



SYMBOL OF
QUALITY



RUNGTA IRRIGATION LIMITED

REGD. & HEAD OFFICE :

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

Ph. : 011-40453330, 331, 332

CIN : L74899DL1986PLC023934

E-mail : info@rungtairrigation.in

Website : www.rungtairrigation.in

02nd September, 2023

To,
The Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip Code: 530449

Sub: Notice of 39th Annual General Meeting, Annual Report for FY 2022-23 and Intimation of E-Voting facility

Dear Sir/ Ma'am,

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), kindly find enclosed herewith Notice of the 39th Annual General Meeting ("AGM") of the Members of the Company scheduled to be held on Tuesday, 26th September, 2023 at 01:00 P.M. through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, along with the Annual Report for the financial year 2022-23.

In compliance with the relevant circulars, the AGM Notice and Annual Report for the financial year 2022-23 is being sent through email to all those Members whose email addresses are registered with the Company or their respective Depository Participant ("DP") and is also available on the Company's website at <https://www.rungtairrigation.in/investor-information/download-info/annual-report-2022-23/>

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, the Company is providing the facility to cast vote by electronic means (Remote e-voting prior to AGM and e-voting during the AGM) on all resolutions set out in the Notice of 39th AGM to those shareholders, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Tuesday, 19th September, 2023. The remote e-voting will commence on Saturday, 23rd September, 2023 (9:00 A.M.) and end on Monday, 25th September, 2023 (5:00 P.M.). Detailed instructions for, inter-alia, remote e-voting prior to AGM and e-voting at the AGM and for participation in the AGM are mentioned in the said Notice.

This is for your information and records please.

Thanking you,
Yours faithfully,

FOR RUNGTA IRRIGATION LIMITED

AYUSH Digitally signed
by AYUSHI VIJAY
I VIJAY Date: 2023.09.02
12:54:57 +05'30'

Ayushi Vijay
(Company Secretary & Compliance Officer)
M.No.- A55853



Annual Report 2022-23



Rungta Irrigation Ltd.

AN ISO 9001 : 2015 CERTIFIED COMPANY

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

Ph.: +91-(11)-40453330-332

E-mail : Info@rungtairrigation.in / Website : www.rungtairrigation.in

Manufacturing unit : Ghaziabad | Yanam



**MAHABIR PRASAD RUNGTA,
CHAIRMAN CUM MANAGING DIRECTOR**

Chairman's Message

To all the members,

I hope that all of you and your family members are safe and of sound health. Rungta Irrigation Limited, a Public Limited Company based on quality commitments and consistent sustainable efforts tried its level best to sail through the difficult times. The most important message is the belief that no challenge is too big.

In FY 2022-23, Rungta Irrigation Limited redefines its model size & organization in order to manage its business more efficiently in the new competitive world. We finished this year on a positive note, as the Turnover as well as Profits in comparison to last year has been increased. Hence, I would like to acknowledge the critical role played by the employees in contributing to the growth of the Company and not only for their effort & commitment but also for the continued dedication to offering quality products which have always made us stand out to our customers.

Our right blend of strategies, principles and governance helped us in protecting our financial integrity and achieving a high profit as compared to the last year. For that I would like to thank all the stakeholders who have kept their valuable trust on us in this difficult time as-well.

We continue to improve the quality of our products and services for our customers and increased efforts to raise the shareholders' value. This will boost the sustainability and our companies' maximum performance.

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

On behalf of the Board, I would like to thank all the shareholders for their continuous support in helping the Company to enhance its technological and business strengths and remain on the path of growth. I really look forward to be more committed in delivering better results for those associated with the Company.

CORPORATE INFORMATION

Board of Directors

Mr. Mahabir Prasad Rungta
(Chairman cum Managing Director)

Ms. Shruti Rungta
(Executive Director)

Mr. Tarun Kumar Megotia
(Executive Director)

Mr. Devesh Poddar
(Independent Director)

Mr. Vivek Agrawal
(Independent Director)

Mr. Abdul Kalam
(Independent Director)

Chief Executive Officer

Mr. Bajrang Kumar Bardia

Chief Financial Officer

Ms. Swati Garg

Company Secretary

Ms. Ayushi Vijay

Statutory Auditors

M/s Mamraj & Co.

Cost Auditors

M/s S. Shekhar & Co.

Bankers

Kotak Mahindra Bank

Registered office

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

Zonal Office

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

Work Stations

UNIT-1

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

UNIT-2

Village Advipolam, Distt. Yanam, Pondicherry-533464

Share Registrar & Transfer Agent

M/s Beetal Financial & Computer Services Pvt. Ltd.

Address: Beetal House, IIIrd Floor, 99, Madangir, Behind, Local Shopping Centre, Near Dada Harsukhdass, Mandir, New Delhi-110062

Corporate Identity Number (CIN)

L74899DL1986PLC023934

Secretarial Auditors

M/s Ajit Mishra & Associates

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NOTICE

Notice is hereby given that the 39TH Annual General Meeting of the Members of Rungta Irrigation Limited will be held on Tuesday, September 26th, 2023 at 01:00 P.M. through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”). The place of the meeting shall be deemed to be the Registered Office of the Company at 101, Pragati Tower, Rajendra Place, New Delhi-110008 to transact the following businesses:

Ordinary Business

- 1. To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors & Auditors thereon and in this regard pass the following resolution as Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 134,137 and other allied provisions of the Companies act 2013 and amended thereof from time to time from being enforced, the Audited Financial statements of the Company for the Financial year ended March 31st, 2023 and Report of Board of Directors and Auditors thereon laid before this meeting be and are hereby considered and adopted.”

- 2. To approve re-appointment of Ms. Shruti Rungta, who retires by rotation and being eligible, offers herself for re-appointment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Shruti Rungta (DIN: 00229045), who retires by rotation at this meeting and being eligible for reappointment, be and is hereby re-appointed as a Whole Time Director of the Company.”

Special Business

- 3. To approve the re-appointment of Mr. Abdul Kalam, (DIN: 01869712) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Abdul Kalam, (DIN: 01869712), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 who has attained the age of seventy five (75) years and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years.

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

RESOLVED FURTHER THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 4. To approve the re-appointment of Mr. Vivek Aggarwal, (DIN: 07794991) as an Independent Director of the Company for a second term of five consecutive years and in this connection, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10), 150 and 152 of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and the Companies (Amendment) Act, 2017 (‘Act’) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, **Mr. Vivek Aggarwal, (DIN: 07794991)**, Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director on the Board of the Company, not liable to retire by rotation for a second term of five consecutive years commencing from November 11, 2023 till November 12, 2028.

RESOLVED FURTHER THAT the Company Secretary of the Company, be and are hereby authorized to take this agenda to the Board of Directors and the Shareholders for seeking their approval and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

- 5. To consider and approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a Special Resolution.**

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan to be taken by Ramgarh Sponge Iron Private Limited, Shriram Power & Steel Private Limited, Gladiolus Finance Consultants Private Limited and Arvicon International being entities covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub section 2 of the said Section, of an aggregate amount not exceeding 10 Crores (Rupees Ten Crores only) per annum, respectively for each entity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

6. To ratify the payment of remuneration to the Cost Auditor (S. Shekhar & Co., Cost accountants) for the Financial Year ending March 31, 2024 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration amounting to Rs. 20,000/- plus applicable taxes, as approved by the Board of Directors and set out in the Statement annexed to the Notice convening this Meeting be paid to S. Shekhar & Co., Cost accountants (having Registration No. 000452), appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2024 be and is hereby ratified, approved and confirmed.

RESOLVED FURTHER THAT The Board, on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of M/s. S. Shekhar & Co., Cost accountants, Delhi (having Registration No. 000452), to conduct the audit of the cost records of the company for the financial year ended on March 31, 2024, on a remuneration of Rs.20,000/-, plus applicable taxes.

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

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2024, through an Ordinary Resolution as set out at Item No. 4 of the Notice.

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

The Board recommends the **Ordinary Resolution** set out at Item No. 6 of the Notice for consideration and approval by the Members.”

By Order of the Board of Directors

Sd/-
Ayushi Vijay
Company Secretary & Compliance officer
Delhi, August 09, 2023

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 10/2022, dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the “Act”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the 39th AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the 39th AGM through VC/OAVM.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIM/HER, BUT SINCE THIS MEETING IS BEING HELD THROUGH VC/OAVM, WHERE PHYSICAL PRESENCE OF MEMBERS IS NOT REQUIRED, THE FALICITY OF APPOINTMENT OF PROXY WILL NOT BE AVAILABLE. THEREFORE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
4. Since the AGM will be held through VC/OVAM, the route map of the venue of the meeting is not annexed here to.
5. Details of Director retiring by rotation/seeking re-appointment at this AGM are provided in the “Annexure” to the notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE

6. In compliance with the MCA circulars and the Securities and Exchange Board of India (“SEBI”) Circulars dated January 05, 2023, Notice of the AGM along with the Annual Report 2022-2023 is being sent through electronic mode to those members whose email address is registered with the company/ Share Transfer Agent/ Depository Participants/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website at www.rungtairrigation.in, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.
7. For receiving all communication (including Annual Report) from the Company electronically:
 - a. Members holding shares in physical mode and who have not registered/updated their email address may get their e-mail address registered with BEETAL Financial & Computer Services Pvt Ltd. (“RTA”) by submitting Form ISR-1 (available on the website of the Company: www.rungtairrigation.in) duly filled and signed along with requisite supporting documents to BEETAL Financial & Computer Services Pvt Limited at BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062.
 - b. Members holding shares in dematerialized mode are requested to register/update their email address with the relevant Depository Participants with whom they maintain their account.

Procedure for joining the AGM through VC/OVAM

8. The Company will provide VC / OAVM facility to its Members for participating at the AGM.

- a) Members will be able to attend the AGM through VC / OAVM by using their login credentials provided in the accompanying communication.
- Members are requested to follow the procedure given below:
- (i) Launch internet browser (best viewed with Edge 80+, Firefox 78+, Chrome 83+, Safari 13+)
 - (ii) Click on "Shareholders CLICK HERE" button
 - (iii) Enter the login credentials (that is, User ID and password provided in the accompanying communication) and click on "Login".
 - (iv) Upon logging-in, you will enter the Meeting Room.
- b) Members who do not have or who have forgotten their User ID and Password, may obtain / generate / retrieve the same, for attending the AGM.
- c) Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@rungtairrigation.in between 20th September,2023 (10.00 a.m. IST) and 25th September,2023 (05.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d) All Members attending the AGM will have the option to post their comments / queries through a dedicated Chat box that will be available below the Meeting Screen.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- f) Institutional / Corporate Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to cs@rungtairrigation.in with a copy marked to beetalrta@gmail.com. Such authorization should contain necessary authority in favour of its authorized representative(s) to attend the AGM.
- g) Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. Members of the Company under the category of 'Institutional Investors' are encouraged to attend and vote at the AGM.

ELECTRONIC VOTING - FOR REMOTE E-VOTING AND E-VOTING DURING AGM

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 read with circular of SEBI on e-voting Facility provided by Listed entities Dated December 09, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Services Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting

votes by a member using remote e-voting as well as the e-voting system on the date of the AGM through VC/OAVM will be provided by NSDL.

Commencement of e-Voting	From 09.00 a.m. (IST) on 23rd September,2023
End of e-Voting	Upto 05.00 p.m. (IST) on 25th September,2023

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled upon expiry of the aforesaid period.

Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/ its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, Tuesday, September 19, 2023 ("Cut-off Date").

The Board of Directors of the Company has appointed Mr. Nakul Pratap Singh, Company Secretary in Practice (Membership No. A55529/CP NO. 22069) of M/s. NPS & Associates, as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Information and Instructions relating to E-voting

- The Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.
- Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- A Member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting (Insta Poll). If a Member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a Member as on the Cut-off Date, should treat the Notice for information purpose only.
- The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the Members holding shares as on the Cut-off Date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

Remote E-voting

The remote e-voting period begins on 23rd September, 2023 at 09:00 A.M. and ends on 25th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 19th September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 19th September 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-

	<p>Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System My easi. 2) After successful login of Easi /Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi /Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at [abovementioned website](#).

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a) For Members who hold shares in demat account with NSDL.</p>	<p>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>

<p>b) For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID</p> <p>For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For Members holding shares in Physical Form.</p>	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial.skcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 4430 or send a request at evoting@nsdl.co.in

Procedure for Inspection of Documents

12. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send e-mail to cs@rungtairrigation.in

13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before Tuesday, September 19, 2023 by sending e-mail on cs@rungtairrigation.in . The same will be replied by the Company suitably.
14. The Register of Members and Share Transfer Books shall remain closed from September 20th, 2023 to September 26th, 2023 (both days inclusive).

OTHER INFORMATION

15. As mandated by the SEBI, Securities of the Company can be transferred / traded only in dematerialized form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
16. SEBI has vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 read with SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 and SEBI/HO/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (“SEBI Circulars”) mandated furnishing of Permanent Account Number (‘PAN’), KYC Details viz. Contact details (Postal Address, Mobile Number and E-mail), Bank Details, Nomination etc. by holders of physical securities. The Company/RTA has sent letters for furnishing the required details. Any Service request shall be entertained by BEETAL Financial & Computer Services Pvt Limited only upon registration of the PAN, KYC details and the nomination. Further, in absence of the above information on or after October 1, 2023, the folio(s) shall be frozen by BEETAL Financial & Computer Services Pvt Limited in compliance with the aforesaid SEBI Circulars. If the folio(s) continue to remain frozen as on December 31, 2025, the frozen folios shall be referred by BEETAL Financial & Computer Services Pvt Limited/Company to the administering authority under the Benami Transaction (Prohibitions) Act, 1998 and/or Prevention of Money Laundering Act, 2002.
17. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination details, bank details such as name of the bank and branch, bank account number, IFSC Code etc., as per instruction set out below:
 - a. Members holding the shares in electronic form should furnish the above details to their Depository Participant (“DP”) in the prescribed form provided by the DP.
 - b. Members holding the shares in physical form by submitting the forms given below with requisite supporting documents
 - Registration of PAN, postal address, email Address, mobile number, Bank account details or changes/ updation thereof in **Form ISR-1**
 - Confirmation of Signature of shareholder by the Banker in **Form ISR-2**
 - Registration of Nomination in **Form SH-13**
 - Cancellation or Variation of Nomination in **Form SH-14**
 - Declaration to opt out of Nomination in **Form ISR-3**
18. Members may note that the SEBI Listing Regulations mandates transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificate/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account/ suspense escrow account; renewal/exchange of securities certificate etc., by submitting a duly filled and signed form as the case may be, along with requisite supporting documents as per the requirement of the aforesaid circular.

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

ITEM NO -3

The Board of Directors at its meeting held on February 07, 2019 had appointed Mr. Abdul Kalam as an Independent Director of the Company to hold office till the next Annual General Meeting. Further, the Members, at the Annual General Meeting held on September 24, 2019 appointed Mr. Abdul Kalam as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Abdul Kalam, as an Independent Director is due for expiry on February 06, 2024.

Now the company has re-appointed Mr. Abdul kalam for a second term of five years from 06th February 2024 till 05th February 2029.

In terms of provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ re-appointment of a Director. Also according to section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Abdul Kalam during his tenure as an Independent Director, the Nomination and Remuneration Committee at its meeting held on August 09TH, 2023 has considered, approved and recommended the re-appointment of Mr. Abdul Kalam as an Independent Directors for a second term of five years subject to the approval of shareholders in the ensuing Annual General Meeting.

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 3 of the notice.

ITEM NO -4

The Board of Directors at its meeting held on November 12th, 2018 had appointed Mr. Vivek Aggarwal as an Independent Director of the Company to hold office till the next Annual General Meeting. Further, the Members, at the Annual General Meeting held on September 24, 2019 appointed Mr. Vivek Aggarwal as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Mr. Vivek Aggarwal, as an Independent Director is due for expiry on November 11, 2023.

Now the company has re-appointed Mr. Vivek Aggarwal for a second term of five years from 11th November 2023 to 10th November 2028.

In terms of provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (LODR) the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. Also according to section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Vivek Aggarwal during his tenure as an Independent Director, the Nomination and Remuneration Committee at its meeting held on August 09TH, 2023 has considered, approved and recommended the re-appointment of Mr. Vivek Aggarwal as an Independent Directors for a second term of five years subject to the approval of shareholders in the ensuing Annual General Meeting.

The Board recommends the Resolution for approval of the Members as a **Special Resolution** as set out in the item no. 4 of the notice.

ITEM NO -5

Ramgarh Sponge Iron Private Limited’s & Shriram Power & Steel Private Limited’s principal business activities interalia consists of manufacturing of Sponge Iron. Gladiolus Finance Consultants Private Limited is a NBFC Company & Arvind International having business of Rodteq Strip. Hereinafter above mentioned companies will be termed as “**Borrowers**”.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the “loan”) to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the “Loan”) to be taken by Companies mentioned above, the said Loan(s)/ guarantee(s)/security(ies) shall be utilised by them for their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

The borrowers are entities covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan to be taken by borrowers of an aggregate amount not exceeding 10 Crores (Rupees Ten crores only) per annum respectively for each entity on the terms mentioned in the resolution set out at item no. 6 and necessary delegation of authority to the Board for this purpose. Your Directors recommend the resolution set out at Item no. 6 to be passed as a special resolution by the members.

