
NOTICE FOR 01/2021 MEETING OF BOARD OF DIRECTORS OF RUNGTA IRRIGATION LIMITED TO BE HELD ON WEDNESDAY, JUNE 30, 2021 AT 12:00 NOON AT 101, PRAGATI TOWERS 26, RAJINDRA PLACE, NEW DELHI-110008

Date: June 30, 2021

DAY: Wednesday
DATE: June 30, 2021
TIME: 12 :00 Noon
VENUE: 101 Pragati Towers 26, Rajindra Place, New Delhi-110008

Notice is hereby given that 1st Meeting of Board of Directors of Rungta Irrigation Limited for the financial year 2021-2022 will be held as per the schedule given above.

The Agenda along with the list of items of business to be transacted at the meeting and notes thereto is enclosed herewith for your kind perusal.

Kindly make it convenient to attend the said meeting as per above schedule.

*Please note that the directors who are not able to attend the Board Meeting in person, they can opt to attend the meeting through Video Conferencing mode and the link of the video conferencing will be provided 48 hours before the meeting.

**Kind Regards,
FOR RUNGTA IRRIGATION LIMITED**

**(MR. PRATEEK SHARMA)
COMPANY SECRETARY AND COMPLIANCE OFFICER**

AGENDA FOR 01/2021 MEETING OF BOARD OF DIRECTORS OF RUNGTA IRRIGATION LIMITED TO BE HELD ON WEDNESDAY, JUNE 30, 2021 AT 12:00 NOON AT 101 PRAGATI TOWERS 26, RAJINDRA PLACE, NEW DELHI-110008

S.NO	AGENDA ITEM	ACTION
1.	TO ELECT THE CHAIRMAN OF THE MEETING	CONSIDERATION/ APPROVAL
2.	TO GRANT LEAVE OF ABSENCE, IF ANY	GRANTING
3.	TO CONFIRM THE MINUTES OF LAST BOARD MEETING HELD ON FEBRUARY 12, 2021	NOTING
4.	TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE AUDIT COMMITTEE HELD ON FEBRUARY 12, 2021	NOTING
5.	TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE STAKEHOLDERS COMMITTEE HELD ON FEBRUARY 11, 2021	NOTING
6.	TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE HELD ON FEBRUARY 11, 2021	NOTING
7.	TO TAKE NOTE OF LISTING COMPLIANCES FOR QUARTER ENDED MARCH 31, 2021	NOTING
8.	TO CONSIDER, APPROVE AND AUTHENTICATE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021	CONSIDERATION/ APPROVAL
9.	TO CONSIDER AND APPROVE THE PUBLICATION OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2021	CONSIDERATION/ APPROVAL
10.	TO CONSIDER AND TAKE NOTE OF RECORD OF CFO CERTIFICATION FOR THE QUARTER ENDED MARCH 31, 2021	CONSIDERATION/ APPROVAL
11.	TAKING NOTE OF GENERAL DISCLOSURE OF INTEREST OF DIRECTORS IN FORM MBP.1 UNDER SECTION 184(1) IN THE FIRST BOARD MEETING OF FINANCIAL YEAR.	NOTING
12.	TO TAKE NOTE ON DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149 OF THE COMPANIES ACT, 2013	NOTING
13.	TO CONSIDER AND APPROVE APPOINTMENT OF THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22.	CONSIDERATION/ APPROVAL

14.	TO DISCUSS RIGHT ISSUE AND APPROVE THE SAME	CONSIDERATION/ APPROVAL
15.	TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIR	NOTING
16.	VOTE OF THANKS TO CHAIRMAN	NOTING

NOTES TO AGENDA FOR 01/2021 MEETING OF BOARD OF DIRECTORS OF RUNGTA IRRIGATION LIMITED TO BE HELD ON WEDNESDAY, JUNE 30, 2021 AT 12:00 NOON AT 101 PRAGATI TOWERS 26, RAJINDRA PLACE, NEW DELHI-110008

1. TO ELECT THE CHAIRMAN OF THE MEETING

The Board of Directors shall appoint Chairman of the Board meeting, who will chair the Meeting and after ascertaining the quorum, will welcome the Directors to the Meeting.

2. TO GRANT LEAVE OF ABSENCE.

Leave of absence may be granted to the Directors, who request for such leave. Requests, if any received shall be informed at the Board Meeting.

3. TO CONFIRM THE MINUTES OF LAST BOARD MEETING HELD ON FEBRUARY 12, 2021. Page : 8-22

The draft minutes of the last meeting of the Board of Directors of the company held on February 12, 2021 is enclosed as **ANNEXURE I** for confirmation by the Board of Director and thereafter, for the signature of the Chairman.

4. TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON FEBRUARY 12, 2021. Page : 23-26

The minutes of the last Meeting of the Audit Committee held on February 12, 2021 is enclosed as **ANNEXURE II**. The Board may kindly take note of the same.

5. TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE STAKEHOLDERS COMMITTEE MEETING HELD ON FEBRUARY 11, 2021. Page: 27-28

The minutes of the last Meeting of the Stakeholders Committee held on February 11, 2021 is enclosed as **ANNEXURE III**. The Board may kindly take note of the same.

6. TO CONSIDER AND TAKE NOTE OF THE MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON FEBRUARY 11, 2021. Page : 29-31

The minutes of the last Meeting of the Nomination and Remuneration Committee held on February 11, 2021 is enclosed as **ANNEXURE IV**. The Board may kindly take note of the same.

7. TO TAKE NOTE OF LISTING COMPLIANCES FOR QUARTER AND YEAR ENDED MARCH 31, 2021.

Listed entities are required to submit following quarterly compliances report for the Quarter and year ended March 31, 2021.

1. Corporate Governance Report within 15 days from Quarter end has been filed on April 13, 2021.
 2. Shareholding Pattern within 21 days from Quarter end has been filed on April 19, 2021.
 3. Statement giving Investor Grievances details within 21 days from Quarter end has been filed on April 13, 2021.
 4. Share Reconciliation Certificate from Mr. Ajit Mishra within 30 days from Quarter end has been filed on April 15, 2021.
 5. Compliance Certificate certifying maintaining physical & electronic transfer facility under regulation 7 within one month of end of each half of the financial year has been filed on April 14, 2021.
 6. Certificate from Practicing Company Secretary under Reg. 40(9) Within onemonth of the end of each half of the financial year has been filed on April 15, 2021
 7. Certificate under Regulation 74(5) of SEBI (D&P) Regulations 2018 has beenfiled on April 14, 2021.
- 8. TO CONSIDER, APPROVE AND AUTHENTICATE THE AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND HALF YEAR ENDED MARCH 31, 2021.**

As per the provisions of Section 134 of Companies Act 2013, financial results shall be approved by the Board of Directors of the Company. Further, in compliance with section 177 of Companies Act, 2013 and Regulation 18- Schedule II – Part C OF SEBI (LODR), all quarterly financial results shall be reviewed by the Audit Committee before submission to the Board for approval.

The Audited Financial Result for the quarter and year ended March 31, 2021 as recommended by the Audit Committee of the Company shall be placed before the Board of Directors of the Company for their kind consideration. The Board may kindly consider and approve the said Results and Limited Review Report by passing the following Resolution:

Proposed Resolution:-

"RESOLVED THAT the Audited Financial Result of the Company for quarter and year ended March 31, 2021, together with all adjustments, provisions and notes thereon, including statement of Profit and Loss for the quarter and year ended March 31, 2021 be and are hereby, considered, approved and authenticated and that the same be signed, for and on behalf of the Company by Mr. Mahabir Prasad Rungta (Chairman cum Managing Director) of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby, severally authorized to file the necessary forms, incidental and consequential there to in order to implement the aforesaid Resolution."

9. TO CONSIDER AND APPROVE THE PUBLICATION OF AUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER AND HALF YEAR ENDED MARCH 31, 2021.

Pursuant to Regulation 47 of the of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has to publish Audited Financial Result for the Quarter and year ended March 31, 2021, which shall be placed before the Board. Accordingly, the Board may kindly consider and approve for publication, as per the requirements of the SEBI (LODR) Regulations, 2015, by passing the following resolution:

Proposed Resolution:-

"RESOLVED THAT pursuant to the provisions of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audited Financial Results of the Company for the Quarter and year ended March 31, 2021, as placed before the Board and approved, be and are hereby, published in the requisite newspapers."

10. TO CONSIDER AND TAKE NOTE ON RECORD OF CFO CERTIFICATION.

This is to intimate that pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the CFO of the company certifies that the financial results do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading. Also, the Company follows the IND AS from April 1, 2017 and the Audited Financial Statement of the Company has been prepared in accordance with rules as under Indian Accounting Standard (IND AS) Rules, 2015.

11. TAKING NOTE OF GENERAL DISCLOSURE OF INTEREST OF DIRECTORS IN FORM MBP-1 UNDER SECTION 184(1) IN THE FIRST BOARD MEETING OF FINANCIAL YEAR.

As per the provisions of Section 184 and 164 of the Companies Act, 2013, the directors are required to make disclosures in form MBP-1 and DIR-8 to the Company at the first board meeting in every financial year. The disclosures so made by the directors need to be placed before the Board for information.

In compliance with the above requirements disclosures received from the directors for financial year 2021-22, will be placed before the Board.

The Board to take note of the same and authorize Company Secretary of the Company to make the entries in the statutory registers on their behalf.

12. TO TAKE NOTE ON DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149 OF THE COMPANIES ACT, 2013

Pursuant to Section 149(7) of the Companies Act, 2013, it is necessary for the Independent director of the Company to give a declaration in every financial year that hemeets the criteria of Independence as provided in Section 149(6). The Board may kindly consider and take note of the same. The Board comprises of the following Independent Directors:-

Mr. DeveshPoddar - Independent Director
Mr. Abdul Kalam - Independent Director
Mr. Vivek Agrawal - Independent Director

13. TO CONSIDER AND APPROVE APPOINTMENT OF THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2021-22.

The Board was informed that Pursuant to the provision of Section 204(1) of the Companies Act, 2013, every listed Company shall annex with its Board's Report a Secretarial Audit Report, given by Company Secretary in Practice.

The Board was further appraised that M/s. Ajit Mishra & Associates, Company Secretaries in Practice considered to be appointed as Secretarial Auditor of the Company. The Board discussed the matter and passed the following resolution:

“RESOLVED THAT, pursuant to section 204(1) read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the consent of the

Board be and is hereby accorded to appoint M/s. Ajit Mishra & Associates, Company Secretaries in Practice having its Registered Office at 182-Shubham, Pocket-4, Sector-12, Dwarka, New Delhi-110075, as Secretarial Auditor of the company to conduct audit of Secretarial records maintained by the company for the year 2021-22, on such terms and conditions as may be fixed by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT, Mr. M.P. Rungta, Chairman Cum Managing Director of the company be and is hereby authorized to digitally sign the necessary Form and to do all such acts, things and deeds as may be necessary effect to the aforesaid resolution.”

