

BOARD OF DIRECTORS

Shri M.P.Rungta	:	Chairman Cum Managing Director
Shri N.Krishnamurthy	:	Whole-time Director and Joint Managing Director
Ms.Shruti Rungta	:	Executive Director
Shri Tarun Kumar Megotia	:	Executive Director
Shri Devanand Mishra	:	Director
Shri M.P.Kaushik	:	Director
Shri Prakash Kumar Megotia	:	Director
Shri S.K.Poddar	:	Director
Shri Samrat Jain	:	Additional Director
Shri Aditya Ishwardas Rasiwasia	:	Additional Director
Shri Manish Kumar Megotia	:	Additional Director
Shri Vikash Kumar Megotia	:	Additional Director

COMPANY SECRETARY

Ms. Pooja Juneja

AUDITORS

M/s Andros & Co.
Chartered Accountants
304, Mohan Tower,
1-Community Centre
Wazirpur Industrial Area
Delhi- 110052

BANKERS

Allahabad Bank
Industrial Finance Branch
New Delhi- 110001
HDFC Bank Ltd.
Old Rajinder Nagar Mkt.
New Delhi- 110008

REGISTERED OFFICE

101, Pragati Tower,
26, Rajendra Place
New Delhi- 110008

ZONAL OFFICE

Plot No. B-7
Electronic Complex
Kushaiguda,
Hyderabad
Andhra Pradesh

WORKS

UNIT-1
C-165, Industrial Area
Bulandshahar Road,
Ghaziabad (U.P)

UNIT-2
Village Advipolam
Distt. Yanam
Pondicherry- 533464

REGISTRAR & TRANSFER AGENT

M/s Beetal Financial & Computer Services Pvt. Ltd.
Beetal House ,IIIrd Floor ,99,Madangir,
Behind Local Shopping Centre,
Near Dada Harsukhdass Mandir, New Delhi- 110062

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NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of **RUNGTA IRRIGATION LIMITED** will be held on Tuesday, the 24th day of September 2013 at 10:00 A.M. at White House Party Palace, B-1/629 , District Centre, Metro Pillar No.- 570, Janakpuri, Delhi-110058 to transact the following business:

Ordinary Business :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. S.K. Poddar who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Prakash Kumar Megotia who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provision of section 224 of the Companies Act, 1956 and other provisions as may be applicable, M/s. Andros & Co., Chartered Accountants, New Delhi, the retiring auditors of the company, be and is hereby re-appointed as the Statutory Auditors of the company, from the conclusion of this meeting upto the conclusion of the next Annual General Meeting of the company.”

“RESOLVED FURTHER THAT the Auditors be paid for the financial year 2013-2014 such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus reimbursement of out-of-pocket, travelling & living expenses.”

Special Business:

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

“RESOLVED THAT Mr. Aditya Ishwardas Rasiwasia, who was appointed as an Additional Director at the meeting of the Board of Directors of the company held on 2nd April, 2013, and whose period of office expires at the ensuing Annual General Meeting and for the appointment of whom company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose period of office will be liable to retire by rotation.”

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

“RESOLVED THAT Mr. Samrat Jain, who was appointed as an Additional Director at the meeting of the Board of Directors of the company held on 20th July, 2013 and whose period of office expires at the ensuing Annual General Meeting and for the appointment of whom company has received

a notice under section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose period of office will be liable to retire by rotation.”

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

“RESOLVED THAT Mr. Manish Kumar Megotia, who was appointed as an Additional Director at the meeting of the Board of Directors of the company held on 2nd August, 2013 and whose period of office expires at the ensuing Annual General Meeting and for the appointment of whom company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose period of office will be liable to retire by rotation.”

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

“RESOLVED THAT Mr. Vikash Kumar Megotia, who was appointed as an Additional Director at the meeting of the Board of Directors of the company held on 2nd August, 2013 and whose period of office expires at the ensuing Annual General Meeting and for the appointment of whom company has received a notice under section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the company whose period of office will be liable to retire by rotation.”

9. 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 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company and as recommended by the Remuneration Committee, Mr. N Krishnamurthy, Joint Managing Director of the Company be and is hereby re-appointed as the joint Managing Director of the Company for a period of five years with effect from 5th August, 2013 to 4th August 2018 ,subject to approval of shareholders in the forthcoming Annual General Meeting.”

“RESOLVED FURTHER THAT Mr. M P Rungta, Chairman cum Managing Director of the Company, be and is hereby authorised to take all the necessary steps to give effect to the aforesaid Resolution and filing of necessary forms and returns with Registrar of Companies and various other authorities”

10. 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 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company and as recommended by the Remuneration Committee, Mr. Tarun Megotia, Executive Director of the Company be and is hereby re-appointed as the Executive Director of the Company for a period of five years with effect from 5th August, 2013 to 4th August 2018, subject to the approval of shareholders in forthcoming Annual General Meeting.”

“RESOLVED FURTHER THAT Mr. M P Rungta, Chairman cum Managing Director of the

Company, be and is hereby authorised to take all the necessary steps to give effect to the aforesaid Resolution and filing of necessary forms and returns with Registrar of Companies and various other authorities”

11. 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 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, Articles of Association of the Company and as recommended by the Remuneration Committee, Ms. Shruti Rungta, Director of the Company be and is hereby re-appointed as the Executive Director of the Company for a period of five years with effect from 5th August, 2013 to 4th August 2018, subject to approval of shareholders in the forthcoming Annual General Meeting .”

“RESOLVED FURTHER THAT Mr. M P Rungta, Chairman cum Managing Director of the Company, be and is hereby authorised to take all the necessary steps to give effect to the aforesaid Resolution and filing of necessary forms and returns with Registrar of Companies and various other authorities”.

12. 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 Section 17 of the Companies Act,1956 and other applicable provisions ,if any of the Companies Act,1956 and subject to the confirmation of the Registrar of Companies, Delhi and Haryana, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in inclusion of the following new object clause as 14 in the other Objects Clause III (C) of the Memorandum of Association of the company after existing Clause No. 13 :

(14) "To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in coal in India or elsewhere .”

“RESOLVED FURTHER THAT Mr. M.P Rungta, Chairman Cum Managing Director of the Company be and is hereby individually authorised to sign and file the application for change in Object Clause name including any other paper or documents as may be required to represent the Company before the Registrar of Companies, Delhi and Haryana, make submission, appoint any professional or any other official of the company to represent the company in the office of Registrar of Companies, Delhi and Haryana, whom they deemed fit and do all acts, deeds and things which are ancillary thereto.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 149(2A) of the Companies Act, 1956, the consent of the members of the company be and is hereby accorded to carry on the business activities as covered under Clause No. 14 of other object No. III(C) of the Memorandum of Association of the Company and the Board of Directors of the company be and is hereby authorized to take all such effective steps to implement the decision of the members of the company as they may consider appropriate in the interest of the company and to do all such acts, deeds and things from time to time for and on behalf of the Company.

“RESOLVED FURTHER THAT Director of the Company be and is hereby individually authorized to sign and file the application to commence new business activities including any other paper or documents as may be required, to represent the Company before the Registrar of Companies, Delhi and Haryana, make submission, appoint any professional or any other official of the Company to represent the company in the office of Registrar of Companies, Delhi and Haryana whom they deemed fit and do all such acts, deeds and things which are ancillary thereto.”

For and on Behalf of the Board
For **Rungta Irrigation Ltd.**

Sd/-

Date: 9th August, 2013
Place: New Delhi

(M.P. RUNGTA)
Chairman Cum Managing Director

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
3. Members/Proxies attending the meeting are requested to bring the attendance slips duly filled in for attending the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2013 to 24th September, 2013 (both days inclusive) for the purpose of the AGM.
5. Members are requested to notify any change in their address/ mandate/ bank details immediately to the share transfer Agent of the Company
6. The relative explanatory statements pursuant to section 173 of the Companies Act, 1956 in respect of the business under Item No .5 to item No.13 above, are annexed hereto.
7. The information required to be provided under the Listing Agreement entered in to by the Company with the Stock Exchanges regarding the Directors proposed to be reappointed is given in the report on Corporate Governance, which is enclosed with the Directors' Report.
8. Equity Shares of the Company are available for dematerialization both with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).
9. Members desiring any information as regards the Accounts are requested to write to the Company atleast 10 days prior to the date of meeting so as to enable the management to keep the information ready.

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

Item No.5:

Mr. Aditya Ishwardas Rasiwasia was appointed as an Additional Director of the company in the Board Meeting held on 2nd April, 2013 to hold office until the date of ensuing Annual General Meeting. A brief of Mr. Aditya Ishwardas Rasiwasia is given in the report on Corporate Governance, which is enclosed with the Directors Report.

The Board is proposing to appoint him as a Director in the ensuing AGM. Accordingly, the resolution are placed before the members for their consideration and approval. The Board recommends the proposed resolutions for adoption in the larger interest of the Company.

The Company has received a notice in writing from a member along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature in the ensuing AGM.

None of the Directors of the Company except Mr. Aditya Ishwardas Rasiwasia, are in anyway concerned or interested in this resolution.

Item No.6:

Mr. Samrat Jain was appointed as an Additional Director of the company in the Board Meeting held on 20th July, 2013 to hold office until the date of ensuing Annual General Meeting. A brief of Mr. Samrat Jain is given in the report on Corporate Governance, which is enclosed with the Directors Report.

The Board is proposing to appoint him as a Director in the ensuing AGM. Accordingly, the resolution are placed before the members for their consideration and approval. The Board recommends the proposed resolution for adoption in the larger interest of the Company.

The Company has received a notice in writing from a member along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature in the ensuing AGM.

None of the Directors of the Company except Mr. Samrat Jain are in anyway concerned or interested in this resolution.

Item No.7:

Mr. Manish Kumar Megotia was appointed as an Additional Director of the company in the Board Meeting held on 2nd August, 2013 to hold office until the date of ensuing Annual General Meeting. A brief of Mr. Manish Kumar Megotia is given in the report on Corporate Governance, which is enclosed with the Directors Report.

The Board is proposing to appoint him as a Director in the ensuing AGM. Accordingly, the resolution are placed before the members for their consideration and approval. The Board recommends the proposed resolutions for adoption in the larger interest of the Company.

The Company has received a notice in writing from a member along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature in the ensuing AGM.

None of the Directors of the Company except Mr. Manish Kumar Megotia, are in anyway concerned or interested in this resolution.

Item No.8:

Mr. Vikash Kumar Megotia was appointed as an Additional Director of the company in the Board Meeting held on 2nd August, 2013 to hold office until the date of ensuing Annual General Meeting. A brief of Mr. Vikash Kumar Megotia is given in the report on Corporate Governance, which is enclosed with the Directors Report.

The Board is proposing to appoint him as a Director in the ensuing AGM. Accordingly, the resolution are placed before the members for their consideration and approval. The Board recommends the proposed resolutions for adoption in the larger interest of the Company.

The Company has received a notice in writing from a member along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature in the ensuing AGM.

None of the Directors of the Company except Mr. Vikash Kumar Megotia are in anyway concerned or interested in this resolution.

Item No. 9:

The Board of Directors of the Company, on the recommendation of the Remuneration Committee, re-appointed Mr. N Krishnamurthy as a Joint Managing Director of the Company at its Board Meeting held on 3rd August 2013 for a period of five years i.e., from 5th August, 2013 to 4th August, 2018 subject to the approval of the Shareholders in the forthcoming Annual General Meeting.

Earlier Mr. N Krishnamurthy was appointed as a Joint Managing Director of the Company for a period of three years w.e.f. 5th August 2010 at the 26th Annual General Meeting of the Company.

Mr. N Krishnamurthy is a Fellow Member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India, besides possessing a Law Degree. He has more than 37 years of vast diversified experience in various fields. He is a man of vision having diversified entrepreneurial skills. He has been associated with the Company since very long and looking after the activities of Southern Zone of the Company.

The appointment of Mr. N Krishnamurthy is subject to the following terms and conditions:

1. Period : 5th August 2013 to 4th August, 2018
2. Designation : Joint Managing Director
3. Remuneration : Basic Salary Rs. 86,900/- per month with increments as may be determined by the Board of Directors of the Company from time to time not exceeding Rs. 1,50,000/-
- 4 Allowances : City Compensatory Allowance of Rs. 53,400/- per month with such increases as may be determined by the Board of Directors of the Company from time to time not exceeding Rs. 1 lakh per month.
5. Perquisites :
 - a. Reimbursement of medical expenses incurred for self and family subject to the ceiling of 1 month salary in a year or 3 months salary over a period of five years.
 - b. Leave travel concession for self and family once in a year incurred in accordance with the rules of