Following are the brief particulars of Loan proposed to be given or guarantee to be given or security to be provided by your Company to borrowers:

<u>NAME OF THE COMPANY</u>	<u>PARTICULARS OF LOANS TO BE GIVEN, OR GUARANTEE TO BE GIVEN OR SECURITY TO BE PROVIDED</u>	<u>PURPOSE</u>
Ramgarh Sponge Iron Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum.	Working capital requirements to support its Principal Business Activities and all the other activities incidental thereto.
Shriram Power & Steel Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum.	Working capital requirements to support its Principal Business Activities and all the other activities incidental thereto.
Gladiolus Finance Consultants Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 10 Crores per annum.	Working capital requirements to support its Principal Business Activities and all the other activities incidental thereto.
Arvind International	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an	Working capital requirements to support its Principal Business Activities and all the other activities incidental

	amount of Rs. 10 Crores per annum.	thereto.
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Except Mr. Mahabir Prasad Rungta and Mr. Tarun Kumar Megotia being in common Directorship between Rungta Irrigation Limited and the Borrowers, and their relatives, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

ITEM NO -6

The Board on the recommendation of Audit committee, has approved the appointment of **M/s. S. Shekhar & Co., Cost accountants**, Delhi (having Registration No. 000452) and their remuneration of Rs. 20,000/- (Twenty Thousand only) in form of fees to conduct the audit of the cost records of the company for the Financial Year ended on March 31,2024.

In accordance with the provisions of Section 148 of the act read with the Companies (audit and Auditors) Rules, 2014, the remuneration payable to the cost auditor as recommended by the Audit committee and approved by the board, has to be ratified by the members of the company.

Accordingly, ratification by members is sought to be taken for fees payable to the cost auditor for the FY March 31st, 2024 through an Ordinary Resolution as set out at an item no.6 of the Notice.

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

The Board commends Ordinary resolution set out at item no.6 of the notice for approval by the members.

ANNEXURE TO THE NOTICE DATED AUGUST 09, 2023 Details of Director retiring by rotation/seeking appointment at the Meeting

Name of Director	Shruti Rungta
Age	42 years
Nationality	Indian
Date of First Appointment on the Board	28 th September, 2004
Qualification	Graduate in Business Administration.
Experience	Vast experience in Irrigation Industry and Coal Industry as Marketing and Purchase Head.
Terms and Conditions of Re-appointment	As per earlier approved terms & condition
Remuneration last drawn (FY 2022-23)	12,00,000/-
Remuneration proposed to be paid	As per existing approved terms and conditions.
Number of shares held in the Company as on March 31, 2023	1300748
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Daughter of Mr. Mahabir Prasad Rungta, Chairman cum Managing Director of the Company.
Number of meetings of the Board attended during the financial year (2022-23)	4
Names of listed entities in which the director holds the directorship and the membership of the Committees of the Board as on March 31, 2023	NA
Listed entities from which the Director has resigned in the past three years	NA

Name of Director	Abdul Kalam
Age	78 years
Nationality	Indian
Date of First Appointment on the Board	07 th February, 2019
Qualification	Mining Engineer and Graduate from Banaras Hindu University
Experience	He has served Coal sector for more than 3 decades as CMD Eastern Coalfields, Bharat Cooking coal & Director Tech Coal India
Terms and Conditions of Re-appointment	As per earlier approved terms & condition
Remuneration last drawn (FY 2022-23)	NIL However, sitting fees was paid for the Board Meetings attended by him.
Remuneration proposed to be paid	NIL Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Number of shares held in the Company as on March 31, 2023	NIL
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Abdul Kalam is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2022-23)	4
Names of listed entities in which the director holds the directorship and the membership of the Committees of the Board as on March 31, 2023	NA
Listed entities from which the Director has resigned in the past three years	NA

Name of Director	Vivek Agrawal
Age	36 years
Nationality	Indian
Date of First Appointment on the Board	12 th November, 2018
Qualification	Graduate
Experience	Vast experience in Irrigation Industry.
Terms and Conditions of Re-appointment	As per earlier approved terms & condition
Remuneration last drawn (FY 2022-23)	NIL However, sitting fees was paid for the Board Meetings attended by him.
Remuneration proposed to be paid	NIL Sitting fees to be paid for attending the Board or any other Committee Meeting as approved by the Board.
Number of shares held in the Company as on March 31, 2023	NIL
Disclosure of relationships between directors inter-se/ Key Managerial Personnel	Mr. Vivek Agrawal is not related, directly or indirectly, to any Directors/ Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the financial year (2022-23)	1
Names of listed entities in which the director holds the directorship and the membership of the Committees of the Board as on March 31, 2023	NA
Listed entities from which the Director has resigned in the past three years	NA

DIRECTOR'S REPORT

REPORT OF THE BOARD OF DIRECTORS TO THE SHAREHOLDERS FOR THE YEAR ENDED MARCH 31, 2023.

Dear Members,

Your Directors are pleased to present the Company's 39th Annual Report and the Company's Audited Financial Statements for the financial year ended March 31, 2023.

FINANCIAL RESULTS

The Company's financial performance for the year ended March 31, 2023, is summarized below:

PARTICULARS	STANDALONE	
	2022-23 ₹ lacs	2021-22 ₹ lacs
Revenue from operation	13,013.36	7,025.84
Other Income	179.13	161.30
Total Revenue	13,192.49	7,187.14
Profit before Depreciation and Tax	-	-
Depreciation and amortization expenses	153.59	125.19
Profit Before Extraordinary items and Tax	400.91	173.98
Extraordinary Items	-	-
Tax Expense	-	-
(Current Tax)	104.92	(54.98)
(Deferred Tax)	(4.72)	(2.61)
Income Tax Related to Previous Year	2.39	(6.11)
Profit After Tax	298.32	127.72
Other Comprehensive Income	(0.30)	16.58
Total Comprehensive Income for the Year	298.02	144.30

FINANCIAL PERFORMANCE REVIEW AND ANALYSIS

The Sales Turnover for the year under review is Rs.13,013.36 Lakhs as compared to Rs.7,025.84 Lakhs for the previous year. The company was able to earn a profit after tax for the year under review of Rs 298.32 Lakhs.

DIVIDEND

The Board of Directors of your Company has decided to Retain and Plough Back the Profit into the Business of the Company, thus no dividend is being recommended for this year.

TRANSFER TO RESERVES

During the financial year, there was no amount proposed to be transferred to the Reserves.

SHARE CAPITAL

As on March 31, 2023, the Paid-Up Equity Share Capital of the Company stood at Rs. 16,59,52,471/- . During the year, the Company raised the funds by way of a right issue for upto an aggregate amount of Rs. 1217.71

Lakhs. The Company has issued equity shares to existing shareholders on rights basis in view to pay off the existing unsecured loans, reducing the financial cost of the company and thus improving the EPS at large.

MATERIAL CHANGES AFFECTING THE COMPANY

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

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS

No significant material orders have been passed during the year under review by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

There are no present subsidiaries, joint ventures and associate companies.

WEB LINK OF ANNUAL RETURN, IF ANY

The Company is having website i.e. www.rungtairrigation.in and annual return of Company has been published on such website. Link of the same is given below: <https://www.rungtairrigation.in/investor-information/download-category/rungta-annual-report/>.

SECRETARIAL STANDARDS

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

DIRECTORS RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual accounts for the year ended 31st March 2023, the applicable accounting standards read with requirements set out under Schedule III to the Act have been followed and there were no material departures from the same;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2023 and of the profit and loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company

and for preventing and detecting fraud and other irregularities. There were no materially significant related party transactions which could have potential conflict with interest of the Company at large.

- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised the proper systems to ensure compliance with the provisions of all the applicable laws and that such systems were adequate and operating effectively.

APPLICATION UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

The Company has not made any application under the Insolvency and Bankruptcy Code, 2016 during the Financial Year.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS ALONG WITH REASONS THEREOF

The Company has not made any such valuation during the Financial Year.

CORPORATE GOVERNANCE

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

However, Mr. Vivek Aggarwal, one of the independent director in the board whose tenure comes to an end dated November 11, 2023, on the recommendation of the NRC, an opportunity was given to him for a further term of 5 years (Final term) as an Independent director subject to the approval of Shareholders in the ensuing Annual general Meeting to be held on 26th September, 2023.

Mr. Abdul Kalam, one of the independent director in the board whose tenure comes to an end dated February 6th, 2024, on the recommendation of the NRC, an opportunity was given to him for a further term of 5 years (Final term) as an Independent director subject to the approval of Shareholders in the ensuing Annual general Meeting to be held on 26th September, 2023.

Mr. Abdul Kalam aged more than 75 years and the company has passed Special Resolution for his appointment for a further term of 5 Years.

Also, the company decided an expansion in the KMP's, appointed Mr. Bajrang Kumar Bardia as Chief Executive Officer (CEO) on 13th August, 2022 of the company in view of accelerating the overall growth and achieving the vision and mission of the company.

The company has appointed a new Company Secretary Ms. Ayushi Vijay in place of Mr. Prateek Sharma. Appointment of Ms. Ayushi Vijay was effective from 10th November, 2022.

DECLARATION BY INDEPENDENT DIRECTORS

In terms with Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have submitted declarations that they meet the criteria of independence. The Independent Directors have also complied with the Code for Independent Directors as per Schedule IV of the Companies Act, 2013.

PERFORMANCE EVALUATION

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

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairperson. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on the report on evaluation received from respective Committees. The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

REMUNERATION POLICY

The board has, on the recommendation of the Nomination & Remuneration Committee, laid down a Nomination & Remuneration Policy for selection and appointment of the Directors, Key Managerial Personnel and Senior Management and their remuneration. The Remuneration Policy has been given in Corporate Governance Report forming part of Annual Report and it is also available on the website of the Company and the web link is <https://www.rungtairrigation.in/investor-information/download-info/remuneration-policy>

DEPOSITS

During the year under review, the company did not accept any deposits given under Chapter V of Companies Act, 2013.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

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

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year 2022-2023, there is no materially significant related party transaction with the Company's Promoters, directors, the management or their relatives, which may have potential conflict with the interest of the Company at large. The Company has also formulated a policy on dealing with the Related Party Transactions (including for material related party transactions) and necessary approval of the Audit Committee and Board of Directors were taken, wherever required in accordance with the Policy.

The details of such policies for dealing with all related party transactions are disseminated on the website of the Company www.rungtairrigation.in.

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

JUSTIFICATION FOR ENTERING INTO RELATED PARTY TRANSACTIONS

All Related Party Transactions are subjected to independent review w.r.t compliance with the requirements of Related Party Transactions under the Companies Act, 2013, and Listing Regulations.

All Related Party Transactions were placed before the Audit Committee for review and approval and it was observed that all such transactions were entered at Arm's Length basis, in furtherance to this, the remuneration paid to Mr. Mahabir Prasad Rungta, Chairman cum Managing Director and his relatives and the sitting fee payment to non-executive cum Independent Directors for each Board/Committee meeting(s) attended were paid to Independent directors, shown under Related party disclosures segment under "Notes to the account" of Balance Sheet in terms of Indian Accounting Standard 24 issued by The Institute of Chartered Accountants of India.

STATUTORY AUDITORS

Pursuant to provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Mamraj & Co., Chartered Accountants, whose tenure as statutory auditor comes to an end in the ensuing AGM to be held in September 2022, they were re-appointed for further Second and final 5 years term on the recommendation made by the Audit committee & with the approval of shareholders in the AGM for FY 2022.

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

The Auditors' Report to the Members on the Accounts of the Company for the year ended March 31, 2023, is a part of the Annual Report. The said Audit Report does not contain any qualification, reservation or adverse remark. During the year 2023, the Auditors had not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

COST AUDITORS

M/s. S. Shekhar & Co., Cost Accountants, was re-appointed as the Cost Auditor of the Company to carry out an audit of the cost records of the Company for the financial year 2023-2024.

The resolution seeking ratification of the remuneration to the said cost auditors for the financial year 2023-2024 is set out in the Notice calling the 39th Annual General Meeting of the Company.

The appointed Cost Auditors have certified that their appointment is within the limits of Section 141(3) (g) of the Companies Act, 2013 and they are not disqualified for appointment within the meaning of the said Act.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Ajit Mishra, Practising Company Secretary was appointed as the Secretarial Auditor of the Company to undertake the Secretarial Audit in the prescribed form MR-3 for the financial year 2022-2023. The Secretarial Auditor's report to the members is annexed to this report as "**Annexure F**". A Secretarial Compliance Report for the financial year ended March 31, 2023 on compliance of all applicable SEBI regulations and circulars/guidelines issued thereunder, was obtained from Mr. Ajit Mishra, Practising Company Secretary, and submitted to the respective stock exchange.

During the year 2022-23, the Company had complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

INTERNAL FINANCIAL CONTROLS

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

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

RISK MANAGEMENT POLICY

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

CORPORATE SOCIAL RESPONSIBILITY

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

STOCK EXCHANGE LISTING

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

DISCLOSURES

Meetings of the Board

The company has held 5 (Five) Board Meetings during the FY 2022-2023 on 23rd May, 2022, 9th June, 2022, 13th August, 2022, 10th November, 2022 and 13th February, 2023 of the Board of Directors under review. The particulars of meetings held and attended by each Director are detailed in the Corporate Governance Report, which forms part of this Report.

Audit Committee

The Audit Committee comprises Executive Directors and Independent Directors namely Mr. Devesh Poddar (Chairman), Mr. Abdul kalam and Ms. Shruti Rungta. During the year all the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism

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

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

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

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

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

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

Particulars of Employees and related disclosures

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

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

S. No.	Name	Designation	Ratio
1.	Shri Mahabir Prasad Rungta	Chairman Cum Managing Director	3:5
2.	Shri Tarun Kumar Megotia	Whole Time Director	NA
3.	Smt. Shruti Rungta	Executive Director	NA
4.	Shri Abdul Kalam	Independent Director	NA
5.	Shri Devesh Poddar	Independent Director	NA
6.	Shri Vivek Agrawal	Independent Director	NA

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

S. No.	Name of the Director/KMP	Designation	% increase in Remuneration
1.	Mahabir Prasad Rungta	Chairman Cum Managing Director	66.67%
2.	Shruti Rungta	Executive Director	-
3.	Tarun Kumar Megotia	Executive Director	-
4.	Swati Garg	Chief Financial Officer	12%
5.	Bajrang Kumar Bardia	Chief Executive Officer	-
6.	Ayushi Vijay	Company Secretary & compliance officer	-

1. The number of permanent employees on the rolls of the company was 159 as on 31st March 2023.
2. It is hereby affirmed that the remuneration paid during financial year 2022-23 as per the remuneration policy of the company.

Acknowledgments

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

For and on behalf of the Board of Directors

SD/-
Mahabir Prasad Rungta
Chairman cum Managing Director
Delhi, August 09, 2023

Annexure "A"

Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended 31st March, 2023.

1. PHILOSOPHY OF COMPANY ON CORPORATE GOVERNANCE

Good Governance ensures adoption of best business practices, and accountability of the person's in-charge of the Company's operations. Your Directors are committed to good Governance practices and the Company has been sharing all important information about its various business segments and operations of the Company through Quarterly Results, Chairman's Statement, Annual Reports, Investors' meet with Management. Further as required by the Listing Agreement, Report on Corporate Governance is given below.

2. GOVERNANCE STRUCTURE

The Company's Governance Structure comprises a dual layer, the Board of Directors and the Committees of the Board at the apex level and the Management Team at an operational level. The Board lays down the overall Corporate Objectives and provides direction and independence to the Management Team to achieve these objectives within a given framework. This professional management process results in building a conducive environment for sustainable business operations and value creation for all stakeholders. The Board of Directors and the Committees of the Board play a fundamental role in upholding and furthering the principals of good governance which translates into ethical business practices, transparency and accountability in the Company's dealing with its stakeholders and in the utilization of resources for creating sustainable growth to the benefit of all the stakeholders. The Board within the framework of law discharges its fiduciary duties of safeguarding the interests of the Company. The Boards composition and size is robust and enables it to deal competently with emerging business development issue and exercise independent judgment. Committee of Directors assists the Board of Directors in discharging its duties and responsibilities. The Board has constituted the following Committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, which are mandatory Committees and Rights Issue Committee as company was coming with Rights Issue in the year 2022-2023. The Management Structure for the day-to-day business operations and management of the Company is in place with appropriate delegation of powers and responsibilities.

3. CORPORATE GOVERNANCE PRACTICE

The Company maintains the highest standard of Corporate Governance; it is the Company's constant endeavor to adopt the best Corporate Governance Practice.

4. ROLE OF COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary of the company Ms. Ayushi Vijay, plays a key role in ensuring that the Board and Committees procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision making at the Meetings. The Company Secretary is primarily responsible for assisting and advising the Board in conducting the affairs of the Company, to ensure the compliances with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of Meetings. The Company Secretary interfaces between the Management and regulatory authority for governance matters.

