii) Mr. Rajendra M. Gandhi (63) is Bachelor of Engineering (Metallurgy) from University of Pune and MBA from Michigan University, U.S.A., having good financial knowledge. He is associated with the Company since 1996 and has industry experience of more than 36 years as the Proprietor of M/s. Navbharat Automobiles, Solapur. He is the Chairman of the Audit Committee of the Company.

Mr. Rajendra Gandhi does not hold any shares of the Company.

(g) Transfer of funds to Investor Education & Protection Fund:

i) In terms of the provisions of Section 205A read together with Section 205C of the Companies Act, 1956, unpaid and unclaimed dividend for the financial year ended 31st March, 2002 had been transferred by the Company to the Investor Education & Protection Fund (IEPF) established by the Central Government under Section 205C of the Act.

ii) It may be noted that pursuant to the provisions of above mentioned section, the amount of dividend which has remained unclaimed and unpaid for a period of 7 years from the date when it became due for payment is required to be transferred to the IEPF constituted by the Central Govt.

Accordingly, the amount of dividend for the financial year 2002-2003 which remain unclaimed and unpaid as aforesaid shall be due for transfer to the IEPF on 31-08-2010 and no claim shall be made against the IEPF or the Company in respect of such amounts. We therefore request the members who have not yet encashed their dividend warrants for the financial year 2002-03 and onwards to write to the Company claiming dividends declared by the Company for the said financial years.

NOTICE

- iii) It may be noted that unpaid dividend for the following financial years is due for transfer to IEPF on the following respective due dates :

Financial year	Date of declaration of Dividend	Date of Payment of Dividend	Due date of transfer to IEPF
2002-03	26-07-2003	04-08-2003	31-08-2010
2003-04	30-01-2004 *	12-02-2004	06-03-2011
2003-04	30-07-2004	03-08-2004	04-09-2011
2004-05	31-01-2005 *	08-02-2005	08-03-2012
2004-05	29-07-2005	04-08-2005	03-09-2012
2005-06	31-07-2006	07-08-2006	05-09-2013
2006-07	30-07-2007	07-08-2007	04-09-2014
2007-08	30-07-2008	06-08-2008	04-09-2015
2008-09	27-07-2009	01-08-2009	01-09-2016

* Interim Dividend

- (h) As per the provisions of the Companies Act, 1956, facility for making nomination is now available. Nomination forms in this respect can be obtained from the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd.
- (i) Members are requested to immediately notify change in their registered address, if any, to the Secretarial Department of the Company or Registrar & Share Transfer Agent of the Company, M/s. Link Intime India Pvt. Ltd., for shares held in physical mode. For shares held by the Members in demat mode they are requested to immediately notify change in their registered address, if any, to their respective Depository Participant.
- (j) Members are requested to bring copy of the Annual Report at the time of attending the Annual General Meeting.
- (k) Members / Proxy-holders are requested to produce Admission Slip forwarded to them, duly completed and signed, at the entrance of the Hall for admission to the Meeting Hall.

EXPLANATORY STATEMENT

As required by Section 173 of the Companies Act, 1956

Item No.6 :

Pursuant to the provision of Section 228 of the Companies Act, 1956, the accounts of the Branches of the Company may be audited otherwise than by Company's Statutory Auditors, provided the Company in General Meeting authorise the Board of Directors to appoint such person or persons who are qualified for appointment as Branch Auditors of the Company under Section 226 and/or 228 of the Companies Act, 1956 for auditing accounts of the Company's Branches.

In the Annual General Meeting held on 27th July, 2009, the Members had appointed M/s. Brahmayya & Co., Chartered Accountants as Branch Auditors for the State of Andhra Pradesh u/s 228 of the Companies Act, 1956 for the financial year 2009-10.

The Board of Directors in their meeting held on 26th May, 2010 has recommended the re-appointment of M/s. Brahmayya & Co., Chartered Accountants, having their office at Flat No.403 & 404, Golden Apartments, Irrum Manzil Colony, Somajiguda, Hyderabad – 500 082 to carry out the Branch Audit in the State of Andhra Pradesh for the financial year 2010-11 commencing from 1st April, 2010 at a remuneration to be decided by the Board of Directors in consultation with Branch Auditors plus out of pocket expenses as may be incurred by them. The Branch Auditors will carry out the Branch Audit, Limited Review, Tax Audit and prepare a report on examination of the accounts of the Company's Factories, Projects and Project Offices in the State of Andhra Pradesh and forward their report to the Company's Statutory Auditor, who shall in preparing the Auditors' Report, deal with the same in such manner as they may consider fit and proper.

Further the Members consent is also sought for appointment of Branch Auditors u/s 226 and/or 228 of the Companies Act, 1956, in other State(s), if required, on such terms & conditions, as the Board of Directors may deem fit.

None of the Directors of the Company is concerned or interested in this Resolution.

