



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**MR. MAHABIR PRASAD RUNGTA**  
Chairman Cum Managing Director

**MR. KRISHNA MURTHY NAGARUR**  
Joint Managing Director

**MR. TARUN KUMAR MEGOTIA**  
Whole Time Director

**MS. PRIYA RUNGTA**  
Executive Director

**MR. DEVANAND MISHRA**  
Independent Director

**MR. DEVESH PODDAR**  
Independent Director

**MR. ABDUL KALAM**  
Independent Director

**MR. VIVEK AGRAWAL**  
Independent Director

**MR. SANJIV RAO**  
Independent Director

**COMPANY SECRETARY**  
Ms. Pooja Juneja

**STATUTORY AUDITORS**  
M/s Mamraj & Co.

**COST AUDITOR**  
M/s S. Shekhar & Co

### **BANKERS**

Kotak Mahindra Bank  
Allahabad Bank

### **REGISTERED OFFICE**

101, Pragati Tower 26,  
Rajendra Place, New Delhi-110008

### **ZONAL OFFICE**

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

### **WORKS**

#### **UNIT-1**

C-165, Industrial Area  
Bulandshahar Road  
Ghaziabad (U.P.)-201001

#### **UNIT-2**

Village Advipolam,  
Distt. Yanam,  
Pondicherry-533464

### **SHARE REGISTRAR & TRANSFER AGENT**

M/s Beetal Financial & Computer Services Pvt. Ltd.  
Beetal House, IIIrd Floor, 99, Madangir,  
Behind Local Shopping Centre,  
Near Dada Harsukhdass Mandir, New Delhi-110062

**CORPORATE IDENTITY NUMBER (CIN)**  
**L74899DL1986PLC023934**

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**Mahabir Prasad Rungta**  
**Chairman cum Managing Director**

## ***Chairman's Message***

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

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

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

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

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



## NOTICE

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

### Ordinary Business

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

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

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

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

### Special Business

3. **To ratify the Remuneration of Cost Auditors (S. Shekhar & Co., Cost accountants ) for the Financial Year ending March 31, 2020, and in this regard, to consider and if thought fit, to pass, with or without modification(S), the Following Resolution as an Ordinary Resolution.**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

By Order of the Board of Directors

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

## Notes:

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

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

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

## VOTING THROUGH ELECTRONIC MEANS

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

- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to voting physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
- Similarly, members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case of Members cast their vote exercising both the options, i.e. physically and e-voting, then votes cast through e-voting shall only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instructions given below to cast their vote through e-voting:

- (i) The voting period begins on September 21, 2019, at 10:00 AM and ends on September 23, 2019, at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 17, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](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 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
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PAN	<p>Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the company records in order to log in.</p> <ul style="list-style-type: none"> <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 the "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach the 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat-holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take the utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Rungta Irrigation Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from the Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts; they would be able to cast their votes.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
1. In terms of the provision of section 152 of the Act, Smt. Priya Rungta, a Director, retires by rotation at the Meeting. Human resource, Nomination and Remuneration Committee and the Board of Directors of the Company commend her respective re-appointment.

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



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

2. Members / Proxies / Authorised representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copies of the Annual Report. In the case of joint holders attending the Meeting, only such a joint holder who is higher in the order of names will be entitled to vote at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 20<sup>th</sup> September 2019 to 24<sup>th</sup> September 2019 (both days inclusive) for the purpose of the AGM.
4. Members are requested to notify any change in their address/mandate/ bank details immediately to the Share Transfer Agent of the Company.
5. The relative explanatory statements pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item No. 3 to 9 above, are annexed hereto.
6. SEBI has decided that securities of listed companies can be transferred only in dematerialized form w.e.f April 1, 2019. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
7. Members who are holding shares in physical form are requested to notify the change in address, if any, to the Company's Share Transfer Agent quoting their Folio Number. Shareholders holding shares in dematerialized form should intimate change of their addresses, if any, to their Depository Participants.
8. The Securities and Exchange Board of India (SEBI) has mandated by its Circular dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form. The shareholders who are yet to furnish the above documents are requested to furnish the same forthwith.
9. Members desiring any information as regards the Accounts are requested to write to the Company at least 10 days prior to the date of the meeting so as to enable the management to keep the information ready.
10. In line with measures of Green Initiative taken by the Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011, respectively) and Companies Act, 2013 also provides for sending notice of the meeting and other shareholder correspondences through electronic mode. Members holding shares in physical mode are requested to register their e-mail ID's with Register and share transfer agent (RTA) of the company and Members holding shares in Demat mode are requested to register their e-mail ID with their respective Depository Participants (DPs).
11. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of September 17, 2019.
12. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business, on or before August 23, 2019
13. The Board of Directors of the Company has appointed Mr. Nakul Pratap Singh, a Practicing Company Secretary (Membership No. A55529) of M/s NPS and Associates, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the chairman or a person authorized by him in writing who shall countersign the same.
14. The results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and website of Rungta Irrigation Limited not later than 3 days (Earlier 2 days) from the conclusion of the General meeting of the Company and will be communicated to The Bombay Stock Exchange (BSE).

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

### Item No. 3

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

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

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

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

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

### Item No. 4

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

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

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

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

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

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

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

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

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.

This Statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

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

#### Item No. 5

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013("the Act"), and the Articles of Association of the Company, Mr. Abdul Kalam (DIN: 01869712) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5(Five) consecutive years with effect from November 12, 2018.

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

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

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

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

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

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

Mr. Abdul Kalam is interested in the resolution set out at Item No.5 of the Notice with regard to his appointment. Relatives of Mr. Abdul Kalam may be deemed to be interested in the resolution 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.

This Statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the **Ordinary Resolution** set out at Item No. 5 of the Notice for approval by the members.

#### Item No. 6

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, 2013("the Act"), and the Articles of Association of the

Company, Mr. Sanjiv Rao (DIN: 08452534) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5(Five) consecutive years with effect from May 25, 2019.

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

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

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

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

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

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

Mr. Sanjiv Rao is interested in the resolution set out at Item No.6 of the Notice with regard to his appointment. Relatives of Mr. Sanjiv Rao may be deemed to be interested in the resolution 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.

This Statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the **Ordinary Resolution** set out at Item No. 6 of the Notice for approval by the members.

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

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 a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Mr. Abdul Kalam, aged 75 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 February 07, 2019. Mr. Abdul Kalam is a Mining Engineer and Graduate from Banaras Hindu University. He has served Coal Sector for more than 3 decades as CMD Eastern Coalfields, Bharat Cooking Coal & Director Tech Coal India. He is a recipient of two national awards from Hon'ble President of India in 1981 & 1995. He is the author of many papers that were the acclaimed world over. He was a past president of the World Confederation of Productivity Science. He has traveled abroad many times as an official member of business delegations.

The Board believes that his experience and vision will contribute to the growth of the Company and also in steering the Company with the best Corporate Governance practices. Though Mr. Abdul Kalam can hold office under the erstwhile

resolution, but the 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, is interested or concerned in the resolution. Your Directors recommend the resolution for the approval of the members.

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

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

<b>Smt. Priya Rungta</b>	
<i>Age</i>	36 years
<i>Qualifications</i>	Graduate
<i>Experience (including expertise in specific functional area) / Brief Resume</i>	Vast experience in Irrigation Industry. Please refer Company's website: <a href="http://www.rungtairrigation.in">www.rungtairrigation.in</a> for detailed profile.
<i>Terms and Conditions of Re-appointment</i>	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 28, 2018, is liable to retire by rotation at the Meeting.
<i>Commission last drew</i>	3,00,000
<i>Remuneration last drew</i>	5,00,000
<i>Remuneration proposed to be paid</i>	As per existing approved terms and conditions.
<i>Date of the first appointment on the Board</i>	August 05, 2010.
<i>Shareholding in the Company as on June 30, 2019</i>	4,42,800 Equity Shares of Rs.10/- each.
<i>Relationship with other Directors / Key Managerial Personnel</i>	Daughter of Shri Mahabir Prasad Rungta, Chairman cum Managing Director of the Company.
<i>Number of meetings of the Board attended during the financial year (2018-19)</i>	6
<i>Directorships of other Boards as on March 31, 2019</i>	Nil
<b>Shri Vivek Agrawal</b>	
<i>Age</i>	31 years
<i>Qualifications</i>	Graduate
<i>Experience (including expertise in specific functional area) / Brief Resume</i>	Vast experience in Irrigation Industry. Please refer Company's website: <a href="http://www.rungtairrigation.in">www.rungtairrigation.in</a> for detailed profile.
<i>Terms and Conditions of Re-appointment</i>	As per the resolution at Item No.4 of the Notice convening this meeting read with explanatory statement thereto, Shri Vivek Agarwal is proposed to be appointed as an Independent Director.
<i>Remuneration last drew</i>	N.A.
<i>Remuneration proposed to be paid</i>	As per existing approved terms and conditions
<i>Date of the first appointment on the Board</i>	12 <sup>th</sup> November 2018
<i>Shareholding in the Company as on June 30, 2019</i>	Nil
<i>Relationship with other Directors / Key Managerial Personnel</i>	Not related to any Director/ Key Managerial Personnel
<i>Number of meetings of the Board attended during the financial year (2018-19)</i>	0
<i>Directorships of other Boards as on March 31, 2019</i>	Pyber Technology LLP

## Shri Abdul Kalam

<b>Age</b>	74 years
<b>Qualifications</b>	Mining Engineer and Graduate from Banaras Hindu University.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	He has served Coal Sector for more than 3 decades as CMD Eastern Coalfields, Bharat Cooking Coal & Director Tech Coal India.
<b>Terms and Conditions of Re-appointment</b>	As per the resolution at Item No.5 of the Notice convening this meeting read with explanatory statement thereto, Shri Abdul Kalam is proposed to be appointed as an Independent Director.
<b>Remuneration last drew</b>	N.A.
<b>Remuneration proposed to be paid</b>	As per existing approved terms and conditions
<b>Date of the first appointment on the Board</b>	07 <sup>th</sup> February 2019
<b>Shareholding in the Company as on June 30, 2019</b>	Nil
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director/ Key Managerial Personnel
<b>Number of meetings of the Board attended during the financial year (2018-19)</b>	0
<b>Directorships of other Boards as on March 31, 2019</b>	Re-Vive Policies India Private Limited

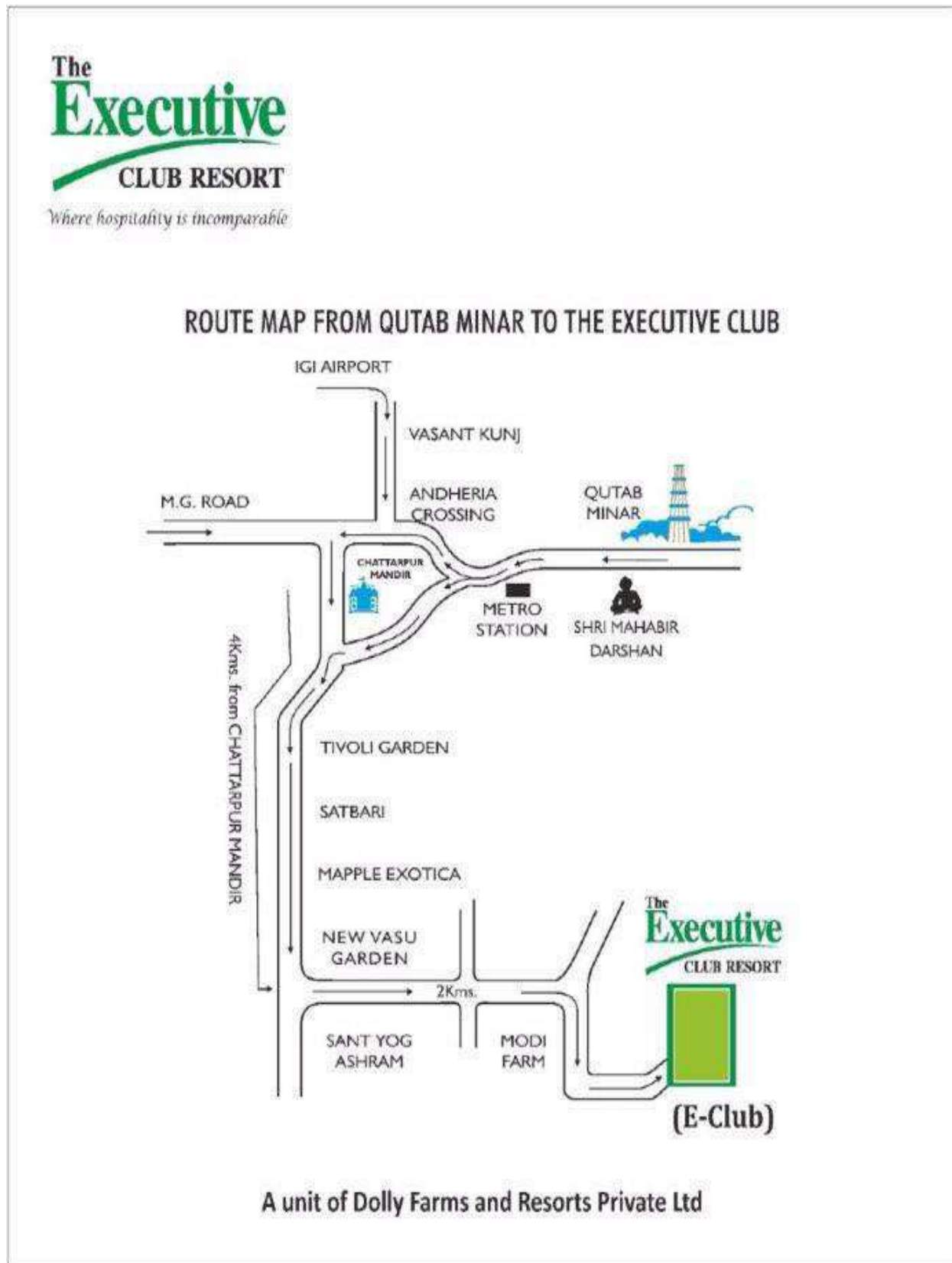
## Shri Sanjiv Rao

<b>Age</b>	56 years
<b>Qualifications</b>	Commerce Graduate from Marwadi University.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	He has served Business power Solution for more than 29 years. He is the recipient of the National Award from Hon'ble President of India Mr. APJ Abdul Kalam. He also a Philanthropist and received an award from Hon'ble Vice- President of India Mr. Venkaiah Naidu for his services to the society and also he is the recipient of, an award of, a Best Police officer from Police Commissioner of Delhi.
<b>Terms and Conditions of Re-appointment</b>	As per the resolution at Item No.6 of the Notice convening this meeting read with explanatory statement thereto, Shri Abdul Kalam is proposed to be appointed as an Independent Director.
<b>Remuneration last drew</b>	N.A.
<b>Remuneration proposed to be paid</b>	As per existing approved terms and conditions
<b>Date of the first appointment on the Board</b>	25 <sup>th</sup> May 2019
<b>Shareholding in the Company as on June 30, 2019</b>	Nil
<b>Relationship with other Directors / Key Managerial Personnel</b>	Not related to any Director/ Key Managerial Personnel
<b>Number of meetings of the Board attended during the financial year (2018-19)</b>	0
<b>Directorships of other Boards as on March 31, 2019</b>	Nil

By Order of the Board of Directors

Pooja Juneja  
Company Secretary & Compliance officer  
Delhi, August 13, 2019

## Route map to the venue of the 35<sup>th</sup> AGM of Rungta Irrigation Limited



## Director's Report

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2019.

*Dear Members,*

Your Directors are pleased to present the Company's 35<sup>th</sup> Annual Report and the Company's audited financial statements for the financial year ended March 31, 2019.

### Financial Results

The Company's financial performance for the year ended March 31, 2019, is summarized below:

Particulars	STANDALONE	
	2018-19 ₹ lacs	2017-18 ₹ lacs
Revenue from operation	5774.36	5757.00
Other Income	324.57	468.46
Total Revenue	5844.70	5704.01
Profit before Depreciation and Tax	-	-
Depreciation and amortization expenses	135.31	166.19
Profit Before Extraordinary items and Tax	118.93	355.25
Extraordinary Items	-	88.25
Tax Expense	-	-
(Current Tax)	30.00	54.00
(Deferred Tax)	0.26	9.06
Income Tax Related to Previous Year	30.26	
Profit After Tax	58.41	203.94
Other Comprehensive Income	-	2.36
Total Comprehensive Income for the Year	58.41	206.3

### Financial Performance Review and Analysis

The Sales Turnover for the year under review was Rs. 5774.36 Lacs as compared to Rs. 5757.00 Lacs for the previous year. The company was able to earn a profit after tax for the year under review of Rs. 58.44 Lacs

### 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.

### SHARE CAPITAL

The Company paid-up Equity Share Capital continues to stand at 88561000 as on March 31, 2019.

During the year, the Company has not issued any shares or convertible securities. The Company does not have any Scheme for issue of shares including sweat equity shares to the employees or directors of the Company.

### 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 the date of this report. There has been no change in the nature of the business of the Company.



## CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

A separate section on corporate governance practices followed by the Company together with a certificate from the auditors confirming its compliance forms a part of this Annual Report, as per SEBI Regulations. Further, as per Regulation 34 read with Schedule V of the Listing Regulations, a Management Discussion, and Analysis report is attached as **Annexure "A"**

### 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 subsection (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 2019, 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

The Board of your Company is duly constituted in accordance with the requirements of the Companies Act, 2013 Read with the Listing Regulations.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive and Independent Directors beyond the age of 75 years w.e.f. April 1, 2019.

Accordingly, pursuant to the provisions of the Listing Regulations and based on the recommendation of the Nomination and Remuneration Committee, the continuation of directorship **Mr. ABDUL KALAM (DIN :01869712)**, Director of the Company to continue to hold office of Independent Director after attaining the age of 75 years which Starts on February 7, 2019 up to the

conclusion of the Annual General Meeting to be held in calendar year 2024 is placed for the approval of the Members through a Special Resolution at the 35th Annual General Meeting.

Further, the Company has received declarations from all the Independent Directors stating that they meet the criteria of independence as given under Section 149 of the Companies Act, 2013 and the relevant provisions of the Listing Regulations.

Further, in accordance with the provisions of Companies Act, 2013 and the Articles of Association of the Company, Ms. Priya Rungta (DIN: 00234715), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-election. The Board of Directors on the recommendation of the Human Resources, Nomination and Remuneration Committee has recommended their re-appointment.

Shri Ramesh Behari Mathur has ceased to be a Director of the Company w.e.f. September 13, 2018. The Board places on record its appreciation towards valuable contribution made by Shri Ramesh Behari Mathur during his tenure as a Director of the Company

During the year under review Mr. Nitin Dhawan, the Chief Financial Officer tendered his resignation from the position of CFO w.e.f. 20<sup>th</sup> August 2018.

Thereafter, the Board of Directors in their meeting held on 20<sup>th</sup> August 2018 has appointed Mr. Vikas Kumar Gupta as Chief financial officer of the Company.

### **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 the 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 the 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**

Your Company has in place a formal policy for the prevention of sexual harassment of its employees at the workplace. The Company is in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has adopted a policy on Sexual Harassment to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. Further, during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

#### **RELATED PARTY TRANSACTIONS**

During the financial year 2018-19, there is no materially significant related party transaction with the Company's Promoters, directors, the management or their relatives, which may have potential conflict with the interest of the Company at large. The Company has also formulated a policy on dealing with the Related Party Transactions (including for material related party transactions) and necessary approval of the Audit Committee and Board of Directors were taken, wherever required in accordance with the Policy.

The details of such policies for dealing with all related party transactions are disseminated on the website of the Company [www.rungtairrigation.in](http://www.rungtairrigation.in)

In compliance with section 188(1) of the Companies Act, 2013, AOC-2 enclosed as Annexure-I. Further, details of Related Party Transactions as required to be disclosed as per Indian Accounting Standard 24 "Related Party Disclosures" specified under section 133 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

#### **Justification for entering into related party transactions**

All Related Party Transactions were placed before the Audit Committee for review and approval. Related Party Transactions were entered at Arm's Length basis. All Related Party Transactions are subjected to independent review w.r.t compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

Furtherance to this, the remuneration paid to Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and his relatives and the sitting fee payment to non-executive directors for each Board/Committee meeting(s) attended was paid to Independent director, shown under Related party disclosures segment under "Notes to the account" of Balance Sheet in terms of Indian Accounting Standard 24 issued by The Institute of Chartered Accountants of India.

### **Auditors and Auditors' Report**

#### **Statutory Auditors**

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Mamraj & Co., Chartered Accountants, New Delhi, were appointed as Statutory Auditors for a term of five years at the Annual General Meeting held on September 26, 2017, to hold office from 33rd Annual General Meeting up to the conclusion of the 38th Annual General Meeting of the Company.

The requirement of seeking ratification of the members for the continuance of the Statutory Auditor's appointment has been withdrawn consequent upon the changes made by the Companies (Amendment) Act, 2017 w.e.f. May 7, 2018. Hence, the resolution seeking ratification of the members for their appointment is not being placed at the ensuing Annual General Meeting.

The Statutory Auditor has confirmed their eligibility and submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor. Further in terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI.

The Auditors' Report to the Members on the Accounts of the Company for the year ended March 31, 2019, is a part of the Annual Report. The said Audit Report does not contain any qualification, reservation or adverse remark. During the year 2019, the Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

#### **Cost Auditors**

M/s. S. Shekhar & Co., Cost Accountants, was appointed as the Cost Auditors of the Company to carry out an audit of the cost records of the Company for the financial year 2018-2019. They, being eligible and willing to be re-appointed as Cost Auditors, were appointed as the Cost Auditors of the Company for the financial year 2019-2020 by the Board of Directors, upon the recommendation of the Audit Committee.

The resolution seeking ratification of the remuneration to the said cost auditors for the financial year 2019-2020 is set out in the Notice calling the 35th Annual General Meeting of the Company.

#### **Secretarial Auditor**

Mr. Ajit Mishra, Practising Company Secretary was appointed as the Secretarial Auditor of the Company to undertake the Secretarial Audit for the financial year 2018-2019. The Secretarial Auditor's report to the members does not contain any qualification, reservation and adverse remarks and the same is annexed to this report as "Annexure B".

### **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, digitized and embedded in the business processes.

An assurance of 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**

Seven 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 and Shri Tarun Kumar Megotia. 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 a 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**

The Extracts of the annual return in Form MGT 9 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 has been placed on the website of the Company and can be accessed at the link – <https://rungtairrigation.com/mgt-9/>

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 Cum Managing Director	6.50
2	Shri Krishna Murthy Nagarur	Joint Managing Director	20.75
3	Smt. Priya Rungta	Executive Director	7.43
4	Shri Tarun Kumar Megotia	Whole Time Director	4.71
5	Shri Devanand Mishra	Independent Director	NA
6	Shri Sheo Kumar Poddar	Independent Director	NA
7	Shri Abdul Kalam	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 Director/KMP	Designation	% increase in Remuneration
1.	Mahabir Prasad Rungta	Chairman Cum Managing Director	NA
2.	Krishna Murthy Nagarur	Joint Managing Director	NA
3.	Priya Rungta	Executive Director	11.11%
4.	Tarun Kumar Megotia	Executive Director	NA
5.	Pooja Juneja	Company Secretary	NA

1. The percentage increase in the median remuneration of employees in the financial year is 8.04%.
2. The number of permanent employees on the rolls of the company were 168 as on 31st March 2019.
3. It is hereby affirmed that the remuneration paid during financial year 2018-19 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.



### **Acknowledgments**

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 Cum Managing Director  
Delhi, August 26, 2019

Annexure "A"

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

### 1. Industry overview:

The financial year 2018-2019 started with a bleak mindset on the 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 remarkable resilience and has almost bounced back from the after-effects of the recent global meltdown.

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

In spite 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 for the product of the company has created opportunities for further growth in the sale of the company's product. It is expected that recovery in the economy and stress of the government in the 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 the 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 the 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. 5774.36 Lacs as compared to Rs. 5757.00 Lacs for the previous year. The company was able to earn a profit after tax for the year under review of Rs. 58.41 Lacs as against a profit of Rs. 206.30 Lacs for the previous year.

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

Human capital is 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 concern 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 cum Managing Director  
Delhi, August 26, 2019

## 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 policymakers.

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

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 center 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 the 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).

### 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 advise 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 the convening of meetings.

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

The Board in consultation with the 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/committees effectiveness and Director's 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, the 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 themselves with the Company, its management, and its operations.



As per Section 149(7) of the Companies Act, 2013, the Company has received a declaration of independence from all the Independent Directors as on 31st March 2019.

## BOARD OF DIRECTORS

### I. Composition

The board of director of your company as on 31<sup>st</sup> March 2019 consisted of 9 directors as under:

- Four are Executive Directors including Chairman Cum Managing Director.
- Five are independent 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 the board consisted of independent directors including one executive woman Director. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under regulation 16(1)(b) of the SEBI LODR and section 149 of the Companies Act, 2013. All the directors have made necessary disclosures regarding their directorships as required under section 184 of the Companies Act, 2013 and on the Committee positions held by them in other companies.

No director is related to any other director on the board in terms of the 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 2019 is as follows:-

Name of the Director	Category (i.e. Promoter, Executive, Non- Executive, Independent)	No. of Board Meetings of the Company F.Y. 2018-2019		Attendance at the Last AGM	As on 31-03-2019		
		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	07	07	YES	NIL	NIL	02
Shri Krishnamurthy Nagarur (Appointed on 05.08.2018)	Joint Managing Director	07	01	NO	NIL	NIL	NIL
Shri Devanand Mishra	Independent Director	07	01	NO	NIL	NIL	02
Shri Tarun Megotia (Appointed on 05.08.2018)	Whole time Director	07	06	YES	NIL	NIL	02
Shri Sheo Kumar Poddar*	Independent Director	07	01	YES	NIL	NIL	03
Smt. Priya Rungta (Appointed on 20.08.2018)	Promoter & Non-Executive Director	07	06	YES	NIL	NIL	NIL
Shri Ramesh Behari Mathur (Resigned on 13.09.2018)	Independent Director	04	01	NO	NIL	NIL	NIL

Shri Devesh Poddar	Independent Director	07	02	YES	NIL	NIL	02
Shri Abdul Kalam (Appointed on 07.02.2019)	Independent Director	00	0	NO	NIL	NIL	NIL
Shri Vivek Agrawal (Appointed on 12.11.2018)	Independent Director	02	0	NO	NIL	NIL	NIL

\*Shri Sheo Kumar Poddar, Non-Executive and Independent Director of the company has ceased from the office of Independent Director with effect from June 18, 2019, due to his sad demise.

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 2018-2019, SEVEN (07) Board meeting was held on, 30<sup>th</sup> May 2018, 09<sup>th</sup> August 2018, 20<sup>th</sup> August 2018, 13<sup>th</sup> September 2018, 12<sup>th</sup> November 2018, 24<sup>th</sup> December 2018, 07<sup>th</sup> February 2019 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 the board for 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	37 years
Date of Birth	08/08/1982
Qualifications	Graduate
Experience (including expertise in specific functional area) / Brief Resume	Vast experience in the 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 29, 2018, is liable to retire by rotation at the Meeting.
Remuneration last drawn	5,00,000 lakh
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of the first appointment on the Board	March 28, 2016
Shareholding in the Company as on March 31, 2019	4,42,800 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 (2018-19)	06
Directorships of other Boards as on March 31, 2019	NIL

2. Reappointment of Mr. Devanand Mishra as a Non-Executive Independent Director of the Company

Shri Devanand Mishra	
Age	62 years
Qualifications	Masters in Commerce
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. 7 of the Notice convening this Meeting read with explanatory statement thereto, <b>Shri Devanand Mishra</b> is

	proposed to be re-appointed as Independent Director
Remuneration last drew	-
Remuneration proposed to be paid	As per existing approved terms and conditions
Date of the first appointment on the Board	July 29,2005
Shareholding in the Company as on March 31, 2018	-
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 (2018-19)	1
Directorships of other Boards as on March 31, 2018	-

### 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 the financial policies of the Company.

#### b. Composition

The composition of the Audit Committee of the board as on 31<sup>st</sup> March 2019 comprises Mr. Sheo Kumar Poddar as its Chairperson, Mr. Devesh Poddar, Tarun Kumar Megotia and Mr. Devanand Mishra as its Members. Mr. Sheo Kumar Poddar, an independent director, having adequate financial and accounting qualifications 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 five (5) times during the Financial Year 2018-2019 on the following dates: 30<sup>th</sup> May 2018, 9<sup>th</sup> August 2018, 20<sup>th</sup> August 2018, 12<sup>th</sup> November 2018 and 07<sup>th</sup> February 2019. 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. Sheo Kumar Poddar	Independent Director / Chairman	5	4
Mr. Devanand Mishra	Independent Director	5	0
Mr. Devesh Poddar	Independent Director	5	5
Mr. Tarun Kumar Megotia (Appointed on 20.08.2018)	Executive Director	2	1

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

#### a. Composition & Terms of Reference

The Company has a duly constituted Nomination and Remuneration Committee ("NRC"). The NRC's constitution and terms of reference are in compliance with provisions of Section 178 of Companies Act, 2013, rules made thereunder and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Nomination and Remuneration Committee was constituted to approve the remuneration payable to Key Managerial Personnel and Directors including Managing Director,

Whole-time Director/ Executive Director and Part-Time Director/ Non-Executive Director/ Independent 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 three (3) times during the Financial Year 2018-2019 on 20<sup>th</sup> August 2018, 10<sup>th</sup> November 2018 and 05<sup>th</sup> February 2019. 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	0
Mr. Devesh Poddar	Independent Director	3	3
Mr. Mahabir Prasad Rungta (Appointed on 20.08.2018)	Managing 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 2019

Name	Salary (Rs.)	Perks (Rs.)	Commission (Rs.)	Sitting Fees (per meeting) (Rs.)	Total (Rs.)	No. of shares held
Shri Mahabir Prasad Rungta	8,40,000	-	-	-	8,40,000	12,11,300
Shri Krishnamurthy Nagarur	26,79,567	48,389	-	-	27,27,956	563
Smt. Priya Rungta	5,00,000	-	3,00,000	11,000	8,11,000	4,42,800
Shri Tarun Kumar Megotia	6,09,252	56,160	-	-	6,65,412	Nil
Shri Sheo Kumar Poddar	-	-	-	16,000	16,000	Nil
Shri Devanand Mishra	-	-	-	-	-	Nil
Shri Devesh Poddar	-	-	-	30,400	30,400	Nil
Shri Abdul Kalam	-	-	-	11,000	11,000	Nil
Shri Vivek Agrawal	-	-	-	-	-	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 Section 178 of Companies Act, 2013, rules made thereunder and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee of the Board as at 31<sup>st</sup> March 2019 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 the transfer of the Company's securities. Approve issue of duplicate shares/debentures certificates.

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

During the financial year Seven (7) meetings of the Stakeholders Grievances Committee was held on 2<sup>nd</sup> July 2018; 13<sup>th</sup> September 2018; 27<sup>th</sup> November 2018; 23<sup>rd</sup> January 2019; 13<sup>th</sup> February 2019; 27<sup>th</sup> February 2019 and 13<sup>th</sup> March 2019; respectively. Attendance of the members is as follows:

Name of the Director	Category	No. of Meetings	
		Held	Attended
Mr. Tarun Kumar Megotia	Whole-time Director	7	7
Mr. Sheo Kumar Poddar	Independent Director / Chairman	7	0
Mr. Mahabir Prasad Rungta	Executive Director	7	7

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 thereunder, Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India.

**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.	<b>Board of Directors</b>	<b>17</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Composition.</li> <li>• Meetings.</li> <li>• Review of compliance reports.</li> <li>• Plans for an 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.	<b>Audit Committee</b>	<b>18</b>	<b>Yes</b>	<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.	<b>Nomination and Remuneration Committee</b>	<b>19</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Composition.</li> <li>• Role of the Committee.</li> </ul>
4.	<b>Stakeholders Relationship Committee</b>	<b>20</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Composition.</li> <li>• Role of the Committee.</li> </ul>
5.	<b>Risk Management Committee</b>	<b>21</b>	<b>NA</b>	<b>NA</b>
6.	<b>Vigil Mechanism</b>	<b>22</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Review of Vigil Mechanism for Directors and employees.</li> <li>• Direct access to Chairperson of the Audit Committee.</li> </ul>
7.	<b>Related Party Transactions</b>	<b>23</b>	<b>Yes</b>	<ul style="list-style-type: none"> <li>• Policy on Materiality of Related Party transactions and dealing with Related Party Transactions.</li> </ul>

				<ul style="list-style-type: none"> <li>• Approval including the omnibus approval of the Audit Committee.</li> <li>• Review of Related Party transactions.</li> <li>• No material Related Party transactions.</li> </ul>
8.	<b>Subsidiaries of the Company</b>	24	NA	NA
9.	<b>Obligations with respect to Independent Directors</b>	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.	<b>Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters</b>	26	Yes	<ul style="list-style-type: none"> <li>• Memberships / Chairmanships in Committees.</li> <li>• The affirmation on compliance of the Code of Conduct by Directors and Senior Management.</li> <li>• Disclosure of shareholding by non-executive Directors.</li> </ul>
11.	<b>Other Corporate Governance requirements</b>	27	Yes	<ul style="list-style-type: none"> <li>• Compliance with discretionary requirements.</li> <li>• Filing of quarterly compliance report on Corporate governance.</li> </ul>
12.	<b>Website</b>	46(2)(b) to (i)	Yes	<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 the Board of Directors and Senior Management Personnel.</li> <li>• Details of the establishment of the 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>

#### 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 is placed at the 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.

e. Details of investor complaints received, redressed and pending during the financial year ended 31<sup>st</sup> March 2019.

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

#### GENERAL BODY MEETINGS

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

Year	Date	Venue	Time
2015-16	30.09.2016	The Executive Club,439, Village Shahoorpur, P.O., Fatehpur Beri, New Delhi-110030.	10:00 A.M.
2016-17	26.09.2017	The Executive Club,439, Village Shahoorpur, P.O., Fatehpur Beri, New Delhi-110030.	10:00 A.M.
2017-18	28.09.2018	The Executive Club,439, Village Shahoorpur, P.O., Fatehpur Beri, New Delhi-110030.	11:00 A.M.

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

###### 1. At the 32<sup>nd</sup> AGM held on 30<sup>th</sup> September 2016

NIL

###### 2. 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. Approval of the limit of Managerial Remuneration of Mr. N Krishnamurthy, Joint Managing Director of the company.
3. Approval of the limit of Managerial Remuneration of Mr. Tarun Megotia, Whole Time Director of the company.
4. Approval of the limit of Managerial Remuneration of Ms. Priya Rungta, Director of the company.

###### 3. At the 34<sup>th</sup> AGM held on 28<sup>th</sup> September 2018

1. Approval of the remuneration of Shri Mahabir Prasad Rungta, Managing Director of the Company.
2. Re-classification of the Promoters of the Company.
3. Consider and approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013.
4. Approval of continuation of the current term of Mr. Sheo Kumar Poddar, Independent Director and if thought fit, as per the Section 149 of the Companies Act and Rules made thereunder.
5. Approval of continuation of the current term of Mr. Ramesh Behari Mathur, Independent Director and if thought fit, as per the Section 149 of the Companies Act and Rules made thereunder.
6. Approval of the remuneration of Smt. Priya Rungta, Director of the Company and in this regard, 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 2018-2019, that may have potential conflict with the interest at large. The details of the related party transaction as per the 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 the 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 the 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 have 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. Akhilesh Saxena, Chief Financial Officer of the company for the Financial Year 2018-2019 required to be given under Regulation 33(1)(e) was placed before the Board of Directors of the company and Board Meeting held on 25<sup>th</sup> May 2019. 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 the 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 the capital market, during the 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 the mandatory requirement, the company has constituted a Nomination and



Remuneration Committee to consider and recommend the remuneration of the executive directors and administration. No person has been denied access to the 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.in](http://www.rungtairrigation.in).

**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
Tuesday, the 24 <sup>th</sup> day of September 2019	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 2019	Second Week of August 2019
Financial Reporting for the second quarter ending 30 <sup>th</sup> September 2019	Second Week of November 2019
Financial Reporting for the third quarter ending 31 <sup>st</sup> December 2019	Second Week of February 2020
Financial Reporting for the fourth quarter ending 31 <sup>st</sup> March 2020	Fourth Week of May 2020

**C. Dates of Book Closure**

The share transfer book and register of members of the company will remain closed from 20<sup>th</sup> September 2019 to 24<sup>th</sup> September 2019 (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.

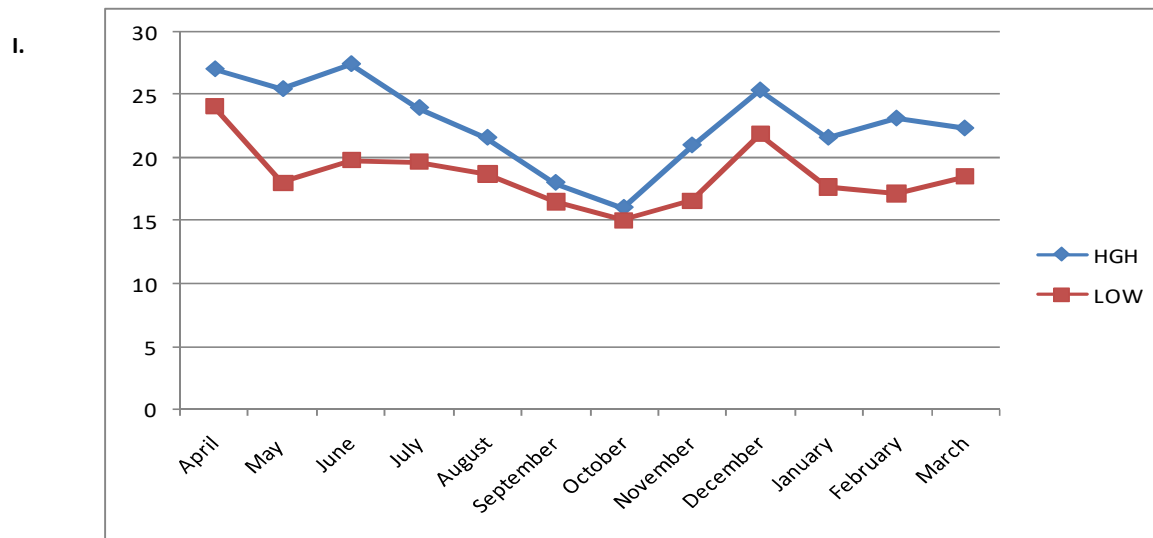
**F. BSE Stock Code/ Symbol:** 530449: Demat ISIN in NSDL and CDSL for equity shares: INE34701013.

**G. Market Price Data:**

**BOMBAY STOCK EXCHANGE (BSE SENSEX):**

Month	High(Rs.)	Low(Rs.)
April, 2018	27.10	24.05
May, 2018	25.50	18.00
June, 2018	27.50	19.80
July, 2018	24.00	19.65
August, 2018	21.60	18.70
September, 2018	18.00	16.50
October, 2018	16.00	15.05
November, 2018	21.00	16.55
December, 2018	25.40	21.85
January, 2019	21.60	17.70
February, 2019	23.15	17.15
March, 2019	22.35	18.50

**H. Stock Price chart of Rungta Irrigation Limited:**



**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:

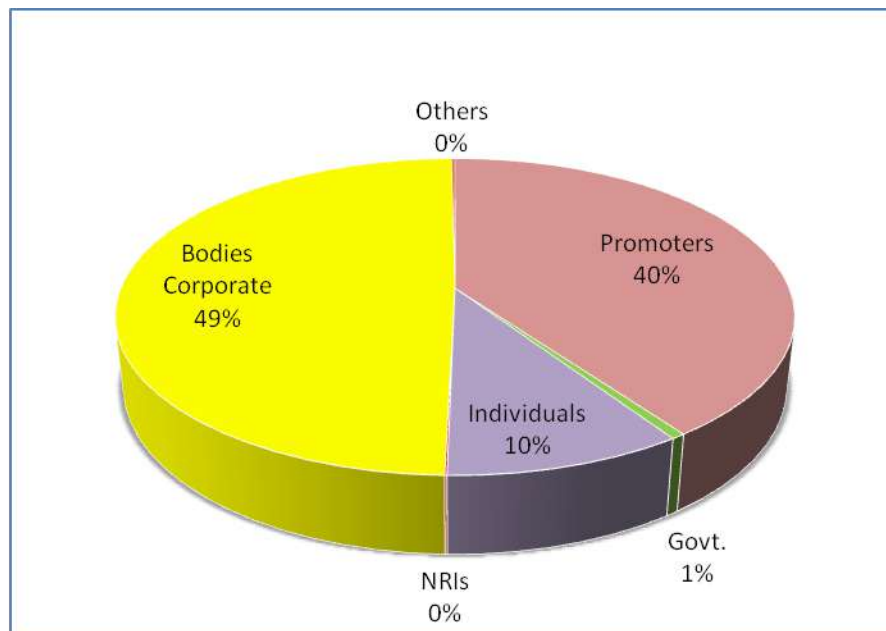
Particulars	BEETAL FINANCIAL & COMPUTER SERVICES PRIVATE LIMITED
Contact Person	Mr. Punit Mittal
Address	Beetal House, IIIrd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdass Mandir, New Delhi-110062
Phone Nos.	29961281 & 29961282
Email ID	<a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com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

**J. Distribution of Shareholding as on 31<sup>st</sup> March 2019:**

Slab of Shareholding (Rs.)	No. of Shareholders	% of Shareholders	Amount in Rs.	% of Shareholding
0-5000	2031	88.76	3216080	3.6143
5001-10000	70	3.05	561980	0.6346
10001-20000	54	2.36	814290	0.9195
20001-30000	46	2.01	1201880	1.3571
30001-40000	34	1.48	1165640	1.3162
40001-50000	11	0.48	503280	0.5683
50001-100000	12	0.52	799730	0.9030
100001 and above	30	1.31	80298120	90.6698
<b>Total</b>	<b>2288</b>	<b>100.00</b>	<b>88561000</b>	<b>100.00</b>

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

Category	No. of Shareholders	% of Shares	No. of Shares
<i>Promoters</i>	21	40.0967	35,51,000
<i>Mutual Funds</i>	NIL	-	NIL
<i>Banks &amp; Financial Institutions</i>	NIL	-	NIL
<i>Insurance Companies</i>	NIL	-	NIL
<i>Central Govt./ State Govt</i>	1	0.5646	50000
<i>FII</i>	NIL	-	NIL
<i>Bodies Corporate</i>	31	49.4036	4375232
<i>Individuals</i>	2195	9.6335	853152
<i>NRIs &amp; OCB</i>	8	0.0900	7968
<i>Others</i>	29	0.1971	17455



**Dematerialization of shares and liquidity:**

As on 31<sup>st</sup> March 2019, a total of **4354126 shares** of the company, which forms **49.16%** of the 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.



**M. Plant Locations:**

UNIT-1

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

UNIT-2

Village Advipolam,  
Distt. Yanam, Pondicherry.

**N. 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](mailto: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

**O. Unclaimed Dividends**

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

**P. 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 shareholders 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 cum Managing Director  
Delhi, August 26, 2019

## CEO AND CFO CERTIFICATION

The Chairman cum 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

**Sub: Certificate under Regulation 17 (8) and Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;**

1. We have reviewed financial statements and the cash flow statement of Rungta Irrigation Limited for the year ended 31<sup>st</sup> March 2019 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 a 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 is fraudulent, illegal or in violation 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 the 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 has been disclosed in the notes to the financial statement; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**Akhilesh Saxena**  
Chief Financial Officer  
Delhi, May 25, 2019

**Mahabir Prasad Rungta**  
Chairman and Managing Director  
Delhi, May 25, 2019

**Annexure “C”**

**Independent Auditor’s 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, 2019. 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 is 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’ judgment, including the assessment of the risks associated with compliance with 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 the 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 are 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, 2019, referred to in paragraph 1 above.

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

**Praveen Gupta**  
Partner  
Membership No.093403

Date: May 25, 2019  
Place: Delhi

**Annexure “D”**

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

**1. Purpose:**

The purpose of this “Remuneration Policy” is to provide a framework and principles which will guide the remuneration strategy of Rungta Irrigation Limited (“Company”) for its Directors including the Managing Director and Whole Time Director(s), Key Managerial Personnel and other employees. The Remuneration Policy shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate its Directors and personnel to guide and manage the Company successfully.

**2. Definitions:**

In this Remuneration Policy, unless the context otherwise requires:

- “Act” means the Companies Act, 2013 including any modification or re-enactment thereof;
- “Board” means the Board of Directors of the Company;
- “Committee” means Nomination and Remuneration Committee of the Board constituted in accordance with the provisions of Section 178 of the Act and the Listing Regulations;
- “Employees’ Stock Options” means the options given or to be given by the Company to the Managing Director and/ or employees of the Company which gives them the right to purchase, or to subscribe for, the equity shares of the Company at a future date at a pre-determined price;
- “Independent Director” means the independent director of the Company appointed in pursuance of the Act and Listing Regulations;
- “Key Managerial Personnel” or “KMP” means the person(s) appointed as such in pursuance of Section 203 of the Act read with Section 2(51) of the Act;
- “Listing Regulations” means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended or replaced from time to time;
- “Management Committee” means a committee of the Company comprising of employees holding the position of Vice President or above and KMPs;
- “Relevant Laws” means the Act, Rules and Listing Regulations;
- “Remuneration” means any money or its equivalent is given or passed to any person for services rendered by him/ her and includes perquisites and other benefits;
- “Rules” means the rules framed under the Act, as amended or replaced from time to time; and
- “Senior Management” means the employee of the Company holding the position of Vice President or above, Company Secretary and Chief Financial Officer of the Company.

**3. Appointment And Removal Of Directors, KMPs And Senior Management Personnel:**

Appointment Criterion and Qualifications:

A person proposed to be employed by the Company at Senior Management shall fulfill the following criterion:

- a) He/she should be a person of integrity with a high level of ethical standards.
- b) The person should possess the adequate qualification, positive attributes, expertise and experience commensurate with the position he/she is considered for appointment. The Committee has the discretion to decide whether qualifications, expertise, and experience possessed by a person are sufficient/adequate for the concerned position.
- c) The person should not have been convicted by a court of law of any offense, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for 6 months or more during the last 5 years or imprisonment for 7 years or more at any point in time.

- d) The person should possess requisite qualifications (wherever applicable) as may be prescribed under any law, rules, regulations and Listing Regulations.
- e) The persons proposed to be appointed as Directors including Managing Director or Whole Time Director(s) shall fulfill the following criterion:
- f) He/she should be a person of integrity with a high level of ethical standards.
- g) The person should have requisite qualifications and experience in any of the areas like technical, finance, law, public administration, management, marketing, production, human resource, etc., as may be required in the context of the business and operations of the Company. The Committee has the discretion to decide whether the qualifications, expertise, and experience possessed by a person are sufficient/ satisfactory for the concerned position.
- h) The person should not have been disqualified to be a director as per the provisions of the Act, Rules and any other law and regulation for the time being in force.
- i) In the case of appointment as Independent Director, the person should fulfill the criterion of independence prescribed under the Act, Rules and the Listing Regulations.

**Recommendation of the Committee:**

Depending upon the requirement of the Company, the Committee shall identify the persons who are qualified to become Directors including Managing Director and Whole Time Director(s) and who may be appointed in Senior Management and as Key Managerial Personnel in accordance with the criterion mentioned above and recommend to the Board their appointment including the remuneration and other terms of their appointment.

The Committee shall also recommend to the Board, all Remuneration in whatever form payable to the Directors including Managing Director and Whole Time Director(s), KMPs and Senior Management personnel including the increment and performance incentive payable to them.

While considering the Appointment and Remuneration of Directors including Managing Director and Whole Time Director(s), KMPs and Senior Management personnel, the Board shall take into consideration the recommendations of the Committee in this regard. Unless it is required to be determined/approved by the Board or Committee or any other committee of the Board in pursuance of any provision of law, rules or regulation, the terms of employment and Remuneration including increment, performance incentive, etc. of the employees (excluding Senior Management) are determined by the Management Committee or Managing Director of the Company.

**Removal:**

Due to any disqualification mentioned in the Act, Rules or under any other law, rules and regulations or violation of the Code of Conduct and Ethics of the Company, the Committee may recommend to the Board, removal of the concerned Director including Managing Director and Whole Time Director, KMP or Senior Management personnel from the services of the Company, with the reasons recorded in writing. Such removal of a Director, KMP or Senior Management personnel by the Board shall be subject to the provisions and in compliance of the Act, Rules and any other laws, rules and regulations, as may be applicable.

**Retirement:**

Unless removed by the competent authority,

- a) A Director including Managing Director and Whole Time Director(s), if any, shall retire as per the terms of his/ her appointment / re-appointment.
- b) Senior Management personnel shall retire as per the prevailing retirement policy of the Company.
- c) The Board shall have the discretion to retain KMPs or Senior Management personnel on the same or similar position, remuneration or otherwise even after their attaining the age of superannuation, as it may deem fit.

**4. Remuneration Structure & Components:**

**Managing Director and Whole Time Director(s)**

The Managing Director and Whole Time Director(s) shall be paid both fixed and variable components of Remuneration subject to the provisions of the Act, Rules and other laws, rules and regulations and the Listing Regulations. The variable component of Remuneration shall have a co-relationship with the performance of such a Director against a prescribed benchmark along with the factors such as the financial performance of the Company. The Committee shall recommend to the Board from time to time Remuneration packages for Managing Director(s) and Whole Time Director(s) keeping a



balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals including internal comparison amongst compensation of Managing Director / Whole Time Director(s) and median employee pay.

#### **Non-Executive Directors**

Non-executive Directors shall be paid an adequate and reasonable sitting fee for attending meetings of the Board and committees thereof subject to the maximum amount permissible under the Act and Rules. Subject to the adequacy of the profits and approval of the Shareholders, the Company may pay commission to the Non- Executive Directors of the Company.

The Board shall determine the appropriate criterion for payment of commission to Non- Executive Directors which may include the time devoted by the Directors for the business of the Company, the contribution made by the Director in the functioning of the Company, etc.

#### **Other KMPs and Employees**

The payment structure, salary levels and policies pertaining to perquisites and benefits including retirement benefits are designed as per the industry practice, business needs or other factors related to the business of the Company.

The Human Resource Department undertakes a review of the Remuneration through periodic benchmarking exercises, surveys and/ or market trends. The various Remuneration components are combined to ensure an appropriate and balanced Remuneration package depending upon the level of employee, job profile, performance, future potential, and other relevant variables.

The Remuneration of Senior Management personnel and other employees are based on the following main principles:

- a) Demand-supply relationship of the concerned job expertise.
- b) The need of the organization to retain and attract talent and its ability to pay.
- c) Employees' social aspiration for enhancing the standard of living.
- d) Compensation Trends in the industries in which the Company operates.

The compensation of Senior Management personnel comprises of the fixed component as well as performance-based incentives apart from perquisites and benefits including retirement benefits. While recommending the increment and performance incentive of Senior Management personnel, the Committee shall strike a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

The Remuneration package of other employees depends upon the nature of the business, job profile and other factors mentioned above. Apart from a fixed component, the package may include one or more variable components such as performance-based incentives, annual bonuses, production linked bonus, etc., as the case may be.

#### **5. General:**

This Remuneration Policy can be amended, modified or revised by the Board from time to time. In case any provisions of this Remuneration Policy are contrary or inconsistent with the provisions of the Relevant Laws, the provisions of Relevant Laws shall prevail.

## FORM NO. AOC-2

(Pursuant to clause (h) of subsection (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 to subsection (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's 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 the 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, 2018, till March 31, 2019	60,000/- Per Month	NIL
	Rent Agreement	11 month starting from March 1, 2019	25,000/- Per Month	NIL
Smt. Shruti Rungta (Daughter of Shri Mahabir Prasad Rungta)	Appointment in office or place of profit	Salary from the Month of April 1, 2018, till November 30, 2019	60,000/- Per Month	NIL
		Salary from the Month of December 1, 2018, till March 31, 2019	80,000/- Per Month	
Smt. Jyoti Rungta (Daughter of Shri Mahabir Prasad Rungta)	Appointment in office or place of profit	Salary from the Month of April 1, 2018, till November 30, 2019	60,000/- Per Month	NIL
		Salary from the Month of December 1, 2018, till March 31, 2019	80,000/- Per Month	
Shri Mahabir Prasad Rungta (Chairman Cum Managing Director)	Rent Agreement	11 month starting from March 1, 2019	10,000/- Per Month	NIL
Ramgarh Sponge Iron Pvt. Ltd.	Sale of goods (including GST)	One Time	Rs.38,17,104	
Ramgarh Sponge Iron Pvt. Ltd.	Advance Given and Taken Back	One Time		50,00,000
Shriram Power & Steel Private Limited	Advance Given and Taken Back	One Time		50,00,000
Samara Realty Pvt. Ltd.	Rent Agreement		40,000/- Per Month	

For and on behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman and Managing Director  
Delhi, August 26, 2019

## FORM NO. MGT 9

Annexure "F"

### EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

[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 a 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
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 the main products /services	NIC Code of the Product/service	% of the total turnover of the company
1.	Drip & Sprinkler Irrigation System	01612	97.40%

**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.	-	-	-	-	-

**Attachment 'C'**

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

Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on March 31, 2018]				No. of Shares held at the end of the year [As on March 31, 2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	836200	1277500	2113700	23.86%	1997000	995200	2992200	33.78%	9.92%
b) Central Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s).	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	1463000	1463000	16.52%	-	558800	558800	6.31%	(10.23%)
e) Banks / F.I.	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	836200	2740500	3576700	40.39%	1997000	1554000	3551000	40.09%	(0.30%)
(2) Foreign									
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%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>TOTAL (A)</b>	<b>836200</b>	<b>2740500</b>	<b>3576700</b>	<b>40.39%</b>	<b>1997000</b>	<b>1554000</b>	<b>3551000</b>	<b>40.09%</b>	<b>(0.30%)</b>

**B. Public Shareholding**

<b>1. Institutions</b>									
<i>a) Mutual Funds</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>b) Banks / FI</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>c) Central Govt</i>	50000	-	50000	0.56%	50000	-	50000	0.56%	0.00%
<i>d) State Govt(s)</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>e) Venture Capital Funds</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>f) Insurance Companies</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>g) FIs</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>h) Foreign Venture Capital Funds</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>i) Others (specify)</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(1)</b>	<b>50000</b>	<b>-</b>	<b>50000</b>	<b>0.56%</b>	<b>50000</b>	<b>-</b>	<b>50000</b>	<b>0.56%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
<i>a) Bodies Corp.</i>									
<i>i) Indian</i>	766348	3563900	4330248	48.89%	2020232	2355000	4375232	49.40%	0.51%
<i>ii) Overseas</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>b) Individuals</i>									
<i>i) Individual shareholders holding nominal share capital upto Rs. 2 lakh</i>	242945	550875	793820	08.96%	246031	548574	794605	8.97%	0.01%
<i>ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh</i>	-	85147	85147	0.96%	20247	38300	58547	0.66%	(0.30%)
<i>c) Others (Clearing Member)</i>	145	-	145	0.001%	1293	-	1293	0.01%	0.009%
<i>Non Resident Indians</i>	1868	6100	7968	0.08%	1868	6100	7968	0.08%	0.00%
<i>Overseas Corporate Bodies</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>Foreign Nationals</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>Clearing Members</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>HUF</i>	11972	100	12072	0.13%	17455	-	17455	0.19%	0.06%
<i>Trusts</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<i>Foreign Bodies - D R</i>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	<b>1023278</b>	<b>4206122</b>	<b>5229400</b>	<b>59.05%</b>	<b>2307126</b>	<b>2947974</b>	<b>5255100</b>	<b>59.34%</b>	<b>0.29%</b>
<b>Total Public (B)</b>	<b>1073278</b>	<b>4206122</b>	<b>5279400</b>	<b>59.62%</b>	<b>2357126</b>	<b>2947974</b>	<b>5305100</b>	<b>59.91%</b>	<b>0.29%</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>1929725</b>	<b>6926375</b>	<b>8856100</b>	<b>100%</b>	<b>4354126</b>	<b>4501974</b>	<b>8856100</b>	<b>100%</b>	<b>0.00%</b>

Attachment 'D'

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

Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year [As on March 31, 2018]			No. of Shares held at the end of the year [As on March 31, 2019]			% change in shareholding during the year
		No. of Shares	% of the total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of the total shares of the company	% of Shares Pledged/encumbered to total shares	
1.	Shri Nand Kishore Rungta	142800	1.61%	-	142800	1.61%	-	0.00%
2.	Smt. Urmila Rungta	158900	1.79%	-	494200	5.58%	-	3.79%
3.	Deepak Rungta	81700	0.92%	-	1700	0.02%	-	(0.90%)
4.	Shri Ram Kumar Rungta	80500	0.90%	-	80500	0.90%	-	0.00%
5.	Shri Sunil Rungta	61700	0.69%	-	1700	0.02%	-	(0.67%)
6.	Shri Ram Chandra Rungta	34200	0.38%	-	34200	0.38%	-	0.00%
7.	Smt. Shalini Rungta	31700	0.35%	-	16700	0.19%	-	(0.16%)
8.	Smt. Shanti Rungta	1700	0.01%	-	NIL	0.00%	-	(0.01%)
9.	Smt. Menakshi Rungta	1100	0.01%	-	1100	0.01%	-	0.00%
10.	Shri Mahabir Prasad Rungta	1030800	11.63%	-	1211300	13.68%	-	2.05%
11.	Shri Ram Swarup Rungta	165300	1.86%	-	53800	0.61%	-	(1.25%)
12.	Shri Sanjay Rungta	15000	0.15%	-	NIL	0.00%	-	(0.15%)
13.	Smt. Priya Rungta	54800	0.61%	-	442800	4.50%	-	3.89%
14.	Smt. Shruti Rungta	253500	2.86%	-	511400	5.77%	-	2.91%
15.	Sky Blue Earth Movers & Investment Pvt. Ltd.	399200	4.50%	-	34300	0.39%	-	(4.11%)
16.	Rangoli Construction Pvt. Ltd.	397100	4.48%	-	354900	4.01%	-	(0.47%)
17.	Arvind Fuels Pvt. Ltd.	256600	2.90%	-	NIL	0.00%	-	(2.90%)
18.	Randev Associates Pvt. Ltd.	194000	2.19%	-	113500	1.28%	-	(0.91%)
19.	Rungta Projects Ltd.	53500	0.60%	-	53100	0.60%	-	0.00%
20.	Rungta Carriers Ltd.	124000	1.40%	-	NIL	0.00%	-	(1.40%)
21.	Ajanta Financial Services Ltd.	35600	0.40%	-	NIL	0.00%	-	(0.40%)
22.	Bir Auto Agencies Pvt. Ltd.	3000	0.03%	-	3000	0.03%	-	0.00%

Attachment 'E'

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

Change in Promoters' Shareholding

Particulars	Shareholding at the beginning of the year (As on 31-03-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
At the beginning of the year	3576700	40.38%	3806600	42.98%
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer /bonus /sweat equity, etc.)			<b>Note-I</b>	
At the end of the year	3806600	42.98%	3551000	40.10%

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

S.No.	Particulars	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Smt. Urmila Rungta						
	At the beginning of the year	1 <sup>st</sup> April 2018		158900	1.79%	158900	1.79%
	Changes during the year	30 <sup>th</sup> March 2019	Purchase	270600	3.06%	429500	4.85%
		11 <sup>th</sup> February 2019	Purchase	64700	0.73%	494200	5.58%
	At the end of the year	31 <sup>st</sup> March 2019		494200	5.58%	494200	5.58%
2.	Shri Deepak Rungta						
	At the beginning of the year	1 <sup>st</sup> April 2018		81700	0.92%	81700	0.92%
	Changes during the year	30 <sup>th</sup> March 2019	Sale	(80000)	0.90%	1700	0.02%
		At the end of the year	31 <sup>st</sup> March 2019		1700	0.02%	1700
3.	Shri Sunil Rungta						
	At the beginning of the year	1 <sup>st</sup> April 2018		61700	0.69%	61700	0.69%
	Changes during the year	11 <sup>th</sup> March 2019	Sale	(60000)	0.67%	1700	0.02%
	At the end of the year	31 <sup>st</sup> March 2019		1700	0.02%	1700	0.02%
4.	Smt. Shalini Rungta						
	At the beginning of the year	1 <sup>st</sup> April 2018		31700	0.35%	31700	0.35%

	<i>Changes during the year</i>	11 <sup>th</sup> March 2019	Sale	(15000)	0.17%	16700	0.19%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		16700	0.19%	16700	0.19%
<b>5.</b>	<b>Smt. Shanti Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		1700	0.01%	1700	0.01%
	<i>Changes during the year</i>	11 <sup>th</sup> February 2019	Sale	(1700)	0.01%	0	0.00%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		Nil	0.00%	Nil	0.00%
<b>6.</b>	<b>Shri Mahabir Prasad Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		1030800	11.63%	1030800	11.63%
	<i>Changes during the year</i>	25 <sup>th</sup> February 2019	Purchase	111500	1.26%	1142300	12.89%
		11 <sup>th</sup> February 2019	Purchase	69000	0.78%	1211300	13.68%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		1211300	13.68%	1211300	13.68%
<b>7.</b>	<b>Shri Ram Swarup Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		165300	1.86%	165300	1.86%
	<i>Changes during the year</i>	25 <sup>th</sup> February 2019	Sale	(111500)	1.26%	53800	0.61%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		53800	0.61%	53800	0.61%
<b>8.</b>	<b>Shri Sanjay Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		15000	0.15%	15000	0.15%
	<i>Changes during the year</i>	15 <sup>th</sup> March 2019	Sale	(15000)	0.15%	Nil	0.00%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		Nil	0.00%	Nil	0.00%
<b>9.</b>	<b>Smt. Priya Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		54800	0.61%	54800	0.61%
	<i>Changes during the year</i>	30 <sup>th</sup> March 2019	Purchase	203800	2.30%	258600	2.91%
		11 <sup>th</sup> March 2019	Purchase	80400	0.91%	339000	3.82%
		15 <sup>th</sup> March 2019	Purchase	15000	0.17%	354000	3.99%
		15 <sup>th</sup> March 2019	Purchase	88800	1.00%	442800	4.99%
	<i>At the end of the year</i>	31 <sup>st</sup> March 2019		442800	4.50%	442800	4.99%
<b>10.</b>	<b>Smt. Shruti Rungta</b>						
	<i>At the beginning of the year</i>	1 <sup>st</sup> April 2018		253500	2.86%	253500	2.86%



	<i>Changes during the year</i>	<i>30<sup>th</sup> March 2019</i>	<i>Purchase</i>	80000	0.90%	333500	3.76%
		<i>11<sup>th</sup> March 2019</i>	<i>Purchase</i>	13800	0.16%	347300	3.92%
		<i>15<sup>th</sup> March 2019</i>	<i>Purchase</i>	164100	1.85%	511400	5.77%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		511400	5.77%	511400	5.77%
<b>11.</b>	<b>Sky Blue Earth Movers &amp; Investment Pvt. Ltd.</b>						
	<i>At the beginning of the year</i>	<i>1<sup>st</sup> April 2018</i>		399200	4.50%	399200	4.50%
	<i>Changes during the year</i>	<i>30<sup>th</sup> March 2019</i>	<i>Sale</i>	(195400)	(2.21%)	203800	2.29%
		<i>11<sup>th</sup> March 2019</i>	<i>Sale</i>	(5400)	(0.06%)	198400	2.23%
		<i>15<sup>th</sup> March 2019</i>	<i>Sale</i>	(164100)	(1.85%)	34300	0.39%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		34300	0.39%	34300	0.39%
<b>12.</b>	<b>Rangoli Construction Pvt. Ltd.</b>						
	<i>At the beginning of the year</i>	<i>1<sup>st</sup> April 2018</i>		397100	4.48%	397100	4.48%
	<i>Changes during the year</i>	<i>30<sup>th</sup> March 2019</i>	<i>Sale</i>	(4400)	(0.05%)	392700	4.43%
		<i>15<sup>th</sup> March 2019</i>	<i>Sale</i>	(37800)	(0.43%)	354900	4.01%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		354900	4.01%	354900	4.01%
<b>13.</b>	<b>Arvind Fuels Pvt. Ltd.</b>						
	<i>At the beginning of the year</i>	<i>1<sup>st</sup> April 2018</i>		256600	2.90%	256600	2.90%
	<i>Changes during the year</i>	<i>30<sup>th</sup> March 2019</i>	<i>Sale</i>	(256600)	(2.90%)	<i>Nil</i>	0.00%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		<i>Nil</i>	0.00%	<i>Nil</i>	0.00%
<b>14.</b>	<b>Randev Associates Pvt. Ltd.</b>						
	<i>At the beginning of the year</i>	<i>1<sup>st</sup> April 2018</i>		194000	2.19%	194000	2.19%
	<i>Changes during the year</i>	<i>15<sup>th</sup> March 2019</i>	<i>Sale</i>	(80500)	(0.91%)	113500	1.28%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		113500	1.28%	113500	1.28%
<b>15.</b>	<b>Rungta Carriers Ltd.</b>						
	<i>At the beginning of the year</i>	<i>1<sup>st</sup> April 2018</i>		124000	1.40%	124000	1.40%
	<i>Changes during the year</i>	<i>30<sup>th</sup> March 2019</i>	<i>Sale</i>	(12000)	(0.14%)	112000	1.26%
		<i>11<sup>th</sup> Feb 2019</i>	<i>Sale</i>	(112000)	(1.26%)	<i>Nil</i>	0.00%
	<i>At the end of the year</i>	<i>31<sup>st</sup> March 2019</i>		<i>Nil</i>	0.00%	<i>Nil</i>	0.00%

16.	Ajanta Financial Services Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		35600	0.40%	35600	0.40%
	Changes during the year	30 <sup>th</sup> March 2019	Sale	(35600)	(0.40%)	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		Nil	0.00%	Nil	0.00%

Attachment 'F'

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

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

S.No.	Particulars	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Gladiolus Finance Consultants Pvt. Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		1322500	14.93%	1322500	14.93%
	Changes during the year	8 <sup>th</sup> March 2019	Purchase	15800	0.18%	1338300	15.11%
		30 <sup>th</sup> March 2019	Purchase	39000	0.44	1377300	15.55%
At the end of the year	31 <sup>st</sup> March 2019		1377300	15.55%	1377300	15.55%	
2.	Samara Realty Pvt. Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		1286600	14.53%	1286600	14.53%
	Changes during the year	8 <sup>th</sup> March 2019	Purchase	165400	1.87%	1452400	16.39%
		15 <sup>th</sup> March 2019	Purchase	4000	0.05%	1456000	16.44%
		30 <sup>th</sup> March 2019	Purchase	35600	0.40%	1491600	16.84%
At the end of the year	31 <sup>st</sup> March 2019		1491600	16.84%	1491600	16.84%	
3.	Manorath Distributors Pvt. Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		503465	5.68%	503465	5.68%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		503465	5.68%	503465	5.68%
4.	Apex Finance Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		500000	5.64%	500000	5.64%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		500000	5.64%	500000	5.64%
5.	JISL Irrigation Ltd.						
	At the beginning of the year	1 <sup>st</sup> April 2018		164000	1.85%	164000	1.85%
	Changes during the year			Nil	0.00%	164000	1.85%
	At the end of the year	31 <sup>st</sup> March 2019		164000	1.85%	164000	1.85%
6.	Orbit Vyapar Pvt. Ltd.						

	At the beginning of the year	1 <sup>st</sup> April 2018		91800	1.03%	91800	1.03%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		91800	1.03%	91800	1.03%
<b>7.</b>	<b>Vatsal Investment Pvt. Ltd.</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		75000	0.84%	75000	0.84%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		75000	0.84%	75000	0.84%
<b>8.</b>	<b>Annapurna Coal Carriers Pvt. Ltd.</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		54800	0.61%	54800	0.61%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		54800	0.61%	54800	0.61%
<b>9.</b>	<b>The Pradeshiya Industrial And Investment Corporation Of U.P.</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		50000	0.56%	50000	0.56%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		50000	0.56%	50000	0.56%
<b>10.</b>	<b>JISL Irrigation Pvt. Ltd.</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		Nil	0.00%	Nil	0.00%
	Changes during the year	8 <sup>th</sup> March 2019	Purchase	33400	0.38%	33400	0.38%
		15 <sup>th</sup> March 2019	Purchase	14800	0.17%	48200	0.54%
	At the end of the year	31 <sup>st</sup> March 2019		48200	0.54%	48200	0.54%

**Attachment 'G'**

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

Shareholding of Directors and Key Managerial Personnel

S.No.	Name	Date	Reason	Shareholding		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
<b>1.</b>	<b>Shri Mahabir Prasad Rungta</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		1030800	11.63%	1030800	11.63%
	Changes during the year	25 <sup>th</sup> February 2019	Purchase	111500	1.26%	1142300	12.89%
		11 <sup>th</sup> February 2019	Purchase	69000	0.78%	1211300	13.68%
	At the end of the year	31 <sup>st</sup> March 2019		1211300	13.68%	1211300	13.68%
<b>2.</b>	<b>Smt. Priya Rungta</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		54800	0.61%	54800	0.61%
	Changes during the year	30 <sup>th</sup> March 2019	Purchase	203800	2.30%	258600	2.91%
		11 <sup>th</sup> March 2019	Purchase	80400	0.91%	339000	3.82%

		15 <sup>th</sup> March 2019	Purchase	15000	0.17%	354000	3.99%
		15 <sup>th</sup> March 2019	Purchase	88800	1.00%	442800	4.99%
	At the end of the year	31 <sup>st</sup> March 2019		442800	4.50%	442800	4.99%
<b>3.</b>	<b>Shri Krishna Murthy Nagarur</b>						
	At the beginning of the year	1 <sup>st</sup> April 2018		563	0.01%	563	0.01%
	Changes during the year			Nil	0.00%	Nil	0.00%
	At the end of the year	31 <sup>st</sup> March 2019		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
Indebtedness at the beginning of the financial year	1896.808	-	-	1896.808
<i>i) Principal Amount</i>	-	-	-	-
<i>ii) Interest due but not paid</i>	-	-	-	-
<i>iii) Interest accrued but not due</i>	0.176	-	-	0.176
<b>Total (i+ii+iii)</b>	<b>1896.984</b>			<b>1896.984</b>
<i>* Addition</i>	1100.081	449.688	-	1549.769
<i>* Reduction</i>	1351.183	449.688	-	1800.871
<b>Net Change</b>	<b>(251.102)</b>			<b>(251.102)</b>
<i>i) Principal Amount</i>	1645.882	-	-	1645.882
<i>ii) Interest due but not paid</i>	-	-	-	-
<i>iii) Interest accrued but not due</i>	-	-	-	-
<b>Total ( i+ii+iii )</b>	<b>1645.882</b>			<b>1645.882</b>

Attachment 'I'

### Remuneration of Directors and Key Managerial Personnel

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

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total (In Rs)
		Shri Mahabir Prasad Rungta	Shri Krishna Murthy Nagarur	Smt. Priya Rungta	Shri Tarun Kumar Megotia	
	<b>Name</b>	<i>Chairman cum Managing Director</i>	<i>Joint Managing Director</i>	<i>Executive Director</i>	<i>Executive Director</i>	
<b>1.</b>	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,40,000	26,79,567	5,00,000	6,09,252	<b>46,28,819</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	48,389	-	56,160	<b>1,04,549</b>
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-	-

2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
<b>Total (A)</b>		<b>8,40,000</b>	<b>27,27,956</b>	<b>5,00,000</b>	<b>6,65,412</b>	<b>47,33,368</b>

**Attachment 'J'**

**Remuneration of Directors and Key Managerial Personnel**

Remuneration to other Directors

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
		Ms. Priya Rungta	Mr. Devesh Poddar	Mr. Sheo Kumar Poddar	Mr. Abdul Kalam	
						(In Rs)
1.	<b>Independent Directors</b>					
	Fee for attending board committee meetings	11,000	30,400	16,000	11,000	68,400
	Commission	3,00,000	-	-	-	3,00,000
	Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>3,11,000</b>	<b>30,400</b>	<b>16,000</b>	<b>11,000</b>	<b>3,68,400</b>
2.	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>3,11,000</b>	<b>30,400</b>	<b>16,000</b>	<b>11,000</b>	<b>3,68,400</b>
	<b>Total Managerial Remuneration</b>	<b>3,11,000</b>	<b>30,400</b>	<b>16,000</b>	<b>11,000</b>	<b>3,68,400</b>

**Attachment 'K'**

**Remuneration of Directors and Key Managerial Personnel**

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

S.No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Ms. Pooja Juneja	Mr. Nitin Dhawan	Mr. Vikas Kumar Gupta	
	<u>Name</u>	Ms. Pooja Juneja	Mr. Nitin Dhawan	Mr. Vikas Kumar Gupta	
	<u>Designation</u>	(Company Secretary)	(Chief Financial Officer)	(Chief Financial Officer)	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,54,008	3,15,744	8,45,565	19,15,317
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax	-	-	-	-

	Act, 1961				
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify (Bonus)	22,491	-	-	22,491
	<b>Total</b>	<b>7,76,499</b>	<b>3,15,744</b>	<b>8,45,565</b>	<b>19,37,808</b>

**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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

For and on behalf of the Board of Directors

Mahabir Prasad Rungta  
Chairman cum Managing Director  
Delhi, August 26, 2019

**Form No. MR-3**

# SECRETARIAL AUDIT REPORT

For the financial year ended 31<sup>st</sup> March 2019

[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 SHARE CAPITAL : Rs. 16,00,00,000/-  
PAID UP SHARE CAPITAL : Rs. 8,85,61,000/-

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Rungta Irrigation Limited. (Hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial borrowings.
- v. 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, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefit) Regulation 2014 (Not applicable to Company during the audit period);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to Company during the audit period);
  - 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 the client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to Company during the audit period);
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to Company during the audit period)
  - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015

The Management has identified and confirmed the following laws as being specifically applicable to the Company which has been complied with. Industrial Dispute 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, and all Labour laws as

applicable to the Company.

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

- Secretarial Standard 1 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India.
- 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:

I further report that

The Board of Directors of the Company is duly constituted with the 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 at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes.

I further report that based on review of compliance mechanism established by the company and on the basis of compliance certificate issued by the Company executives and taken on record by the Board of Directors and Audit Committee at their meetings 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.

Further, this report to be read along with the following, stating that:

1. The maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that the correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provision of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company not on the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ajit Mishra & Associates  
Company Secretaries

Ajit Mishra  
Proprietor  
FCS-9703  
CP-20737

Place: New Delhi  
Date: 25/05/2019



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(2018-19)	Previous Year(2017-18)
1.	Electricity		
a.	Purchased		
	Unit	2259501.40	1827443.00
	Total Amount	Rs.14691388.70	Rs.13552103.00
	Rate/unit	Rs.6.50	Rs.7.42
b.	Own Generation		
	Through diesel generator:-		
	Unit	48487	78721
	Units per-ltr. of diesel oil	Rs.4.37	Rs.4.35
	Cost/unit	Rs.14.05	Rs.15.43
B.	Consumption per units of production	Current Year	Previous Year
1.	Electricity	0.75 Per kg.	0.72 Per Kg.

## INDEPENDENT AUDITOR'S REPORT

To,  
The Members of Rungta Irrigation Limited

### 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, 2019, 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 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 thereunder.

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, 2019, 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, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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. 36 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.

There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**PLACE: NEW DELHI  
DATE: 25/05/2019**

**MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944**

**Annexure 'A'**

To the Independent Auditor's Report – 31 March 2019 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 are 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 are 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 are given to us, the company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31, 2019 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 to 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 are 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, 2019 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 an 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 are 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 are 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 are 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 are 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 are 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**

**PLACE: NEW DELHI  
DATE: 25/05/2019**

**MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944**

**Annexure 'B'**

**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, 2019, 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 were 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 judgment, 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 authorizations 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, 2019, 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**

**PLACE: NEW DELHI  
DATE: 25/05/2019**

**MAMRAJ AGARWAL  
(PARTNER)  
M.NO. 084944**

## Rungta Irrigation Limited

### Balance Sheet as on 31<sup>st</sup> March 2019

Particulars		Note	As at 31st March 2019	As at 31st March 2018
<b>ASSETS</b>				
<b>(1) Non-Current Assets</b>				
(a)	Property, Plant and Equipment	2	912.76	1,037.95
(b)	Capital work-in-progress	2	-	-
(c)	Intangible Assets	2	0.11	0.17
(d)	Financial Assets			
	(i) Investments	3	1,367.19	1,423.29
	(ii) Other Financial Assets	4	167.33	309.42
(e)	Deferred Tax Assets (Net)	5	50.52	50.78
<b>Total Non-Current Assets</b>			<b>2,497.90</b>	<b>2,821.61</b>
<b>(2) Current Assets</b>				
(a)	Inventories	6	1,018.80	939.30
(b)	Financial Assets			
	(i) Investments		-	-
	(ii) Trade Receivables	7	2,955.03	3,439.02
	(iii) Cash and Cash Equivalents	8	90.43	93.04
	(iv) Loans	9	1,039.83	1,021.42
	(v) Other Financial Assets	10	5.61	1.50
(c)	Current Tax Assets (Net)	11	722.67	192.83
(d)	Other Current Assets	12	485.07	1,100.41
<b>Total Current Assets</b>			<b>6,317.42</b>	<b>6,787.52</b>
<b>Total Assets</b>			<b>8,815.34</b>	<b>9,609.13</b>
<b>Equity And Liabilities</b>				
<b>(1) Equity</b>				
(a)	Equity Share capital	13	885.61	885.61
(b)	Other Equity	14	5,426.38	5,366.46
<b>Total Equity</b>			<b>6,311.99</b>	<b>6,252.07</b>
<b>(2) Non-Current Liabilities</b>				
(a)	Financial Liabilities			
	Borrowings	15	340.29	471.39
(b)	Provisions	16	53.27	50.19
(c)	Other Non-Current Liabilities	17	9.89	9.89
<b>Total Non-Current Liabilities</b>			<b>403.44</b>	<b>531.47</b>
<b>(3) Current Liabilities</b>				
(a)	Financial Liabilities			
	(i) Borrowings	18	1,068.12	1,284.62
	(ii) Trade Payables	19	314.61	304.52
	(iii) Other Financial Liabilities	20	123.97	138.29
(b)	Other Current liabilities	21	556.51	916.77
(c)	Provisions	22	36.70	181.39
<b>Total Current Liabilities</b>			<b>2,099.90</b>	<b>2,825.59</b>
<b>Total Equity and Liabilities</b>			<b>8,815.34</b>	<b>9,609.13</b>
Summary of Significant Accounting Policies		1		
Other Notes on Accounts		32-44		
The accompanying Notes are an Integral Part of the Financial Statements As per our report of even date attached				

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No: 084944  
Delhi – May 25, 2019

Mahabir Prasad Rungta  
Chairman Cum Managing Director

Akhilesh Saxena  
Chief Financial Officer

For and on behalf of the Board of Directors

Tarun Megotia  
Whole Time Director

Pooja Juneja  
Company Secretary & Compliance Officer



## Rungta Irrigation Limited

Statement of Profit and Loss for the Year ended 31<sup>st</sup> March 2019

Rs in Lacs

Particulars	Note no.	For the year Ended 31st March 2019	For the year Ended 31st March 2018
<b>I. REVENUES</b>			
Revenue from Operations	23	5,774.36	5,757.00
Other Income	24a.	327.27	467.71
Other Gains/(Losses)	24b.	-2.70	0.75
<b>Total Revenue (I)</b>		<b>6,098.94</b>	<b>6,225.47</b>
<b>II. EXPENSES</b>			
Cost of Materials Consumed	25	3,669.97	3,137.51
Purchase of Stock-in-Trade		-	411.66
Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	26	4.79	98.15
Excise Duty Expenses		-	-
Employee Benefits Expense	27	646.44	609.82
Finance Costs	28	191.10	274.50
Depreciation and Amortization Expense	2	135.31	166.19
Other Expenses	29-30	1,332.40	1,172.38
<b>Total Expenses (II)</b>		<b>5,980.00</b>	<b>5,870.21</b>
<b>III. Profit Before Tax and exceptional items(I - II)</b>		<b>118.93</b>	<b>355.25</b>
IV Exceptional Items		0.00	88.25
<b>IV Profit after exceptional items Before Tax and(I - II)</b>		<b>118.93</b>	<b>267.00</b>
IV Tax Expense			
(i) Current Tax		30.00	54.00
(ii) Deferred Tax		0.26	9.06
(iii) income tax related to previous years		30.26	
IV Total Tax Expenses		60.52	63.06
<b>V Profit/(Loss) for the Year (III - IV)</b>		<b>58.41</b>	<b>203.94</b>
<b>VI Other Comprehensive Income</b>			
<b>A Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit obligations (net of tax thereon)		-	2.36
<b>Other Comprehensive Income for the year, net of tax</b>		-	2.36
<b>VII Total Comprehensive Income For the year (V + VI)</b>		<b>58.41</b>	<b>206.30</b>
<b>VIII Earnings per Equity Share:</b>			
Earnings per Share (Basic & Diluted) on Net Profit	31	0.66	2.30
Summary of Significant Accounting Policies	1		
Other Notes on Accounts	32-44		
The accompanying Notes are an Integral Part of the Financial Statements As per our report of even date attached			

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No: 084944  
Delhi – May 25, 2019

Mahabir Prasad Rungta  
Chairman Cum Managing Director

Akhilesh Saxena  
Chief Financial Officer

For and on behalf of the Board of Directors

Tarun Megotia  
Whole Time Director

Pooja Juneja  
Company Secretary & Compliance Officer

## Rungta Irrigation Limited

### Statement of Cash Flow for the Year Ended 31st March 2019

	Particular	For the year Ended 31st March 2019	For the year Ended 31st March 2018
<b>A.</b>	<b>Cash Inflow/(Outflow) from Operating Activities :</b>		
	<b>Net Profit/(Loss) Before Taxes</b>	<b>118.93</b>	<b>267.00</b>
	<b>Adjustments for non-cash items</b>		
	Depreciation & Amortization	135.32	166.19
	Interest Income	(150.11)	(76.15)
	Interest Paid	178.14	236.28
	Dividend Received	(0.41)	(0.34)
	(Profit)/Loss on sale of property, plant, and equipment	(0.31)	(9.36)
	Fair Value Adjustments on Financial Assets (net)	2.70	(0.75)
	Provision for Gratuity		50.19
	(Profit) / Loss on sale of Investments	(54.86)	(194.38)
	<b>Operating Profit/(Loss) before Working Capital Changes</b>	<b>229.40</b>	<b>438.68</b>
	Increase(-)/Decrease in Trade & other Receivables	1,221.92	(742.06)
	Increase(-)/Decrease in Inventories	(79.50)	190.12
	Increase/Decrease(-) in Trade & other Payables	(353.78)	(332.97)
	<b>Cash Generated from Operations</b>	<b>1,018.04</b>	<b>-446.23</b>
	Direct Tax Paid	(756.59)	(136.92)
	Extraordinary items	-	-
	<b>Net Cash Generated/(used in) from Operating Activities</b>	<b>261.44</b>	<b>(583.15)</b>
<b>B.</b>	<b>Cash Inflow/(Outflow) from Investing Activities :</b>		
	Capital Expenditure on Fixed Assets	(11.00)	(117.41)
	Sale proceeds of property, plant, and equipment	1.26	55.80
	Net Proceeds from Fixed Deposits	-3.02	-20.10
	Dividend Received	0.41	0.34
	Interest Received	150.11	76.15
	Loan to Corporate	-	230.34
	Sales/Redemption of Investment	108.25	560.13
	<b>Net Cash Generated/(used in) from Investing Activities</b>	<b>246.01</b>	<b>785.26</b>
<b>C.</b>	<b>Cash Inflow/(Outflow) from Financing Activities :</b>		
	Working Capital Loan received/(repaid)	(216.50)	(472.96)
	Long term Borrowings received	(145.42)	439.46
	Interest Paid	(178.14)	(236.28)
	<b>Net Cash Generated/(used in) from Financing Activities</b>	<b>(540.07)</b>	<b>(269.78)</b>
	<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(32.61)</b>	<b>(67.68)</b>
	<b>Opening Balance of Cash &amp; Cash Equivalents</b>	<b>93.04</b>	<b>160.72</b>
	<b>Closing Balance of Cash &amp; Cash Equivalents</b>	<b>60.43</b>	<b>93.03</b>
	<b>Cash &amp; Cash Equivalents Comprise</b>		
	Cash in Hand	11.92	33.87
	Balance with Scheduled Banks in Current Accounts	78.51	59.17
		<b>90.43</b>	<b>93.04</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		

The accompanying Notes are an Integral Part of the Financial Statements  
As per our report of even date attached

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No: 084944  
Delhi – May 25, 2019

Mahabir Prasad Rungta  
Chairman Cum Managing Director

Akhilesh Saxena  
Chief Financial Officer

For and on behalf of the Board of Directors

Tarun Megotia  
Whole Time Director

Pooja Juneja  
Company Secretary & Compliance Officer

## Rungta Irrigation Limited

Statement of Changes in Equity for the period ended 31st March 2019.

A.	Equity Share Capital	Rs in lacs	
Particulars	As at 31st Mar 2018	Changes in equity share capital	As at 31st Mar 2019
	885.61	-	885.61
	<b>Total</b>	<b>-</b>	<b>885.61</b>

Particulars	Reserve and Surplus				Remeasurements of post-employment benefit obligations (net of tax thereon)	Rs in lacs
	Capital Redemption Reserve	Security Premium	General Reserve	Retained Earnings		Total
<b>Balance as at 1st April 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>
Profit For the Year	-	-	-	58.41	-	58.41
Gratuity provision adjusted					1.51	1.51
Other Comprehensive Income For the Year	-	-	-	-	-	-
<b>Total Comprehensive Income For the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>58.41</b>	<b>1.51</b>	<b>59.92</b>
<b>Balance as at 31st Mar 2019</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>1,255.11</b>	<b>-</b>	<b>5,426.37</b>

As per our report of even date attached

For Mamraj & Co.  
Chartered Accountants  
FRN: 006396N

Mamraj Agarwal  
Partner  
M No: 084944  
Delhi – May 25, 2019

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Company Secretary & Compliance Officer

## Rungta Irrigation Limited

### 6. 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. During the Previous year ending 31<sup>st</sup> March 2018, the Company has prepared its financial statements in accordance with Ind- AS and is consistently following the same in the current year also.

##### 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 the primary 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 & Judgments and key sources of estimation uncertainty

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

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimated 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 recognized 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 believes that on balance sheet date no impairment indications were existing.

The management of the Company believes 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 believes that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the creditworthiness of debtors on 31st March 2019. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management is 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 generally acceptable mortality tables the countries involved. The discount rate has 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.**

The company operates in only one report table 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 realizable 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. The cost of raw materials is determined on FIFO basis, cost of process chemicals, stores, packing materials are determined on weighted average basis. Net realizable 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. Not 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 the 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 recognized 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 derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Intangible Assets**

Intangible Assets are stated at cost less accumulated amortization.

#### **1.7. 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 recognized 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 that 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.

#### **1.8. 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 amortized over their estimated useful economic lives on a 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 Equipment – 5 Years  
Computers – 3 Year  
Vehicles – 6-8 Years  
Software - 4-6 Years

The residual values estimated useful lives and depreciation methods of each item 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 recognized 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 the trade date at fair value, plus transaction costs. All recognized financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

#### **a) Classification**

The Investments and other financial assets have 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 the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized 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 recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized 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 amortized 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 recognized 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 recognized 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 recognized in other gains/ (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 amortized 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 recognized from initial recognition of the receivables.

**d) Derecognition of financial assets**

A financial asset is derecognized 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 recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

**f) Income recognition**

**Interest Income**

Interest income from debt instruments is recognized 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 recognized 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 an 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 lifetime 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 recognized 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 recognized 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 an 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 are 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 to leave encashment will be done on a 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 recognized 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 the 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 sales.

## 2.8. Other Income

Interest income from a financial asset is recognized 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 the 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 recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized 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 recognized 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 capitalized 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 is amortized over the tenure of respective loans using effective interest method. All other borrowing costs are recognized 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 capitalization.

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.

## Notes to the financial statements for the year ended 31 March 2019

### 7. Property, plant, and equipment

Rs in Lacs

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>1,037.94</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>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 31 March 2018	Additions	Deletions	As at 31 March 2019	As at 31 March 2018	Additions	Deletions	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019
<b>Tangible Assets</b>										
Land	389.24	-	-	389.24	-	-	-	-	389.24	389.24
Building	191.68	-	-	191.68	33.17	14.66	-	47.83	158.51	143.85
Plant and equipment	414.22	0.23	-	414.45	125.87	52.73	-	178.60	288.34	235.85
Vehicles	319.56	-	0.94	318.63	130.91	58.21	0.02	189.11	188.66	129.52
Furniture and fixtures	4.63	4.02	-	8.65	1.94	1.53	-	3.47	2.69	5.18
Office equipments	20.40	4.29	-	24.69	11.89	5.15	-	17.04	8.51	7.65
Computer	8.36	2.46	0.04	10.78	6.36	2.96	0.03	9.30	2.00	1.48
<b>Total</b>	<b>1,348.08</b>	<b>11.00</b>	<b>0.98</b>	<b>1,358.10</b>	<b>310.14</b>	<b>135.24</b>	<b>0.04</b>	<b>445.34</b>	<b>1,037.94</b>	<b>912.76</b>
Capital work-in-progress	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,348.08</b>	<b>11.00</b>	<b>0.98</b>	<b>1,358.10</b>	<b>310.14</b>	<b>135.24</b>	<b>0.04</b>	<b>445.34</b>	<b>1,037.94</b>	<b>912.76</b>

### Intangible Assets

Rs In Lacs

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>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>

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 31 March 2018	Additions	Deletions	As at 31 March 2019	As at 31 March 2018	Additions	Deletions	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019
<b>Intangible Assets</b>										
Softwares	0.28	-	-	0.28	0.11	0.06	-	0.17	0.17	0.11
<b>Total</b>	<b>0.28</b>	<b>-</b>	<b>-</b>	<b>0.28</b>	<b>0.11</b>	<b>0.06</b>	<b>-</b>	<b>0.17</b>	<b>0.17</b>	<b>0.11</b>

1. During the previous financial year i.e. for the year ending 31.03.2018, the company has prepared its financial accounts following Ind AS 101 which permits a first-time adopter to elect to continue with the carrying value for all of its property, plant & equipment and intangible assets as recognized 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.

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

Particulars	As at 31st March 2019		As at 31st March 2018	
	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
DLF Limited Rs-2/- each.	1,000	2.02	1,000	2.02
Eveready Industries Ltd.Rs-5/- each.	333	0.64	333	1.24
Finolex Industries Ltd	100	0.50	100	0.65
Gammon India Ltd. Ltd Rs-2/- each.	100	0.00	100	0.00
Hindalco Ltd Rs-1/- each.	4,000	8.21	4,000	8.57
Kingfa Science& Technologies ( India) Ltd..Rs-10/- each.	10	0.07	10	0.09
Jindal Poly Films Ltd.Rs-10/- each.	1,000	2.63	1,000	3.12
Jindal Poly Investment & Finance Co. Ltd.Rs-10/- each.	250	0.08	250	0.15
Mcleod Russell India Limited Rs-10/- each.	333	0.29	333	0.48
NilKamal Plastics Ltd.Rs-10/- each.	100	1.43	100	1.52
Nocil Ltd Rs-10/- each.	200	0.29	200	0.38
PIL ITA LICA Lifestyle Ltd.Rs-10/- each.	100	0.01	100	0.01
Pearls Polymers Ltd.Rs-10/- each.	100	0.01	100	0.02
Reliance Communication Ltd.Rs-10/- each.	2,000	0.08	2,000	0.44
Padmini Tech Ltd.Rs-10/- each.	100	-	100	0.01
Reliance Industries Ltd Rs-10/- each.	500	3.41	250	2.21
Suzlon Energy Limited Rs-2/- each.	1,000	0.06	1,000	0.11
Tata Steel Ltd Rs-10/- each.	2,000	10.42	2,000	11.42
Unitech Ltd. Rs-2/- each.	1,000	0.01	1,000	0.06
<b>Total (i)</b>		30.18		32.49
<b>(ii) Unquoted</b>				
Akshay Ispat Udyog Pvt Ltd of Rs-100/- each.	27500	27.50	27,500	27.50
JISL Irrigation Ltd. of Rs-10/- each.	18400	4.62	18,400	4.62
Manorath Distributors Pvt. Ltd.Rs-10/- each.	127715	12.77	237,715	66.18
Ramgarh Sponge Iron Pvt. Ltd. Rs.10/-each	3164601	1242.12	3164601	1242.11
Sangam Aluminium Ltd.Rs-10/- each.	13,200	-	13,200	0.39
Trambkum Flour Mills Ltd.Rs-100/- each.		-	-	-
Jharkhand Ispat P. Ltd.Rs-10/- each.	500000	50.00	500,000	50.00
Rungta Carrier Ltd.Rs-10/- each.		-		-
<b>Total (ii)</b>		1,337.01		1390.80
<b>Total Investments (i+ii)</b>		1,367.19		1423.29

		As at 31st March 2019	As at 31st March 2018
<b>4</b>	<b>Other Financial Assets</b>		
	Security Deposits	63.63	208.74
	Balances with banks:		
	– In Fixed Deposit	103.70	100.68
	*(Pledged with bank as margin money with maturity of more than 12 months)	167.33	309.42

<b>5</b>	<b>Deferred Tax Assets (Net)</b>		
	Deferred Tax Assets on :		

	- Property, Plant & Equipments	54.83	53.53
	- Others		1.56
	<b>Total Deferred Tax Assets</b>	54.83	55.09
	Deferred Tax Liabilities on :	4.31	4.31
	<b>Total Deferred Tax Liabilities</b>	4.31	4.31
	<b>Total Deferred Tax Assets (Net)</b>	50.52	50.78
	<b>Movement in Deferred Tax Assets (Net)</b>		
			<b>Property, Plant, and Equipment</b>
	<b>As at 1st April 2017</b>		61.10
	Recognised :		
	- To Profit & Loss		-7.82
	- To Other Comprehensive Income		
	<b>As at 31st March 2018</b>		53.28
	Recognised :		
	- To Profit & Loss		1.30
	- To Other Comprehensive Income		
	<b>As at 31st March 2019</b>		54.58
<b>6</b>	<b>Inventories</b>		
	Raw Material (including Goods in Transit)	233.50	143.98
	Work In Progress**	82.70	38.66
	Finished Goods	595.45	718.91
	Scrap	2.36	-
	Store, Spares, and Tools	104.79	37.76
		1018.80	939.30
	6.1 Inventories valued at lower of cost or net realizable value.		
	6.2 Includes Goods in Transit		-
<b>7</b>	<b>Trade Receivables:</b>		
	Unsecured, Considered Good		
	Trade Receivables	2955.03	3,439.02
		2955.03	3,439.02
<b>8</b>	<b>Cash and Cash Equivalents</b>		
	Balances with banks:		
	- In current accounts	78.51	59.17
	Cash in hand	11.92	33.87
		90.43	93.04
<b>9</b>	<b>Loans</b>		
	<u>Unsecured, Considered Good</u>		
	Loans and advances to Staff & Workers	13.18	11.92
	Loan to Others	1026.65	1,009.50
		1039.83	1,021.42
<b>10</b>	<b>Other Financial Assets</b>		
	Interest Accrued on Deposits	5.61	1.50
		5.61	1.50
<b>11</b>	<b>Current Tax Assets (Net)</b>		
	Income Tax	673.04	-
	Advance Income Tax (Net of Provision for Tax)	49.63	192.83
		722.67	192.83
<b>12</b>	<b>Other Current Assets</b>		
	Balance with Government Authorities	54.91	38.18
	Prepaid Expenses	7.50	12.51
	Insurance Claim Recoverable	35.90	82.28
	Advances against Supplies and Services	170.04	321.27
	Other Advances	216.73	646.17
		485.07	1,100.41

<b>13</b>	<b>Equity Share Capital</b>			<b>Rs in Lacs</b>
	<b>Particulars</b>	<b>As at 31st Mar 2018</b>	<b>Changes in equity share capital</b>	<b>As at 31st Mar 2019</b>
	Equity Share Capital	885.61	-	885.61

	(Refer Note 14A)						
	<b>Total</b>	<b>885.61</b>		<b>-</b>		<b>885.61</b>	
<b>14</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 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>5366.45</b>
	Profit For the Year	-	-	-	58.41	-	58.41
	Gratuity provision adjusted	-	-	-	-	1.51	1.51
	Other Comprehensive Income For the Year	-	-	-	-	-	-
	<b>Total Comprehensive Income For the Year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>58.41</b>	<b>1.51</b>	<b>59.92</b>
	<b>Balance as at 31st Mar 2019.</b>	<b>500.00</b>	<b>2,469.37</b>	<b>1,198.03</b>	<b>1255.11</b>	<b>-</b>	<b>5426.37</b>

<b>14 A: Equity Share Capital</b>						
<b>(a)</b>	<b>Authorized 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 2018				100.00	1,000.00
	Add: Increase during the year					
	As at 31st March 2019				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 2018				5.00	500.00
	Add: Increase during the year					
	As at 31st March 2019				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 2018				1.00	100.00
	Add: Increase during the year					
	As at 31st March 2019				1.00	100.00
<b>(b)</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 2018				88.56	885.61
	Add: Shares Issued during the year				-	-
	As at 31st March 2019				88.56	885.61
<b>(c)</b>	<b>Shareholders holding more than 5 percent Equity shares of the Company (Inclusive of share issued pursuant to the scheme of arrangement)</b>					

Name of the Shareholders	No of Shares in Lacs			
	As at 31 <sup>st</sup> March 2019		As at 31st March 2018	
	No of Shares	% Holding	No of Shares	% Holding
Skyblue Earthmovers & Investment Pvt. Ltd.	0.34	0.38%	3.99	4.51%
Gladiolus Finance Consultants Pvt. Ltd.	13.77	15.55%	13.23	14.93%
Samara Realty Pvt. Ltd.	14.92	16.84%	12.87	14.53%
Apex Finance Ltd.	5.00	5.65%	5.00	5.65%
Manorath Distributors Pvt. Ltd.	5.03	5.69%	5.03	5.68%
M. P. Rungta	12.11	13.68%	7.75	8.75%
Shruti Rungta	5.11	5.77%	2.53	2.86%
Urmila Rungta	4.94	5.58%	1.58	1.79%

<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.

Note to Accounts of Balance Sheet as at 31st March 2019.				Rs in Lacs	
		Note	As at 31st March 2019	As at 31st March 2018	
<b>15</b>	<b>Borrowings</b>				
	(Non-Current Borrowings)				
	<b>Non-Current Portion</b>				
	Secured Borrowings From Banks				
	Rupee Loans	(i)	340.29	471.39	
			340.29	471.39	
	<b>Current Portion</b>				
	Secured Borrowings From Banks				
	Rupee Loans	(i)	123.97	138.29	
			123.97	138.29	
	Total Non-Current Borrowings		464.26	609.68	
	Less :				
	Current Maturities of Long Term Debts (disclosed in note 22)		123.97	138.29	
	<b>Non Current Borrowings (as per Balance Sheet)</b>		340.29	471.39	
	<b>Securities</b>				
	(i)	Secured by hypothecation of the respective vehicle and personal guarantee of director of the Company.			
	(ii)	Terms of Repayment - Repayable in monthly installments. The Amount will be fully paid by Feb,' 2022.			
	(iii)	Includes Rs. 393.73 lacs from Kotak Mahinda Bank limited which is secured against the industrial property at Yanam, Pondicherry and repayable in monthly installments. The amount will be fully paid by Jan 2024.			
<b>16</b>	<b>Provisions</b>				
	Employee Benefits		53.27	50.19	
			53.27	50.19	
<b>17</b>	<b>Other Non-Current Liabilities</b>				
	Unpaid Dividend*		9.89	9.89	
	Advance received			-	
			9.89	9.89	
	* The amount kept in abeyance due to the legal case pending.				
<b>18</b>	<b>Borrowings</b>				
	(Current Borrowings)				
	Secured Borrowings				
	From Banks		1,068.12	1,284.62	
				-	
	<b>Total</b>		<b>1,068.12</b>	<b>1,284.62</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>19</b>	<b>Trade Payables</b>				
	Micro Enterprises and Small Enterprises		1.07	3.06	
	Other Than Micro Enterprises and Small Enterprises				
	Trade Payable to Others		313.54	301.46	
			314.61	304.52	
<b>20</b>	<b>Other Financial Liabilities</b>				
	Current maturities of Long Term Debts				

	From Banks		123.97	138.29
			123.97	138.29

<b>21</b>	<b>Other Current liabilities</b>			
	Advances from Customers		400.17	422.71
	Trade Deposits		14.12	97.19
	Statutory Dues		13.79	52.72
	Other Liabilities		15.47	297.45
	Liability for Expenses		112.96	46.71
			556.51	916.77

<b>22</b>	<b>Provisions</b>			
	Provision for Employee Benefit Obligations			
	Bonus and Reward		0	3.60
	Gratuity		6.70	11.28
	Provision for Income Tax		30.00	166.50
			-	-
			36.70	181.39

**Note to Accounts Statement of Profit and Loss For the Year ended 31st March 2019.**

		For the Year Ended 31st March 2019	For the Year Ended 31st March 2018
<b>23</b>	<b>Revenue From Operations (Net of returns)</b>		
	<u>Manufacturing Sales</u>		
	Export Sales	211.64	-
	Domestic Sales	5,562.72	5,341.99
	<u>Trading Sales</u>		
	Coal	-	415.01
	Total	<b>5,774.36</b>	<b>5,757.00</b>

<b>24</b>	<b>Other Income and Other Gains/(Losses)</b>		
	<b>24a. Other Income</b>		
	Dividend on shares	0.41	0.34
	Interest on Loan & Deposits	150.11	76.15
	Sundry Balances W. Off/Back	113.03	102.20
	Profit / (Loss) on Sale of Investments	54.86	194.38
	Interest on Overdue Payments	2.74	39.28
	Purchase Discount	0.02	-
	Profit / (Loss) on sale of fixed assets	0.31	9.36
	Miscellaneous Income	5.78	45.99
		327.27	467.71
	<b>24b. Other Gains / (Losses)</b>		
	Fair Value Adjustments on Financial Assets	-2.70	0.75
		-2.70	0.75

<b>25</b>	<b>Cost Of Materials Consumed</b>		
	Opening Stock	151.56	173.11
	Add: Purchase during the year	3,751.92	3,286.49
	Less: Cost of Material lost in fire	-	170.53
	Less: Closing Stock	233.50	151.56
	<b>Cost of Material Consumed</b>	<b>3,669.97</b>	<b>3,137.51</b>

<b>26</b>	<b>Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade</b>		
	<b>Opening Stock</b>		
	Finished Goods	711.33	766.93



	Work In Progress	38.66	79.37
	Trading Goods	-	-
	Stores & Spare Parts	37.76	39.60
		<b>787.75</b>	<b>885.89</b>
	<b>Closing Stock</b>		
	Finished Goods	595.45	711.33
	Work In Progress	82.70	38.66
	Trading Goods		-
	Stores & Spare Parts	104.79	37.76
		<b>782.94</b>	<b>787.75</b>
	Changes in Inventories	<b>-4.79</b>	<b>-98.15</b>

<b>27</b>	<b>Employee Benefit Expense</b>		
	Salaries, Wages, Bonus & Other Benefits	568.92	501.80
	Gratuity Expenses	-	28.77
	Contribution to Provident and other Funds	32.12	36.11
	Staff & Workmen Welfare Expenses	45.41	43.14
		<b>646.44</b>	<b>609.82</b>

<b>28</b>	<b>Finance Costs</b>		
	Interest on Financial Liabilities		
	On Term Loans	1.92	20.26
	On Bank Borrowings & Others	176.22	216.03
	Bank Charges	11.15	34.50
	Exchange Fluctuation	1.81	3.73
		<b>191.10</b>	<b>274.50</b>

<b>29</b>	<b>OTHER EXPENSES</b>		
	Consumable Stores	7.18	9.10
	Power and Fuel	189.21	163.98
	Repairs and Maintenance		-
	Plant & Machinery	14.83	19.89
	Buildings	0.96	3.17
	Others	15.04	7.96
	Carriage & Octroi Inward	55.93	49.59
	Other Manufacturing expenses	19.39	22.99
	Excise Duty on finished goods	0.58	0.66
	Advertisements Expenses	1.58	3.76
	Carriage Outwards	213.68	139.74
	Sales Promotion	6.75	23.47
	Penalty	1.69	-
	Discount	12.03	4.57
	Electricity & Water Expenses	10.18	8.99
	Insurance Charges	9.77	12.06
	Legal & Professional Charges	29.40	16.34
	Telephone & Postage Expenses	6.41	9.24
	Rent Expenses	48.79	49.71
	Rates and taxes	3.53	10.33
	Installation Expenses	23.84	41.18
	Donation	1.00	2.44
	Commission to selling agents	416.45	313.02
	Travelling & Conveyance Expenses	86.38	76.96
	Festival Expenses	1.26	4.95
	Vehicle Running & Maintenance	23.62	30.31
	Miscellaneous Expenses	79.44	98.40
	Printing & Stationery	5.56	1.22
	Bad Debts Written Off (Net of write-back of liabilities)	43.68	43.75
		<b>1,328.15</b>	<b>1,167.80</b>

<b>30</b>	<b>Remuneration to Auditors' comprises:</b>		
	Audit Fees	3.00	3.00

Tax Audit Fees	1.25	1.25
Other Services	-	0.34
	4.25	4.59

<b>31 Earnings Per Shares</b>		
Profit attributable to the Equity Shareholders	58.41	203.94
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.)	0.66	2.30

<b>32. Fair Value Measurements</b>						
<b>32.1 Financial instruments by category</b>	<b>Rs In Lacs</b>					
	<b>As of 31 March 2019</b>			<b>As of 31 March 2018</b>		
	<b>FVTPL</b>	<b>Amortized Cost</b>	<b>Cost</b>	<b>FVTPL</b>	<b>Amortized Cost</b>	<b>Cost</b>
<b>Financial assets</b>						
Investments						
Quoted Equity Shares	30.18	-	-	32.88	-	-
Un-Quoted Equity Shares	-	1,337.01	-	-	1,390.41	-
Other non-current financial assets	-	167.33	-	-	309.42	-
Trade receivables	-	2,955.03	-	-	3,439.02	-
Cash and cash equivalents	-	90.43	-	-	93.04	-
Bank balances other than above	-	-	-	-	-	-
Other current financial assets	-	1,045.44	-	-	1,022.92	-
	<b>30.18</b>	<b>5,595.24</b>	<b>-</b>	<b>32.88</b>	<b>6,254.80</b>	<b>-</b>
<b>Financial liabilities</b>						
Borrowings	-	340.29	-	-	471.39	-
Short terms borrowings	-	1,068.12	-	-	1,284.62	-
Trade payables	-	314.61	-	-	304.52	-
Other current financial liabilities	-	123.97	-	-	138.29	-
	<b>-</b>	<b>1,846.99</b>	<b>-</b>	<b>-</b>	<b>2,198.82</b>	<b>-</b>
<b>32.2 Fair Value Hierarchy</b>						
(a)	This section explains the judgments 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.					
<b>Financial assets and liabilities measured at fair value</b>	<b>Rs In Lacs</b>					
	<b>As at 31<sup>st</sup> March 2019</b>					
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>		
<b>Financial assets</b>						
<b>Financial Investments at FVTPL</b>						
Investments						
Quoted Equity Shares	30.18	-	-	30.18		
<b>Total</b>	<b>30.18</b>	<b>-</b>	<b>-</b>	<b>30.18</b>		
	<b>As at 01<sup>st</sup> April 2018</b>					
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>		
<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>		
	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 that maximize 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 forwarding 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 a 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) Fair value estimation</b>						
	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 for 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.						
	The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.						
	<b>Interest-bearing borrowings</b>						
	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.						
	<b>Trade and other receivables/payables</b>						
	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.						
	<b>Other long term receivables</b>						
	These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.						
	<b>(d) Valuation process</b>						
	The accounts & 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:  <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 is estimated based on market information for similar types of companies.</li> </ul> Changes in level 2 and 3 fair values are analyzed 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.						
<b>33.</b>	<b>Financial risk management</b>						
	<b>(a) Risk management framework</b>						

	<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.</p> <p>This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.</p>						
<b>(b)</b>	<b>Credit risk</b>						
	<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 the domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.</p>						
	<b>Trade and other receivables</b>						
	<p>Credit 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 2019 aggregates Rs 2955.03 lacs (Previous year ended 31st March 2018 Rs 3439.02 Lacs). The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables.</p> <p>Investments are reviewed for any fair valuation loss on a periodical basis and necessary provision/fair valuation adjustments have 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>	<b>Liquidity Risk</b>						
	<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>						
	<b>Rs in Lacs</b>						
		<b>Carrying Amounts 31 March 2019</b>	<b>Contractual cash flows</b>				
			<b>Total</b>	<b>0 to 1 year</b>	<b>1 to 2 years</b>	<b>2 to 5 years</b>	<b>More than 5 years</b>
	<b>Non-derivative financial liabilities</b>						
	Borrowings	340.29	340.29	-	223.81	116.48	-
	Short term borrowings	1,068.12	1,068.12	1,068.12	-	-	-
	Trade payables	314.61	314.61	314.61	-	-	-
	Other current financial liabilities	123.97	123.97	123.97	-	-	-
	<b>Total non-derivative liabilities</b>	<b>1,846.99</b>	<b>1,846.99</b>	<b>1,506.70</b>	<b>223.81</b>	<b>116.48</b>	<b>-</b>
		<b>Carrying Amounts 31 March 2018</b>	<b>Contractual cash flows</b>				
			<b>Total</b>	<b>0 to 1 year</b>	<b>1 to 2 years</b>	<b>2 to 5 years</b>	<b>More than 5 years</b>
	<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>
<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 of March 31, 2019 and March 31, 2018. The</p>						

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.					
<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 recognized 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 2019</b>		<b>As at 31st March 2018</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 2019 and 31 March 2018, the Company's borrowings at the 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>34.</b>	<b>Income Tax</b>		
			<b>Rs In Lacs</b>
		<b>For the year ended 31st March 2019</b>	<b>For the year ended 31st March 2018</b>
<b>34.1</b>	<b>Income tax expenses recognized in the Statement of Profit and Loss</b>		
	Current income tax expense for the year	30.00	54.00
	Deferred Tax		
	Deferred income tax (benefit)/expense for the year	0.26	9.06
	MAT Credit Entitlement		-
	<b>Total income tax expense recognized in statement of profit and loss for the year</b>	<b>30.26</b>	<b>63.06</b>
<b>34.2</b>	<b>Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in the statement of comprehensive income</b>		
	Income before income taxes	118.93	267.00
	Indian Statutory Income Tax Rate	27.82%	30.90%
	Estimated income tax expenses	33.09	82.50
	<b>Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
	Investment Allowance	-	-
	Others	-2.83	-19.44
		<b>30.26</b>	<b>63.06</b>

<b>35</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, the 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 capitalized 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 2019</b>	<b>As at 31st March 2018</b>
	Debt to Equity Ratio :	0.24	0.30

<b>36.</b>	<b>Contingent Liabilities and Capital Commitments</b>		
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<b>36.01</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 530.81 Lacs ( Previous Year: Rs. Rs.632.59 Lacs). The liability may arise in case of failure in the supply of material or malfunctioning of products supplied by the Company.		
<b>36.02</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. 126.00 lacs.		
<b>36.03</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 along with their assessment status are as under:-		
	<b>Assessment Year</b>	<b>Demand (Rs.)</b>	<b>Status</b>
	2009-10	2,15,155	Pending before CIT (A)
	2013-14	3,36,742	Pending before CIT (A)
	2016-17	85,04,967	Pending before CIT (A)
	2017-18	16,06,170	Pending before AO
<b>c)</b>	An assessment for the A.Y. 2015-16 U/S 143(3) of the Income Tax Act, was completed and 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 for TDS amounting to Rs. 2,85,680/- due to some error in return filed by the company. The company is in process to get it rectified.		
<b>37.</b>	The company has an outstanding loan as on 31 <sup>st</sup> March 2019 of Rs. 8,58,25,000 given to M/s Maharaji Educational Trust. However, during the year under consideration, the company has recognized interest up to December 2018 and after that no provision for interest receivable is done in the books. Out of total interest recognized during the year under consideration the company had received only part of it.		
<b>38.</b>	During the year under consideration, a fire occurred in the Ghaziabad plant on the 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. During previous year ending 31.03.2018 the company has received a claim of Rs. 46.38 lacs.Regarding balance amount the company has filed a case against the insurance company and the outcome of that is not clear.		
<b>39.</b>	<b>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.Vikas Kumar Gupta (Chief Financial Officer)		

2.	Mrs. Pooja Juneja (Company Secretary)		
<b>2.</b>	<b>Following transactions were carried out with related parties in the ordinary course of business:</b>	<b>(Rs in Lacs)</b>	
		<b>As at 31st March 2019</b>	<b>As at 31st March 2018</b>
<b>a</b>	<b>Companies</b>		
	<b><u>Advances given</u></b>		
	JISL Irrigation Pvt. Ltd.	0	-
	Global Earthmover Pvt. Ltd.	0	-
	Gladiolus Micro Services Pvt. Ltd.	0	-
	MP Homes Pvt. Ltd.	0	-
	Ramgarh Sponge Iron Pvt. Ltd.	50	-
	Shriram Power & Steel Pvt Ltd.	50	58.72
	<b><u>Advances received back</u></b>		
	Shriram Power & Steel Pvt Ltd.	50	58.72
	Ramgarh Sponge Iron Pvt. Ltd.	50	-
	<b><u>Advance taken</u></b>		
	Ramgarh Sponge Iron Pvt. Ltd.	0	75.00
	Manorath Distributors Pvt. Ltd.	0	-
	Deserve Deal trade Private Limited	375.55	-
	<b><u>Advance returned back</u></b>		
	Ramgarh Sponge Iron Pvt. Ltd.	-	75.00
	Manorath Distributors Pvt. Ltd.	-	23.99
	Deserve Deal Trade Pvt Ltd	375.55	-
	<b><u>Purchase</u></b>		
	Ramgarh Sponge Iron Pvt. Ltd.	0	411.67
	<b><u>Sale</u></b>		
	Shriram Power & Steel Pvt Ltd.	0	415.01
	Ramgarh Sponge Iron Pvt. Ltd.	38.17	-
	<b><u>Rent Paid</u></b>		
	Samara Realty Pvt. Ltd.	4.80	4.80
<b>b</b>	<b>Directors and their Relatives</b>		
	<b><u>Loans and Advances</u></b>		
	Priya Rungta	-	-
	Urmila Rungta	-	-
	Shruti Rungta	-	-
	Jyoti Rungta	-	-
	Mahabir Prasad Rungta	-	-
	<b><u>Loans and Advances taken back</u></b>		
	Priya Rungta	-	-
	Urmila Rungta	-	-
	Shruti Rungta	-	-
	Jyoti Rungta	-	-
	Mahabir Prasad Rungta	-	-
	<b><u>Remuneration Paid</u></b>		
	Priya Rungta	3.61	7.20
	Urmila Rungta	7.20	7.20
	Shruti Rungta	8.00	7.20
	Jyoti Rungta	8.00	7.20
	<b><u>Rent Paid</u></b>		
	Urmila Rungta	5.16	2.41
	Mahabir Prasad Rungta	1.20	1.20

	<b>Rent Received</b>		
	Mahabir Prasad Rungta	0.84	0.84
<b>c</b>	<b>Key Management Personnel</b>		
	<b>Remuneration Paid</b>		
	Nitin Dhawan	0	3.33
	Pooja Juneja	7.54	6.79
	Vikas Kumar Gupta	8.46	-
<b>d</b>	<b>Outstanding Balances</b>		
	Outstanding Payables	0.29	5.72
	Outstanding Receivables Deposit	0	28.19

<b>40.</b>	<b>Disclosure on Employee Benefits</b>		
		Rs in Lacs	
		As at 31st March 2019	As at 31st March 2018
<b>(a)</b>	<b>Defined Contribution Plans</b>		
	Provident Fund recognise in profit & loss a/c	32.12	36.11
<b>(b)</b>			
<b>(i)</b>	<b>Defined Benefits Plans</b>		
	<b>Leave Encashment</b>		
	Leave Encashment recognise in profit & loss a/c	-	-
	Provision for Earned Leaves ( Non Funded )	-	-
<b>(ii)</b>	<b>Gratuity Scheme</b>		
	The Present Value of the defined benefit obligation and the related current service cost were measured 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 amount recognized in the company's Financial Statements as at 31st March 2019, 31st March 2018 being the respective measurement date :		
		As at 31st March 2019	As at 31st March 2018
<b>i.</b>	<b>Change in the benefit obligation</b>		
	A. Present Value of Obligation as at the beginning of the year	101.38	88.65
	B. Current Service Cost	9.26	8.41
	C. Interest Cost	7.84	6.53
	D. Benefit Paid	-9.7	-5.91
	E. Actuarial (Gain) / Loss	6.39	-3.14
	F. Past service cost including curtailment Gains/loss	0	6.82
	G. Present Value of obligation (G = A+B+C+D+E+F)	<b>115.17</b>	<b>101.38</b>
<b>ii.</b>	<b>Expense Recognised in the Profit and Loss Account</b>		
	A. Current Service Cost	9.26	8.41
	B. Interest Cost	4.75	3.86
	C. Remeasurement - Actuarial (Gain)/Loss	0	-3.37
	D. Past Service Cost including curtailment Gains/Losses	0	16.49
	E. Net Charge ( A+ B+ C+D)	<b>14.01</b>	<b>25.40</b>
<b>iii.</b>	<b>Principal Actuarial Assumptions</b>		
	A. Discount Rate (p.a)	7.61%	7.73%
	B. Salary Escalation Rate (p.a)	5.00%	5.00%
	<b>Note</b>		
1.	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.		
2.	The estimated of Future Salary increases considered takes into account the inflation, Seniority, Promotion, and Other Relevant Factors.		
<b>iv.</b>	<b>Demographic Assumptions</b>		
	1.Retirement Age	58	58
	2.Mortality Rate	IALM (2006-08)	IALM (2006-08)
	3.Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
	Up to 30 Years	5	5
	From 31 to 44 Years	3	3
	Above 44 Years	2	2

<b>41.</b>	<b>Turnover, Opening and Closing Stock of Finished Goods</b>	<b>2018-19</b>		<b>2017-18</b>		
		Units	Qty.	Rs. (In Lacs)	Qty.	Rs. (In Lacs)
<b>a.</b>	<b>Turnover #</b>					



	Aluminium Pipe Coupled	Nos.	9,643	114.27	8,002	94.34
	HDPE Pipe coupled	Nos.	7,33,010	3,133.50	7,94,315	3,380.12
	PVC Pipe	Nos.	98,596	607.17	94,438	558.38
	Accessories, Fittings & Other			1,919.41		1,309.15
				<b>5,774.36</b>		<b>5,341.99</b>
	Trading Goods (Coal)			-		415.01
				<b>5,774.36</b>		<b>5,757.00</b>
	# Sprinkler Irrigation System and Drip Irrigation systems are sold in various combinations of pipes, laterals, accessories, and fittings in numbers/ mtrs. for a combined value in Sets. Therefore, it is not practical to give an item-wise value of sales. The sale amount is net of sales tax and exclusive of excise duty.					
<b>b.</b>	<b>Opening Stock</b>					
	Aluminium Pipe Coupled	Nos.	1,914	19.66	1,181	14.52
	HDPE Pipe coupled	Nos.	36,189	190.90	30,153	209.50
	PVC Pipe	Nos.	31,544	136.93	31,394	178.87
	Accessories, Fittings & Other	-		363.84	-	364.04
				<b>711.33</b>		<b>766.93</b>
<b>c.</b>	<b>Closing Stock</b>					
	Aluminium Pipe Coupled	Nos.	609	6.00	1,914	19.66
	HDPE Pipe coupled	Nos.	29,976	123.34	36,189	190.90
	PVC Pipe	Nos.	10,892	85.89	31,544	136.93
	Accessories, Fittings & Other			380.22		363.84
				<b>595.45</b>		<b>711.33</b>
<b>d.</b>	<b>Raw Material Consumption</b>					
	HDPE Granules	MT	764	593.43	2,698	2,035.53
	PVC Resin	MT	708	464.23	496	435.38
	Accessories, Fittings & Others \$	-		2,612.31	-	254.94
				<b>3,669.97</b>		<b>2,725.85</b>
	Trading Goods (Coal)-purchases					411.66
	\$ Accessories, components, and fittings include purchase of various bought out items used in Sprinkler/ Drip Irrigation System and individually none 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, Stores &amp; Spares consumed:</b>		% of the total Consumption	Rs. In lacs	% of the total Consumption	Rs. In lacs
(i)	<u>Raw Material</u>					
	Imported		-	-	-	-
	Indigenous		100%	3,669.97	100%	2,725.85
			<b>100%</b>	<b>3,669.97</b>	<b>100%</b>	<b>2,725.85</b>
(ii)	<u>Stores and Spares</u>					
	Imported		-	-	-	-
	Indigenous		100%	9.53	100%	9.10
			<b>100%</b>	<b>9.53</b>	<b>100%</b>	<b>9.10</b>
(iii)	<u>Trading Goods</u>					
	Imported		-	-	-	-
	Indigenous		100%	-	100%	411.66
			<b>100%</b>	<b>-</b>	<b>100%</b>	<b>411.66</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			211.64		-
<b>h.</b>	<b>Expenditure in Foreign Currency</b>					
	-Traveling Expenses			12.52		16.58
<b>i</b>	<b>Managerial Remuneration:</b>		<b>2018-19</b>		<b>2017-18</b>	
	Details of payments and provisions on account of Remuneration to Managing Director and Whole Time Director.					
	- Salary		42.83		36.21	
	- Provident Fund		1.98		1.41	
	- Allowances and Benefits		2.48		11.94	

		<b>47.29</b>	<b>49.56</b>
<b>42.</b>	<b>Segment Reporting</b>		
42.01	The company operates in only one reportable operating segment of the 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 2019</b>	<b>For the year ended 31st March 2018</b>
	<b>Segment Revenue – Turnover</b>		
1.	Within India	5,774.36	5,757.00
2.	Outside India	-	-
42.02	<b>Major Customer</b>		
	Sales of the Company is evenly distributed, disclosure of major customer could not be made		
<b>43.</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>44.</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.		

As per our report of even date attached

For and on behalf of the Board of Directors

**For Mamraj & Co.**  
Chartered Accountants  
FRN: 006396N

**M. P. Rungta**  
Chairman & Managing Director  
DIN No.:00235632

**Tarun Megotia**  
Executive Director  
DIN No.: 01098092

**Mamraj Agarwal**  
Partner  
M No : 084944  
Place: New Delhi  
Date: 25/05/2019

**Akhilesh Saxena**  
Chief Financial Officer

**Pooja Juneja**  
Company Secretary

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 affecting the 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 the future for transferring those shares enabling them to trade in electronic form.
- f. Please refer to the 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's 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 canceled Cheque)	
Bank Account No.	
Name of Bank	
Branch Address	
IFSC No.	
MICR No.	

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

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**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.

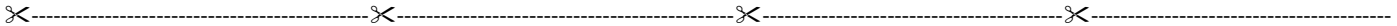
<b>DP Id *</b>	<b>Folio No.</b>
<b>Client Id *</b>	<b>No. of Shares</b>

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the members of the Company held on **Tuesday, September 24, 2019 at 11:00 a.m.** at The Executive Club, 439, Village Shahoorpur, P.O., Fatehpur Beri, 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

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

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 35<sup>th</sup> Annual General Meeting of the members of the Company, to be held on the 24<sup>th</sup> September, 2019 at 11.00 a.m. 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:

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1. Consider and adopt Audited Financial Statements for the financial year ended 31 <sup>st</sup> March 2019 and Reports of the Board of Directors and Auditors thereon		
2. Appointment of Smt. Priya Rungta, a Director Retiring by rotation		
3. Ratification of the Remuneration of Cost Auditors for the Financial Year ending March 31, 2020		

**Notes:**

1. **This form of proxy in order to be effective should be duly completed and deposited at the Register**
2. **Red Office of the company, at not less than 48 hours before the commencement of the meeting.**
3. **A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.**
4. 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.
5. 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.
6. In the case of joint holders, the signature of anyone holder will be sufficient, but names of all the joint holders should be stated.
7. 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.
8. This form of proxy will be valid only if it is duly completed 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 canceled will be treated as invalid.
9. The undated proxy form will not be considered valid.
10. 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.	Regularisation of Mr. Vivek Agrawal Additional Director appointed by Board as a Director of the Company		
5.	Regularisation of Mr. Abdul Kalam Additional Director appointed by Board as a Director of the Company		
6.	Regularisation of Mr. Sanjiv Rao Additional Director appointed by Board as a Director of the Company		
7.	To Approve continuation of Current Term of Mr. Abdul Kalam, Independent Director and if thought fit, to pass the following Resolution as <i>Special Resolution</i>		

Signed this .....day of .....2019.

\_\_\_\_\_  
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