5. BOARD OF DIRECTORS

The Company has a significant Board of Directors, constituted in compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 "Listing Regulations" and is in accordance with best practices in Corporate Governance. As on 31st March, 2023, the Board comprised of 6

Directors viz Managing Director, Two Executive Directors and Three Non-Executive Directors who are Independent Directors. The Chairman of the Company / Board is an Executive Director.

a. Composition:

The board of director of your company as on 31st March 2023 consisted of 6 directors as under:

DIRECTORS/SIGNATORY DETAILS			
S.NO	DIN/PAN	NAME OF THE DIRECTOR/KMP	DESIGNATION
1.	00235632	Mahabir Prasad Rungta	Chairman Cum Managing Director
2.	00229045	Shruti Rungta	Executive Director
3.	01098092	Tarun Kumar Megotia	Executive Director
4.	01869712	Abdul Kalam	Independent Director
5.	07794991	Vivek Agrawal	Independent Director
6.	07912263	Devesh Poddar	Independent Director

The current policy of our company is to have an appropriate mix of Executive and Non-Executive Directors in order to maintain the independence of the Board and to separate the Board functions of governance and management. The Board has an optimum combination of Executive and Non-Executive directors and half of the board consisted of independent directors. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under regulation 16(1)(b) of the SEBI Listing regulations and section 149 of the Companies Act, 2013. All the directors have made necessary disclosures regarding their directorships as required under section 184 of the Companies Act, 2013 and on the Committee positions held by them in other companies.

The following is the percentage of Executive and Non-Executive directors of the Company as on March 31, 2023:

Category of Directors	No. of Directors	% of Total No. of Directors
Executive Directors	3	50%
Non-Executive Independent Directors	3	50%
Total	6	100%

b. Relationship amongst Directors:

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

c. Attendance at the Board Meeting, last Annual General Meeting, and number of other directorships and Chairmanships/ memberships of committees of each director in various companies:

Membership and Chairmanship of all directors who are on various Committees, the composition of the Board and the number of outside Directorship and Committee position as held by each of the Directors during the financial year ended 31st March 2023 is as follows:

Name of the Director	Category (i.e. Promoter, Executive, Non-Executive, Independent)	No. of Board Meetings of the Company F.Y. 2022-2023		Attendance at the Last AGM	As on 31-03-2023		
		Held during the year	Attended during the year		No. of Directorship in other Public Co.	Committee membership in other Companies	No. of Membership/Chairman in Committees in which they are members
Mr. Mahabir Prasad Rungta	Promoter & Chairman cum Managing Director	05	03	Yes	Nil	Nil	03
Tarun Kumar Megotia	Executive Director	05	01	Yes	Nil	Nil	Nil
Ms. Shruti Rungta	Executive Director	05	04	Yes	Nil	Nil	03
Mr. Devesh Poddar	Independent Director	05	05	Yes	Nil	Nil	04
Mr. Abdul Kalam	Independent Director	05	04	Yes	Nil	Nil	02
Mr. Vivek Agrawal	Independent Director	05	01	No	Nil	Nil	Nil

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

During the Financial year 2022-2023, Five (05) Board Meetings were held on 23rd May 2022, 9th June 2022, 13th August 2022, 10th November 2022 and 13th February 2023 and Gap between two consecutive Board Meetings did not exceed 120 days.

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

d. Performance and Evaluation of the Board, Committees and Directors:

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

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

6. AUDIT COMMITTEE

a. Terms of Reference:

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

b. Composition:

The composition of the Audit Committee of the board as on 31st March 2023 comprises Mr. Devesh Poddar as its Chairperson, Mr. Abdul Kalam and Ms. Shruti Rungta as its Members. Mr. Devesh Poddar, an independent director, having adequate financial and accounting qualifications and expertise, is the chairman of the audit committee. Other members of the committee are also financially literate. Ms. Ayushi Vijay, Company Secretary of your company acts as the Secretary to the Committee.

c. Attendance:

The Committee met four (4) times during the Financial Year 2022-2023 on the following dates: May 23rd, 2022, August 13th, 2022, November 10th, 2022 and February 13th, 2023. Necessary Quorum was present at all the meetings. Details of attendance of Directors in the Audit Committee meeting are as under:

Name of the Director	Designation	Category	No. of meetings	
			Held during the Year	Attended
Mr. Devesh Poddar	Chairman	Independent Director	4	4
Mr. Shruti Rungta	Member	Executive Director	4	4
Mr. Abdul Kalam	Member	Independent Director	4	3

7. NOMINATION AND REMUNERATION COMMITTEE (NRC)

a. Composition & Terms of Reference:

The Company has a duly constituted Nomination and Remuneration Committee (“NRC”). The NRC’s constitution and terms of reference are in compliance with provisions of Section 178 of Companies Act, 2013, rules made thereunder and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Nomination and Remuneration Committee was constituted to approve the remuneration payable to Key Managerial Personnel and Directors including Managing Director, Whole-time Director/ Executive Director and Part-Time Director/ Non-Executive Director/ Independent Director of the Company within the range approved by shareholders. Thus, the Committee shall have the meetings as and when so required.

The Committee met Two (2) times during the Financial Year 2022-2023 on August 01st, 2022 and November 10th, 2022. The necessary quorum was present at the meetings. Details of attendance of Directors in the Remuneration Committee meeting are as under:

Name of the Director	Designation	Category	No. of Meetings	
			Held during the Year	Attended
Mr. Devesh Poddar	Chairman	Independent Director	2	2
Mr. Abdul Kalam	Member	Independent Director	2	2
Mr. Mahabir Prasad Rungta	Member	Managing Director	2	2

b. Remuneration Policy:

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

c. Details of the Directors' Remuneration for the financial year ended 31st March 2023:

Name	Salary (Rs.)	Others (Bonus etc.) (Rs.)	Commission (Rs.)	Sitting Fees (per meeting) (Rs.)	Total (Rs.)	No. of shares held
Shri Mahabir Prasad Rungta	13,07,061	-	-	-	13,07,061	34,26,866
Shri Tarun Kumar Megotia	6,48,236	-	-	-	6,48,236	-
Smt Shruti Rungta	12,00,000	-	-	-	12,00,000	13,00,748
Shri Devesh Poddar	-	-	-	59,000	59,000	-
Shri Abdul Kalam	-	-	-	43,000	43,000	-
Shri Vivek Agrawal	-	-	-	-	-	-

8. SHAREHOLDERS RELATIONSHIP COMMITTEE

a. Composition:

The Company has a duly constituted Stakeholders Relationship Committee ("SRC"). The SRC's constitution and terms of reference are in compliance with provisions of Section 178 of Companies Act, 2013, rules made thereunder and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Stakeholders Relationship Committee of the Board as at 31st March 2023 consisted of three members. Mr. Devesh Poddar, Independent Director of the Company is the Chairman of the Committee, Mr. Mahabir Prasad Rungta, Managing Director and Ms. Shruti Rungta, Whole time Director are the members of the Committee.

b. Terms of Reference:

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

c. Meetings and attendance during the year:

During the financial year One (1) meetings of the Stakeholders Grievances Committee was held on February 13th, 2023. Attendance of the members is as follows:

Name of the Director	Designation	Category	No. of Meetings	
			Held	Attended
Mr. Devesh Poddar	Chairman	Independent Director	1	1
Mr. Mahabir Prasad Rungta	Member	Managing Director	1	1
Ms. Shruti Rungta	Member	Executive Director	1	1

Ms. Ayushi Vijay is the Compliance Officer cum Company Secretary of the Company for this purpose of Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 to look after the

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

9. RIGHTS ISSUE COMMITTEE

a. Composition:

The Company has a duly constituted Right Issue Committee. The Right Issue Committee constitution and terms of reference are in compliance with provisions of Companies Act, 2013, rules made thereunder of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The Right Issue Committee of the Board as at 31st March 2023 consisted of three members. Mr. Devesh Poddar, Independent Director of the Company is the Chairman of the Committee, Mr. Mahabir Prasad Rungta, Managing Director and Ms. Shruti Rungta, Whole time Director are the members of the Committee.

b. Terms of Reference:

In compliance with requirement of Chapter III of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company has constituted a "Rights Issue Committee" to issue Rights to existing shareholders in a prescribed ratio.

c. Meetings and attendance during the year:

During the financial year Three (4) meetings of the Right Issue Committee were held on June 09th 2022, December 21st 2022, February 24th 2023 and January 13th 2023. Attendance of the members is as follows:

Name of the Director	Designation	Category	No. of Meetings	
			Held	Attended
Mr. Devesh Poddar	Chairman	Independent Director	3	3
Mr. Mahabir Prasad Rungta	Member	Managing Director	3	3
Ms. Shruti Rungta	Member	Executive Director	3	3

10. CONFIRMATION OF BOARD REGARDING INDEPENDENT DIRECTORS

Board of Directors confirms that the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and are Independent of the Management.

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

S.No.	Particulars	Regulation	Compliance Status	Compliance Observed
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> • Composition. • Meetings. • Review of compliance reports. • Plans for an orderly succession for appointments. • Code of Conduct. • Fees/compensation to non-executive Directors. • Minimum information to be placed before the Board.

				<ul style="list-style-type: none"> • Compliance Certificate. • Risk assessment and management. • Performance evaluation of Independent Directors.
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition. • Meetings. • Powers of the Committee. • Role of the Committee and review of information by the Committee.
3.	Nomination and Remuneration Committee	19	Yes	<ul style="list-style-type: none"> • Composition. • Role of the Committee. • Remuneration Policy
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition. • Role of the Committee.
5.	Risk Management Committee	21	NA	NA
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> • Review of Vigil Mechanism for Directors and employees. • Direct access to Chairperson of the Audit Committee.
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> • Policy on Materiality of Related Party transactions and dealing with Related Party Transactions. • Approval including the omnibus approval of the Audit Committee. • Review of Related Party transactions. • No material Related Party transactions.
8.	Subsidiaries of the Company	24	NA	NA
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> • Maximum directorships and tenure. • Meetings of Independent Directors. • Cessation and appointment of Independent Directors • Familiarization of Independent Directors.
10.	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes	<ul style="list-style-type: none"> • Memberships / Chairmanships in Committees. • The affirmation on compliance of the Code of Conduct by Directors and Senior Management. • Disclosure of shareholding by non-executive Directors.
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> • Filing of quarterly compliance report on Corporate governance.
12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> • Terms and conditions for appointment of Independent Directors. • Composition of various committees of the Board of Directors.

				<ul style="list-style-type: none"> Code of Conduct of the Board of Directors and Senior Management Personnel. Details of the establishment of the Vigil Mechanism / Whistle-blower policy. Policy on dealing with Related Party Transactions. Policy for determining material subsidiaries. Details of familiarization programmers imparted to Independent Director.
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NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

The Company has obtained a Certificate from M/s. Ajit Mishra & Associates, Company Secretaries confirming that none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority, as stipulated under Regulation 34 (3) of SEBI (LODR) which forms part of this Report as “Annexure – G”.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

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

SHARE TRANSFER SYSTEM

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

Details of investor complaints received, redressed and pending during the financial year ended 31st March 2023.

Pending at the beginning of the year	Received during the year	Redressed during the year	Pending at the end of year
Nil	1	1	Nil

GENERAL BODY MEETINGS

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

Year	Date	Venue	Time
2019-2020	29.09.2020	101 Pragati Tower, Rajendra Place, New Delhi-110008	11:00 A.M.
2020-2021	30.09.2021	101 Pragati Tower, Rajendra Place, New Delhi-110008	05:00 P.M.
2021-2022	26.09.2022	101 Pragati Tower, Rajendra Place, New Delhi-110008	01:00 P.M.

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

1. At the 36th AGM held on 29th September, 2020:

- i. Re-appointment of Mr. Mahabir Prasad Rungta as Chairman cum Managing Director for a further period of Five years w.e.f September 29, 2020 to December, 2025.
- ii. Appointment of Ms. Shruti Rungta as a Whole-Time executive Director of the Company.
- iii. To consider and approve Loans, Investments, Guarantee or Security under Section 185 of Companies Act, 2013.
- iv. To approve the remuneration of Mr. Krishnamurthy Nagarur, Joint Managing Director of the Company.
- v. To approve the remuneration of Mr. Tarun Kumar Megotia, Whole-Time Director of the Company.

2. At the 37th AGM held on 30th September, 2021:

- i. To Appoint a Director in place of Ms. Shruti Rungta (DIN: 00229045), who retires by rotation, and being eligible offers herself for re-appointment.
- ii. To ratify the payment of remuneration to the Cost Auditor (S. Shekhar & Co., Cost accountants) for the Financial Year ending March 31, 2022, and in this regard, to consider and if thought fit, to pass, with or without modification(s).
- iii. To appoint, Mr. Tarun Kumar Megotia (DIN: 01098092) as Whole-Time Executive Director of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s).

3. At the 38th AGM held on 26th September, 2022:

- i. Approve Re-appointment of Mr. Devesh Poddar as Independent Director for a second term of five consecutive years w.e.f August 08, 2022 to August 07, 2027.
- ii. To approve the remuneration of Mr. Mahabir Prasad Rungta, Managing Director of the Company.
- iii. To ratify the payment of remuneration to the Cost Auditor (S. Shekhar & Co., Cost accountants) for the Financial Year ending March 31, 2023, and in this regard, to consider and if thought fit, to pass, with or without modification(s).

VII. DISCLOSURES

A. Related Party Transactions:

There are no materially significant related party transactions with its Promoters, the Directors or the Management, their Subsidiaries or Relatives, etc., which may have potential conflict with the interest of the company at large. The details of transactions with related parties are disclosed in the annual accounts for the Financial Year 2022-2023.

B. Disclosure on Materially Significant Related Party Transactions:

During the year, the Company had not entered into any contract/arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. There were no materially significant related party transactions during the financial year 2022-2023, that may have potential conflict with the interest at large. The details of the related party transaction as per the Accounting Standard-24 forms part of notes to the account. All the contracts/arrangements/ transactions entered by the Company during the financial year with related parties were in its ordinary course of business and on an arm's length basis. None of the transactions with any of the related parties were in conflict with the Company's interest. The Company's Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is put up on the Company's website and can be accessed at www.rungtairrigation.in.

C. Disclosure of Accounting Treatment:

The company earlier followed accounting standards issued by the Institute of Chartered Accountants of India and in the preparation of the financial statement. The Company has adopted the IND AS w.e.f April 1, 2017. In pursuance of the notification issued by the Ministry of Corporate Affairs (“MCA”), notifying the Companies (Indian Accounting Standards (IND AS) Rules 2015, which stipulates the adoption and applicability of IND AS.

D. Board Disclosures-Risk Management:

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

E. Management Discussion and Analysis Report:

The management discussion and analysis report have been provided as **Annexure “B”** of the Directors Report.

F. Certification from Chief Executive Officer and Chief Financial Officer of the Company:

The requisite certification from Mr. Bajrang Kumar Bardia , Chief Executive Officer and Ms. Swati Garg, Chief Financial Officer of the company for the Financial Year 2022-2023 required to be given under Regulation 17(8) was placed before the Board of Directors of the company and Board Meeting held on 22nd May, 2023. A copy thereof is reproduced in this report.

G.: Details of Non-Compliance With Regard To Capital Market:

With regard to the matter related to the capital market, the company has complied with all requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as well as the SEBI Regulations and Guidelines. In this regard, no penalties were imposed or strictures passed against the company by the Stock Exchanges, SEBI or any other authorities during the last three years. The company has paid listing fees to the Bombay Stock Exchanges and Annual Custodial Fees to the depositories for the financial year 2022-2023 in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. There were no penalties imposed nor strictures passed on the company whether stock Exchange, SEBI or any other statutory authorities on any matter related to the capital market, during the last three years.

H. Details of Compliance with Mandatory Requirement and Adoption of Non-Mandatory Requirements as Per Securities and Exchange Board Of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

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

VIII. MEANS OF COMMUNICATION:

1. Quarterly results and publication thereof in newspapers:

The Company’s quarterly/half-yearly/ annual financial results are sent to the Stock Exchange and published in The Impressive Times (English Daily) and Haribhoomi (Hindi Daily) in the form prescribed by Regulation 47(1) (b)

of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015. Simultaneously, they are also put on the Company's website and can be accessed at www.rungtairrigation.in.

2. Display on website:

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

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

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

4. SEBI Complaints Redress System (SCORES):

SCORES is also a centralized web-based complaint redressal system. Through this system, investors can view online their current status of the complaints.

IX. GENERAL SHAREHOLDERS INFORMATION.

A. Annual General Meeting:

Day & Date	Time	Venue
Tuesday, the 26 th day of September 2023	01.00 P.M	101, Pragati Tower, 26 Rajendra Place, New Delhi-110008

B. Dates of Book Closure:

The share transfer book and register of members of the company will remain closed from 20th September 2023 to 26th September 2023 (both days inclusive) for the purpose of the annual general meeting of the company.

C. Trading Window Closure:

The trading window closure shall be applicable from the end of year and end of every quarter till 48 hours after the declaration of financial results.

