

CORPORATE INFORMATION

BOARD OF DIRECTORS

MR. MAHABIR PRASAD RUNGTA

Chairman Cum Managing Director

MR. KRISHNA MURTHY NAGARUR

Joint Managing Director

MR. TARUN KUMAR MEGOTIA

Whole Time Director

MS. PRIYA RUNGTA

Executive Director

MR. DEVANAND MISHRA

Independent Director

MR. DEVESH PODDAR

Independent Director

MR. ABDUL KALAM

Independent Director

MR. VIVEK AGRAWAL

Independent Director

MR. SANJIV RAO

Independent Director

COMPANY SECRETARY

Ms. Pooja Juneja

STATUTORY AUDITORS

M/s Mamraj & Co.

COST AUDITOR

M/s S. Shekhar & Co

BANKERS

Kotak Mahindra Bank

Allahabad Bank

REGISTERED OFFICE

101, Pragati Tower 26,

Rajendra Place, New Delhi-110008

ZONAL OFFICE

Plot No. B-7, Electric Complex,
Kushaiguda, Hyderabad -500762

WORKS

UNIT-1

C-165, Industrial Area

Bulandshahar Road

Ghaziabad (U.P.)-201001

UNIT-2

Village Advipolam,

Distt. Yanam,

Pondicherry-533464

SHARE 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

CORPORATE IDENTITY NUMBER (CIN)

L74899DL1986PLC023934

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Mahabir Prasad Rungta

Chairman cum Managing Director

Chairman's Message

Rungta Irrigation Limited, a Public Limited Company Based on quality commitments to our customers & Consistent sustainable enables us to report a significant evaluation and performance.

In 2018-19, Rungta Irrigation Limited redefines its model size & organization in order to manage its business more efficiently in the new competitive world. We have finished the year with a solid result. Hence I would like to acknowledge the critical role played by the employees in contributing to the growth of the Company and not only for their effort & Commitment but also for the continued dedication to offering quality products which have always made us stand out to our customers.

We continue to incorporate improvement to the quality of our products. So that this boost the sustainability and Companies maximum performance.

I would like to thank the Central and State Governments, Financial Institutions, Public and Private sector Banks, Government Agencies and Non-Government Institutions who have extended their support in the development and growth of your Company. I also take this opportunity to thank the Vendors, Customers and Business Associates who have supported our business plans.

On behalf of the Board, I would like to thank all the shareholders for their unstinted support in helping your Company to enhance its technological and business strengths and remain on the path of growth.



NOTICE

NOTICE is hereby given that the Thirty-fifth Annual General Meeting of the members of Rungta Irrigation Limited will be held on Tuesday, the 24th day of September 2019 at 11:00 A.M. at The Executive Club, 439, Village Shahoorpur, P.O., Fatehpur Beri, New Delhi - 110030, to transact the following businesses:

Ordinary Business

1. To Consider & Adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March 2019 and the Reports Of The Board Of Directors & Auditors Thereon And In This Regard Pass The Following Resolution As *Ordinary Resolution*:

“RESOLVED THAT the Audited Financial Statement of the Company for the Financial Year ended March 31, 2019, and the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To Appoint Smt. Priya Rungta (Din: 00234715), who retires by rotation as a Director and in this regard pass the following resolution As *Ordinary Resolution*:

“RESOLVED THAT pursuant to the provision of Section 152 of the Companies Act, 2013 Smt. Priya Rungta (DIN: 00234715), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Special Business

3. To ratify the Remuneration of Cost Auditors (S. Shekhar & Co., Cost accountants) for the Financial Year ending March 31, 2020, and in this regard, 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 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting, to be paid to the (S. Shekhar & Co., Cost accountants) Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified.”

4. Appointment of Mr. Vivek Agrawal (DIN: 07794991) as an Independent Director of the Company:

To consider, and if thought fit, to pass the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in terms of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment Thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Mr. VIVEK AGRAWAL (DIN: 07794991)** who has been appointed as an Additional Director by the board in its meeting held on 12th November 2018 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term upto 11th November, 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

5. Appointment of Mr. Abdul Kalam (DIN: 01869712) as an Independent Director of the Company:

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in terms of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment Thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Mr. Abdul Kalam (DIN: 01869712)** who has been appointed as an Additional Director by the board in its meeting held on 7th February, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term upto 6th February, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

6. Appointment of Mr. Sanjiv Rao (DIN: 08452534) as an Independent Director of the Company:

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in terms of Sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment Thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Mr. Sanjiv Rao (DIN: 08452534)** who has been appointed as an Additional Director by the board in its meeting held on 25th May, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, from time to time and who is eligible for appointment, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term upto 24th May, 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds, and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

7. To Approve continuation of Current Term of Mr. Abdul Kalam, Independent Director and if thought fit, to pass the following Resolution as *Special Resolution*.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. Abdul Kalam (DIN: 01869712)** Director of the Company to continue to hold office of Independent Director under the current tenure of appointment on February 7th, 2019 notwithstanding that he has attained the age of 75 years."

