



SYMBOL OF  
QUALITY

## RUNGTA IRRIGATION LIMITED

### BOARD OF DIRECTORS

|                           |   |                                |
|---------------------------|---|--------------------------------|
| Shri M.P.Rungta           | : | Chairman Cum Managing Director |
| Shri N.Krishnamurthy      | : | Joint Managing Director        |
| Ms. Shruti Rungta         | : | Whole Time Director            |
| Shri Tarun Kumar Megotia  | : | Whole Time Director            |
| Shri Devanand Mishra      | : | Independent Director           |
| Shri S.K.Poddar           | : | Independent Director           |
| Shri Samrat Jain          | : | Non-Executive Director         |
| Shri Vikash Kumar Megotia | : | Independent Director           |
| Shri Anuj Kumar Singh     | : | Independent Director           |
| Shri Binod Kumar Agarwal  | : | Independent Director           |

### COMPANY SECRETARY

Ms. Pooja Juneja

### AUDITORS

M/s Andros & Co.  
Chartered Accountant  
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-110060

### 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 31st Annual General Meeting of the Members of **M/s RUNGTA IRRIGATION LIMITED** will be held on Friday, the 25th day of September, 2015 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, 2015 and Profit and Loss Account for the year ended on that date together with the Schedule thereon, cash flow statement, along with Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Samrat Jain (DIN: 00060082), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any Statutory modification(s) or re-appointment thereof, for the time being in force), M/s. Andros & Co., Chartered Accountants, New Delhi (Registration No.: 008976N), 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 2015-2016 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:**

4. 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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, including any modification or Amendment thereof, Mr. S.K Poddar (DIN:00992376), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 27th day of March, 2015 to 26th day of March, 2020, not liable to retire by rotation.”

5. 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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all Other applicable provisions, if any, of the Companies Act, 2013 (“Act”) as amended from time to time and Clause 49 of the Listing Agreement, including any modification or Amendment thereof, Mr. Anuj Kumar Singh (DIN:06895513), who has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 27th day of March, 2015 to 26th day of March, 2020, not liable to retire by rotation.”

6. 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 Sections 149, 152 read with Schedule IV and the

Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or Amendment thereof, Mr. Devanand Mishra (DIN:00229118), who has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 27th day of March, 2015 to 26th day of March, 2020, not liable to retire by rotation."

7. 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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or Amendment thereof, Mr. Vikash Kumar Megotia(DIN:03169745), who has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 31st day of March, 2015 to 30th day of March, 2020, not liable to retire by rotation."

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 Sections 149, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") as amended from time to time and Clause 49 of the Listing Agreement, including any modification or Amendment thereof, Mr. Binod Kumar Agarwal(DIN:07205678), who has submitted a Declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years w.e.f 19th day of May, 2015 to 18th day of May, 2020, not 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 provision of section 148 and other applicable provisions of the Companies Act, 2013, if any, and Companies (Audit & Auditors) Rules, 2014, S. Shekhar & Co. Cost Accountants, Delhi (having Registration No.000452) appointed as Cost Auditors of the Company by the Board of Director at their respective Board meeting held on 28th May, 2015, to conduct the audit of cost record maintained by the Company for the financial year ended on 31st march, 2016. be paid a remuneration of Rs. 20000/-.

**Date : 11th August 2015**  
**Place: New Delhi**

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

**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 21st September, 2015 to 25th September, 2015 (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 .4, 5, 6, 7 and 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. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Register and share transfer agent (RTA) of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs).
11. **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 22, 2015 at 10:00 A.M. and ends on September 24, 2015 at 5:00 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 September 18, 2015**, 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](http://www.evotingindia.com) and voted on an earlier voting of the Company, then your existing password is to be used.
- viii) If you are a first time user follow the steps given below:

|                         | <b>For Members holding shares in Demat Form and Physical Form</b>  |
|-------------------------|--|
| 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"> <li>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.</li> <li>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.</li> </ul> |
| 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> <p>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.</p>   |

- 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](mailto: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](mailto: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 22, 2015 at 10.00 A.M. and ends on September 24, 2015 at 5.00 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 18th September, 2015, 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:evoting.pdrandar@outlook.com) with a copy marked to help desk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com) on or before 22nd September, 2015 up to 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 18th September, 2015.
  - 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 or before 25th August, 2015.
  - 14. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 18th September, 2015. 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 not earlier than 2 days and not later than 3 days from the date of General meeting 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 Nos. 4 to 8**

The Companies Act, 2013 ("the Act") provides for appointment of Independent Directors for a term upto 5 consecutive years. Further the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter-alia stipulating the conditions for the appointment of Independent Directors by a listed Company.