Your Directors recommend the above resolution at item No.6 for your approval.

Item No.7 & 8 :

Presently the authorised share capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crores only) comprising of 1,00,00,000 (One Crore) equity shares of Rs.10/- each. The paid-up share capital is Rs.4,84,47,170 (Rupees Four Crores Eighty Four Lacs Forty Seven Thousand One Hundred Seventy only) comprising of 48,44,717 equity shares of Rs.10/- each. After sub-division of equity shares, there will be 2,42,23,585 (Two Crores Forty Two Lacs Twenty Three Thousand Five Hundred Eighty Five) equity shares of Rs.2/- each fully paid-up. The paid-up share capital will remain unchanged. With a view to increase the liquidity of the shares in the stock market and to make it more affordable to the investors at large and also to have better comparability with share prices of other companies, the Board has decided to sub-divide the nominal face value of existing one equity share of Rs.10/- into five equity shares of Rs.2/- each fully paid-up.

Consequent to the sub-division of shares, it is necessary to alter the Capital clause of the Memorandum and Articles of Association of the Company. The special resolution at Item No.7 and Item No.8 seek to make corresponding amendments in Clause V of the Memorandum of Association and Article No. 6 of the Articles of Association of the Company respectively to give effect to the above resolutions.

The Company will fix a Record Date for sub-division of shares. Shareholders holding shares in electronic form will receive sub-divided shares in electronic form (Demat mode) and those holding shares in physical form will receive sub-divided shares by way of physical share certificates against their holdings as of the record date. The Company's shares are tradable only in the demat mode.

The sub-division of equity shares is expected to result in overall benefits of creating more liquidity and broad basing of small investors.

The Directors of the Company may be deemed to be interested in the proposed resolutions to the extent of their entitlement to the sub-divided shares on their respective shareholding, if any, in the Company and shareholding in the Company of their relatives and/ or concerns, companies/bodies corporate in which they may be interested, directly or indirectly, either as a shareholder and/or as a director and/or otherwise.

Memorandum and Articles of Association of the Company is available for inspection to the Members at the Registered Office of the Company between 11.00 a. m. to 1.00 p.m. on any working day up to 29th July, 2010.

Your Directors recommend the above resolutions at item No.7 & 8 for your approval.

By Order of the Board of Directors,

S. M. Mandke
Company Secretary

Registered Office:

Construction House, 2nd floor,
5, Walchand Hirachand Road,
Ballard Estate, Mumbai - 400 001

Date : 26th May, 2010



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE & DEVELOPMENT:

We all know that water is a prime natural resource and a basic human need for survival and existence. Indeed water is fundamental to our life. In view of the vital importance of water for human, animal & plant life, for maintaining ecological balance and for economic and developmental activities of all kinds and considering its increasing scarcity, the planning and management of this resource and its optimal economical and equitable use has become a matter of national importance.

Your Company has been in the business of manufacturing, laying and jointing of pipelines of various pipe materials such as RCC pipes, Steel pipes, Prestressed Concrete pipes, Penstock pipes, Bar Wrapped Steel Cylinder pipes (BWSC), Prestressed Concrete Cylinder pipes (PCCP) etc., which provide infrastructure facility and development for drinking water supply projects, irrigation projects, Hydro Electric Projects, Sanitation and Sewerage Systems. For over a decade as a part of nation building, your Company has also been undertaking infrastructure development programmes by way of executing on turnkey basis the combined water supply projects i.e. undertaking the complete job of water supply from source to distribution centers which apart from manufacturing, laying and jointing of pipelines included construction of intake wells, water sumps, water treatment plants, water pumping stations, installation of pumping machineries, electro-mechanical works, branch mains, ground level reservoirs, elevated reservoirs, leading to executions of complete systems for water supply to various towns and villages of India.

2. OPPORTUNITIES AND THREAT:

The population of the country is expected to reach a level of around 139 Crores by year 2025 (Source :- National Water Policy 2002) which will further aggravate the scarcity of water to the people of India. As it is with the growing population demanding more food, more products and higher standards of living, the shortage of drinking water can only get worse. Thus there is a vast scope for improvement in Infrastructural developmental activities in water supply, drainage schemes and sewerage schemes in sanitation segments leading to good scope for Company's manufacturing & contracting activities in this field.

Growth of population and the expansion of economic activities inevitably lead to increasing demands for water for diverse purposes i.e. domestic, industrial, agricultural, hydro-power, thermal power, navigation, recreation etc. Domestic and Industrial water needs have been largely concentrated in or around major cities, however the demand in rural areas is expected to increase sharply as the development programmes of State Governments improve the economic conditions of the rural mass. Demand for water for hydro and thermal power generation and for other industrial uses is also increasing substantially. As a result water which is already scarce will become even scarier in future. This underscores the need for the utmost efficiency in water utilisation and its distribution. Through awareness of efficient water supply system and water quality, we can keep our water supply adequate and provide clean & healthy water for our children. It is their fundamental right. Hence there is a good scope for many water supply projects coming up in near future and this auger well for your Company.

