

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**FOR ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY ONLY**

This is an Abridged Letter of Offer containing the salient features of the Letter of Offer dated November 23, 2022 (Letter of Offer) which is available on the websites of the Registrar, our Company and the stock exchanges where the Equity Shares of our Company are listed, i.e., Bombay Stock Exchange Limited (BSE Limited). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the meaning ascribed to them in the Letter of Offer.

THIS ABRIDGED LETTER OF OFFER CONTAINS 11 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

Our Company has made available on the Registrar's website at www.beetalfinancial.com and our Company's website at www.rungtairrigation.in, this Abridged Letter of Offer and the Application Form for the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of SEBI, the Stock Exchange; www.bseindia.com.

Rungta Irrigation Limited

**RUNGTA IRRIGATION LIMITED**

Corporate Identity Number: L74899DL1986PLC023934

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

Telephone: 011-40453330/40453331/40453332 | E-mail id: cs@rungtairrigation.in; | Website: www.rungtairrigation.in

Contact Person: Mrs. Ayushi Vijay, Company Secretary and Compliance Officer

OUR PROMOTER

MAHABIR PRASAD RUNGTA, PRIYA RUNGTA, SHRUTI RUNGTA & URMILA RUNGTA

FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF RUNGTA IRRIGATION LIMITED ONLY**ISSUE DETAILS, LISTING AND PROCEDURE**

ISSUE OF UP TO 1,10,70,125 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF OUR COMPANY (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 11/- PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 1/- PER EQUITY SHARE) AGGREGATING TO ₹ 1217.71 LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1.25 EQUITY SHARE FOR EVERY 1 FULLY PAID-UP EQUITY SHARES HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS NOVEMBER 11, 2022 (THE "ISSUE"). FOR FURTHER DETAILS, PLEASE REFER TO "TERMS OF THE ISSUE" BEGINNING ON PAGE 135 OF LETTER OF OFFER.

PAYMENT SCHEDULE FOR THE RIGHTS EQUITY SHARES

Amount Payable per Rights Equity Shares	Face Value (₹)	Premium (₹)	Total (₹)
On Application	3.00	0.00	3.00
On First Call	4.00	0.00	4.00
On Second Call	3.00	1.00	4.00
Total (₹)	10.00	1.00	11.00

*For further details on Payment Schedule, see 'Terms of the Issue' on page 135 of the Letter of Offer.

Listing Details: The Equity Shares of our Company are listed on BSE (Stock Exchanges). Our Company has received in-principle approval dated August 10, 2022 from the BSE, where the Equity Shares of our Company are listed, for listing of the Rights Equity Shares offered in this Issue. Our Company will also make application to BSE to obtain the trading approval for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purposes of this Issue, the designated stock exchange is BSE.

Procedure: If you wish to know about processes and procedures applicable to Rights Issues, you may refer to 'Terms of the Issue' on page 135 of the Letter of Offer. You may also download the Letter of Offer from the website of our Company, SEBI, Stock Exchanges, Registrar to the Issue. You can also request Registrar or our Company to provide a hard copy of the Letter of Offer.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER**ELIGIBILITY FOR THE ISSUE**

Our Company is a listed company, incorporated under the Companies Act, 1956. The Equity Shares of our Company are currently listed on BSE. Our Company is eligible to offer the Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations and other applicable provisions. Our Company is undertaking the Issue in accordance with Part B of Schedule VI to the SEBI ICDR Regulations.

Minimum Subscription: In terms of Regulation 86 of the SEBI ICDR Regulations, the requirement of minimum subscription is not applicable to the Issue as the object of the Issue does not involve financing of capital expenditure, and as our Promoter has confirmed its intention to subscribe to their Rights Entitlement in the Issue and not renounce its Rights Entitlements.

INDICATIVE TIMETABLE*

Issue Opening Date	December 09, 2022	Date of Allotment / Initiation of Refunds (on or about)	December 20, 2022
Last Date for On Market Renunciation of the Rights Entitlements**	December 12, 2022	Date of credit of Rights Equity Shares to demat accounts of Allottees (on or about)	December 22, 2022
Issue Closing Date#	December 15, 2022	Date of listing/ commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)	December 23, 2022
Finalisation of basis of Allotment (on or about)	December 20, 2022		

*The above timetable is indicative and does not constitute any obligation on our Company.

** Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

Our Board or the Rights Issue Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date) or such other time as may be permitted as per applicable law. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., December 15, 2022 to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts by at least One day before the Issue Closing Date.

NOTICE TO INVESTORS

The distribution of the Letter of Offer, this Abridged Letter of Offer, Application Form, the Rights Entitlement Letter, any other issue material (collectively 'Issue Documents'), and issue of Rights Entitlement Letter and the Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by the legal requirements prevailing in those jurisdictions. Persons into whose possession the Letter of Offer, this Abridged Letter of Offer, the Application Form, or the Rights Entitlement Letter may come are required to inform themselves about, and observe, such restrictions.

Further, the Letter of Offer will be sent / dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Letter of Offer, this Abridged Letter of Offer and the Application Form will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Letter of Offer, this Abridged Letter of Offer and the Application Form will be dispatched by way of physical delivery as per the applicable laws to those Eligible Equity Shareholders who have provided their Indian address, on a reasonable effort basis.

THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED OR DISTRIBUTED TO ANY OTHER PERSON.

NO OFFER IN THE UNITED STATES

The Rights Entitlements and the Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (U.S. Securities Act), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of America or the territories or possessions thereof (United States or U.S.), except in a transaction not subject to, or exempt from, the registration requirements of the Securities Act and applicable state securities laws. The Rights Entitlements and Rights Equity shares referred to in the Letter of Offer are being Offered and sold in offshore Transactions outside the United States in compliance with Regulation S under the U.S. Securities Act to the existing Shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares and or Rights Entitlements are permitted under laws of such jurisdictions. The offering to which the Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any of the Rights Equity Shares or the Rights Entitlement for sale in the United States or as a solicitation therein of an offer to buy any of the Rights Equity Shares or Rights Entitlement. There is no intention to register any portion of the Issue or any of the securities described herein in the United States or to conduct a public offering of securities in the United States. Accordingly, the Issue Documents and the Application Form should not be forwarded to or transmitted in or into the United States at any time.

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GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and this Issue, including the risks involved. The Equity Shares have neither been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of the Letter of Offer. Specific attention of the investors is invited to 'Risk Factors' on page 21 of the Letter of Offer and 'Internal Risk Factors' beginning on page 22 of this Abridged Letter of Offer before making an investment in the Issue.

Advisor to the Issue	<p>Pro Legal Solutions LLP Address: F-84, LGF, Kalkaji, New Delhi-110019, India Tel No. 011-20880035/+91-9910244832 Email: info@prolegalsolutions.co.in Contact Person: Mr. Prashant Pratap Singh Website: www.prolegalsolutions.co.in</p>
Name of Registrar to the Issue and contact details	<p>Beetal Financial & Computer Services Pvt Ltd Address: Beetal House, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062 Telephone: +91 11 2996 1281-83 Email: beetal@beetalfinancial.com, Website: www.beetalfinancial.com Investor grievance e-mail: investor@beetalfinancial.com Contact Person: Mr. Puneet Mittal SEBI Registration No.: INR000000262 Validity of Registration: Permanent</p>
Name of the Statutory Auditor	<p>M/s Mamraj & Co., Chartered Accountants</p>
Self-Certified Banks	<p>Syndicate The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link. On Allotment, the amount would be unblocked, and the account would be debited only to the extent required to pay for the Rights Equity Shares Allotted.</p>
Banker to the Issue / Refund Bank	<p>Kotak Mahindra Bank Limited SEBI Registration No: INBI00000927 Address: 27 BKC, C27 G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 Tel No: 022-66056588 Email: cmsipo@kotak.com; Website: www.kotak.com Contact Person: Mr. Kushal Patankar</p>

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1. Summary of business

The Company was incorporated on Apr. 17, 1986 as a private limited company. Earlier known as M/S Jindal Irrigation Pvt Ltd, it became a public limited company with the present name of M/S Rungta Irrigation Ltd. on 4th April, 1994. The key products of the Company include Sprinklers and Drip irrigation systems; Aluminium, Polyvinyl chloride (PVC), and High density polyethylene (HDPE) pipes and Fountains. The company has established a strong dealership network with branches across the country.

