

RUDRA GLOBAL INFRA PRODUCTS LIMITED**(Formerly Known as a M D Inducto Cast Limited)**

CIN:-L28112GJ2010PLC062324

Regd. Office:- "M D House", Plot No. 2715/A Near Central Salt, Waghawadi Road,
Bhavnagar Gujarat 364002, India.**Website:-**www.rudratmx.com, **E-mail:-** info@mdgroup.in, **Cell No.:-** +91 278 2570133**NOTICE FOR THE TENTH ANNUAL GENERAL MEETING**

Notice is hereby given that Tenth Annual General Meeting of members of **RUDRA GLOBAL INFRA PRODUCTS LIMITED** will be held on Wednesday, September 30, 2020 at 11.00 AM at "M D House", Plot No. 2715/A Near Central Salt, Waghawadi Road, Bhavnagar – 364001, Gujarat, India, to transact following business;

Ordinary Business:-**1. Adoption of Financial Statement;****To Receive, Consider, Approve and Adopt:**

- a. Audited Standalone Financial Statement for the financial year ended on March 31, 2020 along with Report of Board of Director and Auditor thereon;
- b. Audited Consolidated Financial Statement for the financial year ended on March 31, 2020 along with Report of Auditor thereon;

2. Retire by Rotation;

To appoint a director in place of **Mrs. Shamarani Ashokkumar Gupta (DIN: - 01811489)**, who retires by rotation and, being eligible, offer herself for re- appointment.

Special Business;**3. Ratification of Cost Auditor's Remuneration;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution;

"RESOLVED THAT, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the board of directors of the company in their meeting held on September 04, 2020 has appointed **M/s. Diwanji & Company**, Cost Accountants as a Cost auditor of the Company, for the Financial Year 2019-20 and Company hereby ratifies the action of board of directors in respect of remuneration of cost auditor, which shall not exceed Rs. 0.75 lakh per Annum plus out-of-pocket expenses if any".

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above Resolution, the Board of Directors of the Company are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf."

4. Approval and Ratification of Material Related Party Transactions.

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 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and such other provisions of law as may be applicable and any amendment made thereof from time to time, consent of the Members of the Company, be and is hereby accorded to the Board of Directors and/or duly constituted Committee thereof for the following arrangements/ transactions/ contracts (including any other transfer of resources, services or obligations) hitherto entered or to be entered into by the Company and also for every financial year hereafter:

Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum Value* of Transaction in every financial year
1	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Sale and Purchase	Up to Rs. 300 Crore Individually or in aggregate Per Year.
2	Sonthalia Steel Rolling Mills Private Limited	Directors of the Company are Directors	Rent Payment for Office Premises	Up to Rs. 4.20 Lakh Individually or in aggregate Per Year.
3	Ashok Kumar Gupta	Director	Rent Payment for Office Premises	Up to Rs. 5 Lakh Individually or in aggregate Per Year.

**Expected maximum value over 3 financial years starting from 2019-20.*

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company and/or a duly constituted Committee thereof, to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including any negotiation/ renegotiation/ modification/ ratification/ amendments to or termination thereof, of the subsisting arrangements/ transactions/ contracts or any future arrangements/ transactions/ contracts and to make or receive/ pay monies or to perform all other obligations in terms of such arrangements/ transactions/ contracts with the Related parties.

RESOLVED FURTHER THAT the consent of the members of the Company, be and is hereby accorded to the Board of Directors of the Company and/or a duly constituted Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any of the transactions with the related parties and severally execute such contracts, agreements, documents and writings and to make such filings, as may be necessary, expedient or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

5. Revision in Remuneration of Mr. Nikhil Gupta, (DIN 01069514) Managing Director of the Company:

To consider and if thought fit, with or without modification(s), to pass following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in supersession of the resolution earlier passed by the members at general meetings and pursuant to the provision of section 197, 198 and other applicable provisions, if any, of the companies act, 2013 (the act) and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V of the act and pursuant to article of association of company and subject to such approval(s) of any statutory authorities as may be required, the consent of the members of the Company be and is hereby accorded for revision in the remuneration of Mr. Nikhil Gupta, (DIN 01069514), Managing Director, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with effect from October 01, 2020 for the remaining period of his tenure i.e. up to May 15, 2023, with liberty to the Board of Directors and/or duly constituted committees thereof to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Nikhil Gupta, (DIN 01069514), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Parth Paragbhai Vora (DIN: 08821664) as an Independent Director of the company,

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any modification or amendment thereof) for the time being in force, **Mr. Parth Paragbhai Vora (DIN: 08821664)**, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for the term of 5 (five) consecutive years, on the Board of Company with effect from September 30, 2020."