Increased competition from medium/large scale construction entities and availability of substitutes such as alternative pipe materials

like ductile iron pipes, spirally welded steel pipes, G.R.P. and H.D.P.E. pipes are perceived as one of the threat / competition to your Company. Another cause is prices of key raw materials namely steel, steel wires, HT wires and cement, which has remained volatile and uncertain for last two years.

3. SEGMENT-WISE ACTIVITY:

The Company is considered a pioneer in the field of water industry, it is in this line for last more than 83 years. The Company's presence is there in almost all water supply related activities, viz. Urban & Rural Water Supply, Penstock for Hydro Power Generation, Tunnel Lining, Large diameter Irrigation pipelines, Head Works including pumping machinery, Treatment Plants, Overhead Tanks and other allied Civil Construction. The Company also supplies Concrete Railway sleepers to Indian Railways. The segment wise report is as under:

(A) WATER SUPPLY AND SEWERAGE PROJECTS:

(i) Some prominent Water Supply Projects successfully completed by your Company valued more than Rs.1000 Lacs each during the year are:-

1. From TWAD Board, Southern Region, Madurai for implementation of Combined Water Supply Scheme to 5 Municipalities, 11 town panchayats and 3163 rural habitations in Ramanathapuram, Sivagangai and Pudukkottai Districts for package III & VI - All components in between Sump at Alavayal to Sump at Kalayarkoil and between R. S. Mangalam Cross to Rameswaram Cross of the combined value of Rs.15,271 Lacs.



10 Lacs litre capacity overhead tank for Water supply scheme for Ramanathapuram, Sivagangai and Pudukkottai Districts

2. From Superintending Engineer, Public Health Circle, Anantpur for Anantpur Water Supply Improvement Scheme with PABR as source under UIDSSMT Scheme - Construction of Intake well cum Pump house with Foot bridge, Clear Water sump, Pump House, Watchman quarters, Compound wall, ELSR's

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

and Filtration Plant, Laying of Pumping mains, gravity mains and providing of pump sets with all electrical and mechanical equipments of the value of Rs.6,728.55 Lacs.



Intakewell with Pump House & footbridge for Anantpur EPC Project

3. From TWAD Board, Western Region, Coimbatore for Combined Water Supply Scheme to Kurichi, Kuniamuthur Municipalities and Kinathukaavu Special Village Panchayat in Coimbatore District of the value of Rs.2,576 Lacs



Clarifloculator at Combine Water Supply Scheme to kurichi, kuniamuthur and kinathukaavu in Coimbatore District

4. From TWAD Board, Southern Region, Madurai for providing water supply scheme to Tsunami affected coastal 113 habitations in Tirunelveli District of the value of Rs.2,451 Lacs.
5. From Public Health Engineering Department (PHED) Region, Ajmer for the execution of Ajmer Water Supply Scheme involving MS pipe supply, laying, jointing, testing and commissioning with civil works of the value of Rs.2,044 Lacs.



Ajmer Water Supply Scheme involving MS pipe line in Rajasthan State

6. From The Superintending Engineer, Rural Water Supply & Sanitation, Sangareddy Circle, Sadashivpet for Gajwel Water Supply Scheme for CPWSS to Gajwel, Narsapur, Ramayampet and Dommat constituencies in Medak District for supplying, lowering, laying, jointing, testing and commissioning of 600mm dia BWSC & PSC pipes, 21.00 KM alongwith allied civil work of the value of Rs.1,453.45 Lacs.
7. From Maharashtra Krishna Valley Development Corporation for Wangana Lift Irrigation Scheme of the value of Rs.1,300 Lacs.
8. From The Superintending Engineer, Rural Water Supply & Sanitation, Kadapa for Augmentation of CPWS Scheme to Mylavaram and other Habitations consisting different pipe materials with allied civil work, of the value of Rs.1,295.35 Lacs.
9. From Greater Vishakhapatnam Municipal Corporation, Vishakhapatnam in Joint Venture with M/s. Vishwa Infrastructure & Services Pvt. Ltd. for supplying, lowering, laying, jointing, testing and commissioning of 900 mm dia and 600 mm dia MS / BWSC pipes of the value of Rs.1,102.30 Lacs.
10. From Surat Municipal Corporation for drainage work of 1100mm & 1400mm dia PSC pipes of the value of Rs.1,027 Lacs.
11. In addition to the above we have successfully completed 11 projects amounting to Rs.5,260.88 Lacs of the value less than Rs.1000 Lacs each at various locations in India.

