



## Board of Directors

Shri Mahabir Prasad Rungta	:	Chairman and Managing Director
Shri Krishna Murthy Nagarur	:	Joint Managing Director
Smt. Priya Rungta	:	Non-Executive Director
Shri Tarun Kumar Megotia	:	Whole Time Director
Shri Devanand Mishra	:	Independent Director
Shri Sheo Kumar Poddar	:	Independent Director
Shri Ramesh Behari Mathur	:	Independent Director
Shri Devesh Poddar	:	Independent Director

## COMPANY SECRETARY

Smt. Pooja Juneja

### AUDITORS

M/s Mamraj & Co.  
Chartered Accountant  
555 & 556, Aggarwal Metro  
Heights, NSP, Pitampura  
Delhi-110034

### 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  
Electric 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

### COST AUDITOR

S.Shekhar & Co.  
Cost Accountants  
S-524 - Neelkanth House,  
Office No.305 - 3rd Floor,  
School Block, Vikas Marg,  
Shakarpur, Delhi-110092

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## NOTICE

NOTICE is hereby given that the Thirty-fourth Annual General Meeting of the members of Rungta Irrigation Limited will be held on Friday, the 28<sup>th</sup> day of September, 2018 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 and adopt the audited financial statement of the company for the financial year ended March 31, 2018 and the reports of the Board of Directors and 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, 2018 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 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 re-appoint Shri Tarun Kumar Megotia as Whole Time Director and in this regard, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Tarun Kumar Megotia, as Whole Time Director of the company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from August 5, 2018 till 4 August, 2023, on the terms and conditions including remuneration as set out in Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Tarun Kumar Megotia.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

4. To re-appoint Shri Krishna Murthy Nagarur as Joint Managing Director and in this regard, to pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Krishna Murthy Nagarur, as Joint Managing Director of the company, for a period of 5 (five) years, on expiry of his present term of office, i.e. with effect from August 5, 2018 till August 4, 2023, on the terms and conditions including remuneration as set out in Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the

Board” which term shall be deemed to include Human Resources, Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Shri Krishna Murthy Nagarur.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2019 and in this regard pass 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 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, 2019, be and is hereby ratified.”

6. To approve the remuneration of Shri Mahabir Prasad Rungta, Managing Director of the Company and in this regard pass the following resolution as an **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 Shri Mahabir Prasad Rungta, 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 23, 2014 and that the rest of the terms and conditions of appointment of Shri Mahabir Prasad Rungta remain unchanged.

*The Board may pay remuneration to Shri Mahabir Prasad Rungta upto double the amount of remuneration specified in appropriate slab of Schedule V of the Companies Act, 2013 or the amount specified in the resolution passed by the shareholders of the Company in the Annual General Meeting held on September 23, 2014, whichever is higher subject to the conditions of Schedule V and 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.”

7. To approve the Change in designation of Smt. Priya Rungta from non executive to executive director and in this regard pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 152, 196 & 197 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made there under, approval of the members of the company be and is hereby accorded to the change in designation of Smt. Priya Rungta from Non Executive Director to Executive Director of the company, for a period of five years from August 20<sup>th</sup>, 2018 till August 19<sup>th</sup>, 2023 as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration") of Rs. 60,000/- (Rupees Sixty Thousand only) per month and on such other terms and conditions as per Letter of Appointment given to Smt. Priya Runta by the Company.

**RESOLVED FURTHER THAT** the above remuneration to be paid to Smt. Priya Rungta, shall be subject to the overall maximum managerial remuneration ceiling as per the provisions of the Section 197 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** Directors of the company or Company Secretary of the Company be and are hereby severally authorised to file the necessary e-forms with Registrar of Companies, NCT of Delhi and Haryana and to do all such acts and deeds as may be required to give effect to the above resolution.

8. To Re-classification of the Promoters of the Company, and in this regard pass the following resolution as an **Special Resolution**.

**“RESOLVED THAT** pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rules framed there under (‘the Act’), the approval of the Members be and is hereby accorded for re-classification of Shri Ram Chandra Rungta, Shri Sanjay Rungta, Shri Sunil Rungta, Shri Shalini Rungta, M/s Randev Associates Pvt. Ltd., M/s Rungta Cements Private Ltd.(Earlier Rangoli Constructions Pvt. Ltd.), M/s Rungta Projects Ltd. & M/s Ajanta Financial Services Ltd. (Earlier Satterfield Tarde & Investments Ltd.) forming part of the existing Promoters of the Company from Promoter category to Public category.”

**“RESOLVED FURTHER THAT** that the Promoters seeking re-classification along with their personal promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

9. To consider and approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013 & if thought fit, to pass with or without modification(s), the following resolution(s) as **SPECIAL RESOLUTION**.

**“RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, 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 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.”

10. To Approve continuation of current term of Mr. Sheo Kumar Poddar, Independent Director and if thought fit, to pass the following Resolution as **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. Sheo Kumar Poddar (DIN: 00992376) Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on March 26, 2020 notwithstanding that he has attained the age of 78 years.”

11. To Approve continuation of current term of Mr. Ramesh Behari Mathur, Independent Director and if thought fit, to pass the following Resolution as **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. Ramesh Behari Mathur (DIN: 02318063)



Director of the Company to continue to hold office of Independent Director under the current tenure of appointment which ends on August 05, 2021 notwithstanding that he has attained the age of 80 years.”

12. To approve the remuneration of Smt. Priya Rungta, Director of the Company and in this regard, pass the following resolution as an **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 Smt. Priya Rungta, Director of the Company by inserting following clause in the existing terms and conditions of her appointment mentioned in item no 7 above and that the rest of the terms and conditions of appointment of Smt. Priya Rungta remain unchanged.

*The Board may pay remuneration to Smt. Priya Rungta upto double the amount of remuneration specified in appropriate slab of Schedule V of the Companies Act, 2013 or the amount specified in item no 7 above, whichever is higher subject to the conditions of Schedule V and 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

**Pooja Juneja**  
Company Secretary and Compliance Officer

Delhi, August 20, 2018

**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 pole instead of himself 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 proxy 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 authorised 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) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

**VOTING THROUGH ELECTRONIC MEANS**

5. **The Company is providing 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 vote 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 Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall 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 instructions given below to cast their vote through e-voting:
    - (i) The voting period begins on September 25, 2018 at 10:00 AM and ends on September 27, 2018 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 21, 2018 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](http://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](http://www.evotingindia.com) and voted on an 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 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</li> </ul>

	<p>sequence number in the PAN field.</p> <ul style="list-style-type: none"> <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>
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 login.</p> <ul style="list-style-type: none"> <li>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).</li> </ul>
(viii)	After entering these details appropriately, click on "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 '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.
(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 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)	<p>Note for Non – Individual Shareholders and Custodians</p> <ul style="list-style-type: none"> <li>Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and register themselves as Corporates.</li> <li>A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>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.</li> <li>The list of accounts linked in the login should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> <li>A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.</li> </ul>
(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 <a href="http://www.evotingindia.com">www.evotingindia.com</a> , under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .
6.	In terms of the provision of section 152 of the Act, Smt. Priya Rungta, Director, retire by rotation at the Meeting. Human resource, Nomination and Remuneration Committee and the Board of Directors of the Company command her respective re-appointment.
7.	In terms of the provision of section 152 of the Act, designation of Smt. Priya Rungta, Changed from non-executive to executive director subject to the approval of shareholders. Human resource, Nomination and Remuneration Committee and the Board of Directors of the Company command her respective designation.



8. Shri Mahabir Prasad Rungta, Chairman cum Managing Director, being related to Smt. Priya Rungta may be 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 are, in any way, concerned of interested, financially or otherwise, in the Ordinary Business set out in Item No. 2 of the Notice.
9. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of Appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
10. Members / Proxies / Authorised representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the AGM.
12. Members are requested to notify any change in their address/mandate/ bank details immediately to the Share Transfer Agent of the Company.
13. The relative explanatory statements pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item No. 3 to 10 above, are annexed hereto.
14. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialise their shares held by them in physical form.
15. 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.
16. 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).
17. 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 21, 2018.
18. 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 August 25, 2018.
19. Mr. Harshdeep Singh Narula, Company Secretary (Membership No. 56035) has been appointed 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.
20. 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 of Directors of the Company ("Board"), at its meeting held on May 30, 2018 has, subject to the approval of members, re-appointed Shri Tarun Kumar Megotia as an Whole Time Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from August 5, 2018, on the terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee ("HRNR Committee") of the Board and approved by the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Shri Tarun Kumar Megotia as Whole Time Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Shri Tarun Kumar Megotia are as under:

- a) Salary, Perquisites and Allowances per annum:

Particulars	(Rs in lakh)
Salary	6,09,252

- b) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company.

- c) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Shri Tarun Kumar Megotia, as may be determined by the Board and / or the HRNR Committee of the Board, shall be in addition to remuneration under (a) above.

- d) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

Shri Tarun Kumar Megotia is interested in the resolution set out at Item No. 3 of the Notice. The other relatives of Shri Tarun Kumar Megotia may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

### Item No. 4

The Board of Directors of the Company ("Board"), at its meeting held on May 30, 2018 has, subject to the approval of members, re-appointed Shri Krishna Murthy Nagarur as an Joint Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from August 5, 2018, on the terms and conditions including remuneration as recommended by the Human Resources, Nomination and Remuneration Committee ("HRNR Committee") of the Board and approved by the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Shri Krishna Murthy Nagarur as Joint Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of, and remuneration payable to, Shri Krishna Murthy Nagarur are as under:

- e) Salary, Perquisites and Allowances per annum:

Particulars	(Rs in lakh)
Salary	1170860
Perquisites & Allowance	1615672

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost

- f) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company.
- g) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable to Shri Krishna Murthy Nagarur, as may be determined by the Board and / or the HRNR Committee of the Board, shall be in addition to remuneration under (a) above.

h) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses shall be reimbursed at actuals and not considered as perquisites.

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

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No. 5**

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, 2019 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, 2019 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

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

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

**Item No. 6**

Shri Mahabir Prasad Rungta is a Chairman & Managing Director of the Company. He was appointed as the Managing Director on August 03, 1993 and since then he has been re-appointed as Managing Director of the Company from time to time. He is instrumental in the growth of the Company and because of his vast experience and knowledge; the Company has achieved various milestones. Shri Mahabir Prasad Rungta was re-appointed as the Managing Director of the Company for a period of five years commencing from January 01, 2015 to December 31, 2020 by the members in the 30th Annual General Meeting of the Company held on 23<sup>rd</sup> September 2014. Pursuant to his re-appointment on September 23, 2014, Shri Mahabir Prasad Rungta is entitled for Gross Remuneration of Rs. 60,000/- to Rs. 1,20,000 per month aggregating to 7.2 lacs to 14.4 lacs per annum. In addition to this, he is also entitled for various perquisites and allowances such as:

- a. Reimbursement of medical expenses incurred for self and family subject to the ceiling of one month salary in a year or three month salary over a period of three year
- b. Leave travel concession for self and family once in a year incurred in accordance with rules of the Company
- c. Company's car with driver shall be provided to be use for the Company's Business.
- d. Reimbursement of the expenses incurred on the newspaper, books and periodical subject to the maximum of Rs. 2000/- per month.
- e. Telephone shall be provided at the resident and all rental and expenses except personal long distance cost paid by the company.

Such perquisites and allowance as may be approved by the HRNR Committee.

The maximum remuneration payable under Section II of Part II of Schedule V of the Companies Act, 2013 based on effective capital of the Company as on 31st March, 2018 is given below:

Where the effective capital is	Maximum Yearly Permissible Limit of Managerial Remuneration
5 crores and above but less than 100 crores	84 lacs

Accordingly, the Board of Directors based on the recommendation of Nomination and Remuneration committee and Audit Committee at its Meeting held on August 9, 2018 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to have necessary provision in the terms and conditions of the appointment of Shri Mahabir Prasad Rungta to enable the Board to fix, vary and pay remuneration to Shri Mahabir Prasad Rungta in line with Schedule V of the Companies Act, 2013 and also to vary, if required, the other terms and conditions of appointment of Shri Mahabir Prasad Rungta to accommodate the desired level of remuneration based on the financial position of the Company.

By addition of the above mentioned new clause in the terms of appointment of Shri Mahabir Prasad Rungta, the board will be able to fix and pay upto double the amount of remuneration to Shri Mahabir Prasad Rungta based on the slabs given in Schedule V of the Companies Act, 2013 or equal to the amount of remuneration already sanctioned at the Annual General Meeting held on September 23, 2014.

The detailed particulars in respect of the Company and of the aforesaid managerial personnel are given in **Annexure-2** forming part of this Notice.

None of the Directors and their relative or Key Managerial Personnel of the Company, except Smt. Priya Rungta - Non Executive Woman Director is concerned or interested in the above resolution. The Board recommends passing of the Special Resolution as set out at Item No. 6 of the Notice.

#### **Item No. 7**

The members are apprised that Smt. Priya Rungta who was appointed as Non-Executive Director of the Company w.e.f. March 28, 2016 has shown her willingness to act as Executive Director of the company. The Nomination & Remuneration Committee and Board of Directors in its meetings held on August 20, 2018 after considering vast experience of Smt. Priya Rungta has decided to avail the expertise of Smt. Priya Rungta on regular basis. Hence, the committee & the Board has proposed to appoint her as Executive Director of the company for a period of five years at a fixed remuneration of Rs. 60,000/-(Rupees Sixty Thousand only) per month and on such other terms and conditions as per Letter of Appointment given to her by the Company.

The appointment of Smt. Priya Rungta as such shall take effect from August 20, 2018 till August 19, 2023 and requires the approval of the Shareholders of the company by way of Ordinary Resolution passed in the General Meeting as per provisions of section 152, 196, 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the recommendation of the Nomination & Remuneration Committee & the Board, the matter is recommended to the shareholders for their approval for change in designation of Smt. Priya Rungta from Non-Executive Director to Executive Director of the company at a fixed remuneration of Rs. 60,000/-(Rupees Sixty Thousand only) per month and on such other terms and conditions as per Letter of Appointment.

None of the Directors and their relative or Key Managerial Personnel of the Company, except Shri Mahabir Prasad Rungta, Managing Director are concerned or interested in the above resolution. The Board recommends passing of the Ordinary Resolution as set out at Item No. 7 of the Notice.

#### **Item No. 8**

The Company was in receipt of requests from (i) Shri Ram Chandra Rungta, (ii) Shri Sanjay Rungta, (iii) Shri Sunil Rungta, (iv) Shri Shalini Rungta (v) M/s Randev Associates Pvt. Ltd., (vi) M/s Rungta Cements Private Ltd. (Earlier Rangoli Constructions Pvt. Ltd.) (vii) M/s Rungta Projects Ltd. & (viii) M/s Ajanta Financial Services Ltd. (Earlier Satterfield Tarde & Investments Ltd.) promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) & (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015'). Details of their shareholding in the Company are as under:



Name of the Persons	No. of Shares Held	% of total equity capital
Ram Chandra Rungta	34200	0.3861
Randev Associates Pvt. Ltd.	194000	2.1906
Rungta Cements Private Ltd.(Earlier Rangoli Constructions Pvt. Ltd.)	397100	4.4839
Rungta Projects Ltd.	53500	0.6041
Ajanta Financial Services Ltd. (Earlier Satterfield Tarde& Investments Ltd.)	35600	0.402
Sanjay Rungta	15000	0.169
Sunil Rungta	61700	0.69
Shalini Rungta	31700	0.357
TOTAL	822800	9.29

The aforesaid shareholders are leading their lives and occupations independently and are not connected, directly or indirectly, whatsoever, with any activity of the Company. Further, the other persons in the Promoter Group of the Company do not have any control over the affairs or the decision making process of these above referred shareholders.

The above referred shareholders do not directly or indirectly, exercise control, over the affairs of the Company. They have also never held at any time; any position of Key Managerial Personnel in the Company. They also do not have any special rights through formal or informal arrangements with the Company or Promoters or any person in the Promoter Group. They are also never privy to any price sensitive information of the Company.

The proposed re-classification of the shareholding of the Promoter Group mentioned in table given above is not pursuant to Regulation 31A (5) or (6) of the Listing Regulations, 2015. However, as a matter of abundant precaution, the Board of Directors recommends passing of Special Resolution as set out at Item No. 8 of this Notice.

None of the Directors, Key Managerial Personnel and relatives thereof other than Shri Mahabir Prasad Rungta, Smt. Priya Rungta and Shri Tarun Kumar Megotia and their relatives, has any concern or interest, financial or otherwise, in the resolution at Item No. 8 of this Notice.

#### **Item No. 9**

Ramgarh Sponge Iron Private Limited's & Shriram Power & Steel Private Limited's principal business activities interalia consists of manufacturing of Sponge Iron and Manorath Districuors Private Limited's principal business Activities interalia consist of Trading of Goods.

Both Ramgarh Sponge Iron Private Limited and Shriram Power & Steel Private Limited have plans to procure Plant and Machineries. The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") to be taken by Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited & Manorath Distributors Private Limited, the said Loan(s)/ guarantee(s)/security(ies) shall be utilised by them for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited & Manorath Distributors Private Limited are 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 Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) 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 & Manorath Distributors Private Limited of an aggregate amount not exceeding 10 Crores (Rupees Ten crores only) per annum respectively for each entity on the terms mentioned in the resolution set out at item no. 9 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 9 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited & Manorath Distributors Private Limited:

Name of the Company	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
Ramgarh Sponge Iron Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.
Shriram Power & Steel Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.
Manorath Distributors Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum	Sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.

Except Mr. Mahabir Prasad Rungta being common Director between Rungta Irrigation limited, Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited & Manorath Distributors Private Limited, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

**Item No. 10**

SEBI has amended the SEBI (LODR), Regulations, 2015 vide circular dated May 9, 2018 which requires that no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Sheo Kumar Poddar, 78 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years in terms of Companies Act, 2013 with effect from March 27, 2015. Mr. Sheo Kumar Poddar is B.Com, LL.B, Advocate at Jharkhand High Court at Ranchi. He is also associated for over 1.5 decades with the Associated Chamber of Jharkhand Industries.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices. Though Mr. Sheo Kumar Poddar can hold office under the erstwhile resolution, but Board of Directors has placed this Special Resolution before the shareholders by way of abundant caution for adoption.

No Director, Key Managerial Personnel or their relatives except Mr. Devesh Podar to whom the resolution relates, is interested or concerned in the resolution. Your Directors recommend the resolution for approval of the members.

**Item No. 11**

SEBI has amended the SEBI (LODR), Regulations, 2015 vide circular dated May 9, 2018 which requires that no listed entity shall appoint a person or continue the directorship of any person as non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Ramesh Behari Mathur, 80 years, was appointed as Non-Executive Independent Director of the Company for a period of 5 years in terms of Companies Act, 2013 with effect from August 06, 2016. Mr. Ramesh Behari Mathur was CMD in BCCL & CMPDI.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with best Corporate Governance practices. Though Mr. Ramesh Behari Mathur can hold office under the erstwhile resolution, but Board of Directors has placed this Special Resolution before the shareholders by way of abundant caution for adoption.

No Director, Key Managerial Personnel or their relatives to whom the resolution relates, is interested or concerned in the resolution. Your Directors commend the resolution for approval of the members.

**Item No. 12**

Smt. Priya Rungta is a Director of the Company. She was appointed as the Director on March 28, 2016. She is instrumental in the growth of the Company and because of her vast experience and knowledge; the Company has achieved various milestones. Smt. Priya Rungta was appointed as the Director of the Company by the members in the 32<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2016.

The maximum remuneration payable under Section II of Part II of Schedule V of the Companies Act, 2013 based on effective capital of the Company as on 31st March, 2018 is given below:

Where the effective capital is	Maximum Yearly Permissible Limit of Managerial Remuneration
5 crores and above but less than 100 crores	84 lacs

Accordingly, the Board of Directors based on the recommendation of Nomination and Remuneration committee and Audit Committee at its Meeting held on August 20, 2018 felt it prudent to approach the Members of the Company seeking their approval by way of special resolution to have necessary provision in the terms and conditions of the appointment of Smt. Priya Rungta to enable the Board to fix, vary and pay remuneration to Smt. Priya Rungta in line with Schedule V of the Companies Act, 2013 and also to vary, if required, the other terms and conditions of appointment of Smt. Priya Rungta to accommodate the desired level of remuneration based on the financial position of the Company.

By addition of the above mentioned new clause in the terms of appointment of Smt. Priya Rungta, the board will be able to fix and pay upto double the amount of remuneration to Smt. Priya Rungta based on the slabs given in Schedule V of the Companies Act, 2013.

The detailed particulars in respect of the Company and of the aforesaid managerial personnel are given in **Annexure-2** forming part of this Notice.

None of the Directors and their relative or Key Managerial Personnel of the Company, except Shri Mahabir Prasad Rungta is concerned or interested in the above resolution. The Board recommends passing of the Special Resolution as set out at Item No. 12 of the Notice.

