

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. SHRUTI RUNGTA

Whole Time Director

MR. DEVANAND MISHRA

Independent Director

MR. DEVESH PODDAR

Independent Director

MR. ABDUL KALAM

Independent Director

MR. VIVEK AGRAWAL

Independent Director

COMPANY SECRETARY

Mr. Prateek Sharma

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 Listed Public Limited Company based on quality commitments to our customers, consistency & sustainability enables us to report a significant evaluation and performance.

In 2019-20, Rungta Irrigation Limited redefines its model size & organization in order to manage its business more efficiently in the new competitive world. This year has been very challenging considering slow economic growth and emergence of COVID-19. Both of them together have a huge impact on the industry at large. Hence, in the time of distress, 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 boosts the sustainability and Company's 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.



Rungta Irrigation Limited

Registered Office: 101, Pragati Tower 26, Rajendra Place, New Delhi-110008

CIN: L74899DL1986PLC023934, **TEL:** 011-40453332

Email: cs@rungtairrigation.in, **Website:** www.rungtairrigation.in

NOTICE

NOTICE is hereby given that the Thirty-sixth Annual General Meeting of the Members of Rungta Irrigation Limited will be held on Tuesday, September 29, 2020 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"). The place of the meeting shall be deemed to be the Registered Office of the Company at 101, Pragati Tower, Rajendra Place, New Delhi 110008 to transact the following businesses:

Ordinary Business

1. **To Consider & Adopt the Audited Financial Statements of the Company for the Financial Year Ended March 31, 2020 and the Reports Of The Board Of Directors & Auditors Thereon.**
2. **To Appoint a Director in place of Mr. Tarun Kumar Megotia (DIN: 01098092), who retires by rotation, and being eligible offers himself for re-appointment.**

Special Business

3. **To ratify the payment of remuneration to the Cost Auditor (S. Shekhar & Co., Cost accountants) for the Financial Year ending March 31, 2021, 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(3) and all 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 amounting to Rs.20,000/-, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting be paid to S. Shekhar & Co., Cost accountants (having Registration No. 000452), 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, 2021 be and is hereby ratified, approved and confirmed."

4. **To re-appoint Mr. Mahabir Prasad Rungta (DIN: 00235632) as Chairman cum Managing director for a further period of Five years w.e.f September 29, 2020 to December, 2025, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision(s) of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 & the recommendation of the Nomination & Remuneration Committee, Mr. Mahabir Prasad Rungta (DIN: 00235632), Chairman cum Managing Director be and is hereby re-appointed as Chairman cum Managing Director of the Company for a further period of (5) five years with effect from September 29, 2020 to December, 2025, on the terms and conditions of appointment and remuneration at Rs. 70,000 per month as approved by Board.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the Board may pay remuneration to Shri Mahabir Prasad Rungta in excess of the limits as specified in appropriate slab of Schedule V of the Companies Act, 2013, and the rules made thereunder, applicable if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

5. **To appoint, Ms. Shruti Rungta (DIN: 00229045) as a Whole-Time Executive Director of the Company, and in this regard, 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 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Ms. Shruti Rungta (DIN:00229045) who was appointed as an Additional Director with effect from October 15, 2019 and who holds office upto the date of Annual General Meeting be and is hereby appointed as the Whole-Time Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shruti Rungta (DIN:00229045) be and is hereby appointed as a Whole-Time Executive Director of the Company for the period of (5) five years i.e. with effect from October 15, 2019 till October 14, 2024 on the terms and conditions of appointment and remuneration as set out in explanatory statement annexed to the notice.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year the Board may pay remuneration to Ms. Shruti Rungta in excess of the limits as specified in appropriate slab of Schedule V of the Companies Act, 2013, and the rules made thereunder, applicable if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may be considered necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit.”

6. **To consider and approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan to be taken by Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited, Deserve Dealtrade Private Limited, Gladiolus Merchantile Private Limited, Gladiolus Finance Consultants Private Limited and Manorath Distributors Private Limited being entities covered under the category of ‘a person in whom any of the director of the company is

interested' as specified in the explanation to Sub section 2 of the said Section, of an aggregate amount not exceeding 10 Crores (Rupees Ten Crores only) per annum, respectively for each entity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

7. **To approve the remuneration of Mr. Krishnamurthy Nagarur, Joint Managing Director of the Company, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules prescribed thereunder, the consent of the shareholders of the Company be and is hereby accorded to vary the terms and conditions of appointment of Mr. Krishnamurthy Nagarur, Joint Managing Director of the Company by inserting following clause in the existing terms and conditions of his appointment approved by the shareholders vide resolution passed in the Annual General Meeting held on September 28, 2018 and that the rest of the terms and conditions of appointment of Mr. Krishnamurthy Nagarur remain unchanged.

The Board may pay remuneration to Mr. Krishnamurthy Nagarur in excess of the limits as specified in appropriate slab of Schedule V of the Companies Act, 2013, and the rules made thereunder, applicable if any.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents as may be required to give effect to the aforesaid resolution."

8. **To approve the remuneration of Mr. Tarun Kumar Megotia, Whole-time Director of the Company, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution.**

"RESOLVED THAT pursuant to the provisions of Section 197, 198, 203 read with Schedule V to the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules prescribed thereunder, the consent of the shareholders of the Company be and is hereby accorded to vary the terms and conditions of appointment of Mr. Tarun Kumar Megotia, Whole-Time Director of the Company by inserting following clause in the existing terms and conditions of his appointment approved by the shareholders vide resolution passed in the Annual General Meeting held on September 28, 2018 and that the rest of the terms and conditions of appointment of Mr. Tarun Kumar Megotia remain unchanged.

The Board may pay remuneration to Mr. Tarun Kumar Megotia in excess of the limits as specified in appropriate slab of Schedule V of the Companies Act, 2013, and the rules made thereunder, applicable if any.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and to execute all such documents as may be required to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

Prateek Sharma

Company Secretary and Compliance Officer

Delhi, September 02, 2020

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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the Company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (“MCA”) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through Video conferencing (“VC”) or Other audio visual means (“OAVM”). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. **ALTHOUGH, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIM/HER, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM, WHERE PHYSICAL PRESENCE OF MEMBERS IS NOT REQUIRED, THE FACILITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. THEREFORE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.**
4. Also, since the AGM will be held through VC/OAVM, the Route MAP is not annexed to the Notice.
5. In compliance with circulars dated May 5, 2020, April 8, 2020 and April 13, 2020, issued by the Ministry of Corporate Affairs (“MCA”) and circular No. SEBI/HO/CFD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching physical copies of the Financial Statements (including Report of Board of Directors, Auditor’s Report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
6. The Register of Members and Share Transfer Books shall remain closed from September 23, 2020 to September 29, 2020 (both days inclusive).
7. 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.
8. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company’s records which will help the Company to provide efficient and better service to the Members.

9. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company.
10. 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 attested specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
11. The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company www.runtairrigation.in, on the website of Stock Exchanges i.e. BSE Limited and on the website of CDSL at www.evotingindia.com.

ELECTRONIC VOTING - FOR REMOTE E-VOTING AND E-VOTING DURING AGM

12. **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 the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM through VC/OAVM will be provided by CDSL.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and

Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on September 26, 2020 at 10:00 A.M. and ends on September 28, 2020 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 22, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Shareholders 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. • 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the