Pursuant to the provision of section 149 of the Companies Act, 2013 every Listed Public Company shall have at least one third of its total number of Director as an Independent Directors, not liable to retire by rotation. Further clause 49 of the Listing Agreement stipulates the conditions for appointment of such Directors.

Now considering these statutory requirements, the Board of Directors of your Company appointed Shri S.K. Poddar (DIN 00992376), Mr. Anuj Kumar Singh (DIN 06895513) & Mr. Devanand Mishra (DIN: 00229118) who in the opinion of Board is a persons of integrity and possesses relevant expertise and experience, as an Independent Directors for period of five consecutive years from 27th day of March, 2015 to 26th March, 2020, not laible to retire by rotation.

And Mr. Vikash Kumar Megotia (DIN: 03169745), who in the opinion of Board is a person of integrity and possesses relevant expertise and experience, as an Independent Director for period of five consecutive years from 31st day of March, 2015 to 30th March, 2020.

And Mr. Binod Kumar Agarwal (DIN: 07205678), who in the opinion of Board is a person of integrity and possesses relevant expertise and experience, as an Independent Director for period of five consecutive years from 19th day of May, 2015 to 18th May, 2020.

The above mentioned Directors are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors. The Company has received declarations from each of them that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement.

Considering their vast experience, their presence on the Board will be of immense value to the Company.

A copy of their letters of appointment as Independent Directors setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 6.00 pm up to the date of the AGM.

None of the Directors, Key Managerial Personnel and their relatives thereof other than Shri. S.K. Poddar, Mr. Anuj Kumar Singh, Mr. Devanand Mishra, Mr. Vikash Kumar Megotia and Shri Binod Kumar Agarwal are concerned or interested in the respective resolution for his appointment.

In compliance of the provisions of section 149 read with schedule IV of the Act, appointment of all above mentioned Directors as an Independent Directors is now being placed before the members for their Approval.

**Date : 11th August 2015**  
**Place: New Delhi**

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

**Sd/-**  
**(M.P.RUNGTA)**  
**Chairman cum Managing Director**

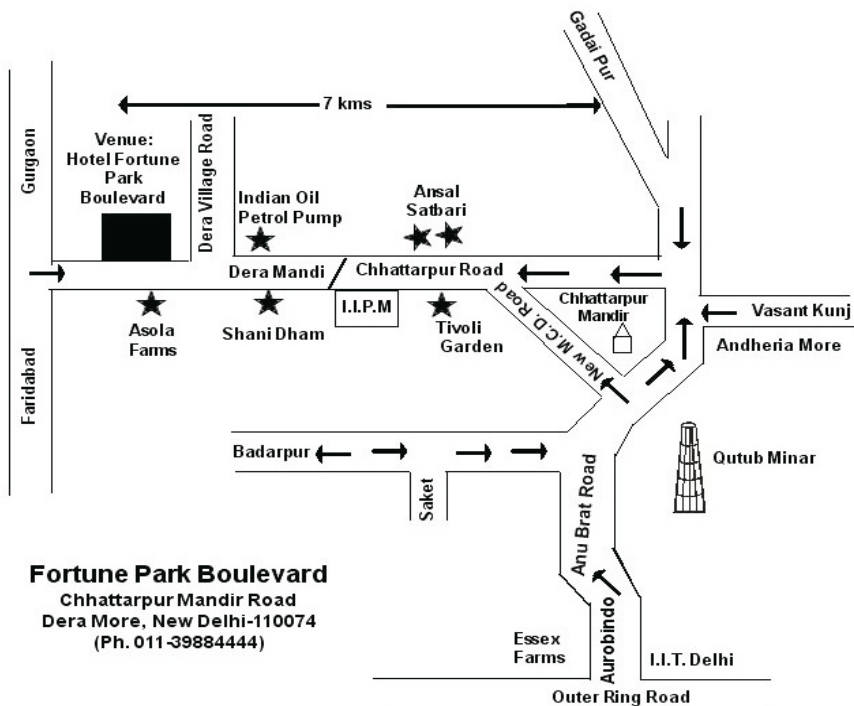
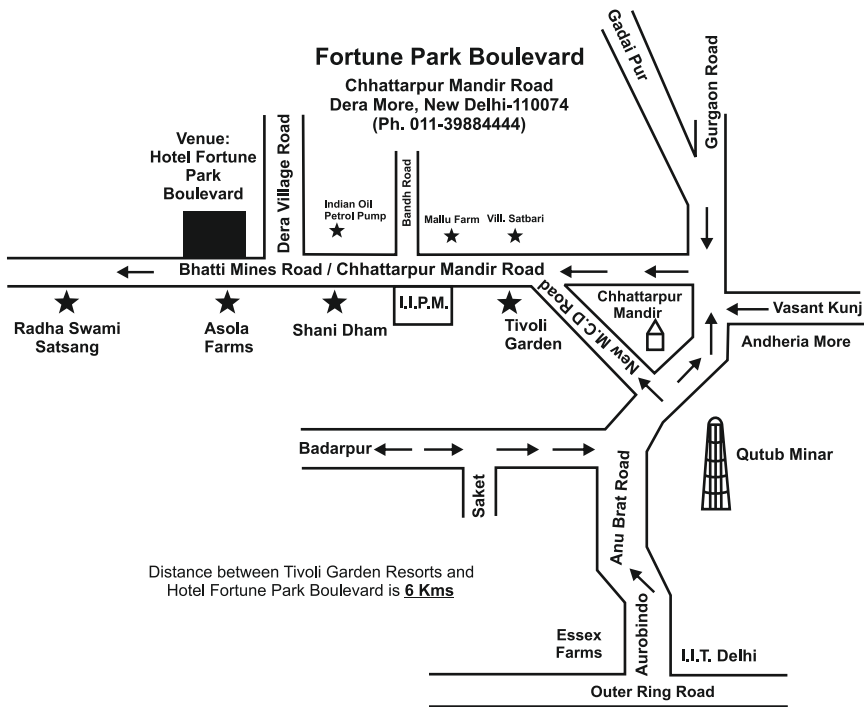




SYMBOL OF  
QUALITY

RUNGTA IRRIGATION LIMITED

## Route map to the venue of the 31st AGM of Rungta Irrigation Limited



**BOARD REPORT**

To

The Members,

Your Directors have pleasure in submitting their 31st Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

**REVIEW OF PERFORMANCE**

Financial results of the Company for the year under review along with previous year's figures are given hereunder:

**(Amount in Lacs)**

| <b>Particulars</b>   | <b>Financial Year ended<br/>31<sup>st</sup> March, 2015</b> | <b>Financial Year ended<br/>31<sup>st</sup> March, 2014</b> |
|--|---|---|
| Sales and other income   | 6716.81   | 6503.92   |
| Profit/loss( before Dep. & Tax)                                      | 386.86  | 280.94  |
| Depreciation   | 140.00  | 132.27  |
| Profit before tax  | 246.86  | 148.67  |
| Less: provision for tax  | 49.40   | 57.00   |
| Add/(less): provision of tax for earlier years                       | -   | -   |
| Add/ (Less): Deferred Tax Liability (Net)                            | 15.17   | 7.23  |
| Profit after tax   | 212.63  | 98.90   |
| Prior period Adjustment  | -   | -   |
| Net profit   | 212.63  | 98.90   |
| Balance brought forward from previous year                           | 466.06  | 367.16  |
| Balance available for appropriations                                 | 678.69  | 466.06  |
| Less: Proposed Dividend  | -   | -   |
| Less: Tax on Proposed Dividend                                       | -   | -   |
| Less: Tax on proposed dividend relating to earlier year written back | -   | -   |
| Transfer to general reserve  | -   | -   |
| Balance carried forward  | 678.69  | 466.06  |

**YEAR IN RETROSPECT**

The Sales turnover for the year under review was Rs. 6716.81 Lacs as compared to Rs. 6503.9 Lacs for the previous year. The Company was able to earn a profit after tax for the year under review of Rs. 212.63 Lacs as against a profit of Rs.98.90 Lacs for the previous year.

**DIVIDEND**

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