**Annexure-1 to the Notice dated August 9, 2018**

**Details of Directors retiring by rotation / seeking re-appointment at the Meeting**

**Shri Tarun Kumar Megotia**

Age	31 years
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Irrigation Industry. Please refer Company's website: <a href="http://www.rungtairrigation.in">www.rungtairrigation.in</a> for detailed profile.
Terms and Conditions of Re-appointment	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, <b>Shri Tarun Kumar Megotia</b> is proposed to be re-appointed as Whole Time Director.
Remuneration last drawn	₹ 6,09,252
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 05, 2010
Shareholding in the Company as on June 30,	NIL

2018	
Relationship with other Directors / Key Managerial Personnel	Brother of Smt. Priya Rungta.
Number of meetings of the Board attended during the financial year (2017-18)	11
Directorships of other Boards as on March 31, 2018	Global Earth Movers Private Limited Gladiolus Micro Services Private Limited

### Shri Krishna Murthy Nagarur

Age	66 years
Qualifications	Chartered Accountant and Company Secretary
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Finance, Investment and taxation matters. Please refer Company's website: <a href="http://www.rungtairrigation.in">www.rungtairrigation.in</a> for detailed profile.
Terms and Conditions of Re-appointment	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, <b>Shri Krishna Murthy Nagarur</b> is proposed to be re-appointed as Joint Managing Director
Remuneration last drawn	₹ 27,86,532
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	December 20, 1997
Shareholding in the Company as on June 30, 2018	563 equity shares of 10 each
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2017-18)	2
Directorships of other Boards as on March 31, 2018	JISL Irrigation Private Limited Technomark Television Network Private Limited

### Annexure-2 to the Notice dated August 9, 2018

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 [INCLUDING SECRETARIAL STANDARD – 2 AND SEBI (LODR) REGULATIONS, 2015, AS APPLICABLE] IN RESPECT OF ITEM NO. 6 OF THE NOTICE

#### 1) General Information:

1.	Nature of Industry	Manufacturing		
2.	Date of commencement of business	17/04/1986		
3.	Financial Information Based on given Indicators			
	Year	Turnover (Rs.)	Net-Profit (Rs.)	Dividend Per Share
	2014-15	63,66,26,481	2,12,63,098	Nil
	2015-16	64,03,38,003	1,32,65,448	Nil
	2016-17	62,60,18,537	2,31,35,632	Nil
4.	Foreign Investment or collaboration, if any	Nil		

#### 2) Information about Appointee

### Shri Mahabir Prasad Rungta

Age	63 years
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Irrigation, Coal, Sponge Iron and retail industries. Please refer Company's website: <a href="http://www.rungtairrigation.in">http://www.rungtairrigation.in</a> for detailed profile.
Remuneration last drawn	₹ 8,40,000





Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 03, 1993
Shareholding in the Company as on June 30, 2018	10,30,800 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Father of Smt. Priya Rungta,. Not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2017-18)	11
Directorships of other Boards as on March 31, 2018	Kalinga Power Corporation Private Limited Shriram Power & Steel Private Limited Alchemist Aviation Private Limited Ramgarh Sponge Iron Private Limited Manorath Distributors Private Limited Gladiolus Micro Services Private Limited Global Earth Movers Private Limited Mp Homes Private Limited

### Smt. Priya Rungta

Age	36 years
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in irrigation and Coal industry. Please refer Company's website: <a href="http://www.rungtairrigation.in">www.rungtairrigation.in</a> for detailed profile.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Smt. Priya Rungta who was re-appointed as a Director at the Annual General Meeting held on September 26, 2017 is liable to retire by rotation at the Meeting.
Commission last drawn	₹ 7.20 lakh
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	March 28, 2016
Shareholding in the Company as on June 30, 2018	54,800 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Daughter of Shri Mahabir Prasad Rungta, Chairman cum Managing Director of the Company.
Number of meetings of the Board attended during the financial year (2017-18)	10
Directorships of other Boards as on March 31, 2018	NIL

### 3) Other information:

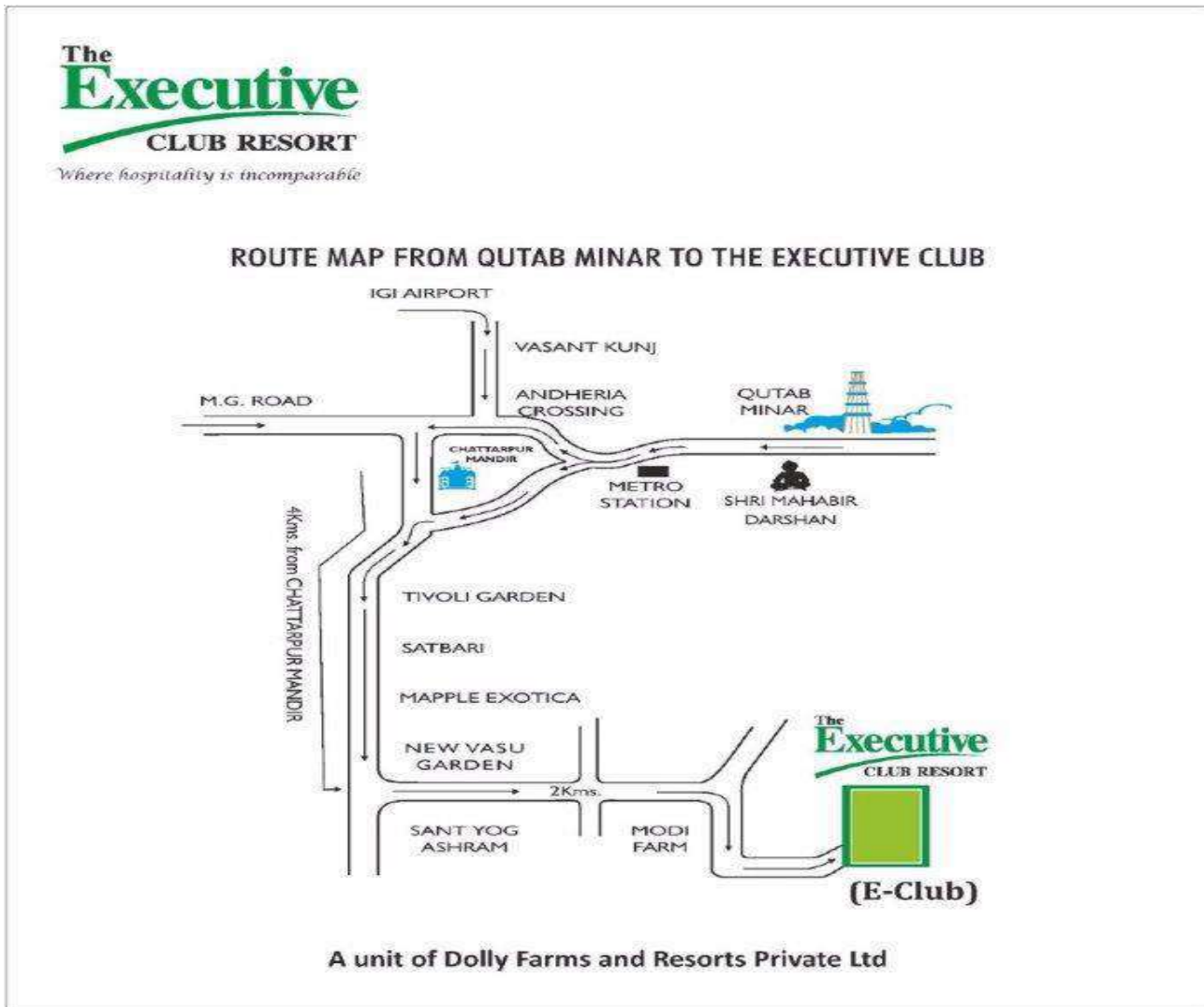
1.	<b>Reason for loss or inadequate profits</b>	<b>Pressure on pricing.</b>
2.	Steps taken or proposed to be taken for improvement	Cost control measures.
3.	Expected increase in productivity and profits in measurable terms	Above steps taken/proposed to be taken by the company is expected to increase the productivity and profits of the company.

### 4) DISCLOSURES

Information required under Section II, Part II, of Schedule V of the Companies Act, 2013 is mentioned in the Board of Director's report under the heading "Corporate Governance", attached to the financial statement.

By Order of the Board of Directors  
Pooja Juneja  
Company Secretary & Compliance officer  
Delhi, August 20, 2018

## Route map to the venue of the 34<sup>th</sup> AGM of Rungta Irrigation Limited



## Board's Report

Dear Members,

The Board of Directors are pleased to present the Company's Thirty-fourth Annual Report and the Company's audited financial statements for the financial year ended March 31, 2018.

### Financial Results

The Company's financial performance for the year ended March 31, 2018 is summarised below:

	STANDALONE	
	2017-18 ₹ lacs	2016-17 ₹ lacs
Profit Before Tax	267.00	265.85
Less: Current Tax	54.00	52.50
Deferred Tax	9.06	(24.59)
<b>Profit for the year</b>	<b>203.94</b>	<b>237.93</b>
Add: Other Comprehensive Income	2.36	-
<b>Total Comprehensive Income for the year</b>	<b>206.30</b>	<b>237.93</b>
Less: Total Comprehensive Income attributable to Non Controlling Interest	-	-
<b>Total Comprehensive Income attributable to owners of the Company</b>	<b>206.30</b>	<b>237.93</b>
Add: Balance in Profit and Loss Account (Adjusted)	-	-
Add: Transferred from Capital Reserve Account	-	-
Add: Transferred from Revaluation Reserve	-	-
Add: Transferred from Share in Reserve of Associates	-	-
Add: Transferred from Share Based Payments Reserve	-	-
Less: On account of Amalgamation / Divestment of Stake	-	-
Less: Securities Premium on Redemption of Non-Cumulative Optionally Convertible Preference Shares	-	-
<b>Sub-Total</b>	<b>-</b>	<b>-</b>
<b>Less: Appropriation</b>	<b>-</b>	<b>-</b>
Transferred to Statutory Reserve	-	-
Transferred to General Reserve	-	-
Transferred to Capital Redemption Reserve	-	-
Transferred to Debenture Redemption Reserve	-	-
Dividend on Equity Shares <sup>^</sup>	-	-
Tax on Dividend <sup>^</sup>	-	-
<b>Closing Balance (including Other Comprehensive Income)</b>	<b>206.30</b>	<b>237.93</b>

### Financial Performance Review and Analysis

The Sales turnover for the year under review was Rs. 5757.00 Lacs as compared to Rs. 6371.02 Lacs for the previous year. The company was able to earn a profit after tax for the year under review of Rs. 206.30 Lacs as against a profit of Rs. 237.93 Lacs for the previous year.

### Dividend

The Board of Directors 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.

### Material changes affecting the Company

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

### Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as **Annexure "A"** forming part of this report.

### Subsidiaries, Joint Ventures and Associate Companies.

S.no	Particulars	% of Shareholding
1.	NIL	-
2.	NIL	-

### Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

### Directors Responsibility Statement

The Board acknowledges the responsibility for ensuring compliance with the provisions of clause (c) of sub section (3) of Section 134 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and state that:

- in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2018, the applicable accounting standards had been followed along with the proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised the proper systems to ensure compliance with the provisions of all the applicable laws and that such systems were adequate and operating effectively.

### Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India (SEBI). The Company has also implemented several best governance practices. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

## Directors and Key Managerial Personnel

In accordance with the provisions of the Act and the Articles of Association of the Company, Smt. Priya Rungta, Directors of the Company, retire by rotation at the ensuing Annual General Meeting. The Board of Directors on the recommendation of the Human Resources, Nomination and Remuneration Committee has recommended their re-appointment.

Shri Ajay Sharma Kumar has ceased to be a Director of the Company w.e.f. December 21, 2017. The Board places on record its appreciation towards valuable contribution made by Shri Ajay Sharma Kumar during his tenure as a Director of the Company.

Shri Paras Vats who was appointed as Whole Time Director of the company w.e.f. 17.06.2017 Resigned on 21.12.2017. The Board places on record its appreciation towards valuable contribution made by Shri Rajesh Agarwal during his tenure as an Independent Director of the Company.

Shri Rajesh Agarwal has ceased to be an Independent Director of the Company w.e.f. December 21, 2017. The Board places on record its appreciation towards valuable contribution made by Shri Rajesh Agarwal during his tenure as an Independent Director of the Company.

During the year under review Mr. Kamal Kumar Jain, the Chief Financial Officer tendered his resignation from the position of CFO w.e.f. 15th December, 2017.

Thereafter, Board of Directors in their meeting held on 28th December, 2017 has appointed Mr. Nitin Dhawan as Chief financial officer of the Company.

During the year under review Ms. Pooja Juneja, tendered her resignation from the position of CS w.e.f. 1<sup>st</sup> May, 2017.

Thereafter, Board of Directors in their meeting held on 29th May, 2017 has appointed Mr. Mritunjay Kumar as Company Secretary of the Company who further resigned from company on 5<sup>th</sup> Oct, 2017 due to his health issues. However the Board thereafter appointed Ms. Pooja Juneja in the Board Meeting of 24<sup>th</sup> October, 2017 as the Company Secretary of the Company..

Shri Vivek Agrawal & Shri Anuj Kumar Singh has ceased to be an Independent Director of the Company w.e.f. December 21, 2017 & June 26, 2017 respectively. The Board places on record its appreciation towards valuable contribution made by them during their tenure as an Independent Director's of the Company.

The Board of Directors on recommendation of the Human Resources, Nomination and Remuneration Committee has re-appointed Shri Tarun Kumar Megotia as Whole Time Director of the Company for a period of 5 (five) years with effect from August 5, 2018, subject to approval of shareholders, as his current term of office is upto August 4, 2018.

The Board of Directors on recommendation of the Human Resources, Nomination and Remuneration Committee has re-appointed Shri Krishna Murthy Nagarur as Joint Managing Director of the Company for a period of 5 (five) years with effect from August 5, 2018 subject to approval of shareholders, as his current term of office is upto August 4, 2018.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations.

## Performance Evaluation

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process *inter alia* considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating *inter se* board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The

performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

### **Disclosure as Per Sexual Harassment OF Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

An Internal Complaints Committee has been constituted by the Company in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under to redress complaints received on sexual harassment. During the financial year 2017-18 under review, the Company has not received any complaints of sexual harassment.

### **Contracts or Arrangements with Related Parties**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arms' length basis.

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions as approved by the Board may be accessed on the Company's website at: <http://www.rungtairrigation.in>

There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

Members may refer to Note 43 to the financial statement which sets out related party disclosures pursuant to Ind AS.

## **Auditors and Auditors' Report**

### **Statutory Auditors**

M/s. Mamraj & Co., Chartered Accountants, New Delhi were re-appointed as Auditors of the Company, for a term of 5 (five) consecutive years, at the Annual General Meeting held on September 26, 2017. They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### **Cost Auditors**

In accordance with the requirement of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Board of Director of your Company has appointed M/s S. Shekhar & Co., Cost Accountants, to conduct audit of cost accounting records of the Company for the financial year 2018-19.

### **Secretarial Auditor**

The Board had appointed Shri Amit Kumar, Practising Company Secretary, to conduct Secretarial Audit for the FY 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as "Annexure G" to this Report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

The Company's policy relating to appointment of Directors, payment of managerial remuneration, Director's Qualification, positive attributes, Independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as **Annexure "D"**.

## **INTERNAL FINANCIAL CONTROLS**

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risks. The internal financial controls have been documented, digitised and embedded in the business processes.

Assurance on the effectiveness of internal financial controls is obtained through management reviews, control self-assessment, continuous monitoring by functional experts as well as testing of the internal financial control systems by the internal auditors during the course of their audits. We believe that these systems provide reasonable assurance that our internal financial controls are designed effectively and are operating as intended.

### **RISK MANAGEMENT POLICY**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very nominal.

### **CORPORATE SOCIAL RESPONSIBILITY**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to your company.

### **STOCK EXCHANGE LISTING**

Presently the shares of the Company are listed on the Bombay stock Exchange (BSE).

## **Disclosures**

### **Meetings of the Board**

Twelve meetings of the Board of Directors were held during the year. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

### **Audit Committee**

The Audit Committee comprises Independent Directors namely Shri Sheo Kumar Poddar (Chairman), Shri Devesh Poddar and Shri Devanand Mishra. During the year all the recommendations made by the Audit Committee were accepted by the Board.

### **Vigil Mechanism**

Rungta Irrigation Limited has established a robust Vigil Mechanism and a Whistle-blower policy in accordance with provisions of the Act and Listing Regulations. The Vigil Mechanism is supervised by an 'Ethics & Compliance Task Force' comprising a member of the Board as the Chairperson and senior executives as members.

Protected disclosures can be made by a whistle-blower through an e-mail, or dedicated telephone line or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and whistle-blower policy is put on the Company's website and can be accessed at: <http://www.rungtairrigation.in/investor-information/download-info/whistle-blower-policy>

### **Particulars of Loans given, Investments made, Guarantees given and Securities provided**

Particulars of loans given, Investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statement (Please refer to Note 3, 4 and 5 to the standalone financial statement).

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure "H" to this Report.

### **Extract of Annual Return**

Extract of Annual Return (MGT-9) of the Company is annexed herewith marked as "Annexure F" to this Report.

### **Particulars of Employees and related disclosures**

Pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015, it is necessary to disclose the ratio of remuneration of each director to the median employees' remuneration.

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

S. No.	Name	Designation	Ratio
1	Shri Mahabir Prasad Rungta	Chairman and Managing Director	0.35
2	Shri Krishna Murthy Nagarur	Joint Managing Director	1.25
3	Smt. Priya Rungta	Non-Executive Director	0.30
4	Shri Tarun Kumar Megotia	Whole Time Director	0.25
5	Shri Devanand Mishra	Independent Director	NA
6	Shri Sheo Kumar Poddar	Independent Director	NA
7	Shri Ramesh Behari Mathur	Independent Director	NA
8	Shri Devesh Poddar	Independent Director	NA

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

S. No.	Name of the KMP	Designation	% increase in Remuneration
1	Shri Mahabir Prasad Rungta	Chairman and Managing Director	NA
2	Shri Krishna Murthy Nagarur	Joint Managing Director	NA
3	Pooja Juneja	Company Secretary & Compliance Officer	27%
4	Nitin Dhawan	Chief Financial Officer	NA

3. The percentage increase in the median remuneration of employees in the financial year is 10%.
4. The numbers of permanent employees on the rolls of company were 137 as on 31st March, 2018.
5. It is hereby affirmed that the remuneration paid during FY2017 is as per the remuneration policy of the company.

## General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- No significant and material orders have been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in the future.

## ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to Bankers, business associates, consultants and various Government Authorities for their continued support extended to your Company's activities during the year under review. The Board also places on record their appreciation of the devoted services of the employees. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Delhi, August 20, 2018



## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

### 1. Industry overview:

The financial year 2017-2018 started with a bleak mindset on global economy but afterward it progressed in a positive direction in comparison to the last year. The year under review was expected to face the force of the economic crises. However, the Indian Economy displayed a remarkable resilience and has almost bounced back from the after effects of the recent global melt-down.

There has been an increasing demand impacting both, exports as well domestic consumption. However, the Indian Economy continues to grow robustly. This is evident from increase demand in steel, cement and other sectors. There has been stress on the development in the field of agriculture by the Government.

Inspite of all this, the company managed to perform relatively better since it is driven more by domestic consumption. It is anticipated that there shall be increased business opportunities for the company in the near future.

### 2. Outlook on opportunities, threats, risks and concerns:

The company is focused on PVC Pipes as well as its core product Sprinkler Irrigation System and Drip Irrigation System to the retail segment. Increasing demand of the product of the company has created the opportunities of further growth in sale of the company's product. It is expected that recovery in economy and stress of the government in agriculture area will together result in ample business opportunities for the company. However, there will also be increased competition, mainly from small manufactures of unorganized sectors.

### 3. Internal Control System & Adequacy:

The company has an adequate system of internal controls commensurate with the size and nature of business of the company designed to provide reasonable assurance that assets are safeguarded; transactions are executed in accordance with the management's authorization and properly recorded. Accounting records are adequate for preparation of financial statements and other financial information. Internal audit is conducted on a continuous basis to ascertain the adequacy and effectiveness of internal control systems. Their observations are reviewed by the senior management and the Audit Committee.

### 4. Financial Performance:

The Sales turnover for the year under review was Rs. 5757.00 Lacs as compared to Rs. 6371.02 Lacs for the previous year. The company was able to earn a profit after tax for the year under review of Rs. 206.30 Lacs as against a profit of Rs. 237.93 Lacs for the previous year.

### 5. Material Development in H.R. Fronts:

Human capital being the most crucial asset of the company, the company has to continue to invest in the development of its employees, which is very important for ensuring sustained high performance. The company is in the process of strengthening and introducing a system that would enable employees to track their own progress as well as bring up issues that concerns them and the company for better performance

The industrial relation continued to remain cordial throughout the year.

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Delhi, August 20, 2018

## REPORT ON CORPORATE GOVERNANCE

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Rungta Irrigation Limited.

At Rungta Irrigation Limited, Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers.

### Statement On Company's Philosophy on Code of Governance

Our Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As stakeholders across the country evince keen interest in the practices and performance of companies, Corporate Governance has emerged on the centre stage. Over the years, governance processes and systems have been strengthened at our end. In addition to complying with the statutory requirements, effective governance systems and practices towards improving transparency, disclosures, internal controls and promotion of ethics at work-place have been institutionalized. The company recognizes that good Corporate Governance is a Continuing exercise and reiterates its commitment to pursue highest standards of Corporate Governance in the overall interest of all the stakeholders.

The Company is conscious of its responsibility as a good corporate citizen. The company values transparency, professionalism and accountability.

### CODE OF CONDUCT:

In terms of the requirement of Regulation 17(5)(a) of LODR & Section 149(8) read with Schedule IV of the Companies Act, 2013, the Board of Directors of the Company, in line with the Corporate Philosophy, laid down the Code of Conduct ("Code") for all Board Members and Senior Management of the Company. The Code is displayed at the Company's website [http://rungtairrigation.com/\(Under Investors Section\)](http://rungtairrigation.com/(Under Investors Section)).

### ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advice the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements, to provide guidance to directors and to facilitate convening of meetings.

### PERFORMANCE EVALUATION OF THE BOARD, COMMITTEES AND DIRECTORS

The Board in consultation with Nomination and Remuneration Committee annually evaluates the performance of the Board of Directors (including Committees thereof) as a whole and also of individual Directors, including Independent Directors. As an evaluation methodology, the Board may use any method(s) as it may deem appropriate in order to assess the Board's/committees effectiveness and Directors performance. Some of the indicators/criteria based on which the Independent Directors are evaluated are personal qualities, characteristics, substantial business/ professional experience, experience and stature, ability and willingness to devote time etc.

Pursuant to the provisions of the Companies Act 2013 and the provisions of LODR, the Board has carried out an annual evaluation of its own performance, performance of the Directors individually as well as the evaluation of its Committees.

### INDEPENDENCE AND FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

The Company conducts Familiarization Programmed for the Independent Directors to provide them an opportunity to familiarize with the Company, its management and its operations.

As per Section 149(7) of the Companies Act, 2013, the Company has received declaration of independence from all the Independent Directors as on 31st March, 2018.

## 2. BOARD OF DIRECTORS

### I. Composition

The board of director of your company as on 31<sup>st</sup> March, 2018 consisted of 8 directors as under:

- Three are Executive Directors including Chairman Cum Managing Director.
- Four are independent directors.
- One is Non- executive directors.

The current policy of your company is to have an appropriate mix of Executive and Independent Directors in order to maintain the independence of the Board, and to separate the Board functions of governance and management. The Board has an optimum combination of Executive and Non-Executive directors and half of board consisted of independent directors including one woman Director.

No director is related to any other director on the board in terms of definition of "Relative" given under Companies Act, 2013 except Ms. Priya Rungta who is the daughter of Mr. M.P. Rungta

### II. ATTENDANCE AT THE BOARD MEETING, LAST ANNUAL GENERAL MEETING AND NUMBER OF OTHER DIRECTORSHIPS AND CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES OF EACH DIRECTOR IN VARIOUS COMPANIES.

