

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	:	Director
Shri Aditya Ishwardas Rasiwasia	:	Director
Shri Manish Kumar Megotia	:	Director
Shri Vikash Kumar Megotia	:	Additional Director
Shri Anuj Kumar Singh	:	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
HDFC Bank Ltd.
Old Rajinder Nagar Mkt.
New Delhi

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 30th Annual General Meeting of the Members of **RUNGTA IRRIGATION LIMITED** will be held on Tuesday, the 23rd day of September 2014 at 11:00 A.M. at **Fortune Park Boulevard**, Dera More, Chhattarpur Mandir Road, New Delhi-110074, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 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. M. P. Kaushik who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Devanand Mishra 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 139 of the Companies Act, 2013 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 2014-2015 such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus reimbursement of out-of-pocket, traveling & living expenses.”

Special Business:

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

“RESOLVED THAT in accordance with the provision of section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any other statutory modification or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 (corresponding to section 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with schedule XIII to the Companies Act, 1956) and subject to such approval as may be necessary, the Company, hereby accord the approval for the re-appointment of Shri M. P. Rungta as Managing Director for a further period of 5 years with effect from 1st January, 2015 to 31st December, 2020 Subject to approval of Shareholders in the forthcoming Annual General Meeting on the term and conditions including remuneration and perquisites as set out in the explanatory statement annexed to the notice with liberty and authority to the Board of Directors of the Company to alter, vary and modify the term and condition of the said appointment and/or the remuneration, from time to time within the limits laid down in the then subsisting respective provision of the Act,”

“RESOLVED FURTHER THAT the Board of Directors of the Company including any duly constituted Committee thereof (hereinafter referred to as “the Board”) be and is hereby authorized to do all such acts, deeds & things including entering into such agreement(s), deeds of amendment or any such documents as the board may, in its absolute discretion, consider necessary, expedient or desirable including to sub-delegate

all or any of the power herein conferred on it, in order to give effect to this resolution or as otherwise considered by the board to be in the best interest of the Company.”

6. 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 29th March, 2014, 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 160 of the Companies Act, 2013 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. Anuj Kumar Singh , who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 23rd June, 2014, 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 160 of the Companies Act, 2013 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 a Special Resolution :

“RESOLVED THAT pursuant to the provisions of section 197, 197(4) and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any other statutory modification or re-enactment thereof, for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to section 198, 309 and any other applicable provisions of the Companies Act, 1956 if any, read with schedule XIII to the Companies Act, 1956) and subject to such approval as may be necessary, pursuant to Articles of Association of the company and as recommended by the Remuneration Committee, the consent of the Company be and is hereby accorded to increase the Remuneration of Mr. Tarun Kumar Megotia, Executive Director of the Company to a gross monthly remuneration of up to Rs.50,000 (Rupees fifty thousand only) plus such other allowance(s) and perquisites as may be decided by Board of Directors of the company with effect from 1st October, 2014 for the remaining period of his current term as Executive Director till 4th August, 2018, subject to the approval of Shareholders in the forthcoming Annual General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorized to take all necessary steps to give effect to aforesaid resolution.”

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

Date: 16th July, 2014
Place: New Delhi

sd/-
(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 19th September, 2014 to 23rd September, 2014 (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 102 of the Companies Act, 2013 in respect of the business under item No.5, 6, 7 and item No.8 above, are annexed hereto.
7. The information required to be provided under the Listing Agreement entered into 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 at least 10 days prior to the date of meeting so as to enable the management to keep the information ready.
- 10. VOTING THROUGH ELECTRONIC MEANS**
 - I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
 - II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

The instructions for members for voting electronically are as under:-

1. In case of members receiving e-mail:

- i) The voting period begins on **September 17th, 2014 at 10:00 A.M. and ends on September 18th, 2014 at 6:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, **as on the cut-off date (record date) of August 22nd, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should Log on to the e-voting website **www.evotingindia.com** during the voting right
- iii) Click on "Shareholders" tab.
- iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.



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RUNGTA IRRIGATION LIMITED

- ix) After entering these details appropriately, click on “SUBMIT” tab.
- x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant “Rungta Irrigation Limited” on which you choose to vote.
- xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix) Note for Institutional shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

2. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 17th, 2014 and ends on September 18th, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- 11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at evoting.pdrandar@outlook.com with a copy marked to help desk. evoting@cdslindia.com on or before 18th September, 2014 **upto 6.00 pm** without which the vote shall not be treated as valid
- 12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
- 13. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 29th August, 2014.
- 14. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22nd August, 2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 15. Ms. Sweeny Gulati, Company Secretary (Membership No. 29367) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- 16. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL and website of Rungta Irrigation Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The Bombay Stock Exchange (BSE).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
Item No. 5

The Board of Directors of the Company has re-appointed Shri M.P. Rungta, as Managing Director of the Company for a further period of 5 (Five) Years w.e.f 1st January, 2015 to 31st December, 2020 Subject to the approval of shareholders in the forthcoming Annual General Meeting of the Company on the following terms and conditions: -



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1. **Period:** 1st January, 2015 to 31st December, 2020.
2. **Designation:** Chairman Cum Managing Director
3. **Remuneration:** scale of Rs. 60000/- p.m to Rs.120000/- from 1st January, 2015 with authority to the Board to fix his salary within the above mention scale from time to time. The annual incremental will be on merit basis.
4. **Perquisites and allowances:** In addition to above, Shri M. P. Rungta shall be entitled to the following:
 - 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 three years.
 - b. Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.
 - c. Company's car with driver shall be provided to be used for the Company's business.
 - d. Reimbursement of the expense incurred on the newspaper, books, and periodicals subject to the maximum of Rs. 2000/- per month.
 - e. Telephone shall be provided at the residence and all rental and expenses except personal long distance calls will be paid by the Company.

Such perquisites and allowances shall be restricted to 100% of the annual salary.

Your directors accordingly recommend the Resolution for your approval.

None of the Director of the company except Shri M.P Rungta, Ms. Shruti Rungta, Mr. Aditya Ishwardas Rasiwasia and Mr. Samrat Jain is in anyway, concerned or interested In this resolution.

Item No.6:

Mr. Vikash Kumar Megotia who was appointed as an Additional Director of the company In the Board Meeting held on 29th Day of March, 2014 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 Annual General Meeting. Accordingly, the resolution is 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 160 of the Companies Act, 2013 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.7:

Mr. Anuj Kumar Singh who was appointed as an Additional Director of the Company in the Board Meeting held on 23rd Day of June, 2014 to hold office until the date of ensuing Annual General Meeting. A brief of Mr. Anuj Kumar Singh 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 Annual General Meeting. Accordingly, the resolution is 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 160 of the Companies Act, 2013 proposing the candidature in the ensuing AGM.

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

Item No. 8 :

Mr. Tarun Kumar Megotia has been re-appointed as an Executive Director of the Company w.e.f 5th August, 2013 for a period of five years. Considering his valuable contribution to the company, it is proposed to increase the remuneration payable to Mr. Tarun Kumar Megotia w.e.f 1st October, 2014.

Mr. Tarun Kumar Megotia having diversified entrepreneurial skill & has been associated with the company since very long time and looking after activities of the Company.

By keeping his continuously contribution to the company in mind the Board recommends to increase his remuneration upto a Gross Rs. 50,000 (Fifty thousand only) Plus such other allowances and perquisites as decided by Board.

Your directors accordingly recommend the resolution for your approval.

None of the directors of the company except Mr. Tarun Kumar Megotia is concerned or interested in the proposed resolution.

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

Date: 16th July, 2014
Place: New Delhi

sd/-
(M. P. RUNGTA)
Chairman Cum Managing Director

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 30th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2014.

Review of Performance

The Financial Results of the Company of the year ended 31st March 2014 is summarized below:

(Amount in Rs. Lacs)

Particulars	Financial Year Ended	
	31st March, 2014	31st March, 2013
Sales and other income	6503.92	6439.58
Profit/ loss (before dep. & tax)	280.94	295.08
Depreciation	132.27	153.49
Profit before tax	148.67	141.59
Less: Provision for tax	57.00	53.05
Add/(Less): Provision of Tax for earlier years	-	-
Add/(Less): Deferred Tax Liability(Net)	7.23	08.79
Profit after tax	98.90	97.33
Prior Period Adjustment	-	00.30
Net Profit	98.90	97.63

Year in Retrospect

The Sales turnover for the year under review was **Rs. 6503.92 lacs** as compared to **Rs. 6439.58 Lacs** for the previous year. The Company was able to earn a profit after tax for the year under review is **Rs. 98.90 Lacs** as against a profit of **Rs. 97.63 lacs** for the previous year.

The detailed Management Discussion & Analysis Report is attached hereto with the Director's Report and should be read as part of this Director's Report.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the end of the financial year of the Company 31st March, 2014 and the date of this Report.

Dividend

The Board of Directors of your Company has decided to retain and plough back the profits into the business of the Company, thus no dividend is being recommended for this year.