By Order of the Board of Directors

Pooja Juneja
Company Secretary and Compliance Officer
Delhi, August 13, 2019

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of the proxy form shall provide his identity at the time of attending the meeting.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.

VOTING THROUGH ELECTRONIC MEANS

5. The Company is providing the facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting.

- 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 voting physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
- 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 of Members cast their vote exercising both the options, i.e. physically and e-voting, then votes cast through e-voting shall only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instructions given below to cast their vote through e-voting:

- (i) The voting period begins on September 21, 2019, at 10:00 AM and ends on September 23, 2019, at 5:00 PM. 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 17, 2019, 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.
- (iii) Click on Shareholders.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on earlier voting of any company, then your existing password is to be used.
- (vii) 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 digits 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 RA000000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to log in.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on the "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach the '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 the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Rungta Irrigation Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from the Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts; they would be able to cast their votes.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- In terms of the provision of section 152 of the Act, Smt. Priya Rungta, a Director, retires by rotation at the Meeting. Human resource, Nomination and Remuneration Committee and the Board of Directors of the Company commend her respective re-appointment.

Smt. Priya Rungta and Shri Mahabir Prasad Rungta, Chairman cum Managing Director, itself and being related to Smt. Priya Rungta respectively, deemed to be interested in the resolution set out in Item No. 2 of the Notice. Save and

except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out in Item No. 2 of the Notice.

2. Members / Proxies / Authorised representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of the Annual Report. In the case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2019 to 24th September 2019 (both days inclusive) for the purpose of the AGM.
4. Members are requested to notify any change in their address/mandate/ bank details immediately to the Share Transfer Agent of the Company.
5. The relative explanatory statements pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item No. 3 to 9 above, are annexed hereto.
6. SEBI has decided that securities of listed companies can be transferred only in dematerialized form w.e.f April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
7. Members who are holding shares in physical form are requested to notify the change in address, if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialized form should intimate change of their addresses, if any, to their Depository Participants.
8. The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form. The shareholders who are yet to furnish the above documents are requested to furnish the same forthwith.
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 the 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 with their respective Depository Participants (DPs).
11. 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 September 17, 2019.
12. The notice of the 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 August 23, 2019
13. The Board of Directors of the Company has appointed Mr. Nakul Pratap Singh, a Practicing Company Secretary (Membership No. A55529) of M/s NPS and Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.
14. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and website of Rungta Irrigation Limited not later than 3 days (Earlier 2 days) from the conclusion of the General meeting of the Company and will be communicated to The Bombay Stock Exchange (BSE).

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. S. Shekhar & Co., Cost accountants, Delhi (having Registration No. 000452), to conduct the audit of the cost records of the company for the financial year ended on March 31, 2020, at a remuneration of Rs. 20,000/-.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020, through an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the **Ordinary Resolution** set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013("the Act"), and the Articles of Association of the Company, Mr. Vivek Agrawal (DIN: 07794991) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5(Five) consecutive years with effect from November 12, 2018.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of Independent Directors requires the approval of the members.

Mr. Vivek Agrawal is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director.

The Company has also received a declaration from Mr. Vivek Agrawal that he meets the criteria of independence as prescribed by both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligation And Disclosure Requirements) Regulations, 2015("Listing Obligations").

In the opinion of the Board, Mr. Vivek Agrawal fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vivek Agrawal is Independent of the management and possesses appropriate skills, experience, and knowledge.

Details of Mr. Vivek Agrawal are provided in the "Annexure" to the Notice, pursuant to the provisions of Listing Regulations and Secretarial Standards of General Meetings ("SS-2"), issued by the Institute Of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of the letter of appointment of Mr. Vivek Agrawal setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Vivek Agrawal is interested in the resolution set out at Item No.4 of the Notice with regard to his appointment. Relatives of Mr. Vivek Agrawal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.