Membership and Chairmanship of all directors who are on various Committees, the composition of the Board and the number of outside Directorship and Committee position as held by each of the Directors during the financial year ended 31<sup>st</sup> March, 2018 is as follows:-

Name of the Director	Category (i.e. Promoter, Executive, Non- Executive, Independent)	No. of Board Meetings of the Company F.Y. 2017-2018		Attendance at the Last AGM	As on 31-03-2018		
		Held during the year	Attended during the year		No. of Directorship in other Public Co.	Committee membership in other Companies	No. of Membership/Chairman in Committees in which they are members
Shri Mahabir Prasad Rungta	Promoter & Chairman cum Managing Director	12	11	YES	NIL	NIL	01
Shri Krishnamurthy Nagarur	Joint Managing Director	12	2	NO	NIL	NIL	NIL
Shri Devanand Mishra	Independent Director	12	3	YES	NIL	NIL	02
Shri Tarun Megotia	Whole time Director	12	11	YES	NIL	NIL	01
Shri Sheo Kumar Poddar	Independent Director	12	4	YES	NIL	NIL	03
Smt. Priya Rungta	Promoter & Non-Executive Director	12	10	YES	NIL	NIL	NIL
Shri Ramesh Behari Mathur	Independent Director	12	3	YES	NIL	NIL	NIL



Shri Devesh Poddar (Appointed on 09.08.2017)	Independent Director	8	2	NO	NIL	NIL	02
Shri Anuj Kumar Singh ( Resigned on 26.06.2017)	Independent Director	2	0	NO	NIL	NIL	NIL
Shri Vivek Agrawal (Resigned on 21.12.2017)	Independent Director	10	0	NO	NIL	NIL	NIL
Shri Ajay Kumar Sharma ( Resigned on 21.12.2017)	Independent Director	10	0	NO	NIL	NIL	NIL
Shri Paras Vats ( Appointed on 17.06.2017 & Resigned on 21.12.2017)	Whole time Director	8	0	NO	NIL	NIL	NIL
Shri Rajesh Agarwal (Appointed on 09.08.2017 & Resigned on 21.12.2017)	Independent Director	6	5	NO	NIL	NIL	NIL

None of the directors on the board is a member of more than 10 committees or chairman/chairperson of more than 5 committees as specified in Regulation 26, across all the companies in which he/she is a director. The directors have made necessary disclosures regarding committees positions held in other public limited companies.

During the Financial year 2017-2018, twelve (12) Board meeting were held on, 29<sup>th</sup> May 2017, 17<sup>th</sup> June 2017, 26<sup>th</sup> June, 2017, 9<sup>th</sup> August 2017, 7<sup>th</sup> October 2017, 24<sup>th</sup> October 2017, 7<sup>th</sup> November 2017, 17<sup>th</sup> November 2017, 4<sup>th</sup> December 2017, 5<sup>th</sup> December 2017, 28<sup>th</sup> December 2017, 9<sup>th</sup> February 2018, and Gap between two consecutive Board Meetings did not exceed 120 days.

Necessary information where applicable as mentioned in Part A of Schedule II of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 has been placed before board of its consideration.

#### Disclosure Regarding Appointment & Re-appointment of Directors in the ensuing AGM

1. Smt. Priya Rungta is liable to retire by rotation in the ensuing AGM and being eligible offered her for re-appointment.

#### Ms. Priya Rungta

Age	36 years
Date of Birth	08/08/1982
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in irrigation and Coal industry.
Terms and Conditions of Re-appointment	In terms of Section 152(6) of the Act, Smt. Priya Rungta who was re-appointed as a Director at the Annual General Meeting held on September 26, 2017 is liable to retire by rotation at the Meeting.
Remuneration last drawn	7.20 lakh
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	March 28, 2016
Shareholding in the Company as on March 31, 2018	54,800 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Daughter of Shri Mahabir Prasad Rungta, Chairman cum Managing Director of the Company.
Number of meetings of the Board attended during the financial year (2017-18)	10



Directorships of other Boards as on March 31, 2018 | NIL

2.Reappointment of Shri Tarun Kumar Megotia, as whole Time Director of the Company

**Shri Tarun Kumar Megotia**

Age	31 years
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Irrigation Industry.
Terms and Conditions of Re-appointment	As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Shri Tarun Kumar Megotia is proposed to be re-appointed as Whole Time Director.
Remuneration last drawn	6,09,252
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	August 05, 2010
Shareholding in the Company as on June 30, 2018	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the financial year (2017-18)	11
Directorships of other Boards as on March 31, 2018	Global Earth Movers Private Limited Gladiolus Micro Services Private Limited

3.Reappointment of Mr. Krishna Murthy Nagarur as Joint Managing Director of the Company

**Shri Krishna Murthy Nagarur**

Age	66 years
Qualifications	Chartered Accountant and Company Secretary and Cost and Work Accountant and LLB
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in Finance, Investment and taxation matters.
Terms and Conditions of Re-appointment	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, <b>Shri Krishna Murthy Nagarur</b> is proposed to be re-appointed as Joint Managing Director
Remuneration last drawn	27,86,532
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of first appointment on the Board	December 20, 1997
Shareholding in the Company as on March 31, 2018	563 equity shares of 10/- each
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Number of meetings of the Board attended during the financial year (2017-18)	2
Directorships of other Boards as on March 31, 2018	JISL Irrigation Private Limited Technomark Television Network Private Limited

### III. AUDIT COMMITTEE

#### a. Terms of Reference

The Audit Committee has been constituted as per provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. The scope of activities and powers of the Audit Committee includes the areas as prescribed under Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 and Section 177 of the Companies Act, 2013. The Audit Committee is responsible for effective supervision of the financial reporting process, ensuring financial and accounting controls and compliance with financial policies of the Company.

#### b. Composition

The composition of Audit Committee of the board as on 31<sup>st</sup> March, 2018 comprises Mr. S.K Poddar as its Chairman, Mr. Devesh Poddar and Mr. Devanand Mishra as its Members. Mr. S.K. Poddar, an independent director, having adequate financial and accounting qualification and expertise, is the chairman of the audit committee. Other members of the committee are also financially literate. Ms. Pooja Juneja, Company Secretary of your company acts as the Secretary to the Committee.

#### c. Attendance

The Committee met Four (4) times during the Financial Year 2017-2018 on the following dates: 29<sup>th</sup> May, 2017, 9<sup>th</sup> August, 2017, 5<sup>th</sup> December, 2017 and 9<sup>th</sup> February, 2018. Necessary Quorum was present at all the meetings. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Category	No. of meetings	
		Held during the Year	Attended
Mr. S.K Poddar	Independent Director / Chairman	4	4
Mr. Devanand Mishra	Independent Director	4	1
Mr. Devesh Poddar (inducted as member on 17.11.2017)	Independent Director	2	2
Mr. Ramesh Behari Mathur (Resigned on 17.11.2017)	Independent Director	2	2

### IV. NOMINATION AND REMUNERATION COMMITTEE (NRC)

#### a. Composition & Terms of Reference

The Company has a duly constituted Nomination and Remuneration Committee's ("NRC"). The NRC's constitution and terms of reference are in compliance with provisions of the Section 178 of Companies Act, 2013, rules made there under and Regulation 19 of LODR. The Remuneration Committee was constituted to approve the remuneration payable to Managing Director and Whole time Director/ Executive Director of the Company within the range approved by shareholders. Thus the Committee shall have the meetings as and when so required.

The Committee met thrice during the Financial Year 2017-2018 on 17<sup>th</sup> June, 2017, 09<sup>th</sup> August, 2017 and 28<sup>th</sup> December, 2017. The necessary quorum was present at all meetings. Details of attendance of Directors in the Remuneration Committee meeting are as under:

Name of the Director	Category	No. of Meetings	
		Held during the Year	Attended
Mr. S.K. Poddar	Independent Director/ Chairman	3	3
Mr. Devanand Mishra	Independent Director	3	2
Mr. Devesh Poddar (inducted as member on 17.11.2017)	Independent Director	1	1
Mr. Ramesh Behari Mathur (Resigned on 17.11.2017)	Independent Director	2	0

**b. Remuneration Policy**

The Company pays remuneration to its Managing Director and Whole Time Director by way of salary, perquisites and allowances (a fixed component) within the range approved by the members as per the provisions of the Companies Act, 2013. Independent Directors are also entitled for the sitting fee for attending Board/ Committee Meeting.

**c. Details of the Directors' Remuneration for the financial year ended 31<sup>st</sup> March, 2018**

Name	Salary (Rs.)	Perks (Rs.)	Commission (Rs.)	Sitting Fees ( per meeting) (Rs.)	Total (Rs.)	No.of shares held
Shri M.P. Rungta	8,40,000	-	-	-	8,40,000	10,30,800
Shri N.Krishnamurthy	27,34,543	51,989	-	-	27,86,532	563
Smt. Priya Rungta	7,20,000	-	-	11000	7,31,000	54800
Shri Tarun Megotia	6,09,252	56,160	-	-	6,65,412	Nil
Shri S.K. Poddar	-	-	-	27000	27,000	Nil
Shri Ramesh Behari Mathur	-	-	-	33000	33,000	Nil
Shri Devesh Poddar	-	-	-	27000	27,000	Nil

**V. SHAREHOLDERS RELATIONSHIP COMMITTEE**
**a. Composition:**

The Company has a duly constituted Stakeholders Relationship Committee ("SRC"). The SRC's constitution and terms of reference are in compliance with provisions of the Section 178 of Companies Act, 2013, rules made there under and Regulation 20 of LODR. The Stakeholders Grievances Committee of the Board as at 31<sup>st</sup> March, 2018 consisted of three members. Mr. Sheo Kumar Poddar, Independent Director of the Company is the Chairman of the Committee, Mr. Mahabir Prasad Rungta, Managing Director and Mr. Tarun Megotia, Wholetime Director are the members of the Committee.

**b. Terms of Reference**

In compliance with requirement of Regulation 34(3) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has constituted an "Investors Grievance Committee" to look into Redressal of shareholders/investors grievances relating to Non-receipt of notices, share certificates, annual report, dividends, transfer of shares and dematerialization of shares. Oversee and review all matters connected with transfer of Company's securities. Approve issue of duplicate shares / debentures certificates.

**c. Meetings and attendance during the year**

During the financial year one meeting of the Stakeholders Grievances committee was held on 28<sup>th</sup> February, 2018 respectively. Attendance of the members is as follow:

Name of the Director	Category	No. of Meetings	
		Held	Attended
Mr. Tarun Kumar Megotia	Whole time Director	1	1
Mr. Sheo Kumar Poddar (inducted as member on 17.11.2017)	Independent Director / Chairman	1	0
Mr. Mahabir Prasad Rungta (inducted as member on 17.11.2017)	Executive Director	1	1
Mr. Devanand Mishra (resigned on 17.11.2017)	Independent Director	0	0

d. Ms. Pooja Juneja, is the Compliance Officer of the Company for this purpose of Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 to look after the compliances under SEBI (Listing Obligations & Disclosure

Requirements) Regulation, 2015 and other SEBI Rules & Regulations etc. The Company Secretary, while preparing the agenda, notes on agenda and minutes of the meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 2013 read with rules issued there under, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

**E.COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF LISTING REGULATIONS**

S.No	Particulars	Regulation	Compliance Status	Compliance Observed
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> <li>•Composition</li> <li>• Meetings</li> <li>• Review of compliance reports</li> <li>• Plans for orderly succession for appointments</li> <li>• Code of Conduct</li> <li>• Fees / compensation to non-executive Directors</li> <li>• Minimum information to be placed before the Board</li> <li>• Compliance Certificate</li> <li>•Risk assessment and management</li> <li>• Performance evaluation of Independent Directors</li> </ul>
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> <li>•Composition</li> <li>• Meetings</li> <li>• Powers of the Committee</li> <li>• Role of the Committee and review of information by the Committee</li> </ul>
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> <li>•Composition</li> <li>• Role of the Committee</li> </ul>
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> <li>•Composition</li> <li>• Role of the Committee</li> </ul>
5.	Risk Management Committee	21	NA	
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> <li>•Review of Vigil Mechanism for Directors and employees</li> <li>• Direct access to Chairperson of Audit Committee</li> </ul>
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party transactions and dealing with Related Party Transactions</li> <li>• Approval including omnibus approval of Audit Committee</li> <li>• Review of Related Party transactions</li> <li>• No material Related Party transactions</li> </ul>
8.	Subsidiaries of the Company	24	NA	
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> <li>•Maximum directorships and tenure</li> <li>• Meetings of Independent Directors</li> <li>• Cessation and appointment of Independent Directors</li> <li>Familiarization of Independent Directors</li> </ul>
10.	Obligations with respect to employees including Senior Management, Key	26	Yes	<ul style="list-style-type: none"> <li>•Memberships / Chairmanships in Committees</li> <li>• Affirmation on compliance of Code of Conduct by Directors and Senior Management</li> <li>• Disclosure of shareholding by non-executive Directors</li> </ul>



	<b>Managerial Personnel, Directors and Promoters</b>			
<b>11.</b>	<b>Other Corporate Governance requirements</b>	<b>27</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Compliance with discretionary requirements</li> <li>• Filing of quarterly compliance report on Corporate governance</li> </ul>
<b>12.</b>	<b>Website</b>	<b>46(2)(b) to (i)</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Terms and conditions for appointment of Independent Directors</li> <li>• Composition of various Committees of the Board of Directors</li> <li>• Code of Conduct of Board of Directors and Senior Management Personnel</li> <li>• Details of establishment of Vigil Mechanism / Whistle-blower policy</li> <li>• Policy on dealing with Related Party Transactions</li> <li>• Policy for determining material subsidiaries</li> <li>• Details of familiarization programmes imparted to Independent Director</li> </ul>

**e. RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS**

The Company Secretary records minutes of proceedings of each Board and Committee meeting. Draft minutes are circulated to Board / Committee members for their comments as prescribed under Secretarial Standard-1. The minutes are entered in the Minutes Book within 30 days from the conclusion of the meeting.

**SHARE TRANSFER SYSTEM**

M/s Beetal Financial & Computer Services Pvt. Ltd., Registrar & Share Transfer Agent (“RTA”) of the Company look after share transfer, transmission, transposition, dematerialization and re-materialization of shares, issue of duplicate share certificates, split and consolidation of shares etc. The Board has delegated the authority for approving transfer, transmission, and so on of the Company’s securities to the Managing Director or Company Secretary. A summary of transfer / transmission of securities of the Company so approved by the Managing Director / Company Secretary are placed at quarterly Board meeting and Stakeholders’ Relationship Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate to the effect that all certificates have been issued within thirty days of the date of lodgment of the transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations and files a copy of the said certificate with Stock Exchanges.

**Amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only. Accordingly, Listed Companies and their Registrars and Transfer Agents (RTAs) are hereby advised that, with effect from December 5, 2018, it should be ensured that shares which are lodged for transfer shall be in dematerialized form only.**

e. Details of investor complaints received, redressed and pending during the financial year Ended 31<sup>st</sup> March, 2018.

Pending at the beginning of the year	Received during the year	Redressed/replied during the year	Pending at the end of year
Nil	Nil	Nil	Nil

**VI. GENERAL BODY MEETINGS**

**A. Particulars of past three Annual General Meetings of the Company:**

Year	Date	Venue	Time
2015	25.09.2015	Fortune Park Boulevard, Dera ,More, Chhattarpur Mandir Road, New Delhi-110074	11:00 A.M.
2016	30.09.2016	TheExecutiveClub,439,VillageShahoorpur,P.O.,Fatehpur Beri,NewDelhi-110030	10:00 A.M.
2017	26.09.2017	TheExecutiveClub,439,VillageShahoorpur,P.O.,Fatehpur Beri,NewDelhi-110030	10:00 A.M.

**B. Special Resolution passed in last three Annual General Meeting of the Company:**

**1. At the 31<sup>th</sup> AGM held on 25<sup>th</sup> September, 2015 :-**

a) Appointment of following Independent Directors.

- Mr. S.K Poddar.
- Mr. Anuj Kumar Singh.
- Mr. Devanand Mishra.
- Mr. Vikash Kumar
- Binod Kumar Agarwal

b) No resolution was put to vote through postal ballot in the last Annual General Meeting. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

**2. At the 32<sup>nd</sup> AGM held on 30<sup>th</sup> September, 2016**

NIL

**3. At the 33<sup>rd</sup> AGM held on 26<sup>th</sup> September, 2017**

1. Appointment of Mr. Paras Vats as a Whole time Director of the Company.

2. To approve the limit of Managerial Remuneration of Mr. N Krishnamurthy, Joint Managing Director of the company, as specified under Schedule V of the Companies Act, 2013.

3. To approve the limit of Managerial Remuneration of Mr. Tarun Megotia, Whole Time Director of the company, as specified under Schedule V of the Companies Act, 2013.

4. To approve the limit of Managerial Remuneration of Ms. Priya Rungta, Director of the company, as specified under Schedule V of the Companies Act, 2013.

**VII. DISCLOSURES**

**A. RELATED PARTY TRANSACTIONS**

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives etc., which may have potential conflict with the interest of the company at large. The details of transactions with related parties are disclosed in the annual accounts.

**B. DISCLOSURE ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS**

During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There were no materially significant related party transactions during the financial year 2017-2018, that may have potential conflict with

the interest at large. The details of the related party transaction as per Accounting Standard -18 forms part of notes to the account. All the contracts / arrangements / transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. None of the transactions with any of related parties were in conflict with the Company's interest. The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is put up on the Company's website and can be accessed at [www.rungtairrigation.in](http://www.rungtairrigation.in).

#### **C. DISCLOSURE OF ACCOUNTING TREATMENT**

The company earlier follows accounting standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statement. As The Ministry of Corporate Affairs (MCA) has notified the Companies (Indian Accounting Standards (IND AS) Rules 2015, which stipulates the adoption and applicability of IND AS and the Company has adopted the IND AS From 1<sup>st</sup> April, 2017 .

#### **D. Board disclosures-Risk Management.**

The risk assessment and minimization procedures are in place and the audit committee of the Board is regularly informed about the business risks and the steps taken to mitigate the same.

#### **E. Management discussion and analysis report.**

The management discussion and analysis report has been provided as annexure of the Directors Report.

#### **F. Certification from Managing Director and Chief Financial Officer of the Company.**

The requisite certification from Shri M.P. Rungta, Chairman Cum Managing Director and Shri. Nitin Dhawan, Chief Financial Officer of the company for the Financial Year 2017-2018 required to be given under Regulation 33(1)(e) was placed before the Board of Directors of the company and Board Meeting held on 30<sup>th</sup> May, 2018. A copy thereof is reproduced in this report.

#### **G. Details of non-compliance with regard to capital market.**

With regard to the matter related to capital market, the company has complied with all requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as the SEBI Regulations and Guidelines. In this regard no penalties were imposed or strictures passed against the company by the Stock Exchanges, SEBI or any other authorities during the last three years. The company has paid listing fees to the Bombay Stock Exchanges and Annual Custodial Fees to the depositories for the financial year 2018-2019, in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There were no penalties imposed nor strictures passed on the company whether stock Exchange, SEBI or any other statutory authorities on any matter related to capital market, during last three years.

#### **H. Details of compliance with mandatory requirement and adoption of Non-mandatory requirements as per Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015**

The company has complied with all the mandatory requirements as mandated under Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. A certificate from the statutory auditors of the company to this effect has been included in this report. Besides mandatory requirement, the company has constituted a Nomination and Remuneration committee to consider and recommend the remuneration of the executive directors and administration. No personnel have been denied access to Audit Committee.

### **VIII. MEANS OF COMMUNICATION:**

#### **1. Quarterly results and publication thereof in newspapers:**

The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchanges and published in Financial Express (English) and Jansatta (Hindi) in the form prescribed by Regulation 47(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. Simultaneously, they are also put on the Company's website and can be accessed at [www.rungtairrigation.com](http://www.rungtairrigation.com).

**2. Display on website**

Financial results, Shareholding pattern, Corporate Governance, code of conduct for prevention of and other information etc. are displayed on the company's website [www.rungtairrigation.in](http://www.rungtairrigation.in).

**3. BSE Corporate Compliance & Listing Centre ("Listing Centre"):**

BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints, among others are also filed electronically on the Listing Centre.

**IX. GENERAL SHAREHOLDERS INFORMATION.**

**A. Annual General Meeting**

Day & Date	Time	Venue
Friday, the 28 <sup>th</sup> day of September, 2018	11.00 A.M.	The Executive Club, 439, Village Shahroorpur, P.O Fatehpur Beri, New Delhi - 110030

**B. Financial Year - 1<sup>st</sup> April to 31<sup>st</sup> March every year.**

Events	Tentative time frame
Financial Reporting for the first quarter ended 30 <sup>th</sup> June, 2018	Second Week of August, 2018
Financial Reporting for the second quarter ending 30 <sup>th</sup> September, 2018	Second Week of November, 2018
Financial Reporting for the third quarter ending 31 <sup>st</sup> December, 2018	Second Week of February, 2019
Financial Reporting for the fourth quarter ending 31 <sup>st</sup> March, 2019	Fifth Week of May, 2019

**C. Dates of Book Closure**

The share transfer book and register of members of the company will remain closed from 24<sup>th</sup> September, 2018 to 28<sup>th</sup> September, 2018 (both days inclusive) for the purpose of the annual general meeting of the company.

**D. Dividend Payment Date - Not applicable.**

**E. Listing on Stock Exchanges:**

The Shares of the Company are listed on the Bombay Stock Exchange.

**F. BSE Stock Code/ Symbol: 530449**

Demat ISIN in NSDL and CDSL for equity shares: INE34701013.