(ii) **Company's works on many water supply projects valued more than Rs.2500 Lacs each are progressing well and/or nearing completion and the noteworthy amongst them are :-**

1. From The Superintending Engineer, Irrigation & CAD Dept. AVR HNSS Circle No.3, Madanapalli for survey, investigation, designs, drawings, estimation, construction and commissioning on turnkey basis including maintenance for 15 years (including 2 years liability period) of Pulikanuma L.I Scheme on right bank of Tungabhadra river near Satanur (V), Kosigi (M) in Kurnool district 2000mm dia PSC pipes, 28 KM alongwith with two stage pumping consisting of (a) Construction of approach Channel (b) Jack-well cum Pump House including manufacture, supply, erection of Pumps, Motors, Panels, Soft Starters, Capacitors, E.O.T & H.O.T Cranes and all other electrical equipment (c) 33/11 KV Sub-Stations (d) H.T Power Lines (e) Pressure mains (f) Cisterns (g) Reservoir/Storage tank of capacity 1.232 TMC including Head Regulator and Surplus arrangements (h) Approach and Link Canal to join the T.B.P L.L.C main canal @ Km 270.00 etc., complete in Joint Venture with M/s. Flowmore Pvt. Ltd of the value of Rs.22,626.53 Lacs.
2. From The Superintending Engineer, RWS&S, Anantapur for J.C.Nagi Reddy Drinking Water Supply Scheme Phase II & III in Ananthapur District. Consisting of 500mm dia 114 KM. BWSC pipes and 32 KM MS pipes 600mm dia to 1000mm dia of the value of Rs.13,592.90 Lacs.
3. From Panchayat Raj Engineering Department, Anantpur for supply, laying, jointing, testing and commissioning of BWSC, DI, GRP and MS Pipes with allied civil works including construction of sumps, intake well cum pump house with Foot



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- Bridge and ground level balancing reservoir etc. for J. C. Nagi Reddy Drinking Water Supply Project in Anantpur District of the value of Rs.11,589.71 Lacs.
4. From Superintending Engineer, Public Health Department, West Circle, AC Guards, Hyderabad, Mahaboobnagar – WSIS – UIDSSMT for laying of 900, 800, 600 & 500mm dia BWSC pipes, 300 & 200mm dia DI feeder mains in different localities with Koilsagar as source of the value of Rs.9,689.17 Lacs.
 5. From Andhra Pradesh Industrial Infrastructure Ltd, Parishrama Bhavan, Basheerbagh, Hyderabad, Andhra Pradesh for Manufacturing, supplying, lowering, laying, jointing, testing and commissioning of 2200mm dia MS pumping main with cement mortar factory inlining and outcoating and other appurtenances from proposed Intake Well near Old Madhavaram on foreshore of Somasila Reservoir to the proposed Sump at Kanumalonipalli (on Kadapa – Rajampet Highway) including manning & operation for a period of 24 months (defect liability period)- Package-I (Somasila) in Joint Venture with M/s. Megha Infrastructure Ltd., M/s. Koya & Co. Construction Pvt. Ltd., M/s. Bhoorathnom Construction Co. Pvt. Ltd. and M/s. Tahir Ali Industries & Projects (P) Ltd of the value of Rs.7,486.84 Lacs.
 6. From Superintending Engineer, Public Health Circle, Nellore for Tirupati Municipal Corporation UIDSSMT Scheme: Part I: investigation, survey, design and execution of Under Ground Drainage Scheme on eastern side of Tirumala Bye Pass Road. Part II: investigation, survey, design and execution of storm water drainage scheme for Tirupati Municipal Corporation of the value of Rs.6,798.95 Lacs.
 7. From The Superintending Engineer, Public Health Circle, Ananthapur for investigation, survey, design and execution of Dharmavaram Water Supply Scheme with Chitravathi Balancing Reservoir as source under UIDSSMT Scheme of the value of Rs.6,553.80 Lacs.
 8. From Public Health Engineering, Project Division, Raipur, Chhattisgarh for design, manufacturing, providing, laying, jointing, testing, commissioning and one year operation & maintenance of Steel Cylinder pipeline with concrete lining and coating under Raipur Augmentation Water Supply Scheme consisting 1700 mm dia and 1400 mm dia M. S. Pipeline 15.20 kms and 3.60 kms, respectively of the value of Rs.6,147 Lacs.
 9. From The Superintending Engineer, I & CAD Dept., GRP Circle, Yemmiganoor, for investigation, Design, Estimation and execution of 3 Nos of Lift Irrigation Schemes, supply water to 13,700 acres by lifting water all along Tunghabhadra River under Guru Raghavendra Project namely Duddi, Madhavaram and Basala Doddi (Two Stage) near Mantralayam, Kurnool District of the value of Rs.5,999.23 Lacs.
 10. From H. M. W. S. & S. B., S. R. Nagar, Hyderabad for rehabilitation, strengthening and improvement of sewerage system in old city area for laying mains, sub-mains, laterals and transfer of house service connections including manufacturing, supply of 150mm / 200mm / 300mm dia SWG pipes and 350mm / 400mm / 450mm / 500mm / 600mm / 700mm / 800mm / 900mm / 1100mm / 1200mm / 1400mm dia RCC NP3 class pipes with SR cement including lowering, laying, jointing, testing and commissioning of sewers on turnkey basis under JNNURM - Package-I in Joint Venture with M/s. Vishwa Infrastructure & Services Pvt. Ltd. and M/s. Modern Construction Co of the value of Rs.5,763.24 Lacs.
 11. From The Superintending Engineer (XVIII) Circle, U.P. Jal Nigam, Ghaziabad for supply, laying, jointing, testing & commissioning 2000 mm dia PSC pipes 18 KM from Upper Ganga Canal for Noida to THA Ghaziabad of the value of Rs.5,443.28 Lacs.