D. Market Price Data:

BOMBAY STOCK EXCHANGE (BSE SENSEX):

Month	High(Rs.)	Low(Rs.)
April, 2022	28.00	25.00
May, 2022	28.95	21.75
June, 2022	32.80	26.00
July, 2022	28.65	24.90
August, 2022	41.40	27.60
September, 2022	50.50	32.30
October, 2022	47.00	34.75
November, 2022	47.65	27.00
December, 2022	31.00	25.50
January, 2023	37.90	25.65
February, 2023	51.85	29.40
March, 2023	109.90	51.72

E. Registrar and Share Transfer Agent & Share Transfer System:

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

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

F. Distribution of Shareholding as on 31st March 2023:

Slab of Shareholding (Rs.)	No. of Shareholders	% of Shareholders	Amount in Rs.	% of Shareholding
0-5000	2660	89.80	33,92,350	1.7025
5001-10000	85	2.86	6,62,190	0.3323
10001-20000	69	2.32	10,13,860	0.5088
20001-30000	53	1.78	13,76,560	0.6908
30001-40000	40	1.35	13,66,460	0.6858
40001-50000	13	0.43	5,88,090	0.2951
50001-100000	13	0.43	8,66,450	0.4348
100001 and above	29	0.97	18,99,96,290	95.3499
Total	2,962	100.00	19,92,62,250	100.00

G. Categories of Shareholders as per Clause 31 of SEBI (LODR) Regulations, 2015. (As on March 31, 2023)

Category	No. of Shareholders	% of Shares	No. of Shares
<i>Promoters</i>	10	41.62	82,86,443
<i>Mutual Funds</i>	NIL	-	NIL
<i>Banks & Financial Institutions</i>	NIL	-	NIL
<i>Insurance Companies</i>	NIL	-	NIL
<i>Central Govt./ State Govt</i>	1	0.25	50,000
<i>FII</i>	NIL	-	NIL
<i>Bodies Corporate</i>	24	52.36	1,04,33,893
<i>Individuals</i>	2664	5.66	11,31,573
<i>NRIs & OCB</i>	7	0.04	10,289
<i>Others</i>	35	0.07	11,831
<i>Clearing Members</i>	1	0.00	2,196

Dematerialization of shares and liquidity:

As on 31st March 2023, a total of **1,84,21,561 shares** of the company, which forms **92.45%** of the Company's Share Capital, stands in dematerialized form. The company has entered into agreements with National Security

Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for this purpose. The Company's shares are regularly traded on the Bombay Stock Exchange.

H. Plant Locations:

UNIT-1

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

UNIT-2

Village Advipolam,
Distt. Yanam, Pondicherry.

I. Address for Correspondence:

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

1. **Secretarial Department**
Rungta Irrigation Limited,
101, Pragati Tower, 26, Rajendra Place, New
Delhi-110008
e-mail: cs@rungtairrigation.in
2. **M/s. Beetal Financial & Computer Services Pvt.Ltd.,**
Beetal House, 3rd Floor,99, Madangir, Behind Local
Shopping Centre, Near Dada Harsukhdas Mandir,
New Delhi-110062.
e-mail: beetalrta@gmail.com

J. Unclaimed Dividends:

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

K. Non- Mandatory Requirements:

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

XIII. Additional Information

A. Code of Conduct:

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

B. Independence and Familiarization Programme for the Independent Directors:

The Company conducts Familiarization Programme for the Independent Directors to provide them an opportunity to familiarize themselves with the Company, its management, and its operations. As per Section 149(7) of the Companies Act, 2013, the Company has received a declaration of independence from all the Independent Directors as on March 31, 2023.

C. Code of Conduct to prevent Insider Trading:

The Company has formulated the Code of Conduct to prevent Insider Trading as per SEBI Regulation. In pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the existing code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and its Immediate Relative was amended to align it with amended Regulation. This Code was amended on February 07, 2019 and had been effective from April 1, 2019.

D. Whistle Blower Policy/ Vigil Mechanism:

The Company believes that the conduct of the Company should be governed in a fair and transparent manner. The Company has adopted Whistle Blower Policy that enables employees, directors and stakeholders to raise concerns on discovering information related to serious malpractices, irregularities or any unethical behavior. The Policy also provides an opportunity to have direct access to the Chairman of the Audit committee in exceptional cases.

E. Policy on Sexual Harassment:

The Company as an employer is committed to create a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company has zero tolerance towards sexual harassment at the workplace and have a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. As required under law, an Internal Complaints Committee has been constituted for reporting and conducting inquiry into the complaints made by the victim on the harassments at the work place. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

F. Certificate from Company Secretary in Practice:

Mr. Ajit Mishra, Practicing Company Secretaries, has given minor observations find out during the FY 22-23 and the same has been rectified by the company accordingly.

Also they confirmed that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The certificate is attached as “**Annexure F**” to the Corporate Governance Report.

For and on behalf of the Board of Directors

**Sd/-
Mahabir Prasad Rungta
Chairman cum Managing Director
Delhi, August 09, 2023**

Annexure “B”

MANAGEMENT’S DISCUSSION AND ANALYSIS REPORT

Company Profile:

Rungta Irrigation Limited being a part of Rungta Group of Companies is owned & managed by the group of people having wealth of experience & high expertise. The Company manufactures Self fit PVC pipes, Elastomeric PVC Pipes, Casing Pipes, HDPE Pipes, MDPE pipes, RMS pipes, Sprinkler Irrigation Systems & Drip Irrigation System. It is an ISO 9001: 2015 company, with 30 years of successful journey and one of the reputed manufacturers of plastic extruded pipes in PAN India with the brand name of “RUNGTA”. We are associated with major states like Uttar Pradesh, Madhya Pradesh, Maharashtra, Gujarat, Telangana, Tamil Nadu, Karnataka, Rajasthan, Haryana, Punjab, Himachal Pradesh, Uttarakhand, Jharkhand, Bihar, West Bengal, Odisha, Assam, Chhattisgarh, Andhra Pradesh and we also export our products to Bangladesh for execution of micro irrigation system (Online drip, Inline drip, Mini Sprinkler, Micro Irrigation, Rain gun, Portable sprinkler sets, UGPL systems). All the products confirm to the latest relevant IS / ISO & other specifications. It is being marketed PAN INDIA through a network of authorized distributors from our branch offices at Bhiwani, Jabalpur, Rajasthan, Jharkhand, Bihar, Hyderabad, Bangalore, Siliguri, Raipur, Tamil Nadu, Andhra Pradesh, & Bhubaneswar And Factories at Ghaziabad & Yanam.

Industry overview:

The financial year 2022-2023 began on a positive note as the adverse effect of Covid pandemic was effectively controlled with vaccination drive and valuable guidance from Central and State Governments. In India, RBI with its effective monetary measures, managed to contain inflationary pressures much better than the Central banks in most other countries. Agricultural crops were robust. Large investments were initiated in infrastructure by Central and State Governments. Forecast about monsoon was good, giving hope to boost agricultural production in the year. Demand for Domestic Consumption are also quite robust. Due to weak world economic forecast the commodity prices were on downward path, which augured well for boosting growth in economy of the country.

The effects of global disruptions can be seen nationwide, however, the extent of its impact on key sectors like water, wastewater and agriculture is uncertain. The Government is taking several initiatives to protect our sector. Several initiatives and new projects in the areas of major irrigation, minor irrigation, watershed management is been facilitated. The company managed to perform relatively better since it is driven more by domestic consumption. It is anticipated that there shall be increased business opportunities for the company in the near future.

Outlook on opportunities, threats, risks, and concerns:

We are into the business of Micro irrigation (Drip & Sprinkler irrigation system). Farmers are main users of this modern irrigation system. Also, half of the population of our country depends on agriculture for their livelihood. Every year there was some risks faced by farmers such as risk of shortfall in rain, uneven distribution of rainfall, competition from small manufacturers of unorganized sectors, seasonality and drought like situations are faced by the industries.

The Company is successfully spreading its reach in various parts of the country where it is being less represented. Each of the business division of the Company is working out extensive plan and strategy to reach such area by appointing new channel partners, increasing retailers and influencers connect and also creating awareness about our products.

Although there were some additional factors responsible for the drip in the market trends and opportunities and this although reduced ample business opportunities for the Companies in this Industry, and to reduce this effect the Government of India has launched number of schemes in favour of the farmers and agricultural sectors. The main aim of the government is to promote farming sector to help improve their economic condition.

Although, all products are manufactured as per the latest standards of BIS & ISO.

Internal Control System & Adequacy:

The company has adequate, proper and well placed Internal Financial Control System, which ensures that all the assets are safeguarded and all the transactions are authorized, recorded and reported correctly in a timely manner. To ensure effective Internal Financial Control, the company has laid down the following measures such as all the operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated as and when required. Also the system based reports and automated accounting for various areas in financial statements have contributed to better accuracy and reducing scope of errors.

The company has a comprehensive risk management framework which is evaluated by the Audit Committee & Risk Committee periodically. And the Functional heads are responsible to ensure regulatory compliances and also with the policies and procedures laid down by Management.

Accounting records of the company are adequate for the preparation of financial statements and other financial information. Internal audit is conducted on a continuous basis to ascertain the adequacy and effectiveness of internal control systems. Their observations are reviewed by the senior management and the Audit Committee.

Financial Performance:

The Sales Turnover for the year under review was Rs.13,013.36 Lakhs as compared to Rs. 7,025.84 Lakhs for the previous year ended 31 March, 2022. The company was able to earn a profit after tax for the year under review of Rs.298.32 Lakhs as against a profit of Rs. 127.72 Lakhs for the previous year ended on 31 March, 2022.

Human Resources:

The Company as per its Human Resource strategy focuses on inclusive, collaborative and growth oriented culture. Company's workforce has grown from strength to strength over the last years. From its early days, Company remained an equal opportunity employer and has embedded these values in its employee life cycle management from hiring, retaining to retirement. The Company complies with all applicable fair employment practices and equal opportunity laws in every state where it operates.

The Company strictly prohibits discrimination against any employee or applicant based on language, race, colour, religion, sex, origin, ethnicity, age, disability, marital status, sexual orientation, gender identity, or any other category protected by law. Company firmly believes that people are its greatest assets and it is always endeavours to ensure their development and growth. Company's strategy supports promoting diversity in its workforce while ensuring each employee feels empowered at work. It has robust human resource framework and processes which support the smooth functioning of workforce and wellbeing of all the employees. Linkage between personal goals and organizational goals is considered a vital aspect for the shared growth of employees and the organization. Annual appraisals are made to ensure such an alignment and the Company has to continue to invest in the development of its employees, which is very important for ensuring sustained high performance.

As on March 31, 2023, the total number of employees in your Company was 159.

Key Financial Ratios:

The Key Financial Ratios of the Company are given as follows:

Ratio	Standalone	
	FY 2023	FY 2022
Inventory Turnover (Times)	7.49	4.15
Current Ratio (Times)	2.80	2.12
Debt Equity Ratio (Times)	0.14	0.35
Net Profit (%)	2.26%	1.78%
Return on Investment (%)	-6.75%	57.69%
Debt Services Coverage Ratio	2.54	1.34
Return on Capital Employed(%)	7.49%	4.31%
Trade Receivable Turnover Ratio	3.71	2.17
Trade Payable Turnover Ratio	43.13	57.89
Net Capital Turnover Ratio	2.80	1.74
Return on Equity(%)	3.88%	2.18%

Cautionary Note:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement. Any other factors that would influence the company's operations such as cost of raw materials, tax laws, power cost and economic developments and such other factors within and outside the country.

For and on behalf of the Board of Directors

SD/-
Mahabir Prasad Rungta
Chairman cum Managing Director
Delhi, August 9, 2023

CEO AND CFO CERTIFICATION

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

CEO / CFO CERTIFICATE

To,
The Board of Directors
Rungta Irrigation Limited

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

1. We have reviewed financial statements and the cash flow statement of Rungta Irrigation Limited for the year ended 31st March 2023 and to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omission of any material Fact or contain a statement that might be misleading.
 - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Accounting Standards, Applicable Laws and Regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which is fraudulent, illegal or in violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated to the Auditors and the Audit Committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and the same has been disclosed in the notes to the financial statement; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
Bajrang Kumar Bardia
(Chief Executive Officer)
22nd May, 2023

Sd/-
Swati Garg
(Chief Financial Officer)
22nd May, 2023

Annexure "C"

Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

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

1. The Corporate Governance Report prepared by Rungta Irrigation Limited ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and Para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ('applicable criteria') with respect to Corporate Governance for the year ended March 31, 2023. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

Management's Responsibility

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

Auditor's Responsibility

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

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations are given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2023.

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

Sd/-
CA Praveen Gupta
Partner
Membership No.093403
UDIN: 23093403BGXRUT4284

Date: 04-08-2023
Place: New Delhi

Annexure “D”

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

1) Purpose-

The purpose of this policy is to provide a framework and principles which will guide the remuneration strategy of Rungta Irrigation Limited (“Company”) for its Directors including the Managing Director and Whole Time Director(s), Key Managerial Personnel and other employees. And to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.

2) Definition-

In this Remuneration Policy, unless the context otherwise requires:

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

3) Appointment And Removal of Directors, KMPs And Senior Management Personnel-

Appointment criteria and qualifications:

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his /her appointment. And person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.

The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position. The Company shall not appoint or continue the employment of any person as Managing Director/ Whole- time Director / Manager who has attained the age of

seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

Term / Tenure:

The Company shall appoint or re-appoint any person as its Managerial Director/ Whole Time Director/Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company he / she shall be eligible for appointment for one more term of 5 years only.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole time Director of a listed company.

Evaluation:

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

4) Remuneration Structure And Components-

Managing Director and Whole Time Director(s)

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

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

Non-Executive Directors

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

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

Other KMPs and Employees

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

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

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

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

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

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

5) Deviation From This Policy-

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

For and on behalf of the Board of Directors

**Sd/-
Mahabir Prasad Rungta
Chairman and Managing Director
Delhi, August 09th, 2023**

Annexure “E”

FORM NO. AOC-2

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

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

Name(s) of the related party & nature of the relationship	Nature of the contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Amount paid as advances if any
Smt. Urmila Rungta (Wife of Shri Mahabir Prasad Rungta)	Appointment in office or place of profit	Salary from the Month of April 1, 2022, till March 31, 2023	9,97,918	-
	Rent Agreement	11 month starting from April 1, 2022	18,00,000	-
Smt. Priya Rungta (Daughter of Shri Mahabir Prasad Rungta)	Appointment in office or place of profit	Salary from the Month of April 1, 2022, till March 31, 2023	12,00,000	-
	Rent Agreement	11 month starting from April 1, 2022	7,50,000	-
Shri Mahabir Prasad Rungta (Chairman Cum Managing Director)	Rent Agreement	11 month starting from April 1, 2022	7,50,000	-
Smt. Namrata Megotia	Appointment in office or place of profit	Salary from the Month of April 1, 2022, till March 31, 2023	2,64,000	-
Ramgarh Sponge Iron Pvt. Ltd.	Loan Taken	One Time	1,00,00,000	
	Loan Repaid	One Time	1,00,00,000	-
	Reimbursement of Exp (net)	One Time	3,38,087	
Gladiolus Finance Consultants Private Limited	Loan Taken	One Time	12,44,00,000	-
	Loan Repaid	One Time	23,88,85,913.08	-
	Interest on Loan	-	1,07,09,280	-
Samara Realty Pvt. Ltd.	Rent Agreement	11 month starting from April 1, 2022	4,80,000	-
Shriram Power & Steel Pvt Ltd	Loan Taken	One Time	2,25,00,000	-
	Loan Repaid	One Time	2,25,00,000	-

	Loan Given	One Time	1,70,00,000	-
	Loan Repaid	One Time	1,70,00,000	-
Arvicon International	Purchase of Rodtep Strip	One Time	24,74,772	-

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

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

For and on behalf of the Board of Directors

Sd/-
Mahabir Prasad Rungta
Chairman and Managing Director
Delhi, August 09th, 2023

Annexure "F"

Form No. MR-3
SECRETARIAL AUDIT REPORT

For the financial year ended 31st March 2023

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

CIN : L74899DL1986PLC023934
AUTHORISED SHARE CAPITAL : Rs. 20,00,00,000/-
PAID UP SHARE CAPITAL : Rs. 16,59,52,471/-

To,

The Members,

RUNGTA IRRIGATION LIMITED

101, Pragati Towers, Rajindra Place,

New Delhi-110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rungta Irrigation Limited**. (Hereinafter called "the company"). Secretarial Audit has been conducted in accordance with Guidance Note issued by the Institute of Companies Secretaries of India (a statutory body constituted under the Companies Secretaries Act, 1980) read with Companies Secretaries Auditing Standard and in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

The Company's management is responsible for preparation and maintenance of secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit physically and by way of electronic mode, we hereby report that in our opinion and to the best of our information, knowledge and belief and according to the explanation given to us, the Company has, during the audit period covering the financial year ended on **31st March, 2023** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31st March, 2023** according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;

- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to Company during audit period);**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to Company during audit period);**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to Company during the audit period);**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to Company during the audit period)**
 - i) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- **(Not Applicable for the period under review)**
 - j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
 - k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

The Management has identified and confirmed the following laws as being specifically applicable to the Company.

- a) Environment (Protection) Act, 1986 and rules made thereunder,
- b) Legal Metrology Act, 2009 and rules made thereunder
- c) Industrial Dispute Act, 1947
- d) Payment of Bonus Act, 1965,
- e) Minimum wages Act, 1948,
- f) Payment of Gratuity Act, 1972,
- g) Workmen's Compensation Act, 1923,
- h) Employees State Insurance Act, 1948,

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI). During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

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

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

Majority decision at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes.

We further report that based on review of compliance mechanism established by the company and on the basis of compliance certificate issued by the Company executives and taken on record by the Board of Directors and Audit committee at their meetings, we are in opinion that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no major actions have a bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines etc. above taken place.