Today, the group has under its umbrella companies which are into Mining, Irrigation, Steel, Financing and International business. It has already reached a turnover of Rs.2500 million's and has established itself as a fast growing group with its presence all over the country. Our company is catering to this need through Sprinkler irrigation and drip irrigation systems. The products of the company and its services enjoy high reputation and rightfully it has gained the status of front runner in the market.

2. Summary of Objects of the Issue and Means of Finance

Our Company intends to utilize the Net Proceeds from the Issue towards funding of the following objects:

(₹ in lakhs)

Particulars	Estimated amount
1. Repayment of Loan	1000.00
2. Working Capital Requirements*	101.71
3. General Corporate Purposes	100.00
Net Proceeds**	1201.71

* to be used in various business segments working capital requirement with full fungibility

** Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

Means of Finance

Our Company proposes to meet the entire requirement of funds for the proposed objects of the Issue from the Net Proceeds. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue.

For further details, see 'Objects of the Issue' on page 51 of the Letter of Offer.

3. Equity Shareholding Pattern:

Category of shareholder	No. of shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	No. of Voting Rights	Total as a % of Total Voting right	No. of equity shares held in dematerialized form
Promoter & Promoter Group	10	33,88,900	33,88,900	38.27	33,88,900	38.27	31,73,000
Public	2,397	54,67,200	54,67,200	61.73	54,67,200	61.73	28,02,334
Non Promoter-Non Public	Nil	Nil	Nil	0.00	Nil	0.00	Nil
Total	2,407	88,56,100	88,56,100	100.00	88,56,100	100.00	59,75,334

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4. Board of Directors

Sr. No.	Name	Designation	Other Directorships
1.	Mr. Mahabir Prasad Rungta	Managing Director	<ul style="list-style-type: none"> • Maa kali papers limited • Ramgarh sponge iron private limited • Global earth movers private limited • Manorath distributors private limited • Mp homes private limited • Shriram power & steel private limited • Samara realty private limited • Alchemist aviation private limited
2.	Ms. Shruti Rungta	Whole Time Director	• NIL
3.	Mr. Tarun Kumar Megotia	Whole Time Director	<ul style="list-style-type: none"> • Waxindia specialities llp • Reyansh cascades llp • Ramgarh sponge iron private limited • JISL irrigation private limited • Global earth movers private limited • Kalinga power corporation private limited • Vaishnodevi vinimay private limited • Samara realty private limited
4.	Mr. Devesh Poddar	Non-Executive Independent Director	• Vasudha Travels Private Limited
5.	Mr. Abdul Kalam	Non-Executive Independent Director	<ul style="list-style-type: none"> • Plenum Miningcorp Private Limited • Re-Vive Policies India Private Limited
6.	Mr. Vivek Agrawal	Non-Executive Independent Director	<ul style="list-style-type: none"> • Pyber technology LLP • Saakshi udyog private limited

For further details, see 'Our Management' on page 75 of the Letter of Offer.

5. Details of the Issuer or any of its promoters or directors being a wilful defaulter or fraudulent borrower

None of our Company, Promoter or Directors have been identified as a 'Wilful Defaulter' or a 'Fraudulent Borrower'.

6. Financial Statement Summary

(₹ in lakhs, unless stated otherwise)

Particulars	Fiscal 2022	Fiscal 2021
Total income from operation(net)	7,025.84	4,445.61
Net Profit/ (Loss) before tax and extraordinary items	173.98	123.34
Profit/ (Loss) after tax and extraordinary items	127.72	55.43
Equity Share Capital	885.61	885.61
Reserve & Surplus	5,726.27	5,603.59
Net Worth*	6,611.88	6,489.20
Basic Earnings per Share	1.44	0.63
Diluted Earnings per Share	1.44	0.63
Net Asset Value per Equity Share (in ₹) **	74.66	73.27
Return on Net Worth(%)***	1.93	0.85

* Net worth (excluding revaluation reserves) means the aggregate value of paid-up equity share capital (including shares pending allotment) and securities premium account, after adding surplus in statement of profit and loss.