2000 mm dia PSC pipe line for U.P. Jal Nigam Ghaziabad

12. From The Superintending Engineer, Public Health Division, Ananthapur for investigation, survey, design and execution of Dhone Water Supply Scheme with Sanjeevaiah Sagar (Gajuladinne Reservoir) as source under UIDSSMT Scheme of the value of Rs.5,303.65 Lacs.
13. From Superintending Engineer, Public Health West Circle, AC Guards, Hyderabad for investigation, survey, design and execution for Mahaboobnagar Water Supply, under UIDSSMT construction of intake well cum pump house, vertical turbine pumpsets, laying of Pumping mains. GLBR and gravity mains and providing of pump sets with all Electrical and Mechanical equipments of the value of Rs.4,614.97 Lacs.
14. From Superintending Engineer, Public Health West Circle, AC Guards, Hyderabad for Siddipet Water Supply Improvement Scheme with Manuru river at Yashwada as source including intake structure, transmission mains, filtration plant, sumps, pump house, pumping machinery including generators, feeder mains, ELSR and GLSR and all other appurtenant works of the value of Rs.4,554.39 Lacs.
15. From The Superintending Engineer, Public Health Circle, Ananthapur for investigation, survey, design and execution of Rajampeta Water Supply Scheme with Annamayya Project as Source under UIDSSMT Scheme of the value of Rs.3,885.87 Lacs.
16. From Maharashtra Jeevan Pradhikaran, Sangamner for Sangamner Water Supply Scheme for providing, laying, jointing & commissioning of 711 mm dia MS and 600 & 700 mm dia BWSC pipes of the value of Rs.3,773 Lacs.
17. From Chief Engineer, Greater Vishakapatnam Municipal Corporation, Vishakhapatnam for augmentation of drinking water supply to Gajuwaka Area in Vishakapatnam under Sub-Mission on Urban Infrastructure and Governance under Jawaharlal Nehru National Urban Renewal Mission (JNNURM) Package-1 of the value of Rs.3,356.62 Lacs.
18. From The Superintending Engineer, Public Health West Circle, Hyderabad for Sadasivapet WSIS - with Manjira river at Etigadda Sangam as source under UIDSSMT - providing intake