7. To Appoint of Mr. Sher Singh Ishwar Singh Shekhawat as an Independent director of the company

To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sher Singh Ishwar Singh Shekhawat (DIN: 08821664), who was appointed as a Non-Executive (additional & independent) director of the company with effect from July 08, 2020 and whose term expires at this AGM, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, commencing from July 08, 2020."

Date:- September 04 2020

Place: Bhavnagar

By order of the Board

RUDRA GLOBAL INFRA PRODUCTS LIMITED

Nikhil Gupta

Managing Director

Note:-

1. A member entitled to attend and to vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. A person can act as a Proxy on behalf of Members not exceeding fifty in numbers and holding in the aggregate not more than ten percent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as Proxy for his/her entire shareholding and such person shall not act as a Proxy for another person or shareholder.
3. A member desirous of getting any information on the accounts or operations of the Company is required to forward his/her queries to the Company at least Ten days prior to the meeting so that the required information can be made available at the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2020 To September 30, 2020 (both days inclusive), for the purpose of Annual General Meeting.
6. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted in the Meeting is annexed hereto.
7. Members/ Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
8. Members who are yet to register their e-mail address with the Company or with the depository are once again requested to register the same.
9. Members who wish to obtain information on the Company or view the Accounts may visit the Company's website or send their queries at least ten days before the AGM to the Company Secretary and Compliance Officer at the Registered Office of the Company.

10. The members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
11. Members are requested to send all communications relating to shares to the Company's Share Transfer Agent to **M/s. KFIN Technologies Private Limited. Karvy Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032.**
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company and/or its RTA.
13. To ensure correct identity of each member and proxy holders attending meeting, the investors attending the meeting are expected to bring with him/her an appropriate ID document issued by the Government Authority like Driving License, Passport, Voter ID card, etc.
14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days except Sunday and Public holidays, up to the day of the Annual General Meeting of the Company.
15. Notice of Annual General Meeting was sent to those shareholders / beneficial owners, whose names were, appearing in the register of the members / list of beneficiaries received from the depositories as on August 28, 2020.
16. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: cs@mdgroup.in.
17. The route map showing directions to reach the venue of the Tenth AGM is provided at the end of this Notice;
18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
19. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id, Bank details including bank name, bank account number, branch details, MICR code and IFSC code and such other information to the Company's Registrars and Transfer Agents, KFIN Technologies Private Limited ("KARVY"). Members are further requested to update their current signature in KARVY system. The Performa of updating of Shareholder information is provided at the end of Annual Report as an "**Annexure – XIV**".
20. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
21. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:

The BSE Platform
25th Floor, P. J. Towers,
Dalal Street, Fort, Mumbai- 400 001

PROCEDURE AND INSTRUCTIONS FOR e-VOTING & INSTAPOLL

Remote e-voting: In compliance with 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 the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

- (A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

Launch internet browser by typing the URL: <https://evoting.karvy.com>.

Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVEN (E-Voting Event Number) 5620** followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

After entering these details appropriately, click on "LOGIN".

You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

You need to login again with the new credentials.

On successful login, the system will prompt you to select the "EVENT" i.e., "**RUDRA GLOBAL INFRA PRODUCTS LIMITED**". On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

You may then cast your vote by selecting an appropriate option and click on "Submit".

A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote, during the voting period, Members can login any number of times till they have voted on the Resolution(s).

Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email nandish.dave1@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_Event No."

- (B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- **E-Voting Event Number –5620 (EVEN)**, User ID and Password is provided in the Attendance Slip.
- Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

Voting at AGM:- The Members, who have not cast their vote through Remote e-voting, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact P Varalakshmi, Unit: **RUDRA GLOBAL INFRA PRODUCTS LIMITED** of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1514 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on **September 27, 2020 (09.00 A.M. IST) and ends on September 29, 2020 (05.00 P.M.IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record date) of September 23, 2019 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date (**Record date**) i.e. **September 23, 2020**.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date (record date) for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below :
- f. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD**<space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
 Example for NSDL:
 MYEPWD <SPACE> IN12345612345678
 Example for CDSL:
 MYEPWD <SPACE> 1402345612345678
 Example for Physical:
 MYEPWD <SPACE> XXXX1234567890
- g. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- h. Member may call Karvy's toll free number 1800-3454-001.
- i. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall Endeavour to send User ID and Password to those new Members whose mail ids are available.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check-in/Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "**WebCheckin for General Meetings (AGM)**".
- b. Select the name of the company: RUDRA GLOBAL INFRA PRODUCTS LIMITED
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., **September 27, 2020 (09.00 A.M. IST) and ends on September 29, 2020 (05.00 P.M.IST)**.
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Place: Bhavnagar
Date :- September 04, 2020

By order of the Board
Rudra Global Infra Products Limited
Nikhil Gupta
Managing Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER FROM TIME TO TIME;

Item No. 2 Retire by Rotation;

Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Disclosure of Information related to Director’s appointment/re appointment as mentioned in Item No. 3 of the Notice is provided hereunder;

Particulars	Mrs. SHAMARANI ASHOKKUMAR GUPTA
DIN	01811489
Date of Birth	14/03/1960
Date of first appointment on the Board	16/09/2010
Qualifications	B.A
Expertise	Mrs. Shamarani Ashokkumar Gupta has more than 13 years’ Experience in steel Industry and she is associated with the Company since Incorporation.
Names of Listed Companies in which the Director holds Directorship	-
Names of Committees of the other listed Companies in which the Director holds Chairmanship/ Membership	-
Number of Shares held as on March 31, 2020	20,02,960/-
Relationships between Directors and Key Managerial Personnel of the Company	Mother of Mr. Nikhil Gupta and Spouse of Mr. Ashokkumar Gupta.

Point No. 3:- Ratification of Cost Auditor’s Remuneration;

The company is required to audit its cost records under section 148 of the Companies Act, 2013 by a cost accountant in practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of **M/s. Diwanji & Company**, the Cost Auditors to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year 2019-20, at a remuneration not exceeding of Rs. 0.75 Lac plus reimbursement of out-of-pocket expenses, if any.

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

Your Directors recommend ratifying the said Resolution.

None of the Directors & Key Managerial Personnel of the Company including their relatives are, in any way concerned with or interested in the said Resolution.

Point No. 4:- Approval and Ratification of Material Related Party Transactions;

For all Related Party Transactions, mentioned in Section 188 (1) of Companies Act, 2013, exceeds the Limit Prescribed in Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 shall Require the approval of Shareholder and For all material related party transactions shall require the approval of the shareholders, Pursuant Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”),

Accordingly, the approval of the shareholders by way of an Ordinary Resolution is sought under Section 188 of Companies Act, 2013 and Regulation 23 of LODR for arrangements/ transactions/ contracts hitherto entered or to be entered into with Related Parties in one or more tranches. The particulars of the Related Party Transactions for which approval/ratification of the Members is sought, are as follows

Details of Related Party Transactions/ Arrangements/ Contracts per Financial Year;

Sr. No.	Name of Related Party	Nature of Relationship	Type of Transactions	Maximum Value* of Transaction in every financial year	Name of Director/s Interested
1	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Sale and Purchase	Up to Rs. 300 Crore Individually or in aggregate.	1.) Ashokkumar Jagdishram Gupta; 2.) Nikhil Ashokkumar Gupta; 3.) Shamarani

					Ashokkumar Gupta
2	Sonthalia Steel Rolling Mills Private Limited	Directors of the Company are Directors	Rent Payment for Office Premise	Up to Rs. 4.20 Lakh Individually or in aggregate.	1.) Ashokkumar Jagdishram Gupta; 2.) Nikhil Ashokkumar Gupta; 3.) Shamarani Ashokkumar Gupta
3	Ashok kumar Gupta	Director	Rent Payment for Office Premise	Up to Rs. 5 Lakh Individually or in aggregate.	

**Expected maximum value over 3 financial years starting from 2019-20.*

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice. This resolution enables the Board of Directors and/or their duly constituted committees of the Company to approve related party transactions, as may be required by the Company, from time to time, and also ratification of existing arrangements/ transactions/ contracts entered into by the Company till the date of the said resolution coming into effect.

Moreover, by the proposed resolution, approval of the members is also sought for the material related party arrangements/ transactions/ contracts for the next three financial years starting from 2019-20 with the various specified related parties.

The approval of the members is sought by way of Ordinary resolution under Section 188 of Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations. All documents and papers connected with this resolution are available for inspection at the registered office of the Company on all working days during normal business hours of the Company.

Accordingly the Board of Directors recommends the Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Nikhil Gupta, Mr. Ashokkumar Gupta and Mrs. Shamarani Gupta and their relatives, none of the Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings in the Company.