**G. Market Price Data:**

**The Bombay Stock Exchange**

Month	High	Low
April, 2017	42.00	28.65
May, 2017	40.00	33.00
June, 2017	32.00	25.75
July, 2017	36.65	28.85
August, 2017	34.75	26.95
September, 2017	28.35	19.55
October, 2017	22.55	21.45
November, 2017	30.45	21.45
December, 2017	32.95	25.80
January, 2018	34.65	27.70

February, 2018	33.45	30.40
March, 2018	30.90	26.65

**H. Registrar and Share Transfer Agent & Share Transfer System:**

M/s. Beetal Financial & Computer Services Private Limited is the Registrar and Share Transfer Agent for the shares of the Company in both physical as well as electronic modes. The Company has authorized the Registrar and Transfer Agent to approve and execute transfer and transmission of shares. All correspondence with regard to share transfers and matters related therewith may directly be addressed to the Registrar and Share Transfer Agents at the address given below:

Particulars	BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED
Contact Person	Mr Punit Mittal
Address	Beetal House, IIIrd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdass Mandir, New Delhi-110062
Phone Nos.	29961281 & 29961282
Email ID	<a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>

**I. Distribution of Shareholding as on 31<sup>st</sup> March 2018:**

Slab of Shareholding (Rs.)	No. of Shareholders	% of Shareholders	Amount in Rs.	% of Shareholding
0-5000	2014	88.06	3200890	3.6143
5001-10000	69	3.01	557360	0.6294
10001-20000	51	2.23	781430	0.8824
20001-30000	46	2.01	1195800	1.3503
30001-40000	37	1.61	1271120	1.4353
40001-50000	11	0.48	500050	0.5646
50001-100000	14	0.61	902230	1.0188
100001 and above	45	1.96	80152120	90.5050
<b>Total</b>	<b>2287</b>	<b>100.00</b>	<b>88561000</b>	<b>100.00</b>

**J. Categories of Shareholders as per Clause 31 of SEBI (LODR) Regulations, 2015.**

Category	No. of Shareholders	% of Shares	Total
Promoters	26	40.38	3576700
Mutual Funds	0	0	0
Banks & Financial Institutions	0	0	0
Insurance Companies	0	0	0
Central Govt./ State Govt	1	0.56	50000
FII	0	0	0
Bodies Corporate	43	48.8957	4330248
Individuals	2181	9.9250	878967
NRIs & OCB	8	0.0900	7968
Others	27	0.1363	12072

**K. Dematerialization of shares and liquidity:**

As on 31<sup>st</sup> March, 2018, a total of **1929725 shares** of the company, which forms **21.78%** of Company's Share Capital, stands in dematerialized form. The company has entered into agreements with National Security Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for this purpose. The Company's shares are regularly traded on the Bombay Stock Exchange.



**L. Plant Locations:**

UNIT-1

C-165, Industrial Area,  
Bulandshahr Road,  
Ghaziabad (U.P.).

UNIT-2

Village Advipolam,  
Distt. Yanam,  
Pondichery.

**M. Address for Correspondence:**

The shareholders may send their grievances/ queries to the Registrar and Share Transfer Agents at their Address mentioned above or to the Company at:

1. **Secretarial Department**

Rungta Irrigation Limited,  
101, Pragati Tower, 26, Rajendra Place, New Delhi-  
110008  
e-mail: cs@runtairrigation.in

2. **M/s. Beetal Financial & Computer Services Pvt.Ltd.,**

Beetal House, 3<sup>rd</sup> Floor,99, Madangir, Behind Local  
Shopping Centre,  
Near Dada Harsukhdas Mandir,  
New Delhi-110062.  
e-mail:beetalrta@gmail.com

**N. Unclaimed Dividends**

The unclaimed dividend for the financial years 1996-1997 to 1999-2000 amounting to Rs. 9,89,450/- is under dispute or kept in abeyance has been transferred to the Investors Education and Protection Fund (IEPF) within the stipulated time.

**X. Non- Mandatory Requirements:**

The Company at present has not adopted the non-mandatory requirements in regards to sending of half-yearly financial performance to the shareholder's at their residence. Postal Ballots as required by the Companies Act will be followed by the company.

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director  
Delhi, August 20, 2018



## **CEO AND CFO CERTIFICATION**

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Chairman and Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33(2) of the Listing Regulations. The annual certificate given by the Chairman and Managing Director and the Chief Financial Officer is published in this Report.

### **CEO / CFO Certificate**

To,  
The Board of Directors  
Rungta Irrigation Limited

1. We have reviewed financial statements and the cash flow statement of Rungta Irrigation Limited for the year ended 31<sup>st</sup> March, 2018 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omission of any material Fact or contain statement that might be misleading.
  - ii. These statements together present a true fair view of the Company's affairs and are in compliance with applicable Accounting Standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statement; and
  - iii. there are no instances of significant fraud of which we have become aware.

**Nitin Dhawan**  
Chief Financial Officer

**Mahabir Prasad Rungta**  
Chairman and Managing Director  
Delhi, May 20, 2018

**Annexure “C”****Independent Auditors’ Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members  
Rungta Irrigation Limited  
101, Pragati Tower, 26, Rajendra Place,  
New Delhi- 110008

1. The Corporate Governance Report prepared by Rungta Irrigation Limited (“the Company”), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”) (‘applicable criteria’) with respect to Corporate Governance for the year ended March 31, 2018. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

**Management’s Responsibility**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

**Auditor’s Responsibility**

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (“ICAI”). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors’ judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedure includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2018, referred to in paragraph 1 above.

**For Mamraj & Co.**  
Chartered Accountants  
FRN No. 006396N

**Mamraj Agarwal**  
Partner  
Membership No.526000

Date: May 20, 2018  
Place: Delhi



## Annexure "D"

## Remuneration Policy for Directors, Key Managerial Personnel and other employees

**1. Introduction:**

- i. Rungta Irrigation Limited recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
  - a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
  - b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
  - c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

**2. Scope and Exclusion:**

- i. This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

**3. Terms and References:**

In this Policy, the following terms shall have the following meanings:

- i. **"Director"** means a director appointed to the Board of the Company.
- ii. **"Key Managerial Personnel"** means
  - a) the Chief Executive Officer or the Managing Director or the Manager;
  - b) the Company Secretary;
  - c) the Whole-time Director;
  - d) the Chief Financial Officer; and
  - e) such other officer as may be prescribed under the Companies Act, 2013.
- iii. **"Human Resources, Nomination and Remuneration Committee"** means the committee constituted by Board of Directors in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**4. Policy:**

- i. Remuneration to **Executive Directors and Key Managerial Personnel**
  - a) The Board, on the recommendation of the Human Resources, Nomination and Remuneration (HRNR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
  - b) The Board, on the recommendation of the HRNR Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
  - c) The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
    - (i) Basic Pay
    - (ii) Perquisites and Allowances
    - (iii) Stock Options
    - (iv) Commission (Applicable in case of Executive Directors)
    - (v) Retirement benefits
    - (vi) Annual Performance Bonus
  - d) The Annual Plan and Objectives for Executive Directors and Senior Executives (Executive Committee) shall be reviewed by the HRNR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.
- ii. Remuneration to **Non-Executive Directors**
  - a) The Board, on the recommendation of the HRNR Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
  - b) Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.



iii. Remuneration to **other employees**

- a) Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organisation. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Delhi, August 20, 2018

## FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014.)

Form for Disclosure of particulars of contracts/Arrangements entered into by the company with related parties referred into sub section (1) of section 188 of the Companies Act, 2013 including certain Arm Length transaction under third proviso thereto.

### 1. Details of Contracts or Arrangements or Transactions not at Arm Length basis – Not Applicable

### 2. Details of Contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of the contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances, if any
Smt. Urmila Rungta, Wife of Shri Mahabir Prasad Rungta	Appointment in office or place of profit	Salary from the Month of April 1, 2017 till March 31, 2018	60,000/- Per Month	NA
	Rent Agreement	11 month starting from March 1, 2018	25,000/- Per Month	NA
Smt. Shruti Rungta, Daughter of Shri Mahabir Prasad Rungta	Appointment in office or place of profit	Salary from the Month of April 1, 2017 till March 31, 2018	60,000/- Per Month	NA
Smt. Jyoti Rungta, Daughter of Shri Mahabir Prasad Rungta	Appointment in office or place of profit	Salary from the Month of April 1, 2017 till March 31, 2018	60,000/- Per Month	NA
Shriram Power & Steel Private Limited	Sale of goods (including GST)	One Time	Rs.4,89,39,722	NA
Ramgarh Iron Sponge Private Limited	Purchase of goods (including GST)	One Time	Rs. 4,85,87,787	NA

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Delhi, August 20, 2018

## FORM NO. MGT 9

Annexure "F"

### EXTRACT OF ANNUAL RETURN

as on financial year ended on March 31, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### Registration and other Details

CIN	L74899DL1986PLC023934
Registration Date	17.04.1986
Name of the Company	RUNGTA IRRIGATION LIMITED
Category/Sub-category of the Company	Public Company Limited by share
Address of the Registered office & contact details	101, Pragati Tower, 26 Rajendra Place, New Delhi - 110008
Whether listed Company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Ph. 011-29961281-283 Fax 011-29961284

#### Principal Business Activities of the Company

All the business activities contributing 10% or more of the total turnover of the Company	As per Attachment A
Particulars of holding, subsidiary and associate companies	As per Attachment B

#### Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)

Category-wise Shareholding	As per Attachment C
Shareholding of Promoters	As per Attachment D
Change in Promoters' Shareholding	As per Attachment E
Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Attachment F
Shareholding of Directors and Key Managerial Personnel	As per Attachment G

#### Indebtedness

Indebtedness of the Company including interest outstanding / accrued but not due for payment	As per Attachment H
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#### Remuneration of Directors and Key Managerial Personnel

Remuneration to Managing Director (MD), Whole-time Directors (WTD) and / or Manager	As per Attachment I
Remuneration to other directors	As per Attachment J
Remuneration to Key Managerial Personnel other than MD / Manager / WTD	As per Attachment K

#### Penalties / Punishment/ Compounding of Offences

As per Attachment L

## Attachment A

**Principal Business Activities of the Company**

All the business activities contributing 10% or more of the total turnover of the company are given below: -

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Drip & Sprinkler Irrigation System	01612	97.40
2			
3			

## Attachment B

**Particulars of holding, subsidiary and associate companies**

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	NIL				
2					
3					

## Attachment C

**Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)**

## Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2017]				No. of Shares held at the end of the year [As on March 31, 2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	380200	1229000	1609200	18.17%	836200	1277500	2113700	23.86%	5.69%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	1783800	1783800	20.14%	-	1463000	1463000	16.52%	3.63%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>380200</b>	<b>3012800</b>	<b>3393000</b>	<b>38.31%</b>	<b>836200</b>	<b>2740500</b>	<b>3576700</b>	<b>40.38%</b>	<b>2.07%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>380200</b>	<b>3012800</b>	<b>3393000</b>	<b>38.31%</b>	<b>836200</b>	<b>2740500</b>	<b>3576700</b>	<b>40.38%</b>	<b>2.07%</b>

**B. Public Shareholding**
**1. Institutions**

a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	23933	-	23933	0.27%	-	-	-	0.00%	0.27%
c) Central Govt	50000	-	50000	0.56%	50000	-	50000	0.56%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>73933</b>	<b>-</b>	<b>75933</b>	<b>0.86%</b>	<b>50000</b>	<b>-</b>	<b>50000</b>	<b>0.56%</b>	<b>0.30%</b>

**2. Non-Institutions**

a) Bodies Corp.									
i) Indian	777006	3747600	4524606	51.09%	766348	3563900	4330248	48.89%	02.19%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	228340	553875	782215	08.83%	242945	550875	792320	08.96%	0.13%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	64900	64900	0.73%	-	85147	85147	0.96%	0.23%
c) Others (Clearing Member)	-	-	-	0.00%	145	-	145	0.01%	0.01
Non Resident Indians	2068	6100	8168	0.09%	1868	6100	7968	0.08%	0.01%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
HUF	9278	-	9278	0.10%	11972	100	12072	0.13%	0.03%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>1016692</b>	<b>4372475</b>	<b>5389167</b>	<b>60.85%</b>	<b>1023278</b>	<b>4206122</b>	<b>5229255</b>	<b>61.11%</b>	<b>0.26%</b>
<b>Total Public (B)</b>	<b>1090625</b>	<b>4372475</b>	<b>5463100</b>	<b>61.68%</b>	<b>1073278</b>	<b>4206122</b>	<b>5279255</b>	<b>59.61%</b>	<b>2.06%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.00%</b>	<b>0.00%</b>
<b>Grand Total (A+B+C)</b>	<b>1470825</b>	<b>7385275</b>	<b>8856100</b>	<b>100%</b>	<b>1909478</b>	<b>6946622</b>	<b>8856100</b>	<b>100%</b>	<b>0.00%</b>

## Attachment D

**Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)**

## Shareholding of Promoter

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on April 1, 2017]			No. of Shares held at the end of the year [As on March 31, 2018]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Shri Nand Kishore Rungta	142800	1.61%	Nil	142800	1.61%	Nil	0.00%
2	Smt. Urmila Rungta	112700	1.27%	Nil	158900	1.79%	Nil	0.52%
3	Deepak Rungta	81700	0.92%	Nil	81700	0.92%	Nil	0.00%
4	Shri Ram Kumar Rungta	80500	0.90%	Nil	80500	0.90%	Nil	0.00%
5	Shri Sunil Rungta	61700	0.69%	Nil	61700	0.69%	Nil	0.00%
6	Shri Ram Chandra Rungta	34200	0.38%	Nil	34200	0.38%	Nil	0.00%
7	Smt. Shalini Rungta	31700	0.35%	Nil	31700	0.35%	Nil	0.00%
8	Smt. Shanti Rungta	1700	0.01%	Nil	1700	0.01%	Nil	0.00%
9	Smt. Menakshi Rungta	1100	0.01%	Nil	1100	0.01%	Nil	0.00%
10	Shri Mahabir Prasad Rungta	880800	9.94%	Nil	1030800	11.63%	Nil	1.69%
11	Shri Ram Swarup Rungta	165300	1.86%	Nil	165300	1.86%	Nil	0.00%
12	Shri Sanjay Rungta	15000	0.15%	Nil	15000	0.15%	Nil	0.00%
13	Smt. Priya Rungta	0	0.00%	Nil	54800	0.61%	Nil	0.61%
14	Smt. Shruti Rungta	0	0.00%	Nil	253500	2.86%	Nil	2.86%
15	Sky Blue Earth Movers & Investment Pvt. Ltd.	6,52,700	7.35%	Nil	399200	4.50%	Nil	2.84%
16	Rangoli Construction Pvt. Ltd.	4,18,200	4.72%	Nil	397100	4.48%	Nil	0.23%
17	Arvind Fuels Pvt. Ltd.	256600	2.90%	Nil	256600	2.90%	Nil	0.00%
18	Randev Associates Pvt. Ltd.	194000	2.19%	Nil	194000	2.19%	Nil	0.00%
19	Rungta Projects Ltd.	99700	1.12%	Nil	53500	0.60%	Nil	0.00%
20	Rungta Carriers Ltd.	124000	1.40%	Nil	124000	1.40%	Nil	0.00%
21	Ajanta Financial Services Ltd. (earlier Satterfield Trade & Investment Ltd.)	35600	0.40	Nil	35600	0.40	Nil	0.00%
22	Bir Auto Agencies Pvt. Ltd.	3000	0.03%	Nil	3000	0.03%	Nil	0.00%

## Attachment E

**Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)**

## Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	3393000	38.31%		
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)			Note-I	
At the end of the year	3576700	40.38%		

**Note-I Details of Increase and Decrease in Promoters' Shareholding**

Sr. No	Particulars	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	<b>Shri Mahabir Prasad Rungta</b>						
	At the beginning of the year	1-Apr-2017		880800	9.94%	880800	9.94%
	Changes during the year	22-Dec-17	Purchase	146500	1.65%	1027300	11.59%
		2-Mar-2018	Purchase	3500	0.03%	1030800	11.63%
	At the end of the year	31-Mar-2018		1030800	11.63%	1030800	11.63%
2.	<b>Smt. Priya Rungta</b>						
	At the beginning of the year	1-Apr-2017		0	0.00%	0	0.00%
	Changes during the year	7-Nov-2017	Purchase	54800	0.61%	54800	0.61%
		31-Mar-2018		54800	0.61%	54800	0.61%
3.	<b>Smt. Shruti Rungta</b>						
	At the beginning of the year	1-Apr-2017		0	0.00%	0	0.00%
	Changes during the year	7-Nov-2017	Purchase	253500	2.86	253500	2.86
	At the end of the year	31-Mar-2018		253500	2.86	253500	2.86
4.	<b>Smt Urmila Rungta</b>						
	At the beginning of the year	1-Apr-2017		112700	1.27%	112700	1.27%
	Changes during the year	22-Dec-2017	Purchase	46200	0.52%	158900	1.79%
	At the end of the year	31-Mar-2018		158900	1.79%	158900	1.79%
5.	<b>Sky Blue Earth Movers &amp; Investment Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		652700	7.37%	652700	7.37%
	Changes during the year	2-Mar-2018	Sell	-253500	2.86%	399200	4.50%
	At the end of the year	31-Mar-2018		399200	4.50%	399200	4.50%
6.	<b>Rangoli Construction Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		418200	4.72%	418200	4.72%
	Changes during the year		Sell	-21100	.023%	397100	4.48%
	At the end of the year	31-Mar-2018		397100	4.48%	397100	4.48%



## Attachment F

**Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)**

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	<b>Gladiolus Finance Consultants Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		1322500	14.93%	1322500	14.93%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		1322500	14.93%	1322500	14.93%
2 .	<b>Samara Realty Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		1286600	14.52%	1286600	14.52%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		1286600	14.52%	1286600	14.52%
3.	<b>Manorath Distributers Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		503465	5.68%	503465	5.68%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		503465	5.68%	503465	5.68%
4.	<b>Apex Finance Ltd.</b>						
	At the beginning of the year	1-Apr-2017		500000	5.64%	500000	5.64%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		500000	5.64%	500000	5.64%
5.	<b>Jisl Irrigation Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		164000	1.85%	164000	1.85%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		164000	1.85%	164000	1.85%
6.	<b>Orbit Vyapar Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		91800	1.03%	91800	1.03%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		91800	1.03%	91800	1.03%
7.	<b>Vatsal Investment Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		75000	0.84%	75000	0.84%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		75000	0.84%	75000	0.84%
8.	<b>Rajdhani Carriers Pvt. Ltd.</b>						
	At the beginning of the year	1-Apr-2017		68000	0.76%	68000	0.76%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		68000	0.76%	68000	0.76%

9.	Annapurna Coal Carriers Pvt. Ltd.						
	At the beginning of the year	1-Apr-2017		54800	0.61%	54800	0.61%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		54800	0.61%	54800	0.61%
10.	Exserviceman C. N. Carriers Pvt. Ltd.						
	At the beginning of the year	1-Apr-2017		51000	0.57%	51000	0.57%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		51000	0.57%	51000	0.57%

## Attachment G

**Shareholding Pattern (Equity Share Capital breakup as percentage of total equity)**

## Shareholding of Directors and Key Managerial Personnel

Sr. No.	Name	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Shri Mahabir Prasad Rungta						
	At the beginning of the year	1-Apr-2017		880800	9.94%	880800	9.94%
	Changes during the year	22-Dec-17	Purchase	146500	1.65%	1027300	11.59%
	At the end of the year	2-Mar-2018	Purchase	3500	0.03%	1030800	11.63%
	At the beginning of the year	31-Mar-2018		1030800	11.63%	1030800	11.63%
2.	Smt. Priya Rungta						
	At the beginning of the year	1-Apr-2017		0	0.00%	0	0.00%
	Changes during the year	7-Nov-2017	Purchase	54800	0.61%	54800	0.61%
	At the end of the year	31-Mar-2018		54800	0.61%	54800	0.61%
3.	Shri Krishna Murthy Nagarur						
	At the beginning of the year	1-Apr-2017		563	0.01%	563	0.01%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31-Mar-2018		563	0.01%	563	0.01%

## Attachment H

**Indebtedness**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Rs.in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1927.80	597.58	-	2525.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1927.80</b>	<b>597.58</b>	<b>-</b>	<b>2525.45</b>
* Addition	516.37	-	-	516.37
* Reduction	787.49	597.58	-	1385.07
<b>Net Change</b>	<b>(271.12)</b>	<b>(597.58)</b>	<b>-</b>	<b>(868.70)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1896.80	-	-	1896.80
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.17	-	-	0.17
<b>Total ( i+ii+iii )</b>	<b>1896.98</b>	<b>-</b>	<b>-</b>	<b>1896.98</b>

## Attachment I

**Remuneration of Directors and Key Managerial Personnel**

Remuneration to Managing Director (MD), Whole-time Directors (WTD) and / or Manager

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total (In Rs)
		Mahabir Prasad Rungta	Krishna Murthy Nagarur	Tarun Kumar Megotia	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,40,000	27,34,543	6,09,252	41,83,795
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	51,989	Nil	51,989
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	- others, specify	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	<b>Total (A)</b>	<b>8,40,000</b>	<b>27.86.532</b>	<b>6,09,252</b>	<b>42,35,784</b>

## Attachment J

**Remuneration of Directors and Key Managerial Personnel**

## Remuneration to other Directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount (In Rs)
		Priya Runga	Devesh Poddar	Sheo Kumar Poddar	Ramesh Behari Mathur	
1	<b>Independent Directors</b>					
	Fee for attending board committee meetings	-	27,000	27,000	33,000	87,000
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	27,000	27,000	33,000	87,000
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	11,000	-	-	-	11,000
	Commission	7,20,000	-	-	-	7,20,000
	Others, please specify	-	-	-	-	-
	Total (2)	7,31,000	-	-	-	7,31,000
	Total (B)=(1+2)	7,31,000	27,000	27,000	33,000	8,18,000
	Total Managerial Remuneration	7,31,000	27,000	27,000	33,000	8,18,000

## Attachment K

**Remuneration of Directors and Key Managerial Personnel**

## Remuneration to Key Managerial Personnel other than MD / Manager / WTD

Sr. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Pooja Juneja	Kamal Kumar Jain	Nitin Dhawan	
	Name	Company Secretary	Chief Financial Officer	Chief Financial Officer	
	Designation				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,59,508	5,92,768	3,32,982	9,92,490
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5	Others, please specify (Bonus)	19,347	37,611	NIL	19,347
	Total	6,78,855	6,30,379	3,32,982	10,11,837



Attachment L

**Penalties / Punishment/ Compounding of Offences**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

NIL

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Delhi, August 20, 2018



## Form No. MR-3

### SECRETARIAL AUDIT REPORT

For the financial year ended 31<sup>st</sup> March 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

CIN	:	L74899DL1986PLC023934
AUTHORISED CAPITAL	:	Rs. 16,00,00,000/-
PAID UP CAPITAL	:	Rs. 8,85,61,000/-

To,  
The Members,  
RUNGTA IRRIGATION LIMITED  
101, Pragati Towers,  
Rajindra Place,  
New Delhi-110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RUNGTA IRRIGATION LIMITED ("the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder.

Board-processes and compliance-mechanism in place to the extent and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31<sup>st</sup>, 2018 according to the provisions of –

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made under that Act;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to the Export of Irrigation Pipes;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. ~~The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;~~
  - e. ~~The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;~~
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. ~~The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and~~
  - h. ~~The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;~~

6. Industrial Disputes Act, 1947, Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Payment of Gratuity Act, 1972, Workmen's Compensation Act, 1923, Employees' State Insurance Act, 1948, Employees' Provident Fund and all other Labour Laws, Rules and Regulations applicable to the Company.