14. TO DISCUSS RIGHT ISSUE AND APPROVE THE SAME

The Board was informed that since company is planning to announce further issue of Equity Shares by way of Right Issue for the existing shareholders. The Board is required to discuss various matters related to right issue to make the issue successful.

15. TO CONSIDER ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN.

16. VOTE OF THANKS TO CHAIRMAN.

By order of the Board
FOR RUNGTA IRRIGATION LIMITED
SD/-
Prateek Sharma
(Company Secretary & Compliance Officer)

“ANNEXURE I”

MINUTES OF THE FIFTH MEETING OF THE BOARD OF DIRECTORS OF RUNGTA IRRIGATION LIMITED OF THE FINANCIAL YEAR 2020-2021, HELD ON FRIDAY, FEBRUARY 12, 2021, COMMENCED AT 01:30 P.M. AND CONCLUDED AT 03:30 P.M. AT 101, PRAGATI TOWER, 26, RAJENDRA PLACE, NEW DELHI-110008.

PRESENT:

1. Mr. Mahabir Prasad Rungta - Chairman cum Managing Director
2. Ms. Shruti Rungta - Executive Director
3. Mr. Devesh Poddar - Independent Director
4. Mr. Abdul Kalam - Independent Director

IN ATTENDANCE:

5. Mr. Prateek Sharma - Company Secretary
6. Ms. Swati Garg - CFO
7. Mr. Gaurav Jain - Invitee
8. Mr. Samrat Jain - Invitee
9. Mr. Ajit Mishra - Secretarial Auditor
10. Ms. Praveen Gupta - Representative of (M/s Mamraj & Co.- Statutory Auditor)

1. CHAIRMAN OF THE MEETING

At the outset, Mr. Mahabir Prasad Rungta was elected as the Chairman of the meeting and he presided over the meeting and took the chair.

2. TO GRANT LEAVE OF ABSENCE

Leaves of absence were granted to Mr. Krishna Murthy Nagarur, Jt. Managing Director and Mr. Vivek Agrawal, Independent Director as they expressed their inability to attend the meeting.

3. CONFIRMATION OF QUORUM

After ascertaining that the requisite directors were present to form a quorum, Chairman declared that the meeting is open. The Chairman welcomed all the directors and invitees to the Board Meeting of the Rungta Irrigation Limited. The Chairman with the consent of the members conveyed the notice and agenda calling Board Meeting and the same was taken as read.

4. TAKING NOTES OF THE MINUTES OF PREVIOUS AUDIT COMMITTEE MEETING

Minutes of the last meeting of the Audit Committee of the company held on November 10, 2020 placed before the meeting for confirmation was read and confirmed.

5. CONFIRMATION OF THE MINUTES OF THE PREVIOUS BOARD MEETING

Minutes of the last meeting of the Board of Directors of the company held on November 10, 2020 placed before the meeting for confirmation was read and confirmed.

6. TO TAKE NOTE ON LISTING COMPLIANCES FOR THE THIRD QUARTER ENDED DECEMBER 31, 2020

The Chairman informed the board that the company submitted the following quarterly compliances report for the Quarter ended:

1. Corporate Governance Report within 15 days from Quarter end has been filed on January 13, 2021.
2. Shareholding Pattern within 21 days from Quarter end has been filed on January 21, 2021.
3. Statement giving Investor Grievances details within 21 days from Quarter end has been filed on January 11, 2021.
4. Share Reconciliation Certificate from Mr. Ajit Mishra within 30 days from Quarter end has been filed on January 14, 2021.
5. Certificate in compliance of Regulation 74(5) of the SEBI (D&P) Regulations, 2018, for the quarter end has been filed on January 11, 2021.

7. RECONSTITUTION OF AUDIT COMMITTEE

The Board was informed that due to resignation of Mr. Tarun Kumar Megotia from the position of Executive Director in order to comply with the requirement of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company requires to reconstitute the Audit Committee pursuant to Section 177 of the Companies Act, 2013 and rules made thereunder.

Thereafter, the Board discussed and approved such reconstitution and passed the following resolution:

“RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the Board of Directors be and is hereby accorded to the reconstitution of the Audit Committee:

S. No.	Name	Designation
1.	Mr. Devesh Poddar (Independent Director)	Chairman
2.	Mr. Abdul Kalam (Independent Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

“RESOLVED FURTHER THAT the Committee be and is hereby further authorized to do all such acts, deeds, and things which may be necessary for giving effect to this resolution.”

8. RECONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Board was informed that due to resignation of Mr. Tarun Kumar Megotia from the position of Executive Director in order to comply with the requirement of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company requires to reconstitute the Stakeholder Relationship Committee pursuant to Section 177 of the Companies Act, 2013 and rules made thereunder.

Thereafter, the Board discussed and approved such reconstitution and passed the following resolution:

“RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company and Regulation 20 of SEBI Listing Regulation, 2015, the consent of the Board of Directors be and is hereby accorded to the reconstitution of the Stakeholder Relationship Committee

S. No.	Name	Designation
1.	Mr. Devesh Poddar (Independent Director)	Chairman
2.	Mr. Mahabir Prasad Rungta (Chairman Cum Managing Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

“RESOLVED FURTHER THAT the Committee be and is hereby further authorized to do all such acts, deeds, and things which may be necessary for giving effect to this resolution.”

9. APPROVAL AND AUTHENTICATION OF THE UNAUDITED FINANCIAL RESULTS OF THE COMPANY FOR THE QUARTER ENDED DECEMBER 31, 2020

The chairperson informed the Board that the Unaudited financial results for the quarter ended December 31, 2020 were placed before the Audit Committee for its perusal and discussion and the following resolution passed was taken on record.