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- well cum pump house of RCC including providing BWSC raw water and clear water pumping mains to different ELSRs and HDPE distribution lines, providing filtration plant (10.20 MLD), 500 KL clear water sump and pump room, and construction of ELSRs including protection walls and providing of pump sets with all electrical and mechanical equipments and providing road restoration and service road with 2 years defect liability period under EPC system of the value of Rs.3,273.84 Lacs.
19. From The Chief Engineer, Greater Vishakhapatnam Municipal Corporation, Vishakhapatnam for replacement of existing Thatipudi pipeline from i) Thatipudi reservoir to existing water treatment plant at Krishnapuram and from balancing reservoir at Uttarapalli to Vepugunta with 900 mm dia BWSC pipes ii) Vepugunta to Baji Junction with 800 mm dia BWSC pipes and iii) Baji Junction to town service reservoir with 700 mm dia BWSC pipes under Greater Vishakhapatnam Water Supply Improvement Scheme (JNNURM) package – I of the value of Rs.3,053.68 Lacs.
 20. From H. M. W. S. & S. Board, S. R. Nagar, Hyderabad for providing water supply to IT & other sectors in and around Gachibowli and Manikonda areas by laying 900 / 800 / 600 mm dia MS & 600 / 500 / 300 mm dia DI K7 water supply pipeline from Prashasan Nagar GLSR to Financial District, Manikonda including various civil works of the value of Rs.2,969.33 Lacs.
 21. From Superintending Engineer, Public Health Circle, Nellore for investigation, design, execution of Nagari Water Supply Scheme by construction of storage tank, treatment plant, erection of pumping machinery, construction of pump houses, laying of raw water / clear water pumping mains / gravity mains, construction of clear water sump at treatment plant, construction of ELSRs', including trial run and commissioning of the scheme with GNSS as source of the value of Rs.2,917.33 Lacs.
 22. From Superintending Engineer, Public Health Circle, Warangal for Warangal Water Supply Improvement Scheme under UIDSSMT - Construction of Jack well, providing MS raw water conduit to the earthen bund of Dharmasagar Reservoir by tunneling and jacking, MS/BWSC raw water gravity mains, DI / BWSC pumping mains and Railway crossing arrangements, Additional off-take arrangements on Kakatiya Canal, Raw water Pump Houses Souse in Warangal Municipal Corporation in Joint Venture with M/s. Nagarjuna Construction Co. Ltd. and M/s. Megha Infrastructure Ltd of the value of Rs. 2,781 Lacs.
 23. From The Superintending Engineer, Public Health Circle Nellore, Andhra Pradesh for Kandukur Water Supply Improvement Scheme with Ramathertham Balancing Reservoir as source under UIDSSMT for manufacture, supply, delivery, laying, jointing and testing of 800 mm dia PSC 10 KSC Gravity Main from Ramathertham Balance Reservoir to proposed SS Tank at Kandukur of the value of Rs.2,636.57 Lacs
 24. From TWAD Board, Coimbatore for implementation of Combined Water Supply Scheme to Madathukulam of the value of Rs.2,590.95 Lacs.
 25. In addition to the above, 32 projects are progressing well amounting to Rs.33,175.96 Lacs of the value less than Rs.2500 Lacs each at various locations in India
- (iii) **Some of the New Orders secured by the Company valued more than Rs.1000 Lacs each during the year are:-**
1. From The Superintending Engineer, Rural Water Supply & Sanitation Ananthapur, for J.C. Nagi Reddy Drinking Water Supply Scheme in Ananthapur District (Phase-IV) of the value of Rs.15,384.57 Lacs.
 2. From Bangalore Water Supply & Sewerage Board, Bangalore for Replacement / Rehabilitation of existing Sewerage System in Hebbal Valley (S2A) and in Challagatta Valley (S2B) in Bangalore consisting of RCC Pipes. The Drainage Pipelines are to be lined using polyurea for the first time in India in a large project. Pipeline is lined with polyurea for corrosion protection & chemicals resistance. Project consists of 400mm dia to 2400mm dia NP3 class RCC pipes of the total 17.34 Kms of the combined value of Rs.10,021 Lacs.



2400 mm dia RCC NP3 class pipe for Bangalore water supply and Sewerage Board Bangalore.

3. From Nagarjuna Construction Company Limited, Bangalore for Cauvery WSS stage IV Phase-II BWSSB W5d Project for drinking water supply to Bangalore. This involves supply & laying of 2125mm, 1825mm & 1025mm dia M.S. Pipes of the value of Rs.5,400 Lacs.
4. From Maharashtra Jeevan Pradhikaran, Sangamner for augmentation to Sangamner Water Supply Scheme for providing, laying, jointing & commissioning of BWSC pipes consisting of 700 & 600mm dia BWSC pipes, 19.8 Kms and 711mm dia M. S. pipes 20 Kms. This project is the largest length BWSC pipes project in Maharashtra of the value of Rs.3,773 Lacs.
5. From TWAD Board, Southern Region, Madurai for CWSS to Vasudevanallur Package I to VI involving 13.65 KMs of 700mm dia BWSC pipes and 54 Kms of 350 to 600 mm dia PSC pipes of the value of Rs.3,362.76 Lacs.
6. From Shegaon Municipal Council, Shegaon for Shegaon Water Supply Scheme, consisting of 600mm & 500mm dia 49.055 Kms PCC Pipeline. This project is the largest PCC Pipeline project in India of the value of Rs.3,327 Lacs.
7. From The Vice-Chairman and Managing Director, APSIDC Limited, Banjara Hills, Hyderabad, for Construction and Commissioning on turnkey basis of Morjampadu Lift Irrigation



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

scheme on right bank of Krishna River near Govindapuram Village in Machavaram Mandal of Guntur District including operation of the scheme for one year of the value of Rs.3,059.30 Lacs.