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members views, if any, are captured and recorded as part of the minutes.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

1. During the audit period, Mr. Mritunjay Kumar was appointed as Company Secretary in the board meeting held convened on 29<sup>th</sup> March, 2017 w.e.f. 5<sup>th</sup> May, 2017 in place of Ms. Pooja Juneja, who resigned on 1<sup>st</sup> May, 2017. Further, again Ms. Pooja Juneja was appointed as Company Secretary w.e.f. 24<sup>th</sup> October, 2017 and Mr. Mritunjay Kumar resigned on 5<sup>th</sup> October, 2017.
2. During the audit period, Mr. Paras Vats was appointed as a Whole Time Director of the Company for a period of five years starting from 17<sup>th</sup> June, 2017, at remuneration of Rs. 50,000 (Rupees fifty thousand only) per month, and whose appointment was confirmed in the Annual General Meeting of the company held on 26<sup>th</sup> day of September, 2017. Further, Mr. Paras Vats resigned from his post w.e.f. 21<sup>st</sup> December, 2017
3. During the audit period; the company passed a board resolution in the meeting held on 28<sup>th</sup> December, 2017 to take on record the resignation letter received from Mr. Kamal Kumar Jain, CFO of the Company w.e.f. 15<sup>th</sup> December, 2017 and appointed Mr. Nitin Dhawan as CFO in his place w.e.f. 21<sup>st</sup> December, 2017;
4. During the audit period, the company has availed various facilities from Bank/s and has created, modified and satisfied the charges as per below:



Sl. No	Bank Name	Amount Secured (in Rs.)	Creation/Satisfaction/Modification	Date
1.	HDFC Bank Limited	1108000.00	Creation	12/12/2017
2.	Allahabad Bank	750000.00	Creation	25/09/2017
3.	Kotak Mahindra Bank Limited	50000000.00	Modification	25/01/2018
4.	ICICI Bank Limited	1118700.0	Satisfaction	09/03/2018
5.	UCO Bank	27500000.0	Satisfaction	28/04/2017

For AMIT KUMAR  
Company Secretaries

Amit Kumar  
Proprietor  
FCS-5917  
CP-6184

Place: New Delhi  
Date : 25/05/2018

#### Annexure "H"

### Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

{PURSUANT TO SECTION 134 (3) (M) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 (3) OF THE COMPANIES (ACCOUNTS) RULES, 2014}

## FORM – A

A.	Power and Fuel consumption	Current Year	Previous Year
1.	Electricity		
a.	Purchased		
	Unit	1827443	2220280
	Total Amount	Rs. 13552103	Rs. 16617584
	Rate/unit	Rs. 7.42	Rs. 7.48
b.	Own Generation		
	Through diesel generator:-		
	Unit	78721	51720
	Units per-ltr. of diesel oil	Rs. 4.35	Rs. 3.80
	Cost/unit	Rs. 15.43	Rs. 13.70
B.	Consumption per units of production	Current Year	Previous Year
1.	Electricity	0.72 Per kg.	0.64 Per Kg.



## INDEPENDENT AUDITOR'S REPORT

To,  
The Members,  
RUNGTA IRRIGATION LIMITED  
101, Pragati Towers,  
Rajindra Place,  
New Delhi-110008

### Report on the IND AS Financial Statements

We have audited the accompanying IND AS financial statements of Rungta Irrigation Limited [CIN : L74899DL1986PLC023934 ] ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including other comprehensive income), and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the IND AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these IND AS financial statements that give a true and fair view of the State of affairs, Profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the Accounting Principles generally accepted in India, including the Indian Accounting Standards "(IND AS)" specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In Preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

### Auditor's Responsibility

Our responsibility is to express an opinion on these IND AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the IND AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the IND AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the IND AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the IND AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the IND AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify the opinion. Our conclusions are based on the audit evidence obtained up to the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the IND AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid IND AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss [including other comprehensive income], the Statement of changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements. Refer Note No. 38 to the IND AS financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR MAMRAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGD. NO. 006396N

DELHI - 30/05/2018  
MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944

## Annexure 'A'

To the Independent Auditor's Report – 31 March 2018 on the IND AS Financial Statements  
(Referred to in our report of even date)

- i.
  - a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
  - b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. The discrepancies noticed on physical verification of stocks between the physical stocks and the book records were not material.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the records maintained by the Company pursuant the rules prescribed by Central Government for maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax (except as mentioned in the notes to accounts), Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.



- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records, the Company has paid or provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Therefore paragraph 3 (xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the IND AS Financial Statements etc. as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly paragraph 3(xvi) of the Order is not applicable to the company.

FOR MAMRAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGD. NO. 006396N

DELHI - 30/05/2018  
MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944

## ***Report on Internal Financial Controls Over Financial Reporting***

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S Rungta Irrigation Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the IND AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of IND AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the IND AS financial statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR MAMRAJ & CO.  
CHARTERED ACCOUNTANTS  
FIRM REGD. NO. 006396N

DELHI - 30/05/2018  
MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944



## Rungta Irrigation Limited

### Balance Sheet as at 31<sup>st</sup> Mar 2018

Rs in Lacs

Particulars		Note	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>ASSETS</b>					
<b>(1) Non Current Assets</b>					
(a)	Property, Plant and Equipment	2	1,037.95	1,133.17	918.13
(b)	Capital work-in-progress	2	-	-	-
(c)	Intangible Assets	2	0.17	0.17	0.22
(d)	Financial Assets				
	(i) Investments	3	1,423.29	1,788.28	2,047.65
	(ii) Loan	4	-	230.34	230.34
	(iii) Other Financial Assets	5	309.42	161.85	192.84
(e)	Deferred Tax Assets (Net)	6	50.78	59.85	35.25
<b>Total Non Current Assets</b>			<b>2,821.61</b>	<b>3,373.66</b>	<b>3,424.43</b>
<b>(2) Current Assets</b>					
(a)	Inventories	7	939.30	1,129.43	1,217.48
(b)	Financial Assets				
	(i) Investments		-	-	-
	(ii) Trade Receivables	8	3,439.02	3,031.94	3,015.31
	(iii) Cash and Cash Equivalents	9	93.04	160.72	103.00
	(iv) Loans	10	1,021.42	1,007.36	981.01
	(v) Other Financial Assets	11	1.50	0.64	1.50
(c)	Current Tax Assets (Net)	12	192.83	55.91	65.95
(d)	Other Current Assets	13	1,100.41	907.81	416.09
<b>Total Current Assets</b>			<b>6,787.52</b>	<b>6,293.81</b>	<b>5,800.34</b>
<b>Total Assets</b>			<b>9,609.13</b>	<b>9,667.47</b>	<b>9,224.77</b>
<b>Equity And Liabilities</b>					
<b>(1) Equity</b>					
(a)	Equity Share capital	14	885.61	885.61	885.61
(b)	Other Equity	15	5,366.45	5,162.51	4,909.72
<b>Total Equity</b>			<b>6,252.06</b>	<b>6,048.12</b>	<b>5,795.33</b>
<b>(2) Non Current Liabilities</b>					
(a)	Financial Liabilities				
	Borrowings	16	471.39	120.85	16.28
(b)	Provisions	17	50.19	-	-
(c)	Other Non Current Liabilities	18	9.89	607.50	1,378.50
<b>Total Non Current Liabilities</b>			<b>531.47</b>	<b>728.35</b>	<b>1,394.79</b>
<b>(3) Current Liabilities</b>					
(a)	Financial Liabilities				
	(i) Borrowings	19	1,284.62	1,757.59	919.00
	(ii) Trade Payables	20	304.52	165.38	231.78
	(iii) Other Financial Liabilities	21	138.29	49.37	10.56
(b)	Other Current liabilities	22	916.77	768.83	769.99
(c)	Provisions	23	181.39	149.83	103.32
<b>Total Current Liabilities</b>			<b>2,825.59</b>	<b>2,891.00</b>	<b>2,034.65</b>
<b>Total Equity and Liabilities</b>			<b>9,609.13</b>	<b>9,667.47</b>	<b>9,224.77</b>
Summary of Significant Accounting Policies		1			
Other Notes on Accounts		33-46			

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No : 084944  
Delhi – May 30, 2018

Tarun Megotia  
Whole Time Director

Nitin Dhawan  
Chief Financial Officer

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Pooja Juneja  
Company Secretary & Compliance Officer



## Rungta Irrigation Limited

### Statement of Profit and Loss for the Year ended 31<sup>st</sup> Mar 2018

Rs in Lacs

	Note	For the year Ended 31st March 2018	For the year Ended 31st March 2017
<b>I. REVENUES</b>			
Revenue from Operations	24	5,757.00	6,371.02
Other Income	25a	467.71	617.54
Other Gains/(Losses)	25b	0.75	9.40
<b>Total Revenue (I)</b>		<b>6,225.47</b>	<b>6,997.96</b>
<b>II. EXPENSES</b>			
Cost of Materials Consumed	26	3,137.51	3,854.76
Purchase of Stock-in-Trade		411.66	-
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	27	98.15	223.28
Excise Duty Expenses		-	110.83
Employee Benefits Expense	28	609.82	566.22
Finance Costs	29	274.50	184.81
Depreciation and Amortization Expense		166.19	151.66
Other Expenses	30	1,172.38	1,640.54
<b>Total Expenses (II)</b>		<b>5,870.21</b>	<b>6,732.10</b>
III. Profit Before Tax and exceptional items(I - II)		355.25	265.85
IV Exceptional Items		88.25	-
IV Profit after exceptional items Before Tax and(I - II)		267.00	265.85
IV Tax Expense			
(i) Current Tax		54.00	52.50
(ii) Deferred Tax		9.06	-24.59
IV Total Tax Expenses		63.06	27.91
V Profit/(Loss) for the Year (III - IV)		<b>203.94</b>	<b>237.94</b>
VI Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations (net of tax thereon)		2.36	-
Other Comprehensive Income for the year, net of tax		2.36	-
VII Total Comprehensive Income For the year (V + VI)		<b>206.30</b>	<b>237.93</b>
VIII Earnings per Equity Share:			
Earnings per Share (Basic & Diluted) on Net Profit	32	2.30	2.69

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No : 084944  
Delhi – May 30, 2018

For and on Behalf of the Board of Directors

Tarun Megotia  
Whole Time Director

Nitin Dhawan  
Chief Financial Officer

Mahabir Prasad Rungta  
Chairman and Managing Director

Pooja Juneja  
Company Secretary & Compliance Officer





## Rungta Irrigation Limited

### Statement of Cash Flow for the Year Ended 31st March 2018

Rs in Lacs

Particular	For the year Ended 31st March 2018	For the year Ended 31st March 2017
<b>A. Cash Inflow/(Outflow) from Operating Activities :</b>		
<b>Net Profit/(Loss) Before Taxes</b>	<b>267.00</b>	<b>265.85</b>
<b>Adjustments for non cash items</b>		
Depeciation & Amortisation	166.19	151.66
Interest Income	-76.15	-201.93
Interest Paid	236.28	174.11
Dividend Received	-0.34	-0.24
(Profit)/Loss on sale of property, plant and equipment	-9.36	-
Fair Value Adjustments on Financial Assets (net)	-0.75	-9.40
Provision for Gratuity	50.19	-
(Profit) / Loss on sale of Investments	-194.38	-219.25
<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>438.68</b>	<b>160.80</b>
<b>Adjustments for (increase)/decrease in Operating Assets :</b>		
Increase(-)/Decrease in Trade & other Receivables	-742.06	-508.22
Increase(-)/Decrease in Inventories	190.12	88.06
<b>Adjustment for increase/ (decrease) in Operating Liabilities :</b>		
Increase/Decrease(-) in Trade & other Payables	-332.97	-753.25
<b>Cash Generated from Operations</b>	<b>-446.23</b>	<b>-1,012.62</b>
Direct Tax Paid	-136.92	-52.50
Extraordinary items	-	14.86
<b>Net Cash Generated/(used in) from Operating Activities</b>	<b>-583.15</b>	<b>-1,050.26</b>
<b>B. Cash Inflow/(Outflow) from Investing Activities :</b>		
Capital Expenditure on Fixed Assets	-117.41	-369.28
Sale proceeds of property, plant and equipment	55.80	2.62
Net Proceeds from Fixed Deposits	-20.10	44.83
Dividend Received	0.34	0.24
Interest Received	76.15	201.93
Loan to Corporates	230.34	-29.42
Sales/Redemption of Investment	560.13	488.01
<b>Net Cash Generated/(used in) from Investing Activities</b>	<b>785.26</b>	<b>338.94</b>
<b>C. Cash Inflow/(Outflow) from Financing Activities :</b>		
Working Capital Loan received/(repaid)	-472.96	838.59
Long term Borrowings received	439.46	104.57
Interest Paid	-236.28	-174.11
<b>Net Cash Generated/(used in) from Financing Activities</b>	<b>-269.78</b>	<b>769.05</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(67.68)</b>	<b>57.72</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>	<b>160.72</b>	<b>103.00</b>
<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>93.04</b>	<b>160.72</b>
<b>Cash &amp; Cash Equivalents Comprise</b>		
Cash in Hand	33.87	52.57
Balance with Scheduled Banks in Current Accounts	59.17	108.15
	<b>93.04</b>	<b>160.72</b>
(i) Figures in bracket represent outflows		
(ii) The above Cash Flow Statement has been prepared under the Indirect Method as set out in Indian Accounting Standard 7		

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No : 084944  
Delhi – May 30, 2018

Tarun Megotia  
Whole Time Director

Nitin Dhawan  
Chief Financial Officer

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Pooja Juneja  
Company Secretary & Compliance Officer

## Rungta Irrigation Limited

Statement of Changes in Equity for the period ended 31st March 2018.

A.	Equity Share Capital					Rs in Lacs
	Particulars	As at 1st April 2016	Changes in equity share capital	As at 31st Mar 2017	Changes in equity share capital	As at 31st Mar 2018
	Equity Share Capital	885.61	-	885.61		885.61
	<b>Total</b>	<b>885.61</b>	<b>-</b>	<b>885.61</b>		<b>885.61</b>

B.	Other Equity						Rs. in Lacs
	Particulars	Reserve and Surplus				Remeasurements of post employment benefit obligations (net of tax thereon)	Total
		Capital Redemption Reserve	Security Premium	General Reserve	Retained Earnings		
	<b>Balance as at 1st April 2016</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	742.32	-	<b>4,909.72</b>
	Profit For the Year	-	-	-	237.93	-	<b>237.93</b>
	Excise income tax & TDS & Misc balances adjusted	-	-	-	14.86		<b>14.86</b>
	Other Comprehensive Income For the Year	-	-	-	-	-	-
	<b>Total Comprehensive Income For the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>252.79</b>	<b>-</b>	<b>252.79</b>
	<b>Balance as at 31st Mar 2017.</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>995.11</b>	<b>-</b>	<b>5,162.51</b>
	Profit For the Year	-	-	-	203.94	-	203.94
	Gratuity provision adjusted				-2.36		-2.36
	Other Comprehensive Income For the Year	-	-	-	-	2.36	2.36
	<b>Total Comprehensive Income For the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>201.58</b>	<b>2.36</b>	<b>203.94</b>
	<b>Balance as at 31st Mar 2018.</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>1,196.69</b>	<b>2.36</b>	<b>5,366.45</b>

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No : 084944  
Delhi – May 30, 2018

Tarun Megotia  
Whole Time Director

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For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Pooja Juneja  
Company Secretary & Compliance Officer

# Rungta Irrigation Limited

## 1. Summary of Significant Accounting Policies

### 1.1. Basis of Preparation

#### Compliance with Ind AS

The Financial Statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the "Ind-AS") as notified by the Ministry of Corporate Affairs, pursuant to section 133 of the Companies Act 2013 (The Companies (Indian Accounting Standards) Rules, 2015) and comply in all material aspects with their provisions.

The financial statements up to the year ended 31st March 2017 were prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India, Accounting Standards specified under Section 133 of the Companies Act 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies Act, 2013. These financial statements for the year ended 31st March 2017 are the first, the Company has prepared in accordance with Ind-AS. Refer Note 32 for information on how the Company has adopted Ind-AS. The Company followed the provisions of Ind- AS 101 in preparing its opening Ind-AS Balance Sheet as of the date of transition, viz., 1st April 2016. Certain of the Company's Ind-AS accounting policies used in the opening Balance Sheet differed from its Indian GAAP policies applied as at 31st March, 2016 and accordingly the adjustments were made to restate the opening balances as per Ind-AS. The resulting adjustment arose from events and transactions before the date of transition to Ind-AS were recognized directly through retained earnings as at 1st April, 2016 as required by Ind- AS 101.

#### Historical Cost Conventions and Fair Value

These financial statements have been prepared on a historical cost basis, except for some assets and liabilities which have been measured at fair value, as specifically disclosed.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

#### Reporting Presentation Currency

All amounts in the financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

### 1.2. Classification of Assets and Liabilities

All the assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

### 1.3. Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsolescence / lower net realizable value)
- Provision for doubtful debts
- Provision for employee's post employment benefits (actuarial assumptions)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of

contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets. The management of the Company believe that on balance sheet date no impairment indications were existing.

The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value taking into consideration the condition of inventories held and current conditions in the market.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2017. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by a local (external) actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

#### **1.4. Operating Segments.**

Company operates in only one reportatable operating segment of manufacturing of irrigation products, in accordance with Ind AS 108 (Operating Segments).

#### **1.5. Inventories**

Inventories are measured at lower of cost or net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials is determined on FIFO basis, cost of process chemicals, stores, packing materials are determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Non usable wastes are valued at net realizable value.

#### **1.6. Property, Plant and Equipment**

Land, buildings, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated at historical cost or deemed cost less accumulated depreciation (except Land) and any accumulated impairment losses. Cost comprises of purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and used that carrying value as the deemed cost of the property, plant and equipment.

#### **1.7. Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization.

#### **Transition to Ind AS**

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Intangible assets.

## 1.8. Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## 1.9. Depreciation

Depreciation on buildings, machinery and equipment has been provided on straight-line basis over the estimated useful lives of the respective assets. Intangible assets are amortised over their estimated useful economic lives on straight line basis. Land and construction in progress are not depreciated. The estimated useful lives considered for providing depreciation on other substantial assets are as follows:

Factory Buildings – 30 Years  
Non Factory Buildings – 60 Years  
Plant & Machinery - 10-15 Years  
Furniture and Fixtures – 10 Years  
Office Equipments – 5 Years  
Computers – 3 Year  
Vehicles – 6-8 Years  
Software - 4-6 Years

The residual values, estimated useful lives and depreciation methods of each items of property, plant and equipment are reassessed annually.

## 2. Leases

### Operating Leases

#### As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases, if any, are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

#### As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

### 2.1. Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

#### a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

#### b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in

equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

### **Debt Instruments**

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

#### **Amortised Cost:**

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

#### **Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

#### **Fair value through profit or loss:**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

### **Equity instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### **c) Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 36 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### **d) Derecognition of financial assets**

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

### **e) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

#### **f) Income recognition**

##### **Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

##### **Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

#### **2.2. Cash and Cash Equivalents**

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

#### **2.3. Trade Receivables**

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

#### **2.4. Borrowings.**

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

#### **2.5. Provisions.**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

#### **2.6. Employee Benefits**

##### **Short Term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

##### **Post-Employment Benefits**

**Defined Contribution Plans**

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

**Defined Benefit Plans**

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

The obligation for leave encashment will be done on payment basis.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

**2.7. Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and value added taxes.

**Sale of Products**

The Company recognizes revenue from sale of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and significant risks and rewards of ownership have been transferred to the customer. No element of financing is deemed present in the sales.

**2.8. Other Income**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments and regular foreign currency transactions and translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1

**2.9. Claims and Benefits**

Claims receivable is accounted on accrual basis to the extent considered receivable.

**2.10. Income Taxes**

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of



deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### **2.11. Foreign currency transactions and translation**

Transactions in foreign currencies are recorded in functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception for exchange differences on foreign currency borrowings relating to qualifying assets under construction are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item

#### **2.12. Borrowing Costs**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

#### **2.13. Contingent Liability and Contingent Assets**

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

#### **2.14. Earnings Per Share**

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

##### **Ind AS Amendment Issued, but not yet effective**

Standards/ amendments issued but not yet effective up to March 31, 2018 are as follows. The Company intends to adopt these standards when they become effective.

on March 28, 2018, the Ministry of corporate affairs(MCA) notified Ind AS-115 - Revenue from Contract with customers, which will be applicable to the company from April 1, 2018 :-

Ind AS 115 -Revenue from Contract with customers will supersede the current revenue recognition guidance including Ind AS - 11 construction contracts and the related interpretations. Ind AS 115 provides a single model of accounting for revenue from contracts with customer based on the identification and satisfaction of performance obligations.