**Net worth divided by the number of weighted average number of equity shares outstanding during the year / period.

*** RONW = profit/ (Loss) after tax divided by Net worth.

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7. Internal risk factors

Set out below are the top 10 risk factors, as disclosed in the Letter of Offer:

1. There are outstanding litigations involving our Company & our Promoters, which, if determined adversely, may adversely affect our business and financial condition.
2. In the past, there have been instances of delays of certain forms which were required to be filed as per the reporting requirements under the Companies Act, 1956 and Companies Act, 2013 to RoC.
3. As the securities of our Company are listed on Bombay Stock Exchange (BSE) in India, our Company is subject to certain obligations and reporting requirements under the SEBI Listing Regulations and comply with other SEBI regulations. Any non-compliance in complying with such obligations and reporting requirements may render us liable to prosecution and/or penalties.
4. The Independent Directors of the Company has not pass the online proficiency self-assessment test conducted by Indian Institute of Corporate Affairs to approve proficiency of a person to be appointed as an Independent Director of any company.
5. Our Company has negative cash flows from its operating activities, financing activities in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.
6. Our operations are subject to high working capital requirements. Our inability to maintain sufficient cash flow, credit facilities and other sources of funding, in a timely manner, or at all, to meet requirement of working capital or pay out debts, could adversely affect our operations.
7. Our Company has historical records relating to capital formation or capital built-up since FY 2011-12 onwards. We cannot assure you that the records prior to FY 2011-12 will be available in the future or that we will not be subject to any action by the any regulatory authority in this respect.
8. Any disturbance in or shutdown of our Manufacturing Facilities may have a material adverse effect on our entire manufacturing operations and consequently, our business, financial condition and our results of operations.
9. Any significant shortfall in the supply of our raw materials or an increase in our raw material costs, or other input costs, may adversely affect the pricing and supply of our products and have an adverse effect on our business, results of operations and financial condition.
10. Our agreements with lenders for financial arrangements contain restrictive covenants for certain activities and if we are unable to get their approval, it might restrict our scope of activities and impede our growth plans.

For further details, see 'Risk Factors' on page 21 of the Letter of Offer.

1. Summary of Outstanding Litigations, Claims and Regulatory Action

Type of Proceedings	Number of Cases	Approx. Amount Involved(In Rs. Lakh)
Litigations filed against our Company		
Labour Cases filed against the Company*	3	9.53
Civil Cases filed against the Company*	5	75.27
Criminal Cases filed against the Company	1	Not Ascertainable
Income Tax matters*	13	15.71
Litigation filed by our Company		
Labour Cases filed against the Company	NIL	-
Civil Cases filed against the Company*	5	171.44
Criminal Cases filed against the Company*	8	60.03
Litigation involving our Promoters		
Criminal Cases filed against our Promoters	1	Not Ascertainable
Litigation involving our Directors		
Criminal Cases filed against the Directors	1	Not Ascertainable

* To the extent quantifiable.

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For further details, see 'Outstanding Litigation and Other Material Developments' on page 123 of the Letter of Offer.

2. Terms of the Issue

In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Rights Issue Circular and the ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see 'Terms of the Issue - Making an Application through the ASBA process' on page 137 of the Letter of Offer.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue on the basis of Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see 'Terms of the Issue' and 'Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders' on page 135 and 145 respectively, of the Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN, or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see 'Terms of the Issue - Grounds for Technical Rejection' on page 142 of the Letter of Offer. Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- ii. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements;
or
- iv. Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- v. Renounce its Rights Entitlements in full.

Making of an Application through the ASBA process

An Investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with a SCSB prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online / electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>.

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Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in this Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar shall not be responsible for acts, mistakes, errors, omissions, and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper in case of non-receipt of Application Form as detailed above. In such cases of non-receipt of the Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to this Issue on plain paper with the same details as per the Application Form that is available on the websites of the Registrar, Stock Exchanges. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address or is a U.S. Person or in the United States.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in this Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application. If an Eligible Equity Shareholder makes an Application both in an Application Form as well as on plain paper, both applications are liable to be rejected. Please note that in terms of Regulation 78 of the SEBI ICDR Regulations, the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. For details, see '*Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*' on page 138 of the Letter of Offer.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

1. Name of our Company, being Rungta Irrigation Limited;
2. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
3. Folio Number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) / DP and Client ID;
4. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
5. Number of Equity Shares held as on Record Date;
6. Allotment option - only dematerialised form;
7. Number of Rights Equity Shares entitled to;
8. Number of Rights Equity Shares applied for within the Rights Entitlements;
9. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
10. Total number of Rights Equity Shares applied for;
11. Total amount paid at the rate of ₹ 11/- per Rights Equity Share;
12. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
13. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
14. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
15. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the

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records of the SCSB);

16. An approval obtained from any regulatory authority, if required, shall be obtained by the Eligible Equity Shareholders and a copy of such approval from any regulatory authority, as may be required, shall be sent to the Registrar at beetal@beetalfinancial.com; and
17. All such Eligible Equity Shareholders are deemed to have accepted the following:

"I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold only in offshore transactions outside the United States in compliance with Regulation S under the U.S. Securities Act (Regulation S) to existing shareholders who are located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and ineligible to participate in this Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in accordance with Regulation S to a person outside the United States.

I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/ are outside the United States or a Qualified Institutional Buyer (as defined in the U.S. Securities Act), and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act.

I/ We acknowledge that we, the Company, and others will rely upon the truth and accuracy of the foregoing representations and agreements."

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor.

The plain paper Application format will be available on the website of the Registrar at www.beetalfinancial.com. Our Company, the and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this Issue are advised to furnish details of their demat account to the Registrar or our Company at least 2 Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least 1 day before the Issue Closing Date. If demat account details are not provided by the Eligible Equity Shareholders holding Equity Shares in physical form to the Registrar or our Company by the date mentioned above, such shareholders will not be allotted any Rights Equity Shares, nor such Rights Equity Shares be kept in suspense account on behalf of such shareholder. For further details, see 'Terms of the Issue – Credit of Rights Entitlement in demat account of Eligible Equity Shareholders' on page 145 of the Letter of Offer.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- a. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than 2 Working Days prior to the Issue Closing Date;
- b. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least 1 day before the Issue Closing Date; and
- c. The remaining procedure for Application shall be same as set out in 'Terms of the Issue - Making an Application by Eligible Equity Shareholders on Plain Paper under ASBA process' on page 138 of the Letter of Offer.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Equity Shares while submitting the Application through ASBA process.

Rights Entitlement Ratio: The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1.25 Rights Equity Shares for every 01 Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

Fractional Entitlements: The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1.25 Rights Equity Shares for every 01 Equity Shares held as on the Record Date. As per the SEBI Rights Issue Circular, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than 4 Equity Shares or is not in the multiple of 4 Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Equity Share if they apply for the Additional Rights Equity Shares over and above their Rights Entitlements, if any, subject to availability of the Rights Equity Shares in this Issue post allocation towards the Rights Entitlements applied for.

Renunciation: This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For further details, see '*Terms of the Issue - Procedure for Renunciation of Rights Entitlements*' on page 147 of the Letter of Offer.

Application for additional Rights Equity Shares: Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in 'Terms of the Issue- Basis of Allotment' on page 153 of the Letter of Offer.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Allotment only in Dematerialized Form: Please note that the Equity Shares applied for in this issue can be allotted only in dematerialized form and to the same depository account in which our equity shares are held by such investor on the record date. For details, see '*Terms of the Issue - Allotment Advice or Refund / Unblocking of ASBA Accounts*' on page 154 of the Letter of Offer.

Subscription to the Issue by the Promoters and Promoter Group: Our Promoter and Promoter Group have undertaken to subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favor by any other Promoter or member(s) of the Promoter Group of our Company.

ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER

Any such subscription for Right Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding in the Company. The allotment of Equity Shares of the Company subscribed by the Promoters and other members of the Promoter Group in this Issue shall be eligible for exemption from open offer requirements in terms of Regulation 10(4)(a) and 10(4)(b) of the SEBI (SAST) Regulations. The Issue shall not result in a change of control of the management of our Company in accordance with the provisions of SEBI (SAST) Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

Availability of offer document of the immediately preceding public issue or rights issue for inspection: Our Company has not undertaken any rights issues or public issues during the 5 years immediately preceding the date of the Letter of Offer.

3. Any other important information as per Lead Manager / Company

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI Listing Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details / records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than 2 Working Days prior to the Issue Closing Date, i.e., by Thursday, December 15, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least 1 day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar account is active to facilitate the aforementioned transfer.

4. Declaration by our company

We hereby certify that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the regulations, guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct.