

Rungta Irrigation Limited



An ISO 9001:2008 Certified Company

CIN: L74899DL1986PLC023934

Regd. Office: 101, PRAGATI TOWERS, RAJENDRA PLACE, NEW DELHI-110008,

Tel No: 011-40453330-332

Email: info@rungtairrigation.in, Website: www.rungtairrigation.in

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (*'the Act'*), read with the Companies (*Management and Administration*) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (*Listing Obligations and Disclosure Requirements*) Regulations, 2015 (*"SEBI Listing Regulations"*) and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to be passed by the Members through postal ballot / electronic voting (*e-voting*).

The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed M/s NPS and Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to send their assent or dissent only through the remote E-voting system, as no meeting is required to be conduct under the general circular dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and further extension given by MCA on December 31, 2020 (*General Circular No. 39/2020*) including exemption in dispatch of notice by post. The voting must be submitted not later than 05:00 PM on Wednesday, March 17, 2021 to be eligible for being considered to the scrutinizer, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (*e-voting*). The results shall be declared on or before Thursday, March 18, 2021 and communicated to the Stock Exchanges, Depository, Registrar and Share

Transfer Agent and would also be displayed on the Company's website at www.rungtairrigation.in.

Special Resolution:

Item No.1:- Increase in Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (*including any statutory modification (s) or re-enactment thereof, for the time being in force*) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of members of the company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs.16,00,00,000/- (*Rupees Sixteen Crores only*) divided into 1,00,00,000 (*One Crore*) equity shares of Rs.10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each to Rs. 20,00,00,000/- (*Rupees Twenty Crore only*) divided into 1,40,00,000 (*One Crore Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each by the creation of additional 40,00,000 (*Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman Cum Managing Director of the Company be and are hereby authorized to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the said resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority (ies)/party (ies) etc.”

Item No.2:- Reclassification of Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 64 and all other applicable provisions, if any, of the Companies Act, 2013 (*including any statutory modification (s) or re-enactment thereof, for the time being in force*) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to reclassify the unissued 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs.100/- (*Rupees One Hundred only*) each of Authorised Share Capital of the Company into

Rs.6,00,00,000/- (*Rupees Six Crores only*) divided into 60,00,000 (*Sixty Lac*) equity shares of Rs. 10/- (*Rupees Ten only*) each.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman Cum Managing Director of the Company be and are hereby authorized to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the said resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

Item No.3:- Alteration of Capital Clause of the Memorandum of Association of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is Rs.20,00,00,000/- (*Rupees Twenty Crores*) divided into 2,00,00,000 (*Two crores*) equity shares of Rs.10/- (*Rupees Ten only*) each with such rate of dividend and with such rights as may be determined by the Board of Directors at the time of issue thereof.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman Cum Managing Director of the Company be and are hereby authorized to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by board to give effect to the said resolution.

RESOLVED FURTHER THAT a certified true copy of the resolution may be given to the concerned department(s)/authority(ies)/party(ies) etc.”

**BY THE ORDER OF THE BOARD
RUNGTA IRRIGATION LIMITED**

Registered Office
101, Pragati Towers,
Rajendra Place,
New Delhi-110008

Place: New Delhi
Date: February 15, 2021

Mahabir Prasad Rungta
Chairman Cum Managing Director
(DIN: 00235632)

Notes:-

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Process of dispatch of the Notice will be completed by the Monday, February 15, 2021.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on February 12, 2021. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, are requested to download the notice from the website of the Company i.e. www.rungtairrigation.in or BSE Limited i.e. www.bseindia.com and follow the procedure as mentioned in the notice to cast their votes.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 12, 2021 will be considered for the purpose of voting.
5. In case shares held by Companies, trusts, societies etc. the duly completed postal ballot should be accompanied by a certified copy of the board resolution authority and preferably attested specimen signature(s) of the duly authorized signatory (ies) giving requisite authority to the person voting on the postal ballot form.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.
8. Members who have not received Notice, can download the same form the Company's website www.rungtairrigation.in or from the stock exchange's website: www.bseindia.com members can also ask the same by sending mail to the Company on cs@rungtairrigation.in.
9. The Members can opt for only one mode of voting, i.e., by e-voting. In case Members cast their votes through any other modes, voting done by e-voting shall prevail and votes cast through other option like physical Postal Ballot Form will be treated as invalid.
10. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 12, 2021.

11. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.
12. A Member cannot exercise his vote by proxy on postal ballot (e-voting).
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before Thursday, March 18, 2021 at the registered office and will also be displayed on the website of the Company (www.rungtairrigation.in), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.
14. The date of declaration of results of the postal ballot, i.e. on or before Thursday, March 18, 2021, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.
16. For any query and/or grievances members can contact to the Company on cs@rungtairrigation.in and/or RTA of the Company i.e. Beetal Financial & Computer Services (P) Limited on beetal@beetalfinancial.com.

VOTING THROUGH ELECTRONIC MEANS

In compliance with the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

The instructions for shareholders voting electronically are as under:

The voting period begins on Tuesday, February 16, 2021 at 10.00 A.M. and ends on Wednesday, March 17, 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 12, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders/Members.
- (iii) 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.

OR

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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

	<p>PAN Field.</p> <ul style="list-style-type: none"> 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. Example:- <i>If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</i>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (<i>in dd/mm/yyyy format</i>) as recorded in your demat account or in the company records in order to login.</p> <p>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 (v).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Rungta Irrigation Limited.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

The Current Authorized Capital of the Company is Rs. 16,00,00,000/- (*Rupees Sixteen Crores only*) divided into 1,00,00,000 (*One Crore*) equity shares of Rs. 10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each. The Company proposes to increase its authorized share capital to Rs. 20,00,00,000/- (*Rupees Twenty Crore only*) divided into 1,40,00,000 (*One Crore Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each by the creation of additional 40,00,000 (*Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each to facilitate any fund raising in future via further issue of equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO. 2 & 3

The present authorised capital of the Company is Rs.20,00,00,000/- (*Rupees Twenty Crore only*) divided into 1,40,00,000 (*One Crore Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each by the creation of additional 40,00,000 (*Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and Article 3 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses.

The preference capital component of authorised capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company of Rs. 20,00,00,000/- (*Rupees Twenty Crore only*) divided into 1,40,00,000 (*One Crore Forty Lakh*) equity shares of Rs. 10/- (*Rupees Ten only*) each, 5,00,000 (*Five Lac*) 12% Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each and 1,00,000 (*One Lac*) Redeemable Cumulative Preference Shares of Rs. 100/- (*Rupees One Hundred only*) each is reclassified to Rs. 6,00,00,000/- (*Rupees Six Crores only*) divided into 60,00,000 (*Sixty Lac*) equity shares of Rs. 10/- (*Rupees Ten only*) each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association & Articles of Association of the Company.

The Board of Directors recommends the passing of these Resolutions by special resolutions. None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

**BY THE ORDER OF THE BOARD
RUNGTA IRRIGATION LIMITED**

Registered Office
101, Pragati Towers,
Rajendra Place,
New Delhi-110008

Mahabir Prasad Rungta
Chairman cum Managing Director
(DIN: 00235632)

Place: New Delhi
Date: February 15, 2021