## Notes to the financial statements for the year ended 31 March 2017

### 2. Property, plant and equipment

Rs in Lacs

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1 April 2016	Additions	Deletions	As at 31 March 2017	As at 1 April 2016	Additions	Deletions	As at 31 March 2017	As at 1 April 2016	As at 31 March 2017
<b>Tangible Assets</b>										
Land	389.24			389.24				-	389.24	389.24
Building	175.89	7.58		183.48		16.99		16.99	175.89	166.49
Plant and equipment	242.74	146.46	1.85	387.35		68.53		68.53	242.74	318.82
Vehicles	93.58	207.14	0.47	300.24	-	56.56		56.56	93.58	243.68
Furniture and fixtures	3.52	0.39		3.91	-	0.99		0.99	3.52	2.92
Office equipments	11.16	4.86	0.30	15.72	-	6.05		6.05	11.16	9.67
Computer	2.01	2.78	-	4.79	-	2.43		2.43	2.01	2.36
<b>Total</b>	<b>918.13</b>	<b>369.22</b>	<b>2.62</b>	<b>1,284.72</b>	<b>-</b>	<b>151.55</b>		<b>151.55</b>	<b>918.13</b>	<b>1,133.17</b>
Capital work-in-progress										
<b>Total</b>	<b>918.13</b>	<b>369.22</b>	<b>2.62</b>	<b>1,284.72</b>	<b>-</b>	<b>151.55</b>		<b>151.55</b>	<b>918.13</b>	<b>1,133.17</b>
<b>Particulars</b>										
Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 31 March 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018
<b>Tangible Assets</b>										
Land	389.24			389.24					389.24	389.24
Building	183.48	8.20		191.68	16.99	16.18		33.17	166.49	158.51
Plant and equipment	387.35	71.42	44.55	414.22	68.53	62.74	5.39	125.87	318.82	288.34
Vehicles	300.24	27.89	8.56	319.56	56.56	76.56	2.22	130.91	243.68	188.66
Furniture and fixtures	3.91	0.72		4.63	0.99	0.95		1.94	2.92	2.69
Office equipments	15.72	5.33	0.65	20.40	6.05	5.84		11.89	9.67	8.51
Computer	4.79	3.85	0.29	8.36	2.43	3.93		6.36	2.36	2.00
<b>Total</b>	<b>1,284.72</b>	<b>117.41</b>	<b>54.05</b>	<b>1,348.08</b>	<b>151.55</b>	<b>166.19</b>	<b>7.61</b>	<b>310.14</b>	<b>1,133.17</b>	<b>1,037.95</b>
Capital work-in-progress										
<b>Total</b>	<b>1,284.72</b>	<b>117.41</b>	<b>54.05</b>	<b>1,348.08</b>	<b>151.55</b>	<b>166.19</b>	<b>7.61</b>	<b>310.14</b>	<b>1,133.17</b>	<b>1,037.95</b>
<b>Intangible Assets</b>										
Rs In Lacs										
Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1 April 2016	Additions	Deletions	As at 31 March 2017	As at 1 April 2016	Additions	Deletions	As at 31 March 2017	As at 1 April 2016	As at 31 March 2017
<b>Intangible Assets</b>										
Softwares	0.22	0.06		0.28	-	0.10	-	0.10	0.22	0.17
<b>Total</b>	<b>0.22</b>	<b>0.06</b>		<b>0.28</b>	<b>-</b>	<b>0.10</b>	<b>-</b>	<b>0.10</b>	<b>0.22</b>	<b>0.17</b>
<b>Particulars</b>	<b>Gross Carrying Amount</b>				<b>Accumulated Depreciation</b>				<b>Net Carrying</b>	



	As at 31 March 2017			As at 31 March 2018			Amount			
	As at 31 March 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018
<b>Intangible Assets</b>										
Softwares	0.28	-	-	0.28	0.10	-	-	0.10	0.17	0.17
<b>Total</b>	<b>0.28</b>	<b>-</b>	<b>-</b>	<b>0.28</b>	<b>0.10</b>	<b>-</b>	<b>-</b>	<b>0.10</b>	<b>0.17</b>	<b>0.17</b>
1. As Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant & equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.										
<b>2. Additional disclosure as per previous GAAP</b>										
Summary showing Original Book Value as per previous GAAP (comprising separate Original Cost and Accumulated Depreciation thereon) is as follows:										
<b>Property, plant and equipment</b>										<b>Rs in Lacs</b>
Particulars	As at 1- April -2016			As at 31 March 2017			As at 31 March 2018			
	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value	
<b>Tangible Assets</b>										
Land	389.24		389.24	389.24		389.24	389.24	-	389.24	
Building	354.19	178.30	175.89	361.77	195.29	166.49	369.97	211.46	158.51	
Plant and equipment	1,493.24	1,250.50	242.74	1,637.85	1,319.03	318.82	1,664.72	1,376.37	288.34	
Furniture and fixtures	30.43	26.91	3.52	30.82	27.90	2.92	31.54	28.85	2.69	
Office equipments	65.48	54.33	11.16	70.05	60.38	9.67	74.73	66.22	8.51	
Computer	48.47	46.46	2.01	51.25	48.89	2.36	54.82	52.82	2.00	
Vehicles	672.91	579.33	93.58	879.58	635.90	243.68	898.90	710.24	188.66	
<b>Total</b>	<b>3,053.96</b>	<b>2,135.83</b>	<b>918.13</b>	<b>3,420.55</b>	<b>2,287.38</b>	<b>1,133.17</b>	<b>3,483.91</b>	<b>2,445.97</b>	<b>1,037.95</b>	
Capital work-in-progress	-	-	-	-	-	-	-	-	-	
<b>Total</b>	<b>3,053.96</b>	<b>2,135.83</b>	<b>918.13</b>	<b>3,420.55</b>	<b>2,287.38</b>	<b>1,133.17</b>	<b>3,483.91</b>	<b>2,445.97</b>	<b>1,037.95</b>	
<b>Intangible Assets</b>										
Particulars	As at 1- April -2016			As at 31 March 2017			As at 31 March 2018			
	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value	
<b>Intangible Assets</b>										
Softwares	2.05	1.84	0.22	2.11	1.94	0.17	2.11	1.94	0.17	
<b>Total</b>	<b>2.05</b>	<b>1.84</b>	<b>0.22</b>	<b>2.11</b>	<b>1.94</b>	<b>0.17</b>	<b>2.11</b>	<b>1.94</b>	<b>0.17</b>	

**Note - 3**  
**Investment**  
**Long Term Investments**

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares	Amount (in Lacs)	No. of Shares	Amount (in Lacs)	No. of Shares	Amount (in Lacs)
<b>Long Term Non-trade Investments</b>						
<b>(i) Quoted</b>						
Caprihans India Ltd.Rs-10/- each.	10	0.01	10	0.01	10	0.01
DLF Limited Rs-2/- each.	1,000	2.02	1,000	1.49	1,000	1.15
Eveready Industries Ltd.Rs-5/- each.	333	1.24	333	0.87	333	0.77
Finolx Industries Ltd	100	0.65	100	0.58	100	0.36
Gammon India Ltd. Ltd Rs-2/- each.	100	0.00	100	0.01	100	0.01
Hindalco Ltd Rs-1/- each.	4,000	8.57	4,000	7.80	4,000	3.52
Kingfa Science& Technologies ( India) Ltd..Rs-10/- each.	10	0.09	10	0.08	10	0.06



Jindal Poly Films Ltd.Rs-10/- each.	1,000	3.12	1,000	3.96	1,000	4.23
Jindal Poly Investment & Finance Co. Ltd.Rs-10/- each.	250	0.15	250	0.24	250	0.20
McLeod Russell India Limited Rs-10/- each.	333	0.48	333	0.55	333	0.62
NiiKamal Limited.Rs-10/- each.	100	1.52	100	1.95	100	1.11
Nocil Ltd Rs-10/- each.	200	0.38	200	0.19	200	0.09
PIL ITA LICA Lifestyle Ltd.Rs-10/- each.	100	0.01	100	0.01	100	0.01
Pearls Polymers Ltd.Rs-10/- each.	100	0.02	100	0.03	100	0.01
Reliance Communication Ltd.Rs-10/- each.	2,000	0.44	2,000	0.77	2,000	1.00
Padmini Tech Ltd.Rs-10/- each.	100	0.01	100	0.00	100	0.00
Sangam Aluminium Ltd.Rs-10/- each.	13,200	0.39	13,200	0.39	13,200	0.39
Reliance Industriess Ltd Rs-10/- each.	250	2.21	250	3.30	250	2.61
Suzlon Energy Limited Rs-2/- each.	1,000	0.11	1,000	0.19	1,000	0.14
Tata Steel Ltd Rs-10/- each.	2,000	11.42	2,000	9.65	2,000	6.39
Unitech Ltd. Rs-2/- each.	1,000	0.06	1,000	0.06	1,000	0.05
<b>Total (i)</b>		<b>32.88</b>		<b>32.13</b>		<b>22.73</b>
<b>(ii) Unquoted</b>						
Akshay Ispat Udyog Pvt Ltd of Rs-100/- each.	27,500	27.50	27,500	27.50	27,500	27.50
JISL Irrigation Ltd. of Rs-10/- each.	18,400	4.62	18,400	4.62	18,400	4.62
Manorath Distributors Pvt. Ltd.Rs-10/- each.	2,37,715	66.18	4,12,715	241.18	3,50,000	350.00
Ramgarh Sponge Iron (P) Ltd.Rs-10/- each.	31,64,601	1,242.11	39,14,601	1,317.11	48,36,120	1,409.26
Trambkum Flour Mills Ltd.Rs-100/- each.	-	-	15,750	15.75	15,750	15.75
Jharkhand Ispat P. Ltd.Rs-10/- each.	5,00,000	50.00	5,00,000	50.00	5,00,000	50.00
Rungta Carrier Ltd.Rs-10/- each.	-	-	10,00,000	100.00	10,00,000	100.00
<b>Total (ii)</b>		<b>1,390.41</b>		<b>1,756.16</b>		<b>1,957.13</b>
<b>(iii) Trade Investments</b>						
Investment in Partnership Firm:-						
Ajanta Mineral and Maruti Minerals		-		-		67.79
<b>Total (iii)</b>		<b>-</b>		<b>-</b>		<b>67.79</b>
<b>Total Investments (i+ii+iii)</b>		<b>1,423.29</b>		<b>1,788.28</b>		<b>2,047.65</b>

	Note	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
<b>4</b>	<b>Loans</b>			
	Unsecured, Considered Good :			
	Loans to Company	-	230.34	230.34
		-	230.34	230.34
<b>5</b>	<b>Other Financial Assets</b>			
	Security Deposits	208.74	81.27	67.42
	Balances with banks:			
	- In Fixed Deposit	100.68	80.58	125.41
	*(Pledgd with bank as margin money with maturity of more than 12 months)	309.42	161.85	192.84
<b>6</b>	<b>Deferred Tax Assets (Net)</b>			
	Deferred Tax Assets on :			
	- Property, Plant & Equipments	53.53	61.35	35.50
	- Others	1.56	1.56	-
	<b>Total Deferred Tax Assets</b>	<b>55.09</b>	<b>62.91</b>	<b>35.50</b>
	Deferred Tax Liabilities on :			
	- Financial assets at Fair Value through Profit & Loss/ Others	4.31	3.06	0.25
	<b>Total Deferred Tax Liabilities</b>	<b>4.31</b>	<b>3.06</b>	<b>0.25</b>
	<b>Total Deferred Tax Assets (Net)</b>	<b>50.78</b>	<b>59.85</b>	<b>35.25</b>
	<b>Movement in Deferred Tax Assets (Net)</b>			
		<b>Property, Plant and Equipments</b>	<b>Others</b>	<b>Total</b>
	<b>As at 1st April 2016</b>	35.25	-	35.25
	Recognised :			
	- To Profit & Loss	25.84	-1.25	24.59
	- To Other Comprehensive Income			
	<b>As at 31st March 2017</b>	<b>61.10</b>	<b>-1.25</b>	<b>59.85</b>
	Recognised :			



	- To Profit & Loss		-7.82	-1.25	-9.06
	- To Other Comprehensive Income				
	<b>As at 31st March 2018</b>		53.28	-2.50	50.78
	*items for deferred tax liabilities has been presented in negative.				
<b>7</b>	<b>Inventories</b>				
	Raw Material (including Goods in Transit)		143.98	243.53	108.31
	Work In Progress**		38.66	79.37	121.69
	Finished Goods		718.91	766.93	685.86
	Trading Goods		-	-	260.96
	Store, Spares and Tools		37.76	39.60	40.66
			939.30	1,129.42	1,217.48
	7.1 Inventories valued at lower of cost or net realisable value.				
	7.2 Includes Goods in Transit		-	70.42	-
	** Includes Rs. Nil (Previous Year Rs. 4..30 lacs) Materials lying with third parties for processing				
<b>8</b>	<b>Trade Receivables:</b>				
	Unsecured, Considered Good				
	Trade Receivables		3,439.02	3,031.93	3,015.31
			3,439.02	3,031.93	3,015.31
<b>9</b>	<b>Cash and Cash Equivalents</b>				
	Balances with banks:				
	- In current accounts		59.17	108.15	93.44
	Cash in hand		33.87	52.57	9.56
			93.04	160.72	103.00
<b>10</b>	<b>Loans</b>				
	Unsecured, Considered Good				
	Loans and advances to Staff & Workers		11.92	7.95	11.01
	Loan to Others		1,009.50	999.42	970.00
			1,021.42	1,007.36	981.01
<b>11</b>	<b>Other Financial Assets</b>				
	Interest Accrued on Deposits		1.50	0.64	1.50
			1.50	0.64	1.50
<b>12</b>	<b>Current Tax Assets (Net)</b>				
	Advance Income Tax (Net of Provision for Tax)		192.83	55.91	65.95
			192.83	55.91	65.95
<b>13</b>	<b>Other Current Assets</b>				
	Balance with Government Authorities		38.18	40.34	13.40
	Prepaid Expenses		12.51	4.52	6.22
	Insurance Claim Recoverable		82.28	-	-
	Advances against Supplies and Services		321.27	170.85	262.20
	Other Advances		646.17	692.11	134.28
			1,100.41	907.81	416.10

<b>14</b>	<b>Equity Share Capital</b>					<b>Rs in Lacs</b>
	<b>Particulars</b>	<b>As at 1st April 2016</b>	<b>Changes in equity share capital</b>	<b>As at 31st Mar 2017</b>	<b>Changes in equity share capital</b>	<b>As at 31st Mar 2018</b>
	Equity Share Capital (Refer Note 14A)	885.61	-	885.61	-	885.61
	<b>Total</b>	<b>885.61</b>	<b>-</b>	<b>885.61</b>	<b>-</b>	<b>885.61</b>

<b>15</b>	<b>Other Equity</b>					<b>Rs. in Lacs</b>	
	<b>Particulars</b>	<b>Reserve and Surplus</b>				<b>Remeasurements of post employment benefit obligations (net of tax thereon)</b>	<b>Total</b>
		<b>Capital Redemption Reserve</b>	<b>Security Premium</b>	<b>General Reserve</b>	<b>Retained Earnings</b>		
	<b>Balance as at 1st April 2016</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>742.32</b>	<b>-</b>	<b>4,909.72</b>
	Profit For the Year	-	-	-	237.93	-	237.93

Excise income tax & TDS & Misc balances adjusted	-	-	-	14.86		<b>14.86</b>
Other Comprehensive Income For the Year	-	-	-	-	-	-
<b>Total Comprehensive Income For the Year</b>	-	-	-	<b>252.79</b>	-	<b>252.79</b>
<b>Balance as at 31st Mar 2017.</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>995.11</b>	-	<b>5,162.51</b>
Profit For the Year	-	-	-	203.94	-	203.94
Gratuity provision adjusted				-2.36		-2.36
Other Comprehensive Income For the Year	-	-	-	-	2.36	2.36
<b>Total Comprehensive Income For the Year</b>	-	-	-	<b>201.58</b>	<b>2.36</b>	<b>203.94</b>
<b>Balance as at 31st Mar 2018.</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>1,196.69</b>	<b>2.36</b>	<b>5,366.45</b>

<b>14 A: Equity Share Capital</b>						
<b>(a) Authorised Share Capital</b>						
<b>Equity Share Capital</b>					<b>No of Shares (Lacs)</b>	<b>Amount (in Lacs)</b>
<b>Equity Share Capital of Rs 10/- Each</b>						
As at 1st April 2016					100.00	1,000.00
Add : Increase during the year						
As at 31st March 2017					100.00	1,000.00
Add : Increase during the year						
As at 31st March 2018					100.00	1,000.00
<b>12% Redeemable Cumulative Preference Shares</b>					<b>No of Shares (Lacs)</b>	<b>Amount (in Lacs)</b>
<b>Equity Share Capital of Rs 100/- Each</b>						
As at 1st April 2016					5.00	500.00
Add : Increase during the year						
As at 31st March 2017					5.00	500.00
Add : Increase during the year						
As at 31st March 2018					5.00	500.00
<b>Redeemable Cumulative Preference Shares</b>					<b>No of Shares (Lacs)</b>	<b>Amount (in Lacs)</b>
<b>Equity Share Capital of Rs 100/- Each</b>						
As at 1st April 2016					1.00	100.00
Add : Increase during the year						
As at 31st March 2017					1.00	100.00
Add : Increase during the year						
As at 31st March 2018					1.00	100.00
<b>(b) Movements in Equity Share Capital</b>						
<b>Equity Share Capital</b>					<b>No of Shares (Lacs)</b>	<b>Amount (in Lacs)</b>
<b>Equity Share Capital of Rs 10/- Each</b>						
As at 1st April 2016					88.56	885.61
Add : Shares Issued during the year					-	-
As at 31st March 2017					88.56	885.61
Add : Shares Issued during the year					-	-
As at 31st March 2018					88.56	885.61
<b>(c) Shareholders holding more than 5 percent Equity shares of the Company (Inclusive of share issued pursuant to the scheme of arrangement)</b>						
					<b>No of Shares in Lacs</b>	
<b>Name of the Shareholders</b>	<b>As at 31st March 2018</b>		<b>As at 31st March 2017</b>		<b>As at 1st April 2016</b>	
	<b>No of Shares</b>	<b>% Holding</b>	<b>No of Shares</b>	<b>% Holding</b>	<b>No of Shares</b>	<b>% Holding</b>
Skyblue Earthmovers & Investment Pvt. Ltd.	3.99	4.51%	6.53	7.37%	6.53	7.37%
Gladiolus Finance Consultants Pvt. Ltd.	13.23	14.93%	13.23	14.93%	13.23	14.93%
Samara Realty Pvt. Ltd.	12.87	14.53%	12.87	14.53%	12.87	14.53%
Apex Finance Ltd.	5.00	5.65%	5.00	5.65%	5.00	5.65%
Manorath Distributors Pvt. Ltd.	5.03	5.68%	5.03	5.68%	5.03	5.68%
M. P. Rungta	10.31	11.64%	8.81	9.94%	7.75	8.75%

<b>(d)</b>	<b>Terms/ rights attached to Equity shares</b>
	Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend, however same is subject to the approval of the shareholders in the Annual General Meeting of the Company.

<b>16</b>	<b>Borrowings</b>			
	(Non Current Borrowings)			
	<b>Non Current Portion</b>			
	Secured Borrowings From Banks			
	Rupee Loans	471.39	120.85	16.28
		471.39	120.85	16.28
	<b>Current Portion</b>			
	Secured Borrowings From Banks			
	Rupee Loans	138.29	49.37	10.56
		138.29	49.37	10.56
	Total Non Current Borrowings	609.68	170.22	26.84
	Less :			
	Current Maturities of Long Term Debts (disclosed in note 22)	138.29	49.37	10.56
	<b>Non Current Borrowings (as per Balance Sheet)</b>	<b>471.39</b>	<b>120.85</b>	<b>16.28</b>
	<b>Securities</b>			
	(i) Secured by hypothecation of respective vehicle and personal guarantee of director of the Company.			
	(ii) Terms of Repayment - Repayable in monthly instalments. The Amount will be fully paid by Feb,' 2022.			
	(iii) Includes Rs. 462.52 lacs from Kotak Mahinda Bank limited which is secured against industrial property at Yanam, Pondicherry and repayable in monthly instalments. The amount will be fully paid by Jan, 2024.			
<b>17</b>	<b>Provisions</b>			
	Employee Benefits	50.19	-	-
		50.19	-	-
<b>18</b>	<b>Other Non Current Liabilities</b>			
	Unpaid Dividend*	9.89	9.89	9.89
	Advance received	-	597.61	1,368.61
		9.89	607.50	1,378.50
	* The amount kept in abeyance due to legal case pending.			
<b>19</b>	<b>Borrowings</b>			
	(Current Borrowings)			
	Secured Borrowings			
	From Banks - Allahbad Bank	1,284.62	1,266.07	919.00
	From Banks - Kotak Mahindra Bank	-	491.52	-
	<b>Total</b>	<b>1,284.62</b>	<b>1,757.59</b>	<b>919.00</b>
	<b>Securities</b>			
	Secured by exclusive hypothecation of stock of Raw material, work-in-progress, finished goods, consumable stores, book debts and other current assets of the Company, both present and future and mortgage of Land. The loan is further guaranteed by the Directors.			
<b>20</b>	<b>Trade Payables</b>			
	Micro Enterprises and Small Enterprises	3.06	0.36	1.02
	Other Than Micro Enterprises and Small Enterprises			
	Trade Payable to Others	301.46	165.02	230.77
		304.52	165.38	231.78
<b>21</b>	<b>Other Financial Liabilities</b>			
	Current maturities of Long Term Debts			
	From Banks	138.29	49.37	10.56
		138.29	49.37	10.56
<b>22</b>	<b>Other Current liabilities</b>			
	Advances from Customers	422.71	138.46	453.58
	Trade Deposits	97.19	42.32	82.06
	Statutory Dues	52.72	27.95	39.69
	Other Liabilities	297.45	506.98	148.80
	Liability for Expenses	46.71	53.12	45.86
		916.77	768.83	769.99
<b>23</b>	<b>Provisions</b>			
	Provision for Employee Benefit Obligations			



	Bonus and Reward	3.60	4.63	-
	Gratuity	11.28	32.70	32.70
	Provision for Income Tax	166.50	112.50	60.00
	Provision of Excise Duty on Finished Goods	-	-	10.61
		181.39	149.83	103.32

		For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
<b>24</b>	<b>Revenue From Operations</b>		
	<b>(Net of returns)</b>		
	<u>Manufacturing Sales</u>		
	Export Sales	-	151.74
	Domestic Sales	5,341.99	6,057.11
	<u>Trading Sales</u>		
	Coal	415.01	162.16
	Total	<b>5,757.00</b>	<b>6,371.02</b>
<b>25</b>	<b>Other Income and Other Gains/(Losses)</b>		
	<b>25a. Other Income</b>		
	Dividend on shares	0.34	0.24
	Interest on Loan & Deposits	76.15	201.93
	Sundry Balances W. Off/Back	102.20	1.57
	Profit / (Loss) on sale of Investments	194.38	219.25
	Interest on Overdue Payments	39.28	62.40
	Purchase Discount	-	8.47
	Freight on Sale of Goods	-	110.23
	Profit / (Loss) on sale of fixed assets	9.36	-
	20.16 Miscellaneous Income	45.99	13.44
	20.24		
		467.71	617.54
	<b>25b. Other Gains / (Losses)</b>		
	Fair Value Adjustments on Financial Assets	0.75	9.40
		0.75	9.40
<b>26</b>	<b>Cost Of Materials Consumed</b>		
	Opening Stock	173.11	108.31
	Add : Purchase during the year	3,286.49	3,919.56
	Less : Cost of Material lost in fire	170.53	-
	Less : Closing Stock	151.56	173.11
	<b>Cost of Material Consumed</b>	<b>3,137.51</b>	<b>3,854.76</b>
<b>27</b>	<b>Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade</b>		
	<b>Opening Stock</b>		
	Finished Goods	766.93	685.86
	Work In Progress	79.37	121.69
	Trading Goods	-	260.96
	Stores & Spare Parts	39.60	40.66
		885.89	1,109.17
	<b>Closing Stock</b>		
	Finished Goods	711.33	766.93
	Work In Progress	38.66	79.37
	Trading Goods	-	-
	Stores & Spare Parts	37.76	39.60
		787.74	885.89
	Changes in Inventories	<b>-98.15</b>	<b>-223.28</b>
<b>28</b>	<b>Employee Benefit Expense</b>		
	Salaries, Wages , Bonus & Other Benefits	501.80	489.52
	Gratuity Expenses	28.77	-
	Contribution to Provident and other Funds	36.11	31.11
	Staff & Workmen Welfare Expenses	43.14	45.60
		<b>609.82</b>	<b>566.22</b>
<b>29</b>	<b>Finance Costs</b>		
	Interest on Financial Liabilities		
	On Term Loans	20.26	1.49
	On Bank Borrowings & Others	216.03	172.62
	Bank Charges	34.50	9.18
	Exchange Fluctuation	3.73	1.52