8. From M/s Pratibha Industries Limited, Mumbai for supply, laying and jointing 19.50 Kms of 500mm to 1500mm dia PSC pipes for their Meerut Water supply Project under U. P. Jal Nigam of the value of Rs.2,037 Lacs.
9. From The Chief General Manager (Engg) P & W Circle, HMWS&SB, Maitrivihar, Ameerpet, Hyderabad for providing inlet, outlet and distribution system for 7.5ML capacity new GLSR at Chilkalguda in Chilkalguda zone of the value of Rs.1,938.03 Lacs.
10. From Malgegaon Municipal Council for Augmentation to Malegaon Water Supply scheme, consisting of supply and installation of BWSC pipes of 800, 900, 1000 & 1200mm dia 5.02 Kms of the value of Rs.1,850 Lacs.
11. From The Chief General Manager (Engg) Project Construction Circle-I, HMWS&SB Maitrivihar, Ameerpet, Hyderabad for providing outlet and distribution Mains to the 2 ML GLSR at Bandlaguda under Maisaram water supply zone by manufacturing, supply, lowering, laying, jointing, testing and commissioning of 600mm and 500mm dia MS outlet main from 2 ML capacity. GLSR at Bandlaguda and 400mm, 300mm, 200mm, 150mm and 100mm dia DI K7 class pipes distribution mains in command area of Bandlaguda of the value of Rs.1,375.63 Lacs.
12. From The Chief General Manager (Engg) Project Construction Circle-III, HMWS&SB S. R. Nagar, Hyderabad for providing inlet, outlet and distribution system for 13ML capacity new GLSR at MS Miralam in Miralam zone JNNURM of the value of Rs.1,363.98 Lacs.
13. From The Chief General Manager (Engg), Project Construction Circle-I, HMWS&SB Maitrivihar, Ameerpet, Hyderabad A.P. for providing outlet and distribution Mains to the 5 ML GLSR at Barkas under Maisaram water supply zone by manufacturing, supply, lowering, laying, jointing, testing and commissioning of 900mm, 600mm and 500mm dia MS outlet main from 5 ML capacity. GLSR at Barkas and 400mm, 300mm, 200mm and 150mm DI K7 class pipes distribution mains in command area of Barkas reservoir under JNNURM of the value of Rs.1,297.23 Lacs.
14. From M/s P. C. Snehal Construction Co., Ahmedabad for Jetpur Navagadh Nagarpalika, consisting of 700 & 600mm dia 23.95 Kms BWSC pipes supply of the value of Rs.1,239 Lacs.
15. In addition to the above we have secured 14 orders amounting to Rs.8,357.19 Lacs of the value less than to Rs.1,000 Lacs each at various locations in India.

(B) Railway Sleepers:

The Company has received an order from Ministry of Railways, Railway Board, New Delhi for manufacture of 2,15,000 sleepers amounting to Rs.2,567.10 Lacs.

During the year the Company has manufactured 1,48,596 sleepers amounting to Rs.1,888.73 Lacs, out of which 43,720 sleepers were manufactured against the above order.

(C) Bar Wrapped Steel Cylinder (BWSC) Pipes:

The BWSC pipes introduced by the Company as an alternative pipe material to M. S. and D.I. pipe has become popular amongst various Government authorities. The Company has undertaken / undertaking several projects involving BWSC pipes. To meet the demand of BWSC pipes, the Company had specially set up a new manufacturing plant at Choutuppal in Andhra Pradesh in the year 2005 and this plant is running continuously with better productivity yields. During the year under review, this plant had produced 115 Kms of BWSC pipes valued at Rs.5,575.35 Lacs. During the year under review the Company as a whole produced BWSC pipes valued at Rs.12,560 Lacs as against Rs.12,178 Lacs last year.

During the year the Company has received orders worth Rs.25,861 Lacs for BWSC pipes along with other civil works. The Company has commissioned another plant in March, 2009 at Chillamathur in Andhra Pradesh to manufacture BWSC pipes for catering to increased demand for these pipes.

(D) National Rifle Division:

The National Rifle Division, at Ahmedabad had introduced two new models last year namely 0.177 "Compressed Air Rifle" and 0.177 "Compressed Air Pistol" to enable shooters to acquire efficiency in target shooting and gain recognition in the State, National and International shooting competitions. The Company proudly announces the success of 0.177 Compressed Air Rifle in the Interstate level competition held in October, 2009 at Asansol, West Bengal wherein 2 participants among 250 eligible shooters who used this new model in the competition have won Gold and Silver medal by scoring 360 / 400 marks and 354 / 400 marks respectively. Both the above shooters had broken old record of 353/400 marks recorded during G. V. Mavlinkar Shooting Championship 2002. The Company is already manufacturing 8 types of air rifles and air pistols for last more than 21 years which are marketed by our reputed Distributors all over India.

4. Outlook:

With the recent Budget focus on infrastructure development, the States and Central Government are giving more emphasis on infrastructure development in the country. Water supply has always been a very important infrastructure activity for any populous location.

For urban & rural water supply projects the main customers have always been Public Health Engineering Department and Panchayat Raj Engineering Department of various State Governments, Corporations, Municipalities, Water & Sewerage Boards, etc. There is huge potential for water supply, sewerage disposal, head works, treatment plants etc. In urban areas about over 40% of the population does not have access to drinking water while in rural area about over 60-65% of the population does not have access to drinking water.

Considering the above factors, outlook for the Company in the water supply, drainage and sewerage segments are encouraging and good.