“RESOLVED THAT the Unaudited Financial Results of the Company for quarter ended December 31, 2020, together with all adjustments, provisions and notes thereon, along with, be and are hereby, considered, approved and authenticated and that the same be signed, for and on behalf of the Company, by Mr. Mahabir Prasad Rungta, Chairman cum Managing Director of the Company.

RESOLVED FURTHER THAT Directors of the Company be and are hereby, severally authorized to file the necessary forms, incidental and consequential thereto in order to implement the aforesaid Resolution.”

10. TAKING APPROVAL FOR PUBLICATION OF THE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED DECEMBER 31, 2020

The Board was informed that the Company has to publish Unaudited Financial Results for the Quarter ended December 31, 2020, which was placed before the Board. Accordingly, the Board considered and approved for publication and passed the following resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Unaudited Financial Results of the Company for the Quarter ended December 31, 2020, as placed before the Board and approved, be and are hereby, published in the requisite newspapers.”

11. TO CONSIDER AND APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The Board was informed about the need to increase the authorized share capital of the Company for expansion purposes.

The Board discussed the matter and passed the following 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 and subject to the approval of members of the Company, the consent of Board of Directors 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.”

12. TO CONSIDER AND APPROVE THE RECLASSIFICATION OF AUTHORISED SHARE CAPITAL OF THE COMPANY

The Board was informed about the unutilized preferential share capital in the Company which can be employed for attracting the investment for expansion purpose.

The Board discussed the matter and thereafter, passed the following 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 and subject to the approval of members of the Company, the consent of Board of Directors 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.”

13. TO CONSIDER AND APPROVE THE ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Board was informed that in order to increase and reclassify the authorized share capital of the Company, alteration in the capital clause is required to be made.

The Board discussed the matter at length and thereafter, passed the following 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.”

14. TO CONSIDER AND APPROVE FOR CONDUCTING POSTAL BALLOT FOR SEEKING SHAREHOLDERS APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MOA

The Chairman informed the Board about the requirement to take the approval of shareholders through Postal Ballot.

The Board discussed the matter at length and thereafter, passed the following resolution:

“RESOLVED THAT pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and rules therein, approval of the Board be and is hereby accorded to conduct the Postal Ballot to seek the approval of the members of the Company by Special Resolution for the following business:

- Authorization to Increase Authorised Share Capital of the company by Rs.4,00,00,000 divided into 40,00,000 Equity Shares of Rs.10 each.
- Authorization to reclassify unissued 5,00,000 12% Redeemable Preference Shares and 1,00,000 Redeemable Preference Shares of Rs.100 each into 60,00,000 Equity Shares of Rs.10 each.
- Authorization to alter capital clause of Memorandum of Association.

RESOLVED FURTHER THAT the following calendar of events for implementing, the proposal, be and is hereby approved and Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and Mr. Prateek Sharma, Company Secretary be and are hereby jointly/severally authorized to alter/modify/extend the calendar of events, if thought absolute necessary for implementation of the Resolution.

S. No.	PARTICULARS/ EVENTS	DATE OF EVENT
1.	Date on which consent was given by the Scrutinizer to act as a Scrutinizer.	12-02-2021
2.	Date of Board meeting at which consent of the Board has been accorded to transact business through Postal Ballot and appointment of Scrutinizer is approved	12-02-2021
3.	Appointment of Scrutinizer in terms of Rule 22 of the Companies (Management and Administration) Rules, 2014	12-02-2021
4.	Cut off date for mailing list. (i.e. Notice to be sent to the shareholders as on)	12-02-2021
5.	Date of dispatch of Notice of Postal Ballot	15-02-2021
6.	Date of completion of dispatch of Postal Ballot Notice	15-02-2021
7.	Issue of Advertisement regarding completion of dispatch of Postal Ballot papers as per Rule 22 of the Companies (Management and Administration) Rules, 2014(One in English & one in Regional language daily having a wide circulation in that district).	16-02-2021
8.	Date of commencement of voting by postal ballot including e-voting.	16-02-2021
9.	Date of ending of voting by postal ballot including e-voting.	17-03-2021

10.	Last date for receiving Postal Ballot papers by Scrutinizer.	17-03-2021
11.	Submission of Scrutinizer's report	18-03-2021
12.	Date of Declaration of result.	18-03-2021
13.	Signing of minutes by the Chairman in which results of the postal ballot is recorded	19-03-2021
14.	Returning the Ballot papers, register required to be maintained by the Scrutinizer under Rule 22 of the Companies (Management and Administration) Rules, 2014 and other related papers to the Company.	19-03-2021

RESOLVED FURTHER THAT the Notice be given to every member of the Company and voting rights of such members be reckoned as on the cut-off date which will be 12th February, 2021.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and Mr. Prateek Sharma, Company Secretary of the Company be and is hereby authorized for submission of the said notice to the Stock Exchange and for publication of an advertisement in the newspaper specifying the date of completion of dispatch of postal ballots and to do all acts, deeds and things as may be required or deemed necessary to implement the said resolution.