			<b>274.50</b>	<b>184.81</b>
<b>30</b>		<b>OTHER EXPENSES</b>		
	25.10	Consumable Stores	9.10	11.66
	25.11	Power and Fuel	163.98	213.95
		Repairs and Maintenance	-	16.88
	25.14	Plant & Machinery	19.89	9.09
	25.15	Buildings	3.17	0.95
	25.16	Others	7.96	1.51
		Carriage & Octroi Inward	49.59	47.59
		Other Manufacturing expenses	22.99	59.77
		Excise Duty on finished goods	0.66	-
		Advertisements Expenses	3.76	8.12
	25.17	Auditors Remuneration	4.59	4.03
	25.20	Carriage Outwards	139.74	224.92
		Sales Promotion	23.47	33.51
		Discount	4.57	36.63
		Electricity & Water Expenses	8.99	8.41
		Insurance Charges	12.06	6.11
		Legal & Professional Charges	16.34	10.38
		Telephone & Postage Expenses	9.24	9.47
	25.24	Rent Expenses	49.71	46.32
	25.25	Rates and taxes	10.33	13.23
		Installation Expenses	41.18	3.15
		Donation	2.44	-
		Commission to selling agents	313.02	379.79
		Travelling & Conveyance Expenses	76.96	78.42
		Festival Expenses	4.95	-
		Vehicle Running & Maintenance	30.31	28.12
	25.26	Miscellaneous Expenses	98.40	118.63
	25.27	Printing & Stationery	1.22	3.87
	25.28	Loss on Sale of fixed assets	-	0.25
	25.29	Bad Debts Written Off (Net of write back of liabilities)	43.75	265.80
	25.34			
			<b>1,172.37</b>	<b>1,640.54</b>
<b>31</b>		<b>Remuneration to Auditors' comprises:</b>		
		Audit Fees	3.00	2.88
		Tax Audit Fees	1.25	1.15
		Other Services	0.34	-
			4.59	4.03
<b>32</b>		<b>Earnings Per Shares</b>		
		Profit attributable to the Equity Shareholders	203.94	237.93
		Weighted average No of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	88.56	88.56
		Basic and Diluted Earnings per Share (Rs.)	2.30	2.69

<b>33</b>	<b>First Time Adoption of Ind AS</b>
<b>33.1</b>	<p><b>Transition to Ind AS</b></p> <p>The Company has adopted The Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Companies Act 2013 from April 1, 2016 and accordingly financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Ind AS, prescribed under Section 133 of the Companies Act 2013 read with the relevant rules issued thereunder. These are the Company's first financial statements prepared in accordance with Ind AS. The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet as at 1 April 2016 (the transition date). In preparing the opening Ind AS balance sheet as at 1 April 2016, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). The impact of transition has been made in the Reserves as at 1st April 2016 in accordance with the Ind AS 101 and the figures of the previous year ended 1st April 2016 and 31st March 2017 have been presented/restated after incorporating the applicable Ind AS adjustments. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following tables and notes.</p>
<b>33.2</b>	<p><b>Optional Exemptions Availed</b></p> <p>Set out below are the applicable Ind AS 101 optional exemptions applied in the transition from previous GAAP to Ind AS.</p>
	(a) <b>Deemed Cost</b>

		Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant & equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying value.
	<b>(b) Designation of previously recognised financial instruments</b>	
		Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments.
	<b>(c) Leases</b>	
		Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.
<b>33.3</b>	<b>Exceptions availed</b>	
		Set out below are the applicable Ind AS 101 mandatory exceptions applied in the transition from previous GAAP to Ind AS.
	<b>(a) Estimates</b>	
		An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP. Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP: - Investment in equity instruments carried at FVPL(Fair Value through Profit & Loss) or FVOCI (Fair value through other Comprehensive income); - Investment in debt instruments carried at FVPL(Fair Value through Profit & Loss). - Impairment of financial assets based on expected credit loss model - Determination of the discounted value for financial instruments carried at amortised cost
	<b>(b) Classification and measurement of financial assets</b>	
		Ind AS 101 requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.
<b>33.4</b>	<b>Reconciliations between previous GAAP and Ind AS</b>	
		Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

<b>33.4.1 Reconciliations of Balance Sheet * as per previous GAAP and Ind AS :</b>								
<b>Rs in Lacs</b>								
		Ref Note - 33.4.5	As at 31st March 2017			As at 1st April 2016		
			Previous GAAP	Adjustment	Ind AS	Previous GAAP	Adjustment	Ind AS
<b>Assets</b>								
<b>(1) Non Current Assets</b>								
(a)	Property, Plant and Equipment		1,133.17	-	1,133.17	918.13	-	918.13
(b)	Capital work-in-progress		-	-	-	-	-	-
(c)	Intangible Assets		0.17	-	0.17	0.22	-	0.22
(d)	Financial Assets							
	Investments		1,778.07	10.21	1,788.28	2,046.83	0.82	2,047.65
	Loan		230.34	-	230.34	230.34	-	230.34
	Other Financial Assets		161.85	-	161.85	192.84	-	192.84
(e)	Deferred Tax Assets (Net)		62.91	-3.06	59.85	35.50	-0.25	35.25
<b>Total Non Current Assets</b>			<b>3,366.51</b>	<b>7.15</b>	<b>3,373.66</b>	<b>3,423.86</b>	<b>0.57</b>	<b>3,424.43</b>
<b>(2) Current Assets</b>								
(a)	Inventories		1,129.42	-	1,129.42	1,217.48	-	1,217.48
(b)	Financial Assets							
	(i) Investments		-	-	-	-	-	-
	(ii) Trade Receivables		3,031.93	-	3,031.93	3,015.31	-	3,015.31
	(iii) Cash and Cash Equivalent		160.72	-	160.72	103.00	-	103.00
	(iv) Loans		1,007.36	-	1,007.36	981.01	-	981.01
	(v) Other Financial Assets		0.64	-	0.64	1.50	-	1.50

(c)	Current Tax Assets		55.91	-	55.91	65.95	-	65.95
(d)	Other Current Assets		907.81	-	907.81	416.10	-	416.10
<b>Total Current Assets</b>			<b>6,293.81</b>	<b>-</b>	<b>6,293.81</b>	<b>5,800.34</b>	<b>-</b>	<b>5,800.34</b>
<b>Total Assets</b>			<b>9,660.31</b>	<b>7.15</b>	<b>9,667.47</b>	<b>9,224.20</b>	<b>0.57</b>	<b>9,224.77</b>

		Ref Note - 33.4.5	As at 31st March 2017			As at 1st April 2016		
			Previous GAAP	Adjustment	Ind AS	Previous GAAP	Adjustment	Ind AS
<b>Equity And Liabilities</b>								
<b>(1) Equity</b>								
(a)	Equity Share capital		885.61	-	885.61	885.61	-	885.61
(b)	Other Equity	(f)	5,155.36	7.15	5,162.51	4,909.15	0.57	4,909.72
<b>Total Equity</b>			<b>6,040.97</b>	<b>7.15</b>	<b>6,048.12</b>	<b>5,794.76</b>	<b>0.57</b>	<b>5,795.33</b>
<b>(2) Non Current Liabilities</b>								
(a)	Financial Liabilities							
	Borrowings		120.85	-	120.85	16.28	-	16.28
(b)	Provisions		-	-	-	-	-	-
(c)	Other Non Current Liabilities	(f)	607.50	-	607.50	1,378.50	-	1,378.50
<b>Total Non Current Liabilities</b>			<b>728.35</b>	<b>-</b>	<b>728.35</b>	<b>1,394.79</b>	<b>-</b>	<b>1,394.79</b>
<b>(3) Current Liabilities</b>								
(a)	Financial Liabilities							
	(i) Borrowings		1,757.59	-	1,757.59	919.00	-	919.00
	(ii) Trade Payables		165.38	-	165.38	231.78	-	231.78
	(iii) Other Financial Liabilities		49.37	-	49.37	10.56	-	10.56
(b)	Other Current liabilities	(f)	768.83	-	768.83	769.99	-	769.99
(c)	Provisions		149.83	-	149.83	103.32	-	103.32
<b>Total Current Liabilities</b>			<b>2,891.00</b>	<b>-</b>	<b>2,891.00</b>	<b>2,034.65</b>	<b>-</b>	<b>2,034.65</b>
<b>Total Equity and Liabilities</b>			<b>9,660.32</b>	<b>7.15</b>	<b>9,667.47</b>	<b>9,224.20</b>	<b>0.57</b>	<b>9,224.77</b>

\* For the purpose of above disclosures, figures for the previous GAAP have been reclassified to conform presentation requirements under Ind AS and the requirements laid down in Division II to the Schedule III of the Companies Act 2013.

<b>33.4.2 Reconciliation of total comprehensive income for the year ended 31 March 2017*</b>								
		Ref Note - 33.4.5	As at 31st March 2017					
			Previous GAAP	Adjustment	Ind AS			
<b>Revenues</b>								
	Revenue from Operations	(b)	6,371.02	-	6,371.02			
	Other Income		617.54	-	617.54			
	Other Gains/(Losses)		-	9.40	9.40			
<b>Total Revenue</b>			<b>6,988.55</b>	<b>9.40</b>	<b>6,997.95</b>			
<b>Expenses</b>								
	Cost of Materials Consumed		3,854.76	-	3,854.76			
	Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	(b)	223.28	-	223.28			
	Excise Duty Expenses	(b)	110.83	-	110.83			
	Employee Benefits Expense		566.22	-	566.22			
	Finance Costs		184.81	-	184.81			
	Depreciation and Amortization Expense		151.66	-	151.66			
	Other Expenses		1,640.54	-	1,640.54			
<b>Total Expenses</b>			<b>6,732.11</b>	<b>-</b>	<b>6,732.11</b>			
<b>Profit before Exceptional Items and Tax</b>			<b>256.45</b>	<b>9.40</b>	<b>265.85</b>			
Exceptional Items			-	-	-			
<b>Profit Before Tax</b>			<b>256.45</b>	<b>9.40</b>	<b>265.85</b>			
Tax Expense								
	Current Tax		52.50	-	52.50			
	Deferred Tax		-27.41	2.82	-24.59			
<b>Profit for the Year</b>			<b>231.36</b>	<b>6.58</b>	<b>237.93</b>			

<b>Other Comprehensive Income</b>					
<b>Items that will not be reclassified to profit or loss</b>					
- Remeasurements of defined benefit obligations (net of tax thereon)					
	<b>Other Comprehensive Income for the year, net of tax</b>			<b>231.36</b>	<b>237.93</b>
* For the purpose of above disclosures, figures for the previous GAAP have been reclassified to conform presentation requirements under Ind AS and the requirements laid down in Division II to the Schedule III of the Companies Act 2013.					

<b>33.4.3</b>	<b>Reconciliation of total equity as at 31 March 2017 and 1 April 2016</b>			<b>Rs in Lacs</b>
		<b>Ref Note - 33.4.5</b>	<b>As at 31st Mar 2017</b>	<b>As at 1st April 2016</b>
	Total equity (shareholder's funds) as per previous GAAP		6,040.97	5,794.76
	Fair Value adjustment related to Investment and the deferred tax thereon	(f)	7.15	0.57
	Other Equity as per Ind AS		6,048.12	5,795.33

<b>33.4.4</b>	<b>Impact of Ind AS adoption on the statements of cash flows for the year ended 31 March 2017</b>				
		<b>Ref Note - 33.4.5</b>	<b>Previous GAAP</b>	<b>Adjustment</b>	<b>Ind AS</b>
	Net cash inflow/(outflow) from operating activities		-1,050.26	-	-1,050.26
	Net cash inflow/(outflow) from investing activities		294.10	44.83	338.94
	Net cash inflow/(outflow) from financing activities	(h)	769.05	-	769.05
	<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>12.89</b>	<b>44.83</b>	<b>57.72</b>
	Cash and cash equivalents as at 1 April 2016		228.41	-125.41	103.00
	<b>Cash and cash equivalents as at 31 March 2017</b>		<b>241.31</b>	<b>-80.58</b>	<b>160.72</b>

<b>33.4.5</b>	<b>Explanatory Notes to First Time Adoption are as follows:</b>				
	<b>(a)</b>	<b>Fair Valuation of Investments</b>			
Under the previous GAAP, investments mutual fund units and others instruments were classified as long-term investments or current investments based on the intended holding period and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value.					
Now in accordance with Ind AS 109 (Financial Instruments), investment in Quoted equity shares have been classified as fair value through statement of Profit and Loss.					
<b>(b)</b>	<b>Excise Duty</b>				
Under the previous GAAP, revenue from sale of products was presented exclusive of excise duty. Under Ind AS, revenue from sale of goods is presented inclusive of excise duty. The excise duty paid is presented on the face of the statement of profit and loss as part of expenses. This change has resulted in an increase in total revenue and total expenses for the year ended 31 March 2017 by Rs 110.83 Lacs. There is no impact on the total equity and profit.					
<b>(c)</b>	<b>Re-measurements of post-employment benefit obligations</b>				
Under Ind AS, re-measurements i.e. actuarial gains and losses and the return on plan assets if any, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these re-measurements were forming part of the profit or loss for the year.					
<b>(d)</b>	<b>Remeasurement of Defined Benefits Liabilities/ assets, earlier to transition date</b>				
Indian Accounting Standard on Employee Benefits (Ind AS 19) allows the entity to transfer amounts recognised in the Other Comprehensive Income within equity and Company has taken recourse to this provision while preparing the opening balance sheet. Since actuarial gains or losses in all past periods would have been recognised within profit or loss (a component of equity), we believe that no adjustment is required in preparing the opening balance sheet.					
<b>(e)</b>	<b>Other comprehensive income</b>				
Under Ind AS, all items of income and expense recognised in a period should be included in profit or loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes re-measurements of defined benefit plans and fair value gains or (losses) on FVOCI equity instruments. The concept of other comprehensive income did not exist under previous GAAP.					
<b>(f)</b>	<b>Tax Implications</b>				
Tax impact includes deferred tax impact, wherever applicable as per provisions of Ind AS 12 (Income Taxes), on account of difference between previous GAAP and Ind AS.					

<b>34</b>	<b>Fair Value Measurements</b>	<b>Rs In Lacs</b>
<b>34.1</b>	<b>Financial instruments by category</b>	

	As at 31 March 2018			As at 31 March 2017			As at 1 April 2016		
	FVTPL	Amortised Cost	Cost	FVTPL	Amortised Cost	Cost	FVTPL	Amortised Cost	Cost
<b>Financial assets</b>									
Investments									
Quoted Equity Shares	32.88	-	-	32.13	-	-	22.73	-	-
Un-Quoted Equity Shares		1,390.41			1,756.16			1,957.13	
Other non-current financial assets	-	309.42	-	-	392.19	-	-	423.18	-
Trade receivables	-	3,439.02	-	-	3,031.93	-	-	3,015.31	-
Cash and cash equivalents	-	93.04	-	-	160.72	-	-	103.00	-
Bank balances other than above	-	-	-	-	-	-	-	-	-
Other current financial assets	-	1,022.92	-	-	1,008.01	-	-	982.51	-
	<b>32.88</b>	<b>6,254.80</b>	<b>-</b>	<b>32.13</b>	<b>6,349.01</b>	<b>-</b>	<b>22.73</b>	<b>6,481.13</b>	<b>-</b>
<b>Financial liabilities</b>									
Borrowings	471.39	471.39	-	-	120.85	-	-	16.28	-
Short terms borrowings	1,284.62	1,284.62	-	-	1,757.59	-	-	919.00	-
Trade payables	304.52	304.52	-	-	165.38	-	-	231.78	-
Other current financial liabilities	138.29	138.29	-	-	49.37	-	-	10.56	-
	<b>2,198.82</b>	<b>2,198.82</b>	<b>-</b>	<b>-</b>	<b>2,093.18</b>	<b>-</b>	<b>-</b>	<b>1,177.63</b>	<b>-</b>

<b>34.2</b>	<b>Fair Value Hierarchy</b>
(a)	This section explains the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets and liabilities measured at fair value		As at 31st March 2018			
		Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Financial Investments at FVTPL</b>					
Investments					
Quoted Equity Shares		32.88	-	-	32.88
<b>Total</b>		<b>32.88</b>	<b>-</b>	<b>-</b>	<b>32.88</b>
<b>Financial assets</b>					
<b>Financial Investments at FVTPL</b>					
Investments					
Quoted Equity Shares		32.13	-	-	32.13
<b>Total</b>		<b>32.13</b>	<b>-</b>	<b>-</b>	<b>32.13</b>
<b>Financial assets</b>					
<b>Financial Investments at FVTPL</b>					
Investments					
Quoted Equity Shares		22.73	-	-	22.73
<b>Total</b>		<b>22.73</b>	<b>-</b>	<b>-</b>	<b>22.73</b>

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.
Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.
There are no transfers between level 1 and level 2 during the year
<b>(b) Valuation technique used to determine fair value</b>
Specific valuation techniques used to value financial instruments include: - the use of quoted market prices or dealer quotes for similar instruments - the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date - the fair value of the remaining financial instruments is determined using discounted cash flow analysis. All of the resulting fair value estimates are included in level 2 or level 3, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

<b>(c)</b>	<p><b>Fair value estimation</b></p> <p>Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 “Financial Instruments: Disclosure”. Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm’s length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Company’s financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a market exchange from the sale of its full holdings of a particular instrument.</p> <p>The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.</p> <p><b>Interest-bearing borrowings</b></p> <p>Fair value is calculated based on discounted expected future principal and interest cash flows. The carrying amount of the Company’s loans due after one year is also considered as reasonable estimate of their fair values as the nominal interest rates on the loans due after one year are variable and considered to be a reasonable approximation of the fair market rate with reference to loans with similar credit risk level and maturity period at the reporting date.</p> <p><b>Trade and other receivables / payables</b></p> <p>Receivables / payables typically have a remaining life of less than one year and receivables are adjusted for impairment losses. Therefore, the carrying amounts for these assets and liabilities are deemed to approximate their fair values, as the allowance for estimated irrecoverable amounts is considered a reasonable estimate of the discount required to reflect the impact of credit risk.</p> <p><b>Other long term receivables</b></p> <p>These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.</p>
<b>(d)</b>	<p><b>Valuation process</b></p> <p>The accounts &amp; finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the Company’s quarterly reporting periods. The main level 3 inputs for unlisted equity securities, contingent considerations and indemnification asset used by the Company are derived and evaluated as follows:</p> <ul style="list-style-type: none"> <li>• Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.</li> <li>• Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company’s internal credit risk management group.</li> <li>• Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.</li> </ul> <p>Changes in level 2 and 3 fair values are analysed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.</p>
<b>35</b>	<p><b>Financial risk management</b></p>
<b>(a)</b>	<p><b>Risk management framework</b></p> <p>In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.</p>
<b>(b)</b>	<p><b>Credit risk</b></p> <p>Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company’s receivables from customers and investments in financial instruments.</p> <p>The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.</p>
<b>(c)</b>	<p><b>Liquidity Risk</b></p> <p>Liquidity risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses by the Company. The management has an advance collection /credit policy criteria in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer’s credit quality and defines credit limits separately for each individual customer. The gross carrying amount of trade receivables as at 31st March 2018 aggregates Rs 3439.02 lacs (Previous year ended 31st March 2017 Rs 3031.93 Lacs). The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables. Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.</p>
<b>(c)</b>	<p><b>Liquidity Risk</b></p> <p>Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due. The Company’s liquidity position is carefully monitored and managed. The Company has in place a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.</p> <p>The following table provides details of the remaining contractual maturity of the Company’s financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay. The table includes only principal cash flows.</p>

Rs in Lacs							
	Carrying 31 March 2018	Amounts	Contractual cash flows				
			Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Borrowings	471.39		471.39	-	116.28	355.11	-
Short term borrowings	1,284.62		1,284.62	1,284.62	-	-	-
Trade payables	304.52		304.52	304.52	-	-	-
Other current financial liabilities	138.29		138.29	138.29	-	-	-
<b>Total non-derivative liabilities</b>	<b>2,198.82</b>		<b>2,198.82</b>	<b>1,727.44</b>	<b>116.28</b>	<b>355.11</b>	<b>-</b>
	Carrying 31 March 2017	Amounts	Contractual cash flows				
			Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Borrowings	120.85		120.85	-	63.75	57.11	-
Short term borrowings	1,757.59		1,757.59	1,757.59	-	-	-
Trade payables	165.38		165.38	165.38	-	-	-
Other current financial liabilities	49.37		49.37	49.37	-	-	-
<b>Total non-derivative liabilities</b>	<b>2,093.18</b>		<b>2,093.18</b>	<b>1,972.33</b>	<b>63.75</b>	<b>57.11</b>	<b>-</b>
	Carrying 1 April 2016	Amounts	Contractual cash flows				
			Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>							
Borrowings	16.28		16.28	2.71	2.71	8.14	2.72
Short term borrowings	919.00		919.00	919.00	-	-	-
Trade payables	231.78		231.78	231.78	-	-	-
Other current financial liabilities	10.56		10.56	10.56	-	-	-
<b>Total non-derivative liabilities</b>	<b>1,177.63</b>		<b>1,177.63</b>	<b>1,164.06</b>	<b>2.71</b>	<b>8.14</b>	<b>2.72</b>

<b>(d)</b>	<b>Market risk</b>						
<p>Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2018 and March 31, 2017. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange.</p>							
<b>Currency risk</b>							
The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rupees).							
<b>Exposure to currency risk</b>							
The summary of quantitative data about the Company's exposure (Unhedged) to currency risk as reported to the management of the Company is as follows :							
<b>Nature</b>	<b>Cross Currency</b>	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>	<b>As at 1st April 2016</b>			
		<b>Foreign Currency</b>	<b>INR (In Lacs)</b>	<b>Foreign Currency</b>	<b>INR (In Lacs)</b>	<b>Foreign Currency</b>	<b>INR (In Lacs)</b>
<b>Financial Liabilities</b>							
Trade and Other Payables	USD : INR	-	-	-	-	-	-
<b>Financial Assets</b>							
Trade Receivables	USD : INR	-	-	-	-	-	-
<b>Interest rate risk</b>							
The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March 2018 and 31 March 2017, the Company's borrowings at variable rate were denominated in INR. Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.							

