



NPS & ASSOCIATES
Company Secretaries

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Report of Scrutinizer

FORM NO. MGT.13

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(4) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Rungta Irrigation Limited
CIN: L74899DL1986PLC023934
101, Pragati Tower 26, Rajendra Place, New Delhi-110008

38th Annual General Meeting of the Shareholders of Rungta Irrigation Limited held on Monday, 26th day of September 2022 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Dear Sir,

I, Nakul Pratap Singh, proprietor of NPS & Associates, Company Secretaries, was appointed as Scrutinizer by the Board of Directors of Rungta Irrigation Limited ("**the Company**"), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 for the purpose of scrutinizing the e-voting process (remote e-voting), voting during the 38th Annual General Meeting conducted through electronic means through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM").

In the view of global outbreak of the Covid-19 pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs ("**MCA**") vide its General Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 followed by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as "**MCA Circulars**") read with SEBI Circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated May 12, 2020 and January 15, 2021, have permitted the holding of annual general meetings through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM") without the physical presence of the Members at a common venue for the purpose of passing of resolutions proposed at the 38th Annual General Meeting of the Shareholders of Rungta Irrigation Limited held on Monday, 26th day of September 2022 at 01:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Also, through the above-mentioned circulars by SEBI, relaxations have been provided for sending physical copies of annual reports to the shareholders and requirement of proxy for general meetings held through electronic mode.

The compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means by shareholders on the resolutions proposed in the Notice of the 38th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render Scrutinizer's report of total votes cast in favour and against the resolutions proposed. I submit my report as under:



- I. The e-voting period remained open from September 23, 2022 (10:00 AM) till September 25, 2022 (5:00 PM) IST on the designated website via NSDL e-voting platform.
- II. The shareholders holding shares as on the "cut-off date" i.e., September 19, 2022 were entitled to vote on the proposed resolutions (item No. 1 to 6) as set out in the Notice of the 38th Annual General Meeting of the Company.
- III. In the view of continuing pandemic novel corona virus (COVID -19), the Annual General Meeting is held as per guidelines and circulars issued by competent authorities. Since the Annual General Meeting is held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), there was no availability of any ballot box and the members attending the Annual General Meeting, who have not casted their votes while remote e-voting earlier, may cast their votes through online e-voting system on the NSDL platform.
- IV. After the closure of e-voting during the Annual General Meeting, I have unblocked the electronic votes for both e-voting processes in the presence of two witnesses who are not in the employment of the Company.
- V. Thereafter, the details containing, inter alia, the information about shareholders voting 'For' and 'Against' the resolutions that were put to vote, were generated from the e-voting portal of NSDL and based on such reports generated, data regarding the e-voting was diligently scrutinized.
- VI. The result of the e-voting is as under:

1. **Resolution: Ordinary**

To receive, consider & adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, together with the report of the Board of Directors & Auditors thereon and in this regard pass the following resolution as Ordinary Resolution.

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	119	56,32,663	1	56,32,664	99.74
Votes Against	13	14,497	0	14,497	0.26
Total	132	56,47,160	1	56,47,161	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-



2. **Resolution: Ordinary**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for reappointment of the Statutory Auditor, M/s. MAMRAJ & CO.

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	119	56,32,663	1	56,32,664	99.74
Votes Against	13	14,497	0	14,497	0.26
Total	132	56,47,160	1	56,47,161	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

3. **Resolution: Ordinary**

To Appoint a Director in place of Mr. Tarun Kumar Megotia (DIN: 01098092), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	119	56,32,663	1	56,32,664	99.74
Votes Against	13	14,497	0	14,497	0.26
Total	132	56,47,160	1	56,47,161	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

4. **Resolution: Ordinary**

To ratify the payment of remuneration to the Cost Auditors (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), the following Resolution as an Ordinary Resolution.

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	119	56,32,663	1	56,32,664	99.74
Votes Against	13	14,497	0	14,497	0.26
Total	132	56,47,160	1	56,47,161	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

5. **Resolution: Special**

To approve the remuneration of Mr. Mahabir Prasad Rungta, (DIN: 00235632) as Chairman cum Managing Director of the Company, 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.

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	117	56,32,663	1	37,73,963	99.62
Votes Against	13	14,497	0	14,497	0.38
Total	132	56,47,160	1	37,88,460	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	2	18,58,700
E-Voting at AGM	-	-
Total	2	18,58,700



6. **Resolution: Special**

To approve the re-appointment of Mr. Devesh Poddar, (DIN: 07912263) 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

(i) Valid Votes - Voted in favour / against:

Particulars	Number of members who cast their vote	Number of Votes cast in			% of total number of valid votes cast
		Remote E-voting	E-voting at AGM	Total	
Votes in Favour	119	56,32,663	1	56,32,664	99.74
Votes Against	13	14,497	0	14,497	0.26
Total	132	56,47,160	1	56,47,161	100.00

(ii) Invalid votes:

Mode of Voting	Number of members present and voting	Number of votes cast by them
Remote E-Voting	-	-
E-Voting at AGM	-	-
Total	-	-

VII. All the resolutions mentioned in the notice of the Annual General Meeting, as per the details above stand passed under remote e-voting and electronic voting conducted during the meeting with the requisite majority and deemed to be passed on the date of the Annual General Meeting.

VIII. All electronic data and relevant records of voting until will remain in our custody the Chairman considers, approves and signs the minutes of the 38th Annual General Meeting and the-same shall be handed over thereafter to the Company Secretary for safe keeping.

For **NPS & Associates**
Company Secretaries



Nakul Pratap Singh
Company Secretary in Practice
M.No A55529
CP No. 22069
UDIN: **A055529D001046838**

Date: September 26, 2022
Place: Faridabad