5. Risks & Concerns:

The Company's activities and prospects largely depend on the implementation of various water supply related projects undertaken by various States / Central Government Agencies. The Company is doing the business with various State Governments and it depends upon their policy on approval of finance and allocation of funds as well as their ability to raise funds to undertake such water supply

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

projects amongst various infrastructure related projects being implemented by them. Adverse changes and lack of funds delays the works resulting in higher cost and can also affect the business prospects of the Industry and the Company. Severe competition from the manufacturers of alternative pipes like Ductile Iron, Glassfibre Reinforced Plastic, PVC, H. D. P. E. and Spirally Welded Steel pipes is existing and can affect Company's business prospects.

In the last quarter of the year under review, the prices of one of the key raw material used by the Company i.e. steel increased. However the prices of cement during the year under review declined.

Volatility in the prices of key raw materials especially steel has become a major area of concern for your Company.

6. Internal Control Systems:

The Company has adequate internal control procedures commensurate with its size and nature of business that ensures control over various functions of the organisation. The internal control system provides for guidelines, authorisation and approval procedures.

The internal audit reports, post audit reviews are carried out to ensure compliance with the Company's policies and procedures.

7. Financial Performance with respect to Operational Performance:

For the year ended 31st March 2010, the Company has achieved an adjusted turnover of Rs.67,564.54 Lacs as compared to last year's adjusted turnover of Rs.66,534.80 Lacs.

The profit before tax & before prior year's charge is Rs.5,060.54 Lacs as against Rs.3,341.36 Lacs achieved last year. The order book position as on 31st March, 2010 is Rs.1,31,528.89 Lacs as compared to Rs.1,49,851.59 Lacs in the previous year.

8. Human Resources and Industrial Relations:

The Company has total strength of 1711 employees as on 31st March, 2010 working at various locations such as Factories / Projects / Head Office and Research & Development Department.

The management has successfully negotiated and settled the demands of workmen working at its factories at Kekri, Yelhanka, Kanhan, Choutuppal and Pattancheru.

The Company had conducted training programmes to create awareness about importance of industrial safety measures at work places at various factories viz. Hyderabad, Pattancheru, Choutuppal, Kovvur, Chillamathur, Yelhanka, Rajkot and Kekri.

The industrial relations with the workmen at various units of the Company by and large remained peaceful and normal.

9. Corporate Social Responsibility:

In keeping with the noble and rich tradition of charity inculcated by our founder Late Seth Walchand Hirachand an Industrialist and a Legendary, Visionary and Philanthropist of his era, the Company had donated monies to Walchand Foundation and Ratanchand Foundation promoted and sponsored by the Promoters of the Company, for carrying out charitable activities such as Educational Grant to needy students and Institutions, Medical Aid to the patients as well as to the Hospitals / Charitable Trusts and donation of costly medical equipments to the municipal hospitals.

During the financial year under review, the Company had donated Rs.50 Lacs to Walchand Foundation and Ratanchand Foundation, as a corpus donation.

Some part of the income earned out of the corpus donation made by the Company in the past as well as this year was applied for payment of Educational Grants to 39 students and 3 Institutions and Medical

Aid to needy patients and Institutions / Hospitals by Ratanchand Foundation. Further the Foundation is funding the salary of the nurse working in Human Milk Bank in Lokmanya Tilak Municipal Medical College & General Hospital, Sion, Mumbai.

During the year Ratanchand Foundation had donated Rs.5 Lacs to the Balwantrai Mehta Panchaytiraj Jagruti Kendra, Kushtarog Niwaran Samiti, Shantivan, Panvel, which is running a residential tribal school having 565 students. This donation will be utilized for its Language Laboratory project for adivasi students to improve communication skills for upliftment of villagers steeped in poverty, ignorance, blind beliefs and bring them at par with educated citizens.



Language Laboratory for students to improve communication skills

Similarly, the Walchand Foundation has provided Educational Grants to 59 students and 6 Institutions including donation to SOS Children's Villages of India, Medical Aid to needy patient and Institutions / Hospitals. Further, Ventilator System costing around Rs.9.62 Lacs was also donated to Lokmanya Tilak Municipal Medical College & General Hospital, Sion, Mumbai (LTMG Hospital, Sion).



Ventilator System

The Walchand Foundation had also donated 1 set of F. M. Hearing System of the value of Rs.4.25 Lacs to Sanskardham Vidyalaya for the Hearing Impaired, Goregaon, Mumbai to facilitate learning process of the children with hearing impairment.



Phonak FM system for children having hearing impairment

In all, these Foundations had donated over Rs.50 Lacs towards charitable purpose during the financial year under review.

10. Cautionary Statement:

Statements in this Management Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a schedule of implementation of various water supply related projects undertaken by various State / Central Government Agencies, significant changes in political and economic environment in India, exchange rate fluctuations, prices and availability of key raw materials like steel and cement, tax laws, litigation, labour relations and interest costs.

For and on behalf of the Board of Directors,

Rajas R. Doshi
Chairman & Managing Director

Dated : 26th May, 2010