<b>36</b>	<b>Income Tax</b>		<b>Rs In Lacs</b>
		<b>For the year ended 31st March 2018</b>	<b>For the year ended 31st March 2017</b>
<b>36.1</b>	<b>Income tax expenses recognised in Statement of Profit and Loss</b>		



	Current income tax expense for the year			54.00	52.50
	Deferred Tax				
	Deferred income tax (benefit)/expense for the year			9.06	-24.59
	MAT Credit Entitlement				-
	<b>Total income tax expense recognised in statement of profit and loss for the year</b>			<b>63.06</b>	<b>27.91</b>
<b>36.2</b>	<b>Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income</b>				
	Income before income taxes			267.00	265.85
	Indian Statutory Income Tax Rate			30.90%	30.90%
	Estimated income tax expenses			82.50	82.15
	<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>				
	Investment Allowance			-	-
	Others			-19.44	-54.23
				<b>63.06</b>	<b>27.91</b>
<b>37</b>	<b>Capital Management</b>				
	The Company manages its capital to ensure to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capitalised one through judicious combination of equity and borrowing, both short term and long term. Consistent with others in the industry, the Company monitors capital on the basis of the optimum gearing ratio of Net debt (comprising total borrowings net of cash & bank balances and current investment) in proportion to Total Equity.				
			<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>	<b>As at 1st April 2016</b>
	Debt to Equity Ratio :		0.30	0.32	0.16

<b>38 Contingent Liabilities and Capital Commitments</b>				
<b>38.01</b>	Contingent Liabilities not provided for :			
	The company has given counter guarantee to the bankers against guarantees issued by Bank on behalf of the company amounting to Rs.632.59 Lacs ( Previous Year: Rs. 507.18 Lacs). The liability may arise in case of failure in supply of material or malfunctioning of products supplied by the Company.			
<b>38.02</b>	Few cases under various laws are pending against the Company at different judiciaries, the outcome of which may result in certain losses to the Company to the extent of Rs. 80.00 lacs.			
<b>38.03</b>	<b>Income Tax Cases</b>			
<b>a)</b>	According to Central Processing Centre Bangalore certain demands are outstanding against the company for 3-4 years, which are very old. However no details are available regarding these demands and hence no provisions are made for such demands. The same will be accounted for at the time of payment, if any.			
<b>b)</b>	Year wise details of demands alongwith their assessment status is as under:-			
	<b>Assessment Year</b>	<b>Demand (Rs.)</b>		<b>Status</b>
	2009-10	2,15,155		Pending before CIT (A)
	2013-14	47,610		Pending before CIT (A)
	2016-17	12,49,310		Pending before A.O.
<b>c)</b>	An assessment for the A.Y. 2015-16 U/S 143(3) of the Income Tax Act, was completed and a demand of Rs. 55.63 Crore was raised against the company. The company has filed an appeal against the demand before CIT(A), however the outcome of that is pending as on date.			
<b>d)</b>	The company has an outstanding demand of TDS amounting to Rs. 5,57,540/- due to some error in return filed by the company. The company is in process to get it rectified.			
<b>39</b>	The company has an outstanding loan as on 31 <sup>st</sup> March 2018 of Rs. 8,33,15,000 given to M/s Maharaji Educational Trust. However, during the year under consideration the company has not received any interest from the same and hence not recognized the interest income on such loan.			
<b>40</b>	During the year under consideration, a fire occurred in the Ghaziabad plant on 2 <sup>nd</sup> day of June 2017. The incident resulted in loss of inventories amounting to Rupees 170.53 lacs to the company in respect of its inventories (both raw, semi & finished stocks). The surveyor has assessed the estimated claim at Rs. 82.27 lacs, The company has accordingly made a provision of Rs. 88.26 lacs net of insurance claim in its books of accounts for the year ending 31.03.2018. The final assessment of loss and receipt of claim is outstanding as on 31.03.2018. Regarding balance provision of loss suffered on account of this fire, the same will be settled in the year of receipt and will be charged to revenue account of that year.			

<b>41 Related Party Transactions:</b>	
<b>1.</b>	<b>Relationships :</b>
<b>a)</b>	<b>Company</b>
1.	Ramgarh Sponge Iron Pvt. Ltd.
2.	Manorath Distributors Pvt. Ltd.
3	Shriram Power & Steel Pvt Ltd.
4	JISL Irrigation Pvt. Ltd.





5	Global Earthmover Pvt. Ltd.
6	Gladiolus Micro Services Pvt. Ltd.
7	MP Homes Pvt. Ltd.
8	Samara Realty Pvt. Ltd.
9	Depose Vintrade Private Limited
10	Deserve DealTrade Private Limited
11	Nextgen Vincom Private Limited
12	Sangini Suppliers Private Limited
<b>b)</b>	<b>Directors and their Relatives</b>
1	Mahabir Prasad Rungta
2	Priya Rungta
3	Urmila Rungta
4	Shruti Rungta
5	Jyoti Rungta
6	Tarun Kumar Megotia
7	Shruti Rungta
8	Krishna Murthy Nagarpur
<b>c)</b>	<b>Key Management Personnel &amp; Relatives</b>
1	Mr.Nitin Dhawan (Chief Financial Officer)
2	Mrs. Pooja Juneja (Company Secretary)

2.	Following transactions were carried out with related Parties in the ordinary course of business:	As at 31st March 2018	Rs in Lacs As at 31st March 2017
<b>a</b>	<b>Companies</b>		
	<b>Investments</b>		
	Ajanta Minerals (Capital in Firm returned)	-	15.96
	<b>Loans and Advances given</b>		
	JISL Irrigation Pvt. Ltd.	-	0.54
	Global Earthmover Pvt. Ltd.	-	0.02
	Gladiolus Micro Services Pvt. Ltd.	-	0.02
	MP Homes Pvt. Ltd.	-	0.02
	Ramgarh Sponge Iron Pvt. Ltd.	-	416.33
	Shriram Power & Steel Pvt Ltd.	58.72	-
	<b>Loans and Advances received back</b>		
	Shriram Power & Steel Pvt Ltd.	58.72	-
	Ramgarh Sponge Iron Pvt. Ltd.	-	416.33
	<b>Advance taken</b>		
	Ramgarh Sponge Iron Pvt. Ltd.	75.00	-
	Manorath Distributors Pvt. Ltd.	-	50.00
	<b>Advance returned back</b>		
	Ramgarh Sponge Iron Pvt. Ltd.	75.00	-
	Manorath Distributors Pvt. Ltd.	23.99	-
	Manorath Distributors Pvt. Ltd.	-	60.03
	<b>Purchase</b>		
	Ramgarh Sponge Iron Pvt. Ltd.	411.67	-
	<b>Sale</b>		
	Shriram Power & Steel Pvt Ltd.	415.01	-
	<b>Rent Paid</b>		
	Samara Realty Pvt. Ltd.	4.80	4.80
<b>b</b>	<b>Directors and their Relatives</b>		
	<b>Loans and Advances</b>		
	Priya Rungta	-	64.36
	Urmila Rungta	-	75.87
	Shruti Rungta	-	69.79
	Jyoti Rungta	-	0.63
	Mahabir Prasad Rungta	-	189.94
	<b>Loans and Advances taken back</b>		
	Priya Rungta	-	64.36
	Urmila Rungta	-	78.87
	Shruti Rungta	-	69.79
	Jyoti Rungta	-	0.63
	Mahabir Prasad Rungta	-	194.50



<b>Remuneration Paid</b>		
Priya Rungta	7.20	-
Urmila Rungta	7.20	-
Shruti Rungta	7.20	-
Jyoti Rungta	7.20	-
<b>Rent Paid</b>		
Urmila Rungta	2.41	2.16
Mahabir Prasad Rungta	1.20	-
<b>Rent Received</b>		
Mahabir Prasad Rungta	0.84	0.84
<b>c Key Management Personnel</b>		
<b>Remuneration Paid</b>		
Kamal Kumar Jain	-	4.59
Nitin Dhawan	3.33	-
Pooja Juneja	6.79	5.73
<b>d Outstanding Balances</b>		
Outstanding Payables	5.72	31.54
Outstanding Receivables Deposit	28.19	0.86
<b>42 Disclosure on Employee Benefits</b>		
		Rs in Lacs
	<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
<b>(a) Defined Contribution Plans</b>		
Provident Fund recognise in profit & loss a/c	36.11	31.11
<b>(b)</b>		
<b>(i) Defined Benefits Plans</b>		
<b>Leave Encashment</b>		
Leave Encashment recognise in profit & loss a/c	-	-
Provision for Earned Leaves ( Non Funded )	-	-

<b>(ii) Gratuity Scheme</b>			
The Present Value of the defined benefit obligation and the related current service cost were measure using the Projected unit method with actuarial valuations being carried out at the balance sheet date.			
The Following tables set out the status of the Gratuity Plan and amounts recognised in the company's Financial Statements as at 31st March, 2018,31st March 2017 being the respective measurement date :			
		<b>As at 31st March 2018</b>	<b>As at 31st March 2017</b>
<b>i. Change in benefit obligation</b>			
A. Present Value of Obligation as at the beginning of the year		88.65	-
B. Current Service Cost		8.41	7.54
C. Interest Cost		6.53	-
D. Benefit Paid		-5.91	-
E. Actuarial (Gain) / Loss		-3.14	-
F. Past service cost including curtailment Gains/loss		6.82	81.11
G. Present Value of obligation (G = A+B+C+D+E+F)		101.38	88.65
<b>ii. Expense Recognised in the Profit and Loss Account</b>			
A. Current Service Cost		8.41	-
B. Interest Cost		3.86	-
C. Remeasurement - Actuarial (Gain)/Loss		-3.37	-
D. Past Service Cost including curtailment Gains/Losses		16.49	-
E. Net Charge ( A+ B+ C+D)		25.40	-
<b>iii. Principal Actuarial Assumptions</b>			
	Note		
A. Discount Rate (p.a)	1	7.73%	7.37%
B. Salary Escalation Rate (p.a)	2	5.00%	5.00%
<b>1. Note</b>			
2. The Discount Rate is based on the Prevailing Market Yields of Indian Government Securities as at the Balance Sheet date for the estimated term of obligations.			
The estimated of Future Salary increases considered takes into account the inflation, Seniority, Promotion and other Relevant Factors.			
<b>iv. Demographic Assumptions</b>			
1.Retirement Age		<b>58</b>	<b>58</b>
2.Mortality Rate		<b>IALM (2006-08)</b>	<b>IALM (2006-08)</b>

3.Ages		Withdrawal Rate (%)		Withdrawal Rate (%)	
Upto 30 Years		5		5	
From 31 to 44 Years		3		3	
Above 44 Years		2		1	
<b>43</b>	<b>Turnover, Opening and Closing Stock</b>	<b>2017-18</b>		<b>2016-17</b>	
<b>of Finished Goods</b>					
	<b>Units</b>	<b>Qty.</b>	<b>Rs. In lacs</b>	<b>Qty.</b>	<b>Rs. In lacs</b>
<b>a.</b>	<b>Turnover #</b>				
	Aluminium Pipe Coupled	Nos.	8,002 94.34	15,811	241.29
	HDPE Pipe coupled	Nos.	7,94,315 3,380.12	4,92,322	3,460.63
	PVC Pipe	Nos.	94,438 558.38	1,12,137	1,190.55
	Accessories, Fittings & Other		1,309.15	-	1,205.55
			<b>5,341.99</b>		<b>6,098.03</b>
	Trading Goods (Coal)		415.01		162.16
			<b>5,757.00</b>		<b>6,260.19</b>
# Sprinkler Irrigation System and Drip Irrigation systems are sold in various combination of pipes, laterals, accessories and fittings in numbers/ mtrs. for a combined value in Sets. Therefore, it is not practical to give item wise value of sales. Sale amount is net of sales tax and exclusive of excise duty.					
<b>b.</b>	<b>Opening Stock</b>				
	Aluminium Pipe Coupled	Nos.	1,181 14.52	3,796	39.09
	HDPE Pipe coupled	Nos.	30,153 209.50	24,324	2,189.16
	PVC Pipe	Nos.	31,394 178.87	8,199	90.19
	Accessories, Fittings & Other	-	364.04	-	598.62
			<b>766.93</b>		<b>2,917.06</b>
<b>c.</b>	<b>Closing Stock</b>				
	Aluminium Pipe Coupled	Nos.	1914 19.66	1,181	14.52
	HDPE Pipe coupled	Nos.	36189 190.90	30,153	209.50
	PVC Pipe	Nos.	31544 136.93	31,394	178.87
	Accessories, Fittings & Other		363.84		364.04
			<b>711.33</b>		<b>766.93</b>
<b>d.</b>	<b>Raw Material Consumption</b>				
	HDPE Granules	MT	2,698 2,035.53	1,650	1,564.15
	PVC Resin	MT	496 435.38	1,946	1,191.86
	Aluminium Pipes	Nos	- -	11,305	107.50
	Accessories, Fittings & Other \$	-	254.94	-	1,094.23
			<b>2,725.85</b>		<b>3,957.74</b>
	Trading Goods (Coal)-purchases		411.66		-102.97
\$ Accessories, components and fittings includes purchase of various bought out items used in Sprinkler/ Drip Irrigation System and individually non of them account for 10% or more of the total value of raw material consumed.					
<b>e.</b>	<b>Value of imported and indigenous Raw Material,</b>		% of total	% of total	
(i)	<b>Stores &amp; Spares consumed:</b>		Consumption	Rs. In lacs	Consumption Rs. In lacs
	<u>Raw Material</u>				
	Imported		-	-	7% 259.46
	Indigenous		100%	2,725.85	93% 3,698.28
(ii)			<b>100%</b>	<b>2,725.85</b>	<b>100%</b> <b>3,957.74</b>
	<u>Stores and Spares</u>				
	Imported		-	-	-
	Indigenous		100%	9.10	100% 11.66
(iii)			<b>100%</b>	<b>9.10</b>	<b>100%</b> <b>11.66</b>
	<u>Trading Goods</u>				
	Imported		-	-	-
	Indigenous		100%	411.66	100% -102.97
			<b>100%</b>	<b>411.66</b>	<b>100%</b> <b>-102.97</b>
<b>f.</b>	<b>CIF Value of imports</b>			Nil	Nil
<b>g.</b>	<b>Earnings in Foreign Exchange</b>				
	FOB Value of Export of Goods			-	151.74
<b>h.</b>	<b>Expenditure in Foreign Currency</b>				



	-Travelling Expenses		16.58	0.63
i	<b>Managerial Remuneration:</b>		<b>2017-18</b>	<b>2016-17</b>
ii	Details of payments and provisions on account of Remuneration to Managing Director and Whole Time Director.			
	- Salary		36.21	35.58
	- Provident Fund		1.41	2.91
	- Allowances and Benefits		11.94	3.59
	<b>44 Segment Reporting</b>		<b>49.56</b>	<b>42.08</b>
44.1	The company operates in only one reportable operating segment of manufacturing of Irrigation products. Hence product wise segment reporting is not applicable as per IndAS 108.			
	The Segment Revenue taking the Geographical Segments are disclosed as under:			
			<b>For the year ended 31st March 2018</b>	<b>For the year ended 31st March 2017</b>
	<b>Segment Revenue - Turnover</b>			
1.	Within India		5,757.00	6,219.27
2.	Outside India		-	151.74
44.2	<b>Major Customer</b>			
	Sales of the Company is evenly distributed, disclosure of major customer could not be made			
<b>45</b>	<b>Corporate Social Responsibility</b>			
	As per Sec 135(1) of Companies Act 2013, Corporate Social Responsibility is not applicable to the Company.			
<b>46</b>	Previous GAAP figures have been reclassified/regrouped to conform to the presentation requirements under IndAS and the requirements laid down in Division-II to the Schedule-III of the Companies Act 2013.			

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No : 084944  
Delhi – May 30, 2018

Tarun Megotia  
Whole Time Director

Nitin Dhawan  
Chief Financial Officer

For and on Behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director

Pooja Juneja  
Company Secretary & Compliance Officer

Dear Shareholders,

**RE: SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE**

**SUBJECT: TRANSFER OF SHARES COMPULSORILY IN DEMAT MODE**

Amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) with respect to mandatory dematerialization for transfer of securities

- a. SEBI vide gazette notification no. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, has mandated that transfer of securities would be carried out in dematerialized form only which will come into effect from December 5, 2018.
- b. According to the aforesaid notification, request for effecting transfer of securities shall not be processed unless the securities are held in the Dematerialized form with the depository with effect from December 5, 2018.
- c. This restriction shall not be applicable to the request received for transmission or transposition of physical shares.
- d. Shareholders are requested to get in touch with SEBI registered Depository Participant to open a Demat account
- e. Shareholders holding shares in physical form are requested to dematerialize shares at earliest to avoid any inconvenience in future for transferring those shares enabling them to trade in electronic form.
- f. Please refer following procedure for dematerialization of shares.

**PROCEDURE FOR DEMATERIALIZATION OF SHARES**

- Dematerialization starts with opening a Demat account. For demat account opening, you need to shortlist a Depository Participant (DP) that offers Demat services. A DP is an agent of the depository (NSDL and CDSL) providing depository services to investors.
- Shareholders should submit the duly filled in Demat Request Form (DRF) along with physical certificate(s) to the concerned DP.
- DP intimates the relevant Depository of such requests through the system.
- DP submits the DRF and the Certificate(s) to the Company's R&TA.
- The Company's R&TA confirms the dematerialization request from Depository.
  - The Company's R&TA, after dematerializing the certificate(s), updates accounts and informs concerned depository regarding completion of dematerialization.
- Depository updates its accounts and informs the DP.
- DP updates the demat account of the shareholder.



Dear Shareholders,

**SUBJECT: UPDATING THE KYC DETAILS**

We refer to the SEBI Circulars No SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 by which it has directed all the listed companies to record the PAN of all the shareholders and Bank Account details of registered shareholder. We have observed from our records that your Pan and bank details are not updated in our records.

We request you to kindly furnish a self attested copy of your Pan Card and We request you to kindly furnish a self attested copy of your Pan Card and a Cancelled Cheque, along with a duly filled in Form appended as Annexure-A to this letter, to submit the relevant documents from the below as requested by Registrar and Transfer Agent (BEETAL Financial & Computer Services Pvt Ltd. ) so that all future dividends could directly be credited to your bank account and we would be able to serve you better in future.

You are requested to send the desired details/documents to the Company's Registrar & Share Transfer Agent (RTA), M/s. Beetal Financial & Computer Services (P) Ltd at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada HarsukhdasMandir, New Delhi- 110062.

You may kindly note that in case we do not receive any response from your side, any future transactions in your shares like transfer, transmission, issue of duplicate share certificates etc., and shall be subject to enhanced supervision by the Company. Therefore you are advised to furnish your Pan and bank details with the company latest.

You may contact BEETAL Financial & Computer Services Pvt Ltd. at below details for any issues

**BEETAL Financial & Computer Services Pvt Ltd.**  
**BEETAL HOUSE, 3rd Floor,**  
**99, Madangir, behind LSC, New Delhi - 110062**  
**Ph. 011-29961281-283 Fax 011-29961284**

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**Annexure-A**

Name of Shareholder(s)	
Folio No.	
Pan (attached Self attested copy of Pan)	
Bank Details (attach Self attested copy of cancelled Cheque)	
Bank Account No.	
Name of Bank	
Branch Address	
IFSC No.	
MICR No.	

(-----)  
Signature of Shareholder(s)



### ATTENDANCE SLIP

## Rungta Irrigation Limited

CIN-L74899DL1986PLC023934

Regd.Off: 101, Pragati Tower, 26, Rajendra Place, New Delhi-110008

PLEASE FILL UP THIS ATTENDANCE SLIP AND HANDOVER AT THE ENTRANCE OF THE MEETING PLACE

Joint shareholders may obtain additional slip at the venue of the Meeting.

DP Id *		Folio No	
Client Id *		No. of shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **THIRTY-FOURTH ANNUAL GENERAL MEETING** of the members of the Company held on **Friday, September 28, 2018 at 11:00 a.m.** at The Executive Club, 439, Village Shahoorpur, P.O., FatehpurBeri, New Delhi – 110030.

\*Applicable for investors holding shares in electronic form.

Signature of Member/Proxy

✂-----✂-----✂-----✂-----✂-----✂-----✂



### PROXYFORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and the Rule 19(3) of the Companies Management and Administration) Rules, 2014]

## Rungta Irrigation Limited

CIN-L74899DL1986PLC023934

Regd.Off: 101, Pragati Tower, 26, Rajendra Place, New Delhi-110008

Name of the Member(s):		E-mail id:	
Registered address:		Folio No/*DP Id /*Client Id:	

I/We, being the member(s) of ..... shares of Rungta Irrigation Limited, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

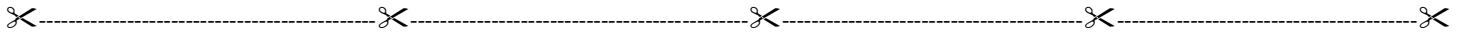
and whose signature(s) are appended below as my/our proxy to attend and vote (on poll) for me/us and my/our behalf at the 34<sup>th</sup> Annual General Meeting of the members of the Company, to be held on the 28<sup>th</sup> September, 2018 at 11.00 am at The Executive Club, 439, Village Shahoorpur, P.O., FatehpurBeri, New Delhi – 110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1 Consider and adopt Audited Financial Statements for the financial year ended 31 <sup>st</sup> March, 2018and Reports of the Board of Directors and Auditors thereon		
2 Appointment of Smt. Priya Rungta, a Director Retiring by rotation		
3 Re-appointment of Shri Tarun Kumar Megotia as Whole Time Director		

**Notes:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company, at not less than 48 hours before the commencement of the meeting.**
2. **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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.
4. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
6. This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
7. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
8. Undated proxy form will not be considered valid.
9. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.



4	Re-appointment of Shri Krishna Murthy Nagarur as Joint Managing Director		
5	Ratification of remuneration of Cost Auditors for the financial year ending March 31, 2019		
6	Approval of remuneration of Shri Mahabir Prasad Rungta, Managing Director of the Company		
7	Change in designation of Smt. Priya Rungta from non executive to executive director		
8	Re-classification of the Promoters of the Company		
9	Consider and approve Loans, Investments, Guarantee or Security		
10	Approve continuation of current term of Mr. Sheo Kumar Poddar, Independent Director		
11	Approve continuation of current term of Mr. Ramesh Behari Mathur, Independent Director		
12	Approve the remuneration of Smt. Priya Rungta		

Signed this .....day of .....2018.

\_\_\_\_\_  
Signature of shareholder

Affix a Revenue Stamp
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\_\_\_\_\_  
Signature of first Proxy holder

\_\_\_\_\_  
Signature of second Proxy holder

\_\_\_\_\_  
Signature of third Proxy holder