Item No. 5 Revision in Remuneration of Mr. Nikhil Gupta (DIN: 01069514) Managing Director of the Company:

The Members of the Company through Postal Ballot Meeting held on May 10, 2018 has re-appointed Mr. Nikhil Gupta as a Managing Director of the Company for a period of 5 years w. e. f. May 16, 2018 With a remuneration of Rs. 2,00,00,-/ per month, In accordance with Section 196, 197 read with Schedule V to the Companies Act, 2013.

Mr. Nikhil Gupta aged 35 years is one of the core Member of Management. He has an overall experience of 10 years in the filed of iron and steel which is core product of the Company and he is driving operational growth, maximizing business opportunities and ensuring compliance with regulatory requirements. He is on our Board since Inception of the Company and he is responsible for strategic planning and administration of our Company. Further the directors are of the opinion that Mr. Nikhil Gupta's knowledge and experience has benefited the company to a great extent and for this benefit, the company wants to reaward Mr. Nikhil Gupta in terms of monetary rewards, for his sincere and honor services rendered to the company so the board of directors after due discussion with Nomination & Remuneration Committee has decided and revised the remuneration of Managing director i.e. Rs. 5,00,000/- per month with effect from October 01, 2020. Further, all the remaining terms and conditions of appointment of Mr. Nikhil Gupta remains same as approved by the members in their meeting. Looking to the contribution made by Mr. Nikhil Gupta for the growth of the Company, the Board of Directors of the Company recommends the passing of resolution mentioned in Item No. 5 of the Notice as an Ordinary Resolution.

Disclosure as required under Schedule V of the Companies Act, 2013

1. General Information

(a) Nature of Industry:

Our Company is engaged in manufacturing of superior quality TMT bars and billets. The registered office of our Company is situated at MD House; Plot No. 2715/A, Near Central Salt, Waghawadi Road, Bhavnagar – 364002.

(b) Date of Commercial Production:

Company has been incorporated in the Year of 2010 and Commercial Production has been Started in the same year i.e. 2010.

(c) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(d) Financial performance based on given indicators;

Financial Parameters	Financial Year 2019-20	Financial Year 2018-19
Revenue from Operation	3,61,01,27,906/-	5,57,25,43,289/-
Net profit as per Profit and Loss account	23,69,652	15,74,98,158

(e) Export performance and net foreign exchange:

During the year under review, the company does not have any export performance and net foreign exchange earnings.

(f) Foreign Investment and collaborations, if any:

Not Applicable.

2. Information about the Managing Director

(a) Background Details:

Mr. Nikhil Gupta, aged 33 years, is currently the Managing Director of our Company. He has been Director of our Company since incorporation and holds Bachelor's degree in Commerce from Gujarat University. He has more than 8 years of experience in the steel industry. He looks after the overall operations of the Company.

(b) Past Remuneration:

Mr. Nikhil Gupta as a Managing Director, in first term, commenced from May 16, 2015 to May 15, 2018 entitled to the remuneration of Rs. 12,00,000/- Per Annum. In Second term, Commencing from May 16, 2018 to till date entitled to the remuneration of Rs. 23,40,000/- Per Annum.

(c) Recognition of Award:

None

(d) Job Profile and his suitability:

Mr. Nikhil Gupta, a Managing Director of our Company has an overall experience of 10 years in the field of iron and Steel business. He is driving operational growth, maximizing business opportunities and ensuring compliance with regulatory requirements. He has been Director of our Company since incorporation and holds Bachelor's degree in Commerce from Gujarat University. He looks after the overall operations of the Company. He is the right person for dealing and managing the whole affairs of the company and therefore the board of directors has appointed him as a Managing director of the company.

(e) Remuneration Proposed:

Rs. 5,00,000/- per month with effect from October 01, 2020 for remaining period of his tenure as Managing Director of the Company.

(f) Comparative remuneration profile with respect to Industry, Size of the company, Profile of the position and person:

Mr. Nikhil Gupta has a very vast experience in the field of Steel Business. The present job of Mr. Nikhil Gupta is to manage the whole affairs of the company under the supervision of Board. Accordingly, keeping in the view present market scenario of pay package being offered by Steel Industries, the proposed remuneration package matches to the prevailing remuneration package in the concerned industry, size of the company, profile of the person.

(g) Pecuniary relationship directly or indirectly with the company or relationship with managerial personnel:

Except to the extent of his employment and holding of his shares in the company, Mr. Nikhil Gupta is Son of Mr. Ashokkumar Jagdishram Gupta (Chairman and Director) and Mrs. Shamarani Ashokkumar Gupta (Director), except for above mentioned matters; he has not directly or indirectly has any relationship with the managerial personnel of the company.

3. Other Information:

(a) Reasons for loss or inadequate profit:

Company has not incurred any loss in the preceding financial year. The inadequate profit during the year under review is on account of adverse market conditions. The company is confident of coming out of this situation in days to come.

(b) Steps taken or proposed to be taken for improvement:

Subsequent to the expansion undertaken by the company during the F.Y 18-19, the company is currently establishing itself in the field of sales of MS Billets also. The company has also approached its banker for fresh term for investment in additional capacity of structural items. This is expected to improve the performance of the company as result of addition to number of products. The structural item being the further value added products, we also improve bottom line of the company.

(c) Expected increase in productivity and profits in measurable terms:

The company expects a significant increase in turnover as well as the profitability on accounts of the steps mentioned above.

Save and except Mr. Ashokkumar Jagdishram Gupta (Chairman and Director) and Mrs. Shamarani Ashokkumar Gupta (Director) to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No. 5.

Item No. 6:- To appoint Mr. Parth Paragbhai Vora (DIN: 08821664) as an Independent Director;

The company had received notice under section 160(1) proposing the name of Mr. Parth Paragbhai Vora, as a non-executive Independent director on the board. Further, the company has received a declaration from Mr. **Parth Paragbhai Vora** to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, Company is required to appoint an Independent Director to fulfill the requirements of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (i.e. Composition of Board).

None of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 6 of the Notice

Brief details of director seeking appointment at the annual General Meeting:

Particulars	Mr. Parth Paragbhai Vora
DIN	08821664
Date of Birth	27/10/1989
Date of first appointment on the Board	
Qualifications	BBA & MBA
Expertise	Mr. Parth Paragbhai Vora aged 32 Years, is a M.B.A. in Management and Accounting. He has a very good knowledge of management and finance. With his appointment, company will gain the advantage of independent views on various prevailing market opportunities and threat that will help the company to operate in smooth and efficient manner.
Names of Listed Companies in which the Director holds Directorship	-
Names of Committees of the other listed Companies in which the Director holds Chairmanship/ Membership	-
Number of Shares held as on March 31, 2020	
Relationships between Directors and Key Managerial Personnel of the Company	

Item No. 7:- Appointment of Mr. Sher Singh Ishwar Singh Shekhawat (DIN: 08821664) as an Independent Director

The Board of Directors on recommendation of Nomination and Remuneration Committee, appointed Mr. Sher Singh Ishwar Singh Shekhawat (DIN: 08821664), as an Additional director of the company and also an Independent Director, not liable to retire by rotation, for a term of five years, subject to the approval of members. Pursuant to the provisions of section 161(1) of the Act, Mr. Sher Singh Ishwar Singh Shekhawat (DIN: 08821664) shall hold office up to the date of this AGM and is being eligible to be appointed as a director on the board.

Further, the company has received a declaration from Mr. Sher Singh Ishwar Singh Shekhawat to the effect that he meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Directors, Key Managerial Personnel

of the Company and their relatives is in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 7 of the Notice

Brief details of director seeking appointment at the annual General Meeting:

Particulars	Mr. Sher Singh Ishwar Singh Shekhawat
DIN	02770665
Date of Birth	15/12/1979
Date of first appointment on the Board	08/07/2020
Qualifications	B. Com
Expertise	Mr. Sher Singh Ishwar Singh Shekhawat aged 40 Years, is a B.Com he has almost 15 years of experience in the business of still industry. he has been engaged in steel and rolling mill business for last 15 years in Bhavnagar.. With his appointment, company will gain the advantage of independent views on various prevailing market opportunities and threat that will help the company to operate in smooth and efficient manner.
Names of Listed Companies in which the Director holds Directorship	-
Names of Committees of the other listed Companies in which the Director holds Chairmanship/ Membership	-
Number of Shares held as on March 31, 2020	
Relationships between Directors and Key Managerial Personnel of the Company	

By order of the Board
Rudra Global Infra Products Limited

Place: Bhavnagar

Date: September 04, 2020

Nikhil Gupta
Managing Director

Route Map for AGM;

Address:-"MD HOUSE", Plot No. 2715/A Near Central Salt, Waghawadi Road, Bhavnagar 364002, Gujarat, India.