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

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

Date: 09.08.2023

Place: New Delhi

For Ajit Mishra & Associates

Company Secretaries

Sd/-

(Ajit Kumar Mishra)

Proprietor

FCS No.: 9703

CP No.: 20737

Per Review Certificate No.: 2255/2022

UDIN: F009703E000766690

Annexure "G"

NO DISQUALIFICATION CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,
The Board of Directors
Rungta Irrigation Limited
101, Pragati Tower, 26 Rajendra Place,
New Delhi-110008

Dear Sir(s),

Re: Certificate pursuant to Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Rungta Irrigation Limited having CIN L74899DL1986PLC023934 and having registered office at 101, Pragati Tower, 26 Rajendra Place, New Delhi-110008 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs under the Companies Act, 2013.

S.NO	Name of Director	DIN
1.	Mahabir Prasad Rungta	00235632
2.	Shruti Rungta	00229045
3.	Tarun Kumar Megotia	01098092
4.	Abdul Kalam	01869712
5.	Devesh Poddar	07912263
6.	Vivek Agrawal	07794991

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.



Place: New Delhi

Date:01/09/2023

For Ajit Mishra & Associates

Company Secretaries

Sd/-

(Ajit Kumar Mishra)

Proprietor

FCS No.: 9703

CP No.: 20737

Per Review Certificate No.: 2255/2022

UDIN: F009703E000911780

Annexure "H"

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

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

FORM – A

A.	Power and Fuel consumption	Current Year(2022-23)	Previous Year(2021-22)
1.	Electricity		
a.	Purchased		
	Unit	37,67,299.20	24,57,037.60
	Total Amount	3,01,90,904.21	2,14,12,927.58
	Rate/unit	8.01	8.71
b.	Own Generation		
	Through diesel generator:-		
	Unit	10,176.66	3,216.59
	Units per-liter of diesel oil	0.95	0.74
	Cost/unit	89.50	91.06
B.	Consumption per units of production	Current Year	Previous Year
1.	Electricity	0.62 Per Kg	0.70 Per Kg

INDEPENDENT AUDITOR'S REPORT

To,
The Members of Rungta Irrigation Limited

Report on the IND AS Financial Statements

We have audited the accompanying IND AS financial statements of Rungta Irrigation Limited [CIN: L74899DL1986PLC023934] (“the Company”), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including other comprehensive income), and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“ the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules,2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information other than the financial statements and auditors' report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during the audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss [including other comprehensive income], the Statement of changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid IND AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors of the Company as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
- g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its IND AS financial statements. Refer Note No. 37 to the IND AS financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

**PLACE: NEW DELHI
DATE: 22.05.2023**

**Sd/-
MAMRAJ AGARWAL
(PARTNER)
M.NO. 084944
UDIN : 23084944BHALVY9544**

Annexure 'A'

To the Independent Auditor's Report – 31st March 2023 on the IND AS Financial Statements (Referred to in our report of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

ii. (a) We have been explained by the management that the inventory has been physically verified at reasonable interval and the procedure of physical verification of the inventory followed by the management are reasonable in relation to the size of the company and nature of its business. As far as we could ascertain and accordingly to the information and explanations given to us, no material discrepancies were noticed between the physical stock and book records.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b), (c), (d), (e) and (f) of the order are not applicable to the Company.

- iv. In our opinion and according to the information and explanations given to us, the company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the company has not accepted any deposits during the year and does not have any unclaimed deposits as at March 31st, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the records maintained by the Company pursuant to the rules prescribed by Central Government for maintenance of cost records under section 148(1) of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax (except as mentioned in the notes to accounts), Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix.
 - (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries and hence, this clause is not applicable on the Company.
 - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(e) of the Order is not applicable.
- x.
 - (a) The Company has raised money by way of further public offer (issued by way of Right Issue) during the year and the same has been applied for the purpose for which funds were raised. Hence requirement of clause 3(x)(a) of the Order is in place.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. The clause is not applicable to the Company.
- xxi. The clause is not applicable to the Company.

Annexure 'B'

Report on Internal Financial Controls over Financial Reporting

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

We have audited the internal financial controls over financial reporting of M/S Rungta Irrigation Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the IND AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

**PLACE: NEW DELHI
DATE: 22.05.2023**

**MAMRAJ AGARWAL
(PARTNER)
M.NO. 084944
UDIN : 23084944BHALVY9544**

Rungta Irrigation Limited
Balance Sheet as on 31st March 2023

Rs in Lacs

Particulars	Note	As at Mar 31,2023	As at March 31,2022
ASSETS			
Non-current Assets			
Property, Plant and Equipment	3.1	1,376.67	1,109.73
Capital work in progress	3.2	-	12.10
Intangible Assets	3.1	-	-
Intangible Asset Under Development	3.3	22.67	16.48
Financial Assets			
(i) Investments	4	1,392.36	1,392.72
(ii) Others	5	287.15	171.49
Deferred tax assets (Net)	6	45.13	35.91
Total non-current assets(A)		3,123.98	2,738.43
Current Assets			
Inventories	7	1,609.34	1,865.96
Financial Assets			
(i) Trade receivables	8	3,345.35	3,678.41
(ii) Cash and cash equivalent	9	10.91	9.87
(iv) Loans	10	711.82	891.13
(v) Others	11	3.40	1.23
Current Tax assets (Net)	12	25.46	-
Other current assets	13	1,530.23	1,178.10
Total Current assets(B)		7,236.51	7,624.70
TOTAL ASSETS(A+B)		10,360.49	10,363.13
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,659.52	885.61
Other equity	15	6,024.29	5,726.27
Total equity(A)		7,683.81	6,611.88
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	16	47.58	111.24
(ia) Lease Liabilities		-	-
(ii) Others		-	-
Long term provisions	17	46.60	45.41
Deferred tax liabilities (Net)	6	-	-
Total non-current liabilities(B)		94.18	156.65
Current liabilities			
Financial liabilities			
(i) Borrowings	18	1,061.12	2,228.83
(ia) Lease Liabilities		-	-
(ii) Trade Payables	19	324.65	105.56
(iii) Others	20	80.25	74.52
Other current liabilities	21	1,095.63	1,174.44
Short term provisions	22	20.85	11.25
Total current liabilities(C)		2,582.50	3,594.60
Total liabilities(B+C)		2,676.68	3,751.25
TOTAL EQUITY AND LIABILITIES(A+B+C)		10,360.49	10,363.13

The above balance sheet should be read in conjunction with the accompanying notes
This is the balance sheet referred to in our report of even date

As per our Report of even date
For Mamraj & Co.
CHARTERED ACCOUNTANTS
Firm Registration Number: 006396N

For and On Behalf of the Board

Sd/-
CA Mamraj Agarwal
Partner
Membership No.: 084944

Sd/-
Mahabir Prasad Rungta
Chairman cum Managing Director
DIN-00235632

Sd/-
Shruti Rungta
Executive Director
DIN-00229045

Place: New Delhi
Date: 22.05.2023
UDIN: 23084944BHALVY9544

Sd/-
Swati Garg
Chief Financial Officer

Sd/-
Ayushi Vijay
Company Secretary

Rungta Irrigation Limited
Statement of Profit and Loss for the Year ended 31st March 2023

In lacs

Particulars	Note	For The	
		Year Ended March 31,2023	Year Ended March 31,2022
Income:			
Revenue from Operations (Net)	23	13,013.36	7,025.84
Other income	24	179.13	161.30
Total Income (I)		13,192.49	7,187.14
Expenses:			
Purchases of Stock in Trade		1,865.70	980.02
Cost of Material Consumed	25	7,410.09	4,060.34
Changes in inventories of Finished Goods, Work in Progress and stock in Trade	26	291.26	(207.32)
Employee benefit expenses	27	820.67	760.37
Finance costs	28	181.78	117.68
Depreciation and Amortization	29	153.59	125.19
Other expenses	30	2,068.49	1,176.88
Total Expenses (II)		12,791.58	7,013.16
Profit before Exception Items and Taxes (III)=(I)-(II)		400.91	173.98
Less: Exceptional Items (IV)		-	-
Profit before Tax (V)		400.91	173.98
(I) Current tax expense for current year		104.92	54.98
(II) Income tax related to previous year		2.39	(6.11)
(III) Deferred tax		(4.72)	(2.61)
Tax Expense (VI)	31	102.59	46.26
Profit for the period/ year (VII)= (V)-(VI)		298.32	127.72
Other Comprehensive Income (OCI) (after tax)		(0.30)	16.58
Total Comprehensive Income for the period/year, net of tax (VIII)		298.02	144.30
Earning per equity share of ₹ 10 each	32	1,659.52	885.61
- Basic		2.93	1.44
- Diluted		2.93	1.44

As per our Report of even date

For Mamraj & Co.

CHARTERED ACCOUNTANTS

Firm Registration Number: 006396N

Sd/-

CA Mamraj Agarwal

Partner

Membership No. : 084944

Place: New Delhi

Date: 22.05.2023

UDIN: 23084944BHALVY9544

For and On Behalf of the Board

Sd/-

Mahabir Prasad Rungta

Chairman cum Managing Director

DIN- 00235632

Sd/-

Swati Garg

Chief Financial Officer

Sd/-

Shruti Rungta

Executive Director

DIN- 00229045

Sd/-

Ayushi Vijay

Company Secretary

Rungta Irrigation Limited
Statement of Cash Flow for the Year Ended 31st March 2023

Rs in Lacs

Particulars	Year Ended March 31,2023	Year Ended March 31,2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/ (Loss) before Exceptional items and Tax	400.91	173.98
Non-cash adjustments:		
Depreciation and amortisation expenses	153.59	125.19
Interest Expense	168.06	107.21
Interest Income	(131.36)	(150.08)
Prior Period Item	-	(21.62)
Dividend Received	(0.06)	(0.05)
Loss/ (Gain) on Sale of Property, Plant and Equipment	(0.37)	(0.38)
Operating profit before working capital changes	590.77	234.25
Changes in working capital :		
(Increase)/ Decrease in Inventories	256.62	(347.80)
(Increase)/Decrease in Trade Receivables	333.06	(893.17)
(Increase)/Decrease in Other receivables	(288.48)	(19.23)
Increase/(Decrease) in Trade Payables	219.09	31.91
Increase/(Decrease) in Other Liabilities	(65.09)	423.96
Cash generated from operations	1,045.97	(570.08)
Income tax (Refund)/ paid during the year	(134.42)	(37.97)
Net cash from operating activities (A)	911.55	(608.05)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment	(416.66)	(241.84)
Sale of Property, Plant and Equipment	2.42	2.88
Sale/(Purchase) of Investment	-	14.69
Dividend Received	0.06	0.05
Interest Received	129.19	151.92
Net cash from investing activities (B)	(284.99)	(72.30)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital/application money	773.91	-
Interest paid on borrowings	(168.06)	(107.21)
Proceeds/(Repayment) of Borrowings	(1,231.37)	706.90
Net cash from financing activities (C)	(625.52)	599.69
Net increase in cash and cash equivalents (A+B+C)	1.04	(80.66)
Cash and cash equivalents at the beginning of the year	9.87	90.53
Cash and cash equivalents at the end of the year	10.91	9.87

i) The above Cash Flow Statement has been prepared under the ' Indirect Method' as set out in Indian Accounting Standard 7, "Statement of Cash flows"

ii) Figures in Bracket indicate cash outgo

iii) The figures for the previous year have been regrouped in order to make them comparable with the current year figures.

As per our Report of even date

For Mamraj & Co.

For and On Behalf of the Board

CHARTERED ACCOUNTANTS

Firm Registration Number: 006396N

Sd/-

CA Mamraj Agarwal
Partner
Membership No.: 084944

Sd/-

Mahabir Prasad Rungta
Chairman cum Managing Director
DIN-00235632

Sd/-

Shruti Rungta
Executive Director
DIN-00229045

Place: New Delhi

Date: 23.05.2022

UDIN: 23084944BHALVY9544

Sd/-

Swati Garg
Chief Financial Officer

Sd/-

Ayushi Vijay
Company Secretary

Rungta Irrigation Limited
Statement of Changes in Equity for the period ended 31st March 2023.

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in the equity share capital during the current year	Balance at the end of the current reporting period
885.61	-	-	-	885.61

Previous Reporting Period (31-Mar-2022)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in the equity share capital during the current year	Balance at the end of the current reporting period
885.61	-	-	-	885.61

B. Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income		Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	Securities Premium	Equity Instruments through OCI	Remeasurement of defined benefit Plan	
Balance as at April 1,2022	1198.03	1406.37	500.00	2469.37	22.18	7.64	5,603.59
Profit for the year	-	127.72	-	-	-	-	127.72
Prior Period Exp	-	-21.62	-	-	-	-	(21.62)
<u>Other Comprehensive Income</u>	-	-	-	-	-	-	-
-Defined Benefit Plan	-	-	-	-	-	9.76	9.76
-Fair Value Gain/(Loss) on investments	-	-	-	-	6.82	-	6.82
Total Comprehensive Income for the year	-	106.10	-	-	6.82	9.76	122.68
Balance as at March 31,2022	1,198.03	1,512.47	500.00	2,469.37	29.00	17.40	5,726.27
Profit for the year	-	298.32	-	-	-	-	298.32
Prior Period Exp	-	-	-	-	-	-	-
<u>Other Comprehensive Income</u>	-	-	-	-	-	-	-
-Defined Benefit Plan	-	-	-	-	-	(5.57)	(5.57)
-Fair Value Gain/(Loss) on investments	-	-	-	-	5.27	-	5.27
Total Comprehensive Income for the year	-	298.32	-	-	5.27	(5.57)	298.02
Balance as at Mar 31,2023	1,198.03	1,810.79	500.00	2,469.37	34.27	11.83	6,024.29

Notes :

General Reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General Reserve is created by the transfer from one component of equity to another and is not an item of other comprehensive income; items included in the General Reserve will not be reclassified subsequently to profit or loss.
^ Securities Premium Reserve is used to record the premium on issue of shares. This is utilized in accordance with the provisions of the Companies Act, 2013.

The above statement of changes in equity should be read in conjunction with the accompanying notes.

This is the statement of changes in equity referred to in our report of even date.

As per our Report of even date

For Mamraj & Co.

CHARTERED ACCOUNTANTS

Firm Registration Number: 006396N

For and On Behalf of the Board

Sd/-

CA Mamraj Agarwal
Partner
Membership No.: 084944

Sd/-

Mahabir Prasad Rungta
Chairman cum Managing Director
DIN-00235632

Sd/-

Shruti Rungta
Executive Director
DIN-00229045

Sd/-

Swati Garg
Chief Financial Officer

Sd/-

Ayushi Vijay
Company Secretary

Place: New Delhi
Date: 23.05.2022
UDIN: 23084944BHALVY9544

Notes to the Financial Statements

1) Corporate Information

Rungta Irrigation Limited ('The Company') is a public company domiciled in India and incorporated under the provision of the Companies Act. The shares of the Company are listed in India on Bombay Stock Exchange Limited. The Registered office of the Company is located at 101 Pragati Tower 26, Rajendra Place, New Delhi-110008. The Company is primarily engaged in the activity of Manufacturing, assembling and marketing of Sprinkler Irrigation systems. The product range of the company includes HDPE, PVC, Aluminium, MDPE, Sprinklers Pipes & Drip Irrigation systems.

2) Significant Accounting Policies

This note provides a list of significant accounting policies adopted in the presentation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of Preparation

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

Historical Cost Conventions and Fair Value

The Financial statements are prepared as per IND AS notified under companies (Indian accounting standards) Rules, 2015 as amended by Companies (Indian Accounting Standards) Rules, 2016.

The Financial Statements are prepared on Historical Cost method except for:-

- Derivative financial instruments
- Plan Assets of Defined employee benefit plans
- Certain financial assets and liabilities measured at Fair Value (refer accounting policy regarding financial instruments)

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

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

2.2 Classification of Assets and Liabilities

All the assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their

realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period

2.3 Accounting Estimates & Judgments and key sources of estimation uncertainty

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

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

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

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

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

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2021.

The outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown. COVID-19 is significantly impacting business operation of the companies, by way of interruption in production, supply chain disruption, unavailability of personnel, closure/lockdown of production facilities etc. On 24th March, 2020, the Government of India ordered a nationwide lockdown for 21 days which further got extended till 3rd May, 2020 to prevent community spread of COVID-19 in India resulting in significant reduction in economic activities. In assessing the recoverability of Company's assets such as Investments, Loans, Intangible assets, Trade receivable etc. the Company has considered internal and external information. The Company's has done analysis of the

assumptions used basis the internal and external information/indicators of future economic conditions, the Company's expects to recover the carrying amount of the assets.

2.4 Operating Segments

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

2.5 Inventories

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

2.6 Property, Plant and Equipment

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Capital work-in-progress includes cost of property, plant & equipment under installation/under development as at the balance sheet date.

2.7 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangibles assets have a finite life and are subsequently carried at cost less any accumulated amortization and accumulated impairment losses if any.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Amortization methods and estimated useful lives:
Software - 4-6 Years

2.8 Impairment of Assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying

amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.9 Depreciation

Depreciation is provided on a pro-rata basis on the written down value method over the estimated useful lives of asset Land and capital work in progress are not depreciated. The estimated useful lives considered for providing depreciation on other substantial assets are as follows:

Factory Buildings – 30 Years
Non Factory Buildings- 60 Years
Plant and Machinery – 10-15 Years
Furniture and Fixtures- 10 Years
Office Equipment- 5 Years
Computers- 3 Years
Vehicles- 6-8 Years

The asset's useful lives and methods of depreciation are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount of the asset.

These are included in profit or loss within other income. Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition

2.10 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

(a) Initial recognition and measurement:

All financial assets are recognized initially at fair value and, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(b) Subsequent measurement:

For purposes of subsequent measurement financial assets are classified in two broad categories:

Financial assets at fair value

Financial assets at amortized cost

(c) Classification:

The Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

(d) Financial assets measured at amortized cost:

Financial assets are measured at amortized cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and contractual terms of the asset give rise on specified dates to cash flows that are solely for payments of principal and interest. Such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. The losses arising from impairment are recognized in the Statement of profit and loss. This category generally applies to trade and other receivables.

(e) Financial assets measured at fair value through other comprehensive income (FVTOCI):

Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income.

(f) Financial assets measured at fair value through profit or loss (FVTPL):

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

(g) Derecognition of Financial assets:

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset, if an entity transfers a financial asset in a transfer that qualifies for derecognition in its entirety and retains the right to service the financial asset for a fee, it shall recognize either a servicing asset or a servicing liability for that servicing contract. If the fee to be received is not expected to compensate the entity adequately for performing the servicing, a servicing liability for the servicing obligation shall be recognized at its fair value. If the fee to be received is expected to be more than adequate compensation for the servicing, a servicing asset shall be recognized for the servicing right at an amount determined on the basis of an allocation of the carrying amount of the larger financial asset.

(h) Impairment of Financial assets:

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and trade receivables. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

Financial Liabilities

(a) Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and, in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(b) Classification & Subsequent measurement:

If a financial instrument that was previously recognized as a financial asset is measured at fair value through profit or loss and its fair value decreases below zero, it is a financial liability measured in accordance with IND AS. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term.

The Company classifies all financial liabilities as subsequently measured at amortized cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

(c) Financial liabilities measured at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading. At initial recognition, such financial liabilities are recognized at fair value. Financial liabilities at fair value through profit or loss are, at each reporting date, measured at fair value with all the changes recognized in the Statement of Profit and Loss.

(d) Derecognition of Financial Liabilities:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting financial instruments:

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis to realize the asset and settle the liability simultaneously. Subsequent recoveries of amounts previously written off are credited to Other Income.

2.11 Cash and Cash Equivalents

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

2.12 Trade Receivables

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

Trade receivables are measured at their transaction price unless it contains a significant financing component.

2.13 Provisions

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

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

2.14 Employee Benefits

a) Short Term Obligations

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

b) Post-Employment Obligations

Defined contribution plans

The Company's contribution to provident fund are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plan

For defined benefit plans in the form of gratuity, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Other Comprehensive Income in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized.

2.15 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is received. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excludes taxes/ duties collected on behalf of the government.

(a) Sale of goods

Revenue from the sale of goods is recognized, when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of consideration received or receivable, net of returns and allowances, trade discounts, volume rebates. Accordingly, revenues from sale of goods are stated gross of GST not received by the company on its own account but collected on behalf of the government and accordingly, are excluded from revenue.

(b) Interest income

Interest income is recognized using the time proportion basis, based on the underlying interest rates.

(c) Rental Income

Rental income is recognized on a time-apportioned basis in accordance with the underlying substance of the relevant contract.

(d) Dividend

Dividend is recognized when the company's right to receive the payment is established, which is generally when shareholders approve the dividend.

2.16 Income Taxes

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

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

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

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

2.17 Foreign currency transactions and translation

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

2.18 Borrowing Costs

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

2.19 Contingent Liability and Contingent Assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either

not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, Contingent assets are not recognized, but are disclosed in the notes. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

2.20 Earnings per Share

As per Ind AS 33, Earning per Share, Basic earnings per share are computed by dividing the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible preference shares, debentures or any other instrument, from the date consideration is receivable (generally the date of their issue) of such instruments. Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

2.21 Share Capital and Securities Premium Reserve

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as securities premium reserve.

Notes to the financial statements for the year ended 31 March 2023

NOTE 3.1: PROPERTY, PLANT & EQUIPMENT

Particulars	Land	Building	Plant & Machinery	Vehicles	Furniture & Fixture	Office Equipment	Computer	Software	Total
Gross Block									
Balance as at April 1, 2022	537.14	183.77	719.25	296.64	22.68	34.45	29.91	0.46	1,824.30
Additions for the period		46.44	266.75	87.44	0.89	9.78	11.27		422.57
Disposals			-	1.60		-	0.45	-	2.05
Balance as at Mar 31, 2023	537.14	230.21	986.00	382.48	23.57	44.23	40.73	0.46	2,244.82
Accumulated Depreciation									
Balance as at April 1, 2022	-	56.38	343.66	250.91	11.08	28.07	24.01	0.46	714.57
Depreciation for the year		13.46	90.07	35.03	3.19	5.09	6.74	-	153.58
Deductions/adjustments		-	-	-	-	-	-	-	-
Balance as at Mar 31, 2023	-	69.84	433.73	285.94	14.27	33.16	30.75	0.46	868.15
Net Carrying Value									
Balance as at March 31, 2022	537.14	127.39	375.59	45.73	11.60	6.38	5.90	-	1,109.73
Balance as at Mar 31, 2023	537.14	160.37	552.27	96.54	9.30	11.07	9.98	-	1,376.67

NOTE 3.2: CAPITAL WORK IN PROGRESS

Particulars	31-Mar-23	31-Mar-22
Capital Work in Progress	-	12.10
Total	-	12.10

CWIP Ageing Schedule:

Particulars	Amount in CWIP for a period of				
	Less than 1 Yr	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
Projects in Progress					
As at 31-Mar-2023	-	-	-	-	-
As at 31-Mar-2022	12.10				12.10
Total	12.10	-	-	-	12.10

NOTE 3.3: INTANGIBLE ASSET UNDER DEVELOPMENT

Particulars	31-Mar-23	31-Mar-22
Intangible asset under development	22.67	16.48
Total	22.67	16.48

Intangible Asset under development Ageing Schedule:

Particulars	Amount in IAUD for a period of				
	Less than 1 Yr	1-2 yrs.	2-3 yrs.	More than 3 yrs.	Total
Projects in Progress					
As at 31-Mar-2023	6.19	13.27	3.21	-	22.67
As at 31-Mar-2022	13.27	3.21	-	-	16.48
Total	19.46	16.48	3.21	-	39.15

NOTE 4 : INVESTMENTS

Amount in ₹ lakh, unless otherwise stated

Particulars	Paid Up Value (Amt. in Rs.)	As at Mar 31,2023		As at Mar 31,2022	
		No. of Shares	Amount	No. of Shares	Amount
Investment in Equity Instruments					
I) Quoted (at Fair Value through OCI)					
Caprihans Limited	10 each	10.00	0.01	10.00	0.01
Finolex Industries Limited	2 each#	500.00	0.85	500.00	0.77
Gammon India Limited	2 each	100.00	-	100.00	-
Kingfa Science and Technologies (India) Limited	10 each	10.00	0.13	10.00	0.13
Jindal Poly Investment and Finance Co. Limited	10 each	250.00	1.11	250.00	0.72
Mcleod Russell India Limited	10 each	333.00	0.06	333.00	0.08
Nilkamal Limited	10 each	100.00	1.75	100.00	2.03
PIL ITA LICA Lifestyle Limited	1 each*	400.00	0.02	400.00	0.04
Pearls Polymers Limited	10 each	100.00	0.02	100.00	0.02
Reliance Communication Limited	10 each	2,000.00	0.03	2,000.00	0.05
Padmini Tech limited	10 each	100.00	-	100.00	-
Suzlon Energy Limited	2 each	1,000.00	0.08	1,000.00	0.09
Unitech Limited	2 each	1,000.00	0.01	1,000.00	0.02
Universe Photo Imagings Limited		250.00	0.90	250.00	1.37
(A)		6,153.00	4.97	6,153.00	5.33
II) Unquoted (at Fair Value Through OCI)					
Akshay Ispat Udyog Private Limited	100 each	27,500.00	27.50	27,500.00	27.50
Sangam Aluminium Limited	10 each	13,200.00	0.39	13,200.00	0.39
JISL irrigation Limited	10 each	18,400.00	4.62	18,400.00	4.62
Manorth Distributors Private Limited	10 each	1,27,715.00	12.77	1,27,715.00	12.77
Alchemist Aviation Private Limited	10 each	5,00,000.00	50.00	5,00,000.00	50.00
Ramgarh Sponge Iron Private Limited	10 each	31,64,601.00	1,242.11	31,64,601.00	1,242.11
Jharkhand Ispat Private Limited	10 each	5,00,000.00	50.00	5,00,000.00	50.00
(B)		43,51,416.00	1,387.39	43,51,416.00	1,387.39
Total (A) +(B)	-	43,57,569.00	1,392.36	43,57,569.00	1,392.72

* Face Value changed from Rs. 4 per share to Rs. 1 per share

Face Value changed from Rs. 10 per share to Rs. 2 per share

NOTE 5 : OTHER FINANCIAL ASSETS

Amount in ₹ lakh

Particulars	31-Mar-23	31-Mar-22
(Unsecured considered good, unless otherwise stated)		
Security deposits	105.32	80.20
Balance with Banks		
- In Fixed Deposits *	181.83	91.29
Total	287.15	171.49

* Pledged with Bank as Margin Money

NOTE 6 : DEFERRED TAX ASSETS/LIABILITIES (NET)

Particulars	31-Mar-23	31-Mar-22
Deferred Tax Assets	45.13	39.20
Deferred Tax Liabilities	-	3.29
Net deferred tax assets/ (liabilities)	45.13	35.91

NOTE 7: INVENTORIES

Particulars	31-Mar-23	31-Mar-22
<i>(Valued at lower of cost or net realisable value)</i>		
Raw Materials	704.27	702.69
Finished Goods/Semi Finished Goods/ Work in Progress	833.89	1125.15
Stores and Spares	71.18	38.12
Total	1,609.34	1,865.96

NOTE 8 : TRADE RECEIVABLES

Particulars	31-Mar-23	31-Mar-22
Unsecured, Considered Good	3,345.35	3,678.41
Unsecured, Considered Doubtful	-	-
	3,345.35	3,678.41
Less : Provision for Doubtful Debts	-	-
Total	3,345.35	3,678.41

Trade Receivables Ageing Schedule:

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 months	6 months-1 yrs.	More than 3 yrs.	Total
As at March 31,2023				
(i) Undisputed Trade receivables-considered good	2,545.14	237.90	152.73	3,303.11
(ii) Disputed Trade receivables-considered good	-	-	42.24	42.24
Total	2,545.14	237.90	194.97	3,345.35

Particulars	Outstanding for following periods from due date of payment			
	Less than 6 month	6 months-1 yrs	More than 3 yrs.	Total
As at March 31,2022				
(i) Undisputed Trade receivables-considered good	1,663.82	490.61	402.53	3,605.34
(ii) Disputed Trade receivables-considered good	-	-	73.07	73.07
Total	1,663.82	490.61	475.60	3,678.41

Note 9 : CASH AND CASH EQUIVALENTS

Particulars	31-Mar-23	31-Mar-22
-Balance with banks in current accounts	0.33	2.01
-Cash in hand	10.58	7.86
Total	10.91	9.87

NOTE 10: CURRENT LOANS

Particulars	31-Mar-23	31-Mar-22
<i>(Unsecured considered good, unless otherwise stated)</i>		
Loan to Employees	10.12	5.71
Others	701.70	885.42
Total	711.82	891.13

NOTE 11: OTHER FINANCIAL ASSETS

Particulars	31-Mar-23	31-Mar-22
Interest accrued on:		
Term deposits	3.40	1.23
Others	-	-
Total	3.40	1.23

NOTE 12: CURRENT TAX ASSETS (NET)

Particulars	31-Mar-23	31-Mar-22
Advance Income Tax (Net of Provision for Tax)	25.46	-
Total	25.46	-

NOTE 13: OTHER CURRENT ASSETS

Particulars	31-Mar-23	31-Mar-22
Unsecured, considered good:		
Balance with Government Authorities	801.91	928.73
Prepaid Expenses	7.25	7.09
Advance for Capital Goods	-	75.17
Advance to Suppliers	580.00	76.37
Other	105.17	54.84
Insurance Claim Recoverable	35.90	35.90
Total	1,530.23	1,178.10

NOTE 14 : SHARE CAPITAL

Amount in ₹ lakh, unless otherwise stated

Particulars	31-Mar-23		31-Mar-22	
	No. of shares	Amount	No. of shares	Amount
Authorised Share Capital				
Equity Shares of ₹ 10 each	2,00,00,000.00	2,000.00	2,00,00,000.00	2,000.00
Total	2,00,00,000.00	2,000.00	2,00,00,000.00	2,000.00
Issued, Subscribed and Fully Paid Up				
Equity Shares of ₹ 10 each	88,56,100.00	885.61	88,56,100.00	885.61
Issued, Subscribed and Partly Paid Up				
Equity Shares of ₹ 7 each	1,10,45,274.00	773.17		
Equity Shares of ₹ 3 each	24,851.00	0.75		
Total	1,99,26,225.00	1,659.52	88,56,100.00	885.61

The company has issued shares on right basis in proportion to 1:1.25 per share as per letter of offer dated 23/11/2022. Accordingly 11070125 no. of shares had been allotted on 21/12/2022 against which we had received Rs. 3 per share as application money. Later on the company opened the window for first call money @ Rs. 4 per share and in this we had received first call money on 11045274 no. of shares only.

a) Rights, Preference and restrictions attached to shares

The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

b) Reconciliation of Equity Share Capital

Particulars	31-Mar-23		31-Mar-22	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	88,56,100.00	885.61	88,56,100.00	885.61
Shares issued during the year (Right Issue)	1,10,70,125.00	-	-	-
Share outstanding at the end of the year	1,99,26,225.00	885.61	88,56,100.00	885.61

c) Details of Shareholding more than 5% of the aggregate shares in the company

Name of Shareholder	31-Mar-23		31-Mar-22	
	Number of shares held	% of holding	Number of shares held	% of holding
Gladiolus Finance Consultants Pvt. Ltd.	31,49,771	15.81%	13,77,300	15.55%
Samara Realty Pvt Ltd	40,82,583	20.49%	16,05,100	18.12%
Apex Finance Ltd	5,00,000	2.51%	5,00,000	5.65%
Manorath Distributors Pvt Ltd	12,80,566	6.43%	5,03,465	5.68%
Mr. Mahabir Prasad Rungta	34,26,866	17.20%	13,47,300	15.21%
Mrs. Priya Rungta	20,67,616	10.38%	8,12,900	9.18%
Mrs. Shruti Rungta	13,00,748	6.53%	5,11,400	5.77%
Mrs. Urmila Rungta	12,75,313	6.40%	5,01,400	5.66%

Shares held by promoter at the end of the year	31-Mar-23		31-Mar-22		% change during the year
	Number of shares held	% of holding	Number of shares held	% of holding	
Mr. Mahabir Prasad Rungta	34,26,866	17.20%	13,47,300	15.21%	1.98%
Mrs. Priya Rungta	20,67,616	10.38%	8,12,900	9.18%	1.20%
Mrs. Shruti Rungta	13,00,748	6.53%	5,11,400	5.77%	0.75%
Mrs. Urmila Rungta	12,75,313	6.40%	5,01,400	5.66%	0.74%
Nand Kishore Rungta	1,42,800	0.72%	1,42,800	1.61%	-0.90%
Ram Chandra Rungta	34,200	0.17%	34,200	0.39%	-0.21%
Meenakshi Rungta	1,100	0.01%	1,100	0.01%	-0.01%

NOTE 15: OTHER EQUITY

Particulars	31-Mar-23	31-Mar-22
Capital Redemption Reserve	500.00	500.00
Securities Premium	2,469.37	2,469.37
General Reserve	1,198.03	1,198.03
Retained Earnings	1,810.79	1,512.47
Other Comprehensive Income	46.10	46.40
Total	6,024.29	5,726.27

NOTE 16: NON-CURRENT BORROWINGS

Particulars	31-Mar-23	31-Mar-22
At Amortised Cost		
Term Loans(secured)		
Indian rupee loan from Bank (refer note a and b below)	155.21	222.86
Less: Amount disclosed under the head other current financial liabilities 'Current Maturities of Long Term Debt'	(107.63)	(111.62)
Total	47.58	111.24

a. Term Loan

India Rupee loan from bank comprises of loans having interest in the range of 8.00% p.a. to 8.50 % p.a.

Term Loan are secured by first pari passu charge on entire present and future current assets and second charge on present and future movable fixed assets of the Company situated at Industrial Property located at TS No. F32 1PT and cadastre No. 120-3pt, RS No. 64, Beside Vasavi Pigments, Near Durgamma Temple, Dariyalatippa Road,Adavipolam Yanam,Pondicherry-533464, & Industrial Property located at Plot No. C-176,Bulandshahar Road,Industrial Area,Site No. 1,Ghaziabad,UP and industrial property located at Plot No. C-165,Bulandshahar Road,Industrial Area,Site No. 1,Ghaziabad,UP

b. Loans against movable assets hypothecated for vehicles carries an interest rate of 8.00% to 9.25% p.a.

NOTE 17: LONG TERM PROVISIONS

Amount in ₹ lakh

Particulars	31-Mar-23	31-Mar-22
Provision for Gratuity	46.60	45.41
Grand Total	46.60	45.41

NOTE 18: SHORT-TERM BORROWINGS

Particulars	31-Mar-23	31-Mar-22
Secured		
Loans repayable on demand from Banks (Refer Note)	248.05	374.01
Current Maturities of Long Term Debt (Refer Note 16)(from Banks)	107.63	111.62
Unsecured		
Loans from Related Parties	705.44	1,743.20
Other	-	-
Total	1,061.12	2,228.83

Working Capital Facilities of the Company from banks are secured by first pari passu charge on entire present and future current assets and second charge on present and future movable fixed assets of the Company situated at Industrial Property located at TS No. F32 1PT and cadastre No. 120-3pt,RS No. 64, Beside Vasavi Pigments,Near Durgamma Temple,Dariyalatippa Road,Adavipolam Yanam, Pondicherry-533464, & Industrial Property located at Plot No. C-176,Bulandshahar Road,Industrial Area,Site No. 1,Ghaziabad,UP and industrial property located at Plot No. C-165,Bulandshahar Road,Industrial Area,Site No. 1,Ghaziabad,UP

NOTE 19: TRADE PAYABLES

Particulars	31-Mar-23	31-Mar-22
Total outstanding dues to micro enterprises and small enterprises	67.36	83.89
Total outstanding dues to other than micro enterprises and small enterprises	257.29	21.67
TOTAL	324.65	105.56

Trade Payable Ageing Schedule:

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 Yr	1-2 yrs.	More than 3 yrs.	Total
As at March 31,2023				
(a) Micro, small and medium enterprises	67.36	-	-	67.36
(b) Others	254.02	1.54	-	257.29
Total	321.38	1.54	-	324.65

Particulars	Outstanding for following periods from due date of payment			
	Less than 1 Yr	1-2 yrs.	More than 3 yrs.	Total
As at March 31,2022				
(a) Micro, small and medium enterprises	83.89	-	-	83.89
(b) Others	15.19	3.06	2.77	21.67
Total	99.08	3.06	2.77	105.56

NOTE 20: OTHER FINANCIAL LIABILITIES

Particulars	31-Mar-23	31-Mar-22
Unpaid Dividend^^	15.05	15.05
Security Deposits	65.20	59.47
TOTAL	80.25	74.52

^^ Amount held in abeyance due to legal cases pending and does not include any amount due and outstanding, to be credited to Investor Education and Protection Fund.

NOTE 21 :OTHER CURRENT LIABILITIES

Particulars	31-Mar-23	31-Mar-22
Statutory Remittances	30.35	18.20
Advances from customers and others	260.47	475.73
Employee related payables	112.53	90.74
Expense payable	687.75	588.62
Other payables	4.53	1.15
Total	1,095.63	1,174.44

NOTE 22: SHORT-TERM PROVISIONS

Particulars	31-Mar-23	31-Mar-22
Provision for Gratuity	20.85	9.60
Provision for Income Tax (Net of Advance Tax)		1.65
Grand Total	20.85	11.25

NOTE 23: REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Sale of Products		
Finished Goods:		
Within India	13,013.36	7001.98
Outside India	-	23.86
Total	13,013.36	7,025.84

NOTE 24 :OTHER INCOME

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Income	131.36	150.08
Dividend Received	0.06	0.05
Profit on Sale of Property, Plant & Equipment	0.37	0.38
Gain on Financial Asset measured on Fair value through P&L	3.97	6.64
Sundry Balances W.off/Back	-	-
Purchase Discount	-	-
Advance written back	20.54	-
Miscellaneous Income	22.83	4.15
Total	179.13	161.30

Note 25 : COST OF MATERIALS CONSUMED

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening Stock of Raw Material	702.69	555.63
Add: Purchases of Raw Material	7,411.67	4207.4
Less: Closing Stock of Raw Material	704.27	702.69
Total	7,410.09	4,060.34

NOTE 26: CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
As at the end of the reporting period/year		
Finished Goods	833.89	1,047.00
Work in Progress	-	78.15
Total (A)	833.89	1,125.15
As at the beginning of the reporting period/year		
Finished Goods	1,047.00	863.83
Work in Progress	78.15	54.00
Total (B)	1,125.15	917.83
Total (B-A)	291.26	(207.32)

NOTE 27: EMPLOYEE BENEFIT EXPENSE

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries and wages	731.16	663.52
Contribution to provident and other funds	29.91	30.49
Gratuity expense	12.37	14.73
Staff welfare expenses	47.23	51.63
Total	820.67	760.37

NOTE 28: FINANCE COSTS

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest Expense	168.06	107.21
Others (Bank Charges)	13.72	10.47
Total	181.78	117.68

NOTE 29: DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Property, Plant and Equipment	153.59	125.19
Total	153.59	125.19

NOTE 30: OTHER EXPENSES

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Consumable Stores	120.11	12.03
Power and Fuel	302.11	235.29
<u>Repairs and Maintenance:</u>		
Plant & Machinery	28.43	15.29
Buildings	0.96	1.27
Others	11.71	16.48
Other Manufacturing expenses	45.00	10.07
Auditors Remuneration	5.02	4.25
Carriage Outwards	488.48	154.86
Sales Promotion	4.90	2.71
Electricity & Water Expenses	20.04	9.13
Insurance Charges	6.52	7.69
Legal & Professional Charges	49.60	30.80
Telephone & Internet Expenses	4.73	4.86
Rent Expenses	70.04	72.97
Rates and taxes	0.97	8.79
Installation Expenses	2.44	1.95
Donation	1.01	3.29
Commission to selling agents	572.75	382.49
Travelling & Conveyance Expenses	77.96	75.90
Festival Expenses	1.30	0.89
Vehicle Running & Maintenance	20.06	26.82
Inspection/Testing Exp	48.42	20.19
Selling & Distribution Exp	123.79	31.47
Loss on foreign currency transactions (net)	20.20	0.00
Miscellaneous Expenses	33.05	39.43
Printing & Stationery	8.89	7.36
Bad Debts Written Off (Net of write back of liabilities)	-	0.60
Total	2,068.49	1,176.88

Remuneration to Auditor's comprises:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
To Statutory Auditors		
For Audit (including quarterly reviews)	3.50	3.00
For Taxation Matters	1.50	1.25
Other Services	0.10	-
Total	5.10	4.25

Note 31: Tax Expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Income Tax		
Current Tax on profits for the year	104.92	54.98
Adjustments for current tax of prior periods	2.39	(6.11)
Total current tax expense (A)	107.31	48.87
Deferred Tax		
(Decrease) / increase in deferred tax liabilities	(4.72)	(2.61)
Total deferred tax expense/(benefit) (B)	(4.72)	(2.61)
Total	102.59	46.26

Reconciliation of Tax expense and the accounting profit multiplied by India's Tax Rate:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit before Income Tax expenses	400.91	173.98
Enacted Tax Rates in India	25.168%	25.168%
Computed Expected Income Tax Expense	100.90	43.79
Effect of Expenses Disallowed	3.92	8.66
Deductions	0.10	2.53
Income tax expense recognized in statement of profit and loss	104.92	54.98

Note 32: Earning Per Share			
	Particulars	year ended March 31,2023	year ended March 31,2022
(a)	Basic		
	Profit for the year attributable to owners of the company (Amount in Rs.)	298.32	127.72
	Weighted average number of shares outstanding at the beginning of the year	88,56,100	88,56,100
	Add: Weighted average number of shares issued during the year	13,33,528.00	-
	Weighted average number of shares used to compute basic earnings per share	1,01,89,628	88,56,100
	Basic earnings per share of Rs.10/- each (March 31,2022: Rs. 10/- each)	2.93	1.44
(b)	Diluted		
	Profit for the year attributable to owners of the company (Amount in Rs.)	298.32	127.72
	Weighted average number of shares outstanding at the end of the year	1,01,89,628	88,56,100
	Diluted earnings per share of Rs.10/- each (March 31,2022: Rs. 10/- each)	2.93	1.44

Note 33. Fair Value measurements

33.1 Financial instruments by category

Particulars	As at 31 March 2023			As at 31 March 2022		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial assets						
Investments						
Quoted Equity Shares	4.97	-	-	5.33	-	-
Un-Quoted Equity Shares	-	-	1,387.39	-	-	1,387.39
Other non-current financial assets	-	-	287.15	-	-	171.49
Trade receivables	-	-	3,345.35	-	-	3,678.41
Cash and cash equivalents	-	-	10.91	-	-	9.87
Loans & Advances	-	-	711.82	-	-	891.13
Other current financial assets	-	-	3.40	-	-	1.23
Total Financial Assets	4.97	-	5,746.02	5.33	-	6,139.52
Financial liabilities						
Borrowings	-	-	47.58	-	-	111.24
Short terms borrowings	-	-	1,061.12	-	-	2,228.83
Trade payables	-	-	324.65	-	-	105.56
Other current financial liabilities	-	-	80.25	-	-	74.52
	-	-	1,513.60	-	-	2,520.15

33.2 Fair Value Hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments.

- (a) To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 & Level 3 as below:

As at 31-March-2023	Level 1	Level 2	Level 3
Financial assets			
Financial Investments at FVTPL			
Quoted Equity Shares	4.97	-	-
Financial Investments at Amortized Cost			
Unquoted Equity Shares	-	-	1,387.39
Total Financial Assets	4.97	-	1,387.39

As at 31-March-2022	Level 1	Level 2	Level 3
Financial assets			
Financial Investments at FVTPL			
Quoted Equity Shares	5.33	-	-
Financial Investments at Amortized Cost			
Unquoted Equity Shares	-	-	1,387.39
Total Financial Assets	5.33	-	1,387.39

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 or level 3, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Fair value estimation

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments: Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a market exchange from the sale of its full holdings of a particular instrument.

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

Interest-bearing borrowings

Fair value is calculated based on discounted expected future principal and interest cash flows. The carrying amount of the Company's loans due after one year is also considered as reasonable estimate of their fair values as the nominal interest rates on the loans due after one year are variable and considered to be a reasonable approximation of the fair market rate with reference to loans with similar credit risk level and maturity period at the reporting date.

Trade and other receivables / payables

Receivables / payables typically have a remaining life of less than one year and receivables are adjusted for impairment losses. Therefore, the carrying amounts for these assets and liabilities are deemed to approximate their fair values, as the allowance for estimated irrecoverable amounts is considered a reasonable estimate of the discount required to reflect the impact of credit risk.

Other long term receivables

These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.

b) Valuation process

The accounts & finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC).

Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the Company's quarterly reporting periods.

The main level 3 inputs for unlisted equity securities, contingent considerations and indemnification asset used by the Company are derived and evaluated as follows:

- Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit risk management group.
- Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

Note 34: Financial risk management

A) Risk management framework

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and other receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses by the Company. The management has an advance collection /credit policy criteria in

place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits separately for each individual customer. The gross carrying amount of trade receivables as at 31st March 2022 aggregates Rs 3678.41 lacs (Previous year ended 31st March 2021 Rs 2785.24 Lacs). The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables.

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

C) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due. The Company's liquidity position is carefully monitored and managed. The Company has in place a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.

Further, the Company continues to maintain enough liquidity buffer to meet additional demands that may emerge on account of COVID-19 crisis.

The following table provides details of the remaining contractual maturity of the Company's financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay. The table includes only principal cash flows.

Particulars	Carrying Amounts	Contractual cash flows				
	31-Mar-23	Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 Years
Non-derivative financial liabilities						
Borrowings	47.58	47.58	-	23.26	24.32	-
Short term borrowings	1,061.12	1,061.12	1,061.12	-	-	-
Trade payables	-	-	-	-	-	-
Other current financial liabilities	-	-	-	-	-	-
Total non-derivative liabilities	1,108.70	1,108.70	1,061.12	23.26	24.32	-

Particulars	Carrying Amounts	Contractual cash flows				
	31-Mar-21	Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 Years
Non-derivative financial liabilities						
Borrowings	111.24	111.24	-	97.77	13.47	-
Short term borrowings	2,228.83	2,228.83	2,228.83	-	-	-
Trade payables	-	-	-	-	-	-
Other current financial liabilities	-	-	-	-	-	-
Total non-derivative liabilities	2,340.07	2,340.07	2,228.83	97.77	13.47	-

D) Market risk

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

E) Currency risk

The Company's functional currency in Indian Rupees (INR). The Company undertakes transactions denominated in the foreign currencies; consequently, exposure to exchange rate fluctuations arise. Volatility in exchange rates affects the Company's revenue from export markets and the costs of imports, primarily in relation to raw material. The Company is exposed to exchange rate risk under its trade and debt portfolio.

Exposure to currency risk

The summary of quantitative data about the Company's exposure (Unhedged) to currency risk as reported to the management of the Company is as follows:

Nature	Cross Currency	As at 31st March 2023		As at 31st March 2022	
		Foreign Currency	INR	Foreign Currency	INR
			(In Lacs)		(In Lacs)
Financial Liabilities					
Trade and Other Payables	USD : INR	277200	227.91	-	-
Financial Assets					
Advance to Supplier	USD : INR	-	-	98400	75.17

F) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The borrowings of the Company are principally denominated in INR.

Particulars	31st Mar 23	31st Mar 22
Variable rate borrowings	1,061.12	2,228.83
Fixed rate borrowings	155.21	222.86
Total Borrowings	1,216.33	2,451.69

As at the end of the reporting period, the company had the following variable rate borrowings outstanding:

Particulars	Balance	% of total loans
As at 31st March 2023		
Bank overdrafts, bank loans, cash credit	248.05	20.39%
Loan from related parties	705.44	58.00%

As at 31st March 2022		
Bank overdrafts, bank loans, cash credit	374.01	15.26%
Loan from related parties	1,743.20	71.10%

Note 35: Income Tax

35.1	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	Income Tax Expenses recognised in Statement of Profit and Loss		
	Current income tax expense for the year	104.92	54.98
	Income tax related to previous year	2.39	-6.11
	Deferred income tax (benefit)/expense for the year	-4.72	-2.61
	MAT Credit Entitlement	-	-
	Total Income tax expense recognised in statement of profit and loss for the year	102.59	46.26

35.2	Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of comprehensive income		
	Income before income taxes	400.91	173.98
	Indian Statutory Income tax Rate	25.168	25.168
	Estimated income tax expenses	100.90	43.79
	Tax effects of adjustments to reconcile expected income tax expense to reported income tax expense:		
	Effect of Expenses disallowed	3.92	8.66
	Deductions	0.10	2.53
	Others	-	-
		104.92	54.98

Note 36: Capital Management

The Company manages its capital to ensure to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capitalised one through judicious combination of equity and borrowing, both short term and long term.

Consistent with others in the industry, the Company monitors capital on the basis of the optimum gearing ratio of Net debt (comprising total liabilities) in proportion to Total Equity.

Particulars	As at 31st March 2023	As at 31st March 2022
Debt to Equity Ratio :	0.35	0.57

Note 37: Contingent Liabilities:

37.01 Contingent Liabilities (Bank Guarantee & Legal cases) :

The company has given counter guarantee to the bankers against guarantees issued by Banks on behalf of the company amounting to Rs.855.97 Lacs (Previous Year: Rs. 570.53 Lacs). The liability may arise in case of failure in supply of material or malfunctioning of products supplied by the Company.

37.02 Few cases under various laws are pending against the Company at different judiciaries, the outcome of which may result in certain losses to the Company to the extent of Rs. 106.22/-lacs (previous year Rs.104.81/-lacs.)

37.03 Income Tax Cases

Year wise details of demands alongwith their assessment status is as under:-

Assessment Year	Demand (Rs.)	Status
2012-13	3,18,70,100	Pending before CIT (A)
2013-14	95,15,960	Pending before CIT (A)
2014-15	91,03,196	Pending before CIT (A)
2015-16	15,34,68,080	Pending before CIT (A)
2016-17	84,48,225	Pending before CIT (A)
2017-18	19,97,040	Pending before CIT (A)

The company has reviewed all its pending litigations and proceedings and no provision has been considered necessary since the company does not expect the outcome of these proceedings to have a materially effect on financial statements.

Note 38: Capital & other Commitments:

Capital Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Nil (31 March, 2022: Nil)

Note 39: Related Party Transactions:

Details of related parties:

Key Managerial Personnel:

Name	Designation
Mr. Mahabir Prasad Rungta	Chairman Cum Managing Director
Mr. Tarun Kumar Megotia	Whole Time Director
Mrs. Shruti Rungta	Whole Time Director
Ms. Swati Garg	Chief Financial Officer
Mr. Bajrang Bardia	Chief Executive Officer
Ms. Ayushi Vijay	Company Secretary

Relatives of Key Managerial Personnel:

Name	Relation
Mrs. Urmila Rungta	Wife of Mr. MP Rungta
Mrs. Sweta Rasiwasia	Daughter of Mr. MP Rungta
Mrs. Priya Rungt	Daughter of Mr. MP Rungta
Mrs. Jyoti Rungta	Daughter of Mr. MP Rungta
Mrs. Namrata Megotia	Wife of Mr. Tarun Megotia
Mr. Aditya Rasiawasia	Son-in-law of Mr. MP Rungta
Mr. Gaurav Jain	Husband of Mrs. Shruti Rungta
Mr. Samrat Jain	Son-in-law of Mr. MP Rungta
Mr. Ankur Gupta	Son-in-law of Mr. MP Rungta

Entities where Directors/Relatives of Directors have control/significant influence:
Jisl Irrigation Private Limited
Ramgarh Sponge Iron Private Limited
Global Earthmovers Private Limited
Kalinga Power Corporation Private Limited
Manorath Distributors Private Limited
Gladious Micro Services Private Limited
Shriram Power & Steel Private Limited
Samara Reality Private Limited
Alchemist Aviation Private Limited
MP Homes Private Limited
Vaishnodevi Vinimay Private Limited
Deserve Deal Trade Private Limited
Gladious Finance Consultants Private Limited
Gladious Mercantile Private Limited
Gladious Stock Management Private Limited
Nextgen Vincom Private Limited
Sangini Suppliers Private Limited
Depose Vintrade Private Limited
Wax India Specialties LLP
DBS Building Products Private Limited
Akshay Ispat Udyog Private Limited
Arvind Construction Private Limited
Arvind Medicare Private Limited
Arvind Overseas Project Services Private Limited
Chanderi Wax Specialities Private Limited
Delhi Builders Store

Following transactions were carried out with related parties in the ordinary course of business:

Particular of Transaction	As at 31st March 2023			As at 31st March 2022		
	Company/Firm in Which Director and Their Relatives Are Interested	Directors and their Relatives	Key Management Personnel & Relatives	Company/Firm in Which Director and Their Relatives Are Interested	Directors and their Relatives	Key Management Personnel & Relatives
Sale	-	-	-	-	-	-
Purchase	-	24.75	-	-	-	-
Director Remuneration	-	31.55	-	-	28.73	-
Sale of Fixed Asset	-	-	-	-	-	-
Rent Paid	4.80	25.50	-	4.80	24.00	-
Rent Received	-	-	-	-	-	-
Loan Taken	1,569.00	32.75	-	2,462.01	56.45	-
Repayment of Loan	2713.86	32.75	-	1312.13	56.45	-

Interest Paid	118.99	-	-	36.20	-	-
Loan Given	170.00	-	-	-	-	-
Receipt of Loan	170.00	-	-	-	-	-
Reimbursement of Exp		1.87		7.38	0.61	2.32
Board Sitting Fee	3.31	1.02	2.50	-	1.45	-
Salary	-	24.62	39.85	-	26.87	22.02
Balance As At 31.03.2023		-705.44	-	-1743.20	-	-
Receivable	-	-	-	-	-	-
(Payable)		-705.44	-	-1743.20	-	-
Investment As At 31.03.2023		1,387.39		1,387.39		

Note 40: Employee Benefis Plan

A) Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognized the following amounts towards defined contribution plan in the Statement of Profit and Loss –

Particulars	For the year ended March31,2023	For the year ended March 31,2022
Employer's Contribution to Provident Fund	29.91	30.49

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 27)

B) Defined Benefit Plans

a) Description of the employee Benefit Plan

The company has an obligation towards gratuity, unfunded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days/ one month salary, as applicable, payable for each completed year of service or part thereof in excess of six months in terms of Gratuity scheme of the company or as per payment of Gratuity Act, whichever is higher. Vesting occurs upon completion of five years of service

b) Risk exposure

Investment Risk

The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount risk which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, for the plan in India, it has relatively balanced mix of investments in Insurance related products.

Interest Rate Risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt .

Longevity Risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability

Salary Risk

The present value of the defined plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. No other post-retirement benefits are provided to the employees. In respect of the plan in India, the most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2022 by an actuary.

c) Details as per actuarial valuation are as follows:

0	Particulars	As at 31st March 2023	As at 31st March 2022
i.	Change in defined benefit obligation		
	A. Present Value of Obligation as at the beginning of the year	117.11	136.22
	B. Current Service cost	10.6	13.35
	C. Interest Cost	6.26	6.89
	D. Benefit Paid	-15.79	-28.25
	E. Actuarial (Gain)/Loss	4.45	-11.1
	F. Past service cost including curtailment Gains/loss	-	-
	G. Present defined Value of obligation (G=A+B+C+D+E+F)	122.63	117.11
ii.	Change in Fair Value of Plan Assets		
	A. Present Value of Obligation as at the beginning of the year	62.10	80.68
	B. Interest Income	4.49	5.50
	C. Actual Company contribution	2.59	3.67
	D. Benefit Paid from fund	-14.00	-27.75
	E. Actuarial (Gain)/Loss	-	-
	F. Past service cost including curtailment Gains/loss	-	-
	G. Present Value of obligation (G=A+B+C+D+E+F)	55.18	62.10
iii.	Net Liability recognised in Balance Sheet	67.45	55.00
	Recognized Under:		
	Short Term Provision	20.85	9.60
	Long Term Provision	46.60	45.40
iv.	Expense Recognised in the Profit and Loss Account		
	A. Current Service Cost	10.60	13.35
	B. Net Interest Cost	1.77	1.38
	C. Remeasurement - Actuarial (Gain)/Loss	-	-
	D. Past Service Cost including curtailment Gains/Losses	-	-
	E. Net Charge (A+B+C+D)	12.37	14.73
v.	Principal Actuarial Assumptions		
	A. Discount Rate (P.A.)	7.30%	7.23%
	B. Salary Escalation Rate (P.A.)	5%	5%

vi.	Demographic Assumptions		
	1. Retirement Age	58 Years	58 Years
	2. Mortality Rate	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
	3. Ages	Withdrawal Rate (%)	Withdrawal Rate (%)
	Upto 30 Years	5	5
	From 31 to 44 Years	3	3
	Above 44 Years	2	2

Note 41: Turnover, Opening and Closing Stock of Finished Goods

a.	Particulars	Units	2022-23		2021-22	
			Qty.	Rs. In Lacs	Qty.	Rs. In Lacs
	Aluminium Pipes	NOS	404	6.53	440	9.60
	HDPE Pipes	NOS	1,96,135	1,245.21	2,96,225	2,109.47
	PVC Pipes	NOS	2,37,648	1317.11	1,79,103	806.32
	HDPE Coils	MTR	2,12,524	141.74	1,16,787	70.06
	MDPE Coils	MTR	41,28,925	4463.24	29,51,002	1757.65
	LLDPE Coils	MTR	1,16,16,509	1577.94	60,21,611	817.95
	Accessories, Fittings & Other			4,261.59		1,454.79
	Total			13,013.36		7,025.84
	Trading Goods (Coal & Other)			-		-
	Gross Total			13,013.36		7,025.84
b.	Opening Stock					
	Aluminium Pipes	NOS	392	5.29	1191.68	12.67
	HDPE Pipes	NOS	31,984	170.00	48,306	204.03
	PVC Pipes	NOS	10,159	53.16	12,044	57.65
	HDPE Coils	MTR	58,293	18.60	39,135	9.17
	MDPE Pipe	NOS	-	-	59	1.14
	MDPE Coils	MTR	1,61,909	159.30	83,751	31.12
	LLDPE Coils	MTR	23,56,475	88.45	33,07,448	150.11
	Accessories, Fittings & Other			552.20		397.94
				1047.00		863.83
c.	Closing Stock					
	Aluminium Pipes	NOS	469	2.93	392	5.29
	HDPE Pipes	NOS	36,146	112.93	31,984	170.00
	PVC Pipes	NOS	15,800	36.80	10,159	53.16
	HDPE Coils	MTR	76,885	8.24	58,293	18.60
	MDPE Coils	MTR	68,463	212.92	1,61,909	159.30
	LLDPE Coils	MTR	11,37,223	65.42	23,56,475	88.45
	Accessories, Fittings & Other			394.66		552.20
				833.89		1047.00

d.	Raw Material Consumption					
	HDPE Granuels	MT	2669.83	3053.41	1051.64	1029.44
	PVC Resin	MT	773.86	723.16	526.47	738.03
	MDPE Granuels	MT	1874.10	2573.23	1107.25	1348.00
	LLDPE Granuels	MT	328.73	373.91	289.28	277.52
	Accessories & Others	-		686.38		667.35
				7,410.09		4,060.34

e.	Value of imported and indigenous Raw Material, Stores & Spares consumed:	% of total Consumption	Rs. In lacs	% of total Consumption	Rs. In lacs
(i)	<u>Raw Material</u>				
	Imported	23.02%	1705.46	32.72%	1328.56
	Indigenous	76.98%	5,704.63	67.28%	2731.78
(ii)		100%	7410.09	100%	4060.34
	<u>Stores and Spares</u>				
	Imported	-	-	-	-
	Indigenous	100%	120.11	100%	12.03
(ii)		100%	120.11	100%	12.03
	<u>Trading Goods</u>				
	Imported	-	-	-	-
	Indigenous	100%	1865.70	100%	980.02
		100%	1865.7	100%	980.02
f.	CIF Value of imports		2214.00		1202.73
g.	Earnings in Foreign Exchange				
	FOB Value of Export of Goods		-		23.86
h.	Expenditure in Foreign Currency				
	Travelling Expenses		-		3.01
	Medical expenses		-		-
	Goods		1788.80		1083.46
	Fixed Assets		-		-
			1788.8		1086.47
i	Managerial Remuneration:		2022-23		2021-22
	Details of payments and provisions on account of Remuneration to Managing Director and Whole Time Director.				
	- Salary		21.18		17.88
	- Provident Fund		0.56		0.56
	- Allowances and Benefits		10.37		10.85
			32.11		29.29

Note 42: Segment Reporting

The company operates in only one reportable operating segment of manufacturing of Irrigation products. Hence product wise segment reporting is not applicable as per IndAS 108.

The Segment Revenue taking the Geographical Segments are disclosed as under:

Particulars	For the Year ended 31st March 2023	For the Year ended 31st March 2022
Turnover		
Within India	13013.36	7001.98
Outside India	-	23.86

Note 43: Corporate Social Responsibility

As per Sec 135(1) of Companies Act 2013, Corporate Social Responsibility is not applicable to the Company.

Note 44: Financial Ratios:

S.no.	Particulars	Methodology	As at March 31, 2023	As at March 31, 2022	Variance
a)	Current Ratio(1)	Current assets over current liabilities	2.80	2.12	32%
b)	Debt Equity Ratio(2)	Debt over total shareholders' equity	0.14	0.35	-59%
c)	Debt Service Coverage Ratio(3)	Net Operating income over total debt service	2.54	1.34	90%
d)	Return on Equity %(4)	PAT over total average equity	3.88%	2.18%	78%
e)	Inventory Turnover ratio(5)	Revenue from operations over average inventory	7.49	4.15	80%
f)	Trade receivables turnover ratio(6)	Revenue from operations over average trade receivables	3.71	2.17	70%
g)	Trade Payables turnover ratio(7)	Net purchase over average trade payables	43.13	57.89	-26%
h)	Net Capital turnover ratio(8)	Revenue from operations over working capital	2.80	1.74	60%
i)	Net Profit %(9)	Net profit over revenue	2.26%	1.78%	27%
j)	Return on capital employed(10)	PBIT over average capital employed	7.49%	4.31%	74%
k)	Return on investment(11)	Change in fair value of non current quoted investment over opening value of non current quoted investment	-6.75%	57.69%	-112%

1. Decrease in short term borrowings and sundry debtors led to increase in current ratio.
2. Decrease in debt & increase in shareholder's equity due to right issue led to decrease in debt equity ratio.
3. Increase in Profit & reduction in debt led to increase in debt service coverage ratio.
4. Higher profitability led to increase in return on equity.
5. Higher profitability led to increase in inventory turnover ratio.
6. Increase in revenue from operation led to increase in trade receivable turnover ratio.
7. Increase in purchase cost as well in increase in trade payable led to decrease in trade payable turnover ratio.
8. Higher sales and working capital led to increase in capital turnover ratio.
9. Increase in Profit & revenue led to increase in net profit margin.
10. Increase in PBIT & capital employed led to increase in return on capital employed.
11. Decrease in market price of investment has lead to downfall in return on investment.

Note 45: Information submitted to Bank:

The company has borrowed from Banks on the basis of security of current assets, the variation in quarterly returns or statements filed by the Company with Bank are as under:

The Company is not filing any quarterly returns or statement with the Bank. However, the monthly statements filed by the Company with the Bank are reconciled with the books for each quarter ends and there are no material difference except as under:

Particulars	Month	As per Books	As per monthly statement	Diff	Remarks
Stock	Jun-22	2,159.26	1,867.06	292.20	Due to clerical error as one kind of stock left for considering in stock statement.
Stock	Sep-22	2,356.76	2,079.81	276.95	
Debtors	Mar-23	3,345.35	3,633.25	(287.90)	Collection not adjusted due to non-receipt of complete information.

Note 46: Payable to MSMED

The company has certain dues to suppliers (trade and capital) registered under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

S.No.	Particulars	As at 31st March 2023	As at 31st March 2022
1	Amount remaining unpaid to any supplier as at the end of accounting year on account of:		
	<i>Principal Amount</i>	67.36	83.89
	<i>Interest Due</i>	-	-
2	Total Interest paid on all delayed payments during the year under the provision of the Act	-	-
3	The amount of interest due and payable for the period (Where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
4	The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
5	The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006	-	-

Note 47: Other Information:

(a)	The Company do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
(b)	The Company do not have any transactions with companies struck off.
(c)	The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
(d)	The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
(e)	The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
	(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
	(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(f)	The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

	(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
	(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(g)	The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
(h)	The company has not been declared wilful defaulter by any bank or financial institution or other lender.
(i)	The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules 2017.
(j)	The Company didn't have any long term contracts including derivative contracts for which there were any foreseeable losses.
(k)	The Company has not revalued its Property, Plant and Equipment.

Note 47: Recasted, Re-grouped & reclassified

Previous year figures have been recasted, re-grouped and reclassified, wherever necessary to confirm to the current year classification.

As per our Report of even date

For Mamraj & Co.

CHARTERED ACCOUNTANTS

Firm Registration Number: 006396N

For and On Behalf of the Board

Sd/-

CA Mamraj Agarwal

Partner

Membership No.: 084944

Sd/-

Mahabir Prasad Rungta

Chairman cum Managing Director

DIN-00235632

Sd/-

Shruti Rungta

Executive Director

DIN-00229045

Place: New Delhi

Date: 23.05.2022

UDIN: 23084944BHALVY9544

Sd/-

Swati Garg

Chief Financial Officer

Sd/-

Ayushi Vijay

Company Secretary

COMPANY PROFILE

Being owned & managed by the group of people having wealth of experience & high expertise. Currently one of the largest & leading manufacturer of Self-fit PVC pipes, Elastomeric PVC Pipes, Casing Pipes, HDPE Pipes, MDPE Pipes, RMS Pipes, Sprinkler irrigation Systems & Drip Irrigation System.

As ISO 9001:2015 certified company with 40 years of successful journey & one of the reputed manufacturers of plastic extruded pipes in PAN India with the brand name of "RUNGTA".

We are associated with major states like Uttar Pradesh, Madhya Pradesh, Maharashtra, Gujarat, Telangana, Tamil Nadu, Karnataka, Rajasthan, Haryana, Punjab, Himachal Pradesh, Uttarakhand, Jharkhand, Bihar, West Bengal, Odisha, Assam, Chhattisgarh, Andhra Pradesh and we also export our products to Bangladesh for execution of micro irrigation system (Online drip, Inline drip, Mini Sprinkler, Micro Irrigation, Rain gun, Portable sprinkler sets, UGPL systems).

We also act as an EPC contractor to carry out the detailed engineering design of the project, procuring all the equipment and necessary materials.

Our products adhere to the latest relevant BIS / ISO & other specifications. We have PAN INDIA presence through a network of authorized distributors from our branch offices at Bhiwani, Jabalpur, Rajasthan, Jharkhand, Bihar, Hyderabad, Bangalore, Siliguri, Raipur, Tamil Nadu, Andhra Pradesh, & Bhubaneswar and Factories at Ghaziabad & Yanam.



MICRO IRRIGATION SYSTEMS

- (1) Emitting pipes as per IS-13488 fitted with Round/Flat drippers for irrigation in close spacing crops.
- (2) Online Drippers as per IS-13487 for irrigation in orchards crops.
- (3) Plain LLDPE laterals as per IS-12786 for irrigation in orchards with online drippers & leafy vegetables/pulses with mini sprinklers.
- (4) Accessories like: - Screen/disc, Hydrocyclone, Ventury assembly, Valves & poly fittings as per latest standards.
- (5) Sprinkler Irrigation system: - Micro sprinklers, mini sprinklers, Medium Range & Rain Guns for various applications like irrigation in nurseries, field crops, sports field irrigation & dust suppression systems.
- (6) Approved by State Government for supply in subsidy scheme.

OUR MANUFACTURING UNITS ARE LOCATED AT:

1. Ghaziabad, U.P.
2. Yanam, Pondicherry

Head Office : Rungta Irrigation Ltd., 101, Pragati Tower, 26, Rajendra Place, New Delhi-110008

Tel.: +91-(11)-40453330 – 332

Email : cs@rungtairrigation.in

Website : www.rungtairrigation.in