RESOLVED FURTHER THAT Mr. Prateek Sharma, Company Secretary, be and is hereby authorized to retain custody of postal ballot forms and other records received from the scrutinizer after the scrutinizer has submitted his report on the scrutiny to the Board of Directors.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman cum Managing Director, failing him Mr. Prateek Sharma, Company Secretary of the Company, be and is hereby severally authorized to declare the results of the postal ballot process.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and Mr. Prateek Sharma, Company Secretary of the Company be made responsible for the entire postal ballot process and that they are hereby jointly and severally authorized to do all things and to take all incidental and necessary steps including sending of Notice to all members, filing of Resolution and calendar of Events with Registrar of Companies to conduct the said Postal Ballot process for and on behalf of the Company and to deal all questions or difficulties that may arise in the course of implementing this Resolution.”

15. TO CONSIDER AND APPROVE DRAFT OF THE NOTICE OF THE POSTAL BALLOT

The draft of the notice of the Postal Ballot was placed before the Board for the approval.

The Board discussed the matter and thereafter, passed the following resolution:

“RESOLVED THAT Draft of the Notice together with the Explanatory Statement annexed thereto, placed before the Board and initialed by Chairman, for identification, be and is hereby approved and this Notice along with the Explanatory Statement thereto, be issued to the members by the Company Secretary.

RESOLVED FURTHER THAT Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and Mr. Prateek Sharma, Company Secretary of the Company be and is hereby authorized to do all such act, deeds and things as may be necessary to give effect the above resolution.”

16. TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S NPS AND ASSOCIATES TO ACT AS SCRUTINIZER FOR POSTAL BALLOT

The Board decided to appoint M/S NPS and Associates, Practicing Company Secretary to act as the Scrutinizer for postal ballot.

The Board discussed the matter and thereafter, passed the following resolution:

“RESOLVED THAT M/s NPS and Associates, Practicing Company Secretary, has given his consent to act as Scrutinizer, if so appointed, be and is hereby appointed as Scrutinizer for a period not exceeding 60 (sixty) days from the date of appointment for conducting the business through postal ballot at such remuneration and out of pocket expenses, as may be determined by Managing Director/Chairman of the Company, excluding incidental expenses, which will be reimbursed by the Company.

RESOLVED FURTHER THAT M/s. NPS and Associates, Practicing Company Secretary, be and is hereby authorized to do all such acts, deeds and things as may be necessary to conduct the process in a fair and transparent manner and to submit their final report, ballot papers and other related papers and registers to the Managing Director /Chairman of the Company within the specified time period.”

17. ADDITION OF THE AUTHORIZED SIGNATORIES IN STATE OF INDIA, CHELAPALLY INDUSTRIAL ESTATE BRANCH

The Chairman informed the Board that the company wants to add authorize signatories in A/c bearing no. 10386006350 in State Bank of India, Cherlapally Industrial Estate Branch, ECIL, Hyderabad on the terms and conditions and other documents executed by the Company for the purpose of payment of Salary, Reimbursement, Vendor & Miscellaneous other payments.

After some discussions the following resolutions were passed:

“RESOLVED THAT in supersession to all other resolution passed earlier by the Board of Director in their meeting in respect of Employee Gratuity Trust A/cbearing no. 10386006350 in the name of the Company existing with State Bank of India, Cherlapally Industrial Estate Branch, ECIL, Hyderabad, the following persons be and are hereby added as authorized signatories in Group A.

- A. Ms. Shruti Rungta, Executive Director
- B. Mr. Chetan Pandya, Head-South Zone

RESOLVED FURTHER THAT the following persons be and are hereby authorized to sign and submit all the necessary documents like cheques, RTGS, NEFT etc. to be submitted by the company to State Bank of India as may be required for day-to-day transaction, operation and correspondence and the same is to be signed by any one member from Group A and any one member from the Group B.”

GROUP A

S. No.	Name	Designation
1.	Mr. Krishna Murthy Nagarur	Joint Managing Director
2.	Ms. ShrutiRungta	Executive Director
3.	Mr. ChetanPandya	Head-South Zone

GROUP B

S. No.	Name	Designation
1.	Mr. Dharendra Thakur	Authorized Signatory
2.	Mr. NC PhaniSai	Authorized Signatory
3.	Mr. TripuraneniJayaram	Authorized Signatory

4.	Mr. SardanaNaresh	Authorized Signatory
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18. ADDITION OF THE AUTHORIZED SIGNATORIES IN EMPLOYEE GRATUITY TRUST A/C OF BANK OF INDIA

The Chairman informed the Board that the company wants to add authorize signatories in Employee Gratuity Trust A/c bearing no. 860410100011480 in Bank of India, Ramakrishna Puram Branch, Hyderabad on the terms and conditions and other documents executed by the Company for the purpose of payment of Gratuity and other payment, if any.

After some discussions the following resolutions were passed:

“RESOLVED THAT in supersession to all other resolution passed earlier by the Board of Director in their meeting in respect of Employee Gratuity Trust A/c bearing no. 860410100011480 in the name of the Company existing with Bank of India, Ramakrishna Puram Branch, the following persons be and are hereby added as authorized signatories in Part A.

- A. Ms. Shruti Rungta, Executive Director
- B. Mr. Chetan Pandya, Head-South Zone

RESOLVED FURTHER THAT the following persons be and are hereby authorized to sign and submit all the necessary documents like cheques, RTGS, NEFT etc. to be submitted by the company to Bank of India as may be required for day-to-day transaction, operation and correspondence and the same is to be signed by any one member from Group A and any one member from the Group B.”

GROUP A

S. No.	Name	Designation
1.	Mr. Krishna Murthy Nagarur	Joint Managing Director
2.	Ms. ShrutiRungta	Executive Director
3.	Mr. ChetanPandya	Head-South Zone

GROUP B

S. No.	Name	Designation
1.	Mr. Dharendra Thakur	Authorized Signatory
2.	Mr. NC PhaniSai	Authorized Signatory
3.	Mr. TripuraneniJayaram	Authorized Signatory

4.	Mr. SardanaNaresh	Authorized Signatory
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19. ADDITION OF THE AUTHORIZED SIGNATORIES IN STATE BANK OF INDIA, PILLARAYA STREET, YANAM BRANCH

The Chairman informed the Board that the company wants to add authorize signatories in A/cbearing no. 10956077813 in State Bank of India, Pillaraya Street, Yanam Branch, Pondichery on the terms and conditions and other documents executed by the Company for the purpose of payment of Salary, Reimbursement, Vendor & Miscellaneous other payments.

After some discussions the following resolutions were passed:

“**RESOLVED THAT** in supersession to all other resolution passed earlier by the Board of Director in their meeting in respect of Employee Gratuity Trust A/cbearing no. 10956077813 in the name of the Company existing with State Bank of India, Pillaraya Street, Yanam Branch, Pondichery, the following persons be and are hereby added as authorized signatories in Group A.

- A. Ms. ShrutiRungta, Executive Director
- B. Mr. ChetanPandya, Head-South Zone

RESOLVED FURTHER THAT the following persons be and are hereby authorized to sign and submit all the necessary documents like cheques, RTGS, NEFT etc. to be submitted by the company to State Bank of India as may be required for day-to-day transaction, operation and correspondence and the same is to be signed by any one member from Group A and any one member from the Group B.”

GROUP A

S. No.	Name	Designation
1.	Mr. Krishna Murthy Nagarur	Joint Managing Director
2.	Ms. ShrutiRungta	Executive Director
3.	Mr. ChetanPandya	Head-South Zone

GROUP B

S. No.	Name	Designation
1.	Mr. Dharendra Thakur	Authorized Signatory
2.	Mr. NC PhaniSai	Authorized Signatory

3.	Mr. TripuraneniJayaram	Authorized Signatory
4.	Mr. SardanaNaresh	Authorized Signatory
5.	Mr. Satya Narayan Sharma	Authorized Signatory

20. APPROVAL FOR CHANGE IN CMS & NET BANKING FACILITIES GRANTED TO THE COMPANY BY KOTAK MAHINDRA BANK

The Chairman informed the Board that the NetIT Services granted to the Company by Kotak Mahindra Bank Limited (“KMBL”) on the terms and conditions and other documents executed by the Company shall be availed for the purpose of payment of Salary, Reimbursement, vendor & Miscellaneous other payments.

After some discussions the following resolutions were passed:

“RESOLVED THAT the Company do and hereby avail the NetIT Services extended by KMBL in account no. **7311792686 & 7311833679** and upon such terms and conditions as KMBL may stipulate and require.

FURTHER RESOLVED THAT the company do and hereby nominate the below mentioned Officers/Employees of the company to upload & view the data file consisting of the list of beneficiaries and corresponding payments to be made to them and such upload of data file shall be authenticated **SINGLY**. The said Employees referred to as Uploaders & Viewers shall be vested with the powers of cancellation of any of the data in the Uploaded File prior to authorization by the authorizers.

- a) Sachin {Viewer & Inputter}
- b) Swati Garg {Viewer & Inputter}

FURTHER RESOLVED THAT the company do and hereby nominate the below mentioned Authorized Signatories of the company to View & Authorize payments as per the uploaded data file. These Authorized Signatories shall be termed as ‘Authorizer(s) Level 1’. The said ‘Authorizer(s) Level 1’ shall be vested with the powers of cancellation of any of the data in the Uploaded File before the authorization.

Limit	Mode Of Operation	Auth. Signatory Name
0-Unlimited	Anyone	Mahabir Prasad Rungta
		Urmila Rungta

		Shruti Rungta
		Jyoti Gupta
		Priya Jain

FURTHER RESOLVED THAT in consideration of the availing the Facility, the Company do and hereby convey its acceptance to the said facility and to execute all the necessary documents as are required in favor of KMBL for availing the said facility.

FURTHER RESOLVED THAT the Company Secretary be and is hereby authorized to issue certified True Copy to the Bank and intimating thereto of the said acceptance.”

21. VOTE OF THANKS

There being no other business, the Meeting ended at 3.30 PM with a vote of thanks to the Chair.

Minute Approval Date:

Minute Entry Date:

Place: New Delhi

CHAIRPERSON

Signing Date:

MINUTES OF THE 4TH MEETING OF THE AUDIT COMMITTEE OF RUNGTA IRRIGATION LTD. OF THE FINANCIAL YEAR 2020-21, HELD ON FRIDAY, 12TH DAY OF FEBRUARY, 2021, COMMENCED AT 12:00 NOON AND CONCLUDED AT 01:00 P.M. AT 101, PRAGATI TOWER, 26, RAJENDRA PLACE, NEW DELHI-110008.

PRESENT:-

- | | | |
|-----------------------|---|--------------|
| 1. Mr. Devesh. Poddar | : | In the Chair |
| 2. Mr. Abdul Kalam | : | Member |

1. CHAIRMAN OF THE MEETING:

The members requested Mr. Devesh Poddar to preside over the meeting. He accepted the proposal and gave a warm welcome to all persons present at the meeting.

2. GRANTING LEAVE OF ABSENCE:

Leave of absence was not granted to anyone as member attended the meeting.

3. CONFIRMATION OF QUORUM:

After ascertaining that the requisite members were present to form a quorum, Chairman declared that the meeting is valid.

4. CONFIRMATION OF PREVIOUS AUDIT COMMITTEE MINUTES:

Minutes of the last Audit Committee Meeting held on 11th November 2020 were confirmed by the Committee.

5. AUDITED FINANCIAL RESULTS:

The Chairman informed the Committee that, as per the listing agreement, the Company is required to provide the quarter and Nine Months ended results. The said financial results of the company for the quarter and nine months ended as on 31st December 2020 were placed before the Audit Committee for its perusal and discussion. The members actively participated in the discussion and after a brief discussion; the following resolution was passed unanimously:

“**RESOLVED THAT** the audited financial results of the Company for the quarter and nine months ended as on 31st December 2020, as placed before the Committee and summarized below be and are hereby considered and approved.”

PART I: - AUDITED FINANCIAL RESULT FOR THE QUARTER AND NINE MONTHS ENDED AT 31ST DECEMBER, 2020.

	Particulars	For the Quarter Ended			For Nine Months Ended		Year Ended
		December 31,2020 Unaudited	September 30,2020 Unaudited	December 31,2019 Unaudited	December 31,2020 Unaudited	December 31,2019 Unaudited	March 31,2020 Audited
I	Revenue from operations (gross)	967.13	997.52	1,601.25	2,651.50	2,865.98	4,514.30
II	Other income	132.24	68.28	267.40	323.38	468.43	652.23
III	Total revenue (1+2)	1,099.37	1,065.80	1,868.65	2,974.88	3,334.41	5,166.53
IV	Expenses						
	(a) Cost of materials consumed	577.80	437.78	724.06	1,376.22	1,373.74	2,376.69
	(b) Purchases of stock-in-trade	124.36	136.31	167.49	323.66	353.70	100.64
	(c) Changes in inventories of finished goods, work-in progress and stock-in-trade	(171.36)	(112.12)	20.95	(332.38)	(85.96)	118.58
	(d) Employee benefits expense	197.67	152.05	172.26	484.33	453.29	645.82
	(e) Finance costs	24.71	26.07	21.71	81.39	76.47	155.93
	(f) Depreciation and amortisation expense	23.88	21.40	27.75	65.30	81.67	103.81
	(g) Other expenses	266.69	368.97	673.10	846.18	1,007.78	1,564.82
	Total expenses	1,043.75	1,030.46	1,807.32	2,844.70	3,260.69	5,066.29
V	Profit before exceptional and extraordinary items and tax (III-IV)	55.62	35.34	61.33	130.18	73.72	100.24
VI	Extraordinary items	-	-	-	-	-	-
VII	Profit / (Loss) before extraordinary items and tax (V+VI)	55.62	35.34	61.33	130.18	73.72	100.24

VIII	Extraordinary items	-	-	-	-	-	-
IX	Profit before tax (VII-VIII)	55.62	35.34	61.33	130.18	73.72	100.24
X	Tax expense:						
	(I) Current tax expense for current year	16.22	8.93	21.78	35.22	25.00	32.00
	(II) Income tax related to previous year	-	-	-	-	-	2.46
	(III) Deferred tax	(0.68)	18.04	-	17.36	-	(16.97)
	Total Tax Expenses	15.54	26.97	21.78	52.58	25.00	17.49
XI	Profit / (Loss) for the period (IX-X)	40.08	8.37	39.55	77.60	48.72	82.75
XII	Other Comprehensive Income (Net of tax)	9.55	4.35	9.83	15.10	7.31	(6.90)
XIII	Total Comprehensive Income (OCI)	49.63	12.72	49.38	92.70	56.03	75.85
XIV	Paid up Equity Share Capital (Face Value Rs 10/-Each)	885.61	885.61	885.61	885.61	885.61	885.61
XV	Earnings per equity share:						
	(1) Basic	0.45	0.09	0.45	0.88	0.55	0.93
	(2) Diluted	0.45	0.09	0.45	0.88	0.55	0.93

Notes:	
1	The above Financial Results have been reviewed and recommended by the Audit Committee and approved by the Board of Directors at their meeting held on Feb 12, 2021.
2	The Financial results have been reviewed by the Statutory Auditors of the company as required under regulation 33 of the Securities & Exchange Board of India (Listing Obligations and disclosure requirements) ("SEBI LODR") Regulations 2015. The Financial results of the company have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards notified under the Companies (Indian accounting Standards) rules as prescribed under section 133 of the Companies Act, 2013 received with relevant rules issued thereunder and other accounting policies generally accepted in India and disclose the information required to be disclosed in regulation 33 of SEBI LODR Regulation 2015.
3	The company hereby declares that the Auditors have issued Limited Review Report for the financial statements for the quarter ended Dec 31,2020.

4	Previous Period's/ Year's figures have been regrouped and reclassified, wherever necessary.
5	Unaudited Results of the Company will be available on the website of the Company.

6. APPOINTMENT OF MS. SHRUTI RUNGTA AS MEMBER OF THE COMMITTEE:

The Chairman informed the Committee that after the resignation of one of the members of the Audit Committee Mr. Tarun Kumar Megotia the composition of the committee requires reconstitution to comply with the provisions given under Section 177 of the Companies Act, 2013 and rules made thereunder and regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For such reconstitution, the committee wants to appoint Ms. Shruti Rungta, Whole-Time Director, of the Company as a member of the committee.

Thereafter, the Committee discussed and passed the following resolution:

“RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the committee members be and is hereby accorded for the reconstitution of the Audit Committee subject to the approval of the board in its meeting:

S.No.	Name	Designation
1.	Mr. Devesh Poddar (Independent Director)	Chairman
2.	Mr. Abdul Kalam (Independent Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

Minute Approval Date:

Minute Entry Date:

Place: New Delhi

CHAIRPERSON

Signing Date:

MINUTES OF THE FIRST MEETING OF THE STAKEHOLDER RELATIONSHIP COMMITTEE OF THE RUNGTA IRRIGATION LIMITED OF THE FINANCIAL YEAR 2020-21 HELD ON THURSDAY, 11TH FEBRUARY, 2021, COMMENCED AT 2:00 P.M. AND CONCLUDED AT 3:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 101, PRAGATI TOWER, 26, RAJENDRA PLACE, NEW DELHI-110008.

- 1. Mr. Mahabir Prasad Rungta : In the Chair**
- 2. Mr. Tarun Kumar Megotia : Member**

1. CHAIRMAN OF THE MEETING

At the outset, Mr. M.P. Rungta was elected as Chairman of the meeting and he proceeded over the meeting and took the chair.

2. CONFIRMATION OF QUORUM

The quorum being complete, the Chairman called the meeting to order.

3. CONFIRMATION OF MINUTES

Minutes of the last meeting of the Remuneration committee meeting of the company held on 19th December, 2020 placed before the meeting for confirmation was confirmed by the board.

4. APPOINTMENT OF MS. SHRUTI RUNGTA AS MEMBER OF THE COMMITTEE:

The Chairman informed the Committee that after the resignation of one of the members of the Audit Committee Mr. Tarun Kumar Megotia the composition of the committee requires reconstitution to comply with the provisions given under Section 178 of the Companies Act, 2013 and rules made thereunder and regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

For such reconstitution, the committee wants to appoint Ms. Shruti Rungta, Whole-Time Director, of the Company as a member of the committee.

Thereafter, the Committee discussed and passed the following resolution:

“RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the committee members be and is

hereby accorded for the reconstitution of the Audit Committee subject to the approval of the board in its meeting:

S.No.	Name	Designation
1.	Mr. DeveshPoddar (Independent Director)	Chairman
2.	Mr. Mahabir Prasad Rungta (Independent Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

5. **VOTE OF THANKS**

There being no other business, the Meeting ended at 3:00 PM with vote of thanks to the Chair.

Minute Approval Date:
Minute Entry Date:
Place: New Delhi

CHAIRPERSON
Signing Date:

MINUTES OF THE SECOND MEETING OF THE NOMINATION AND REMUNERATION COMMITTEE OF THE RUNGTA IRRIGATION LIMITED FOR THE FINANCIAL YEAR 2020-2021 HELD ON THURSDAY, FEBRUARY 11, 2021, COMMENCED AT 2:00 P.M. AND CONCLUDED AT 04:00 P.M. AT 101 PRAGATI TOWERS 26, RAJINDRA PLACE, NEW DELHI-110008.

PRESENT:-

1. Shri Devesh Poddar	In the Chair
2. Shri Mahabir Prasad Rungta	Member

1. CHAIRMAN OF THE MEETING

Shri Devesh Poddar presided over the meeting. He accepted the request and gave a warm welcome to the persons present at the meeting.

2. GRANTING LEAVE OF ABSENCE

Leave of absence was granted to Shri Abdul Kalam as he expressed his inability to attend the meeting.

3. CONFIRMATION OF QUORUM

After ascertaining that the requisite members were present to form quorum, Chairman declared that the meeting is open.

4. CONFIRMATION OF MINUTES

Minutes of the last Nomination and Remuneration Committee Meeting held on November 11, 2020 were confirmed by the Committee.

5. RECONSTITUTION OF AUDIT COMMITTEE

The NRC Committee was informed that due to resignation of Mr. Tarun Kumar Megotia from the position of Executive Director in order to comply with the requirement of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company requires to reconstitute the Audit Committee pursuant to Section 177 of the Companies Act, 2013 and rules made thereunder.

Thereafter, the members of the committee recommended suchreconstitution and passed the following resolution:

“RESOLVED THAT pursuant to Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company, the consent of the members of the committee be and is hereby accorded to the reconstitution of the Audit Committee:

S. No.	Name	Designation
1.	Mr. DeveshPoddar (Independent Director)	Chairman
2.	Mr. Abdul Kalam (Independent Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

“RESOLVED FURTHER THAT the Committee be and is hereby further authorized to do all such acts, deeds, and things which may be necessary for giving effect to this resolution.”

6. RECONSTITUTION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The NRC Committee was informed that due to resignation of Mr. Tarun Kumar Megotia from the position of Executive Director in order to comply with the requirement of Regulation 17 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company requires to reconstitute the Stakeholder Relationship Committee pursuant to Section 177 of the Companies Act, 2013 and rules made thereunder.

Thereafter, the members of the committee recommended such reconstitution and passed the following resolution:

“RESOLVED THAT pursuant to Section 178 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and applicable provisions of the Articles of Association of the Company and Regulation 20 of SEBI Listing Regulation, 2015, the consent of the members of the committee be and is hereby accorded to the reconstitution of the Stakeholder Relationship Committee.

S. No.	Name	Designation
1.	Mr. DeveshPoddar (Independent Director)	Chairman
2.	Mr. Mahabir Prasad Rungta (Chairman Cum Managing Director)	Member
3.	Ms. Shruti Rungta (Whole-Time Director)	Member

“**RESOLVED FURTHER THAT** the Committee be and is hereby further authorized to do all such acts, deeds, and things which may be necessary for giving effect to this resolution.”

7. VOTE OF THANKS

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

Minute Entry Date:

CHAIRPERSON

Place: New Delhi

Signing Date: