

**Date:** September 04, 2024

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir/Madam,

**Security Id:-RUDRA**

**Security Code:-539226**

**Subject:** Submission of Notice of 14<sup>th</sup> Annual General Meeting of Company;

With reference to the subject cited above, we wish to inform you that the 14<sup>th</sup> Annual General Meeting of the company is scheduled to be held on September 30, 2024 at 10:00 AM.

The notice convening the 14<sup>th</sup> Annual General Meeting is attached herewith and the same shall be uploaded on the website of the company i.e. www.rudratmx.com.

Kindly take the same on your records.

Thank you.

Yours Faithfully,

**For, Rudra Global Infra Products Limited**

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**Sahil Gupta**  
Managing Director  
DIN:- 02941599

Encl.: Notice of 14<sup>th</sup> Annual General Meeting

## RUDRA GLOBAL INFRA PRODUCTS LIMITED

CIN:-L28112GJ2010PLC062324

**Regd. Office:-**Plot No D/60, "Rudra House" 2nd Floor, Near Rammantra Mandir, Kaliabid Bhavnagar 364002, Gujarat, India.

**Website:-**www.rudratmx.com, **E-mail:-** info@mdgroup.in, **Cell No.:-** +91 278 2570133

**Notice for the fourteenth Annual General Meeting**

Notice is hereby given that **fourteenth Annual General Meeting** of members of **RUDRA GLOBAL INFRA PRODUCTS LIMITED** will be held on Monday, September 30, 2024 at 10.00 AM at Plot No D/60, "Rudra House" 2nd Floor, Near Rammantra Mandir, Kaliabid Bhavnagar 364002, Gujarat, India., to transact following business;

**Ordinary Business:-****1. Adoption of Financial Statement;****a. Adoption of Standalone Financial Statement;**

To consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution;**

**Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

**b. Adoption of Consolidated Financial Statement;**

To consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, the Auditor's Report thereon, by passing the following resolution as an **Ordinary Resolution;**

**Resolution:**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, the Auditor's Report thereon be and is hereby considered and adopted."

**2. Re-Appointment of Mr. Ashokkumar Jagdishram Gupta;**

To appoint a director in place of **Mr. Ashokkumar Jagdishram Gupta (DIN: -00175862)**, who retires by rotation and, being eligible, offer himself for re-appointment by passing the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT Mr. Ashokkumar Jagdishram Gupta (DIN: -00175862)**, who retires by rotation and being eligible, offers himself for reappointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**3. Re-appointment of the Statutory Auditors;**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Sections 139, 142 and 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] and pursuant to the recommendation of the Audit Committee, M/s. S D P M & Co., Chartered Accountants, having Firm Registration No. 126741W be and is hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of the 19<sup>th</sup> Annual General Meeting to be held for FY 2028-29 (Five Financial Years Commencing from FY 2024-25 to FY 2028-29), to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

**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 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.”

**Special Business;**

**4. 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 appointed **M/s. Mitesh Suvagiya & Co.**, Cost Accountants as a Cost auditor of the Company, for the Financial Year 2024-25 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** 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 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. Approval 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 for financial year 2024-25:

**Details of Related Party Transactions/ Arrangements/ Contracts;**

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Relationship</b>	<b>Type of Transactions</b>	<b>Maximum Value* of Transaction in every financial year</b>
1	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Sale / Purchase	Up to Rs. 30000 Lakh Individually or in aggregate Per Year.

**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.”

**6. To appoint Mr. Manav Pardeep Gupta (DIN: 10377494) 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 a **Special 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. Manav Pardeep Gupta (DIN: 10377494)**, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom recommendation has received from Board of Directors and Nomination and Remuneration Committee and received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non Executive-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, 2024.”

**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 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.”

**Date:** September 04, 2024

**Place:** Bhavnagar

By order of the Board  
**Rudra Global Infra Products Limited**

**Sahil 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 voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of **September 23, 2024**.
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 Ltd. 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. In compliance with the MCA Circulars, the Notice of AGM is being sent by e-mail to all the members, whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, August 30, 2024 (the 'cut-off date') and who have registered their e-mail addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("RTA") and Physical copy of Notice of AGM is being sent to members whose mail id is not registered with Company/RTA/Depository. However any member desire to get physical copy of Notice can send his/her request on [cs@mdgroup.in](mailto:cs@mdgroup.in). 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](mailto:cs@mdgroup.in).
16. The route map showing directions to reach the venue of the Fourteenth AGM is provided at the end of this Notice;
17. 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.
18. 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 and other circular issued by SEBI Time to Time in this regard, 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 Ltd ("KARVY"). Members are further requested to update their current signature in KARVY system.
19. Members are requested to intimate changes, if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code etc., to their DPs in case shares are held by them in electronic form and to the Company / Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2021/655 dated November 03, 2021 and other circular issued by SEBI Time to Time in this regard in case shares are held by them in physical form.

20. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
21. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom your shares shall vest in the unfortunate event of their death. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission of shares by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).
22. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to RTA, for consolidation of such multiple folios into a single folio.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/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; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; subdivision / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant
24. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:

The BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street, Fort, Mumbai- 400 001

**Instructions to Members**

**I. FOR REMOTE ELECTRONIC VOTING [E-Voting]**

Pursuant to the provisions of section 108 of the Act read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on all resolutions set forth in the notice convening the **14<sup>th</sup> Annual General Meeting (AGM)** scheduled to be held at **10 A.M. on Monday, September 30, 2024.**

The company has engaged the services of KFin Technologies Limited (KFintech) to provide remote e-voting facility for members to cast their votes in a secure manner. Mr. Nandish Dave Proprietor of M/s. N S Dave & Associates, Practicing Company Secretaries will act as the scrutiner to scrutinise e-voting and conduct the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the Rules made there under, the Company has fixed **September 23, 2024**, as the cut-off date. The voting rights of the members / beneficial owners shall be reckoned on the equity shares held by them as on cut-off date, i.e. **September 23, 2024.**

The remote e-voting facility begins on **Friday, September 27, 2024** (9:00 a.m. Indian Standard Time) and ends on **Sunday, September 29, 2024** (5:00 p.m. Indian Standard Time). During this period, the members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting facility shall be disabled by KFintech upon expiry of the aforesaid period. Once the vote on a resolution is cast by a member, he / she shall not be allowed to change it subsequently or cast the vote again.

**A. Login method for remote e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-voting process has been enabled to all individual shareholders who hold shares in dematerialized form, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.

Accordingly, the shareholders would be able to cast their vote without having to register again with the e-voting service provider (ESP). Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> </ul>

	<p>V. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites. Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL is given below:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B. Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode**

- 1) *Members whose email addresses are registered with the Company/ Depository Participants(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:*
  - i) Open your web browser during the voting period and navigate to <https://emeetings.kfintech.com/>
  - ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **E-Voting Event Number 8383 (EVEN)** 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 Kfintech for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, click on "LOGIN".
  - iv) 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, e-mail 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.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the E-Voting event (i.e. **8383**).
  - vii) Select the EVEN of "**Rudra Global Infra Products Limited**" and click on "SUBMIT".
  - viii) Now you are ready for e-voting as "Cast Vote" page opens.
  - ix) 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 not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - x) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.



- x) 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.
  - xii) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
  - xiii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, 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).
  - xiv) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the 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) or alternatively to e-mail, to the scrutiniser at e-mail, [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) The scanned image of the above mentioned documents should be in the naming format "Rudra – 14<sup>th</sup> AGM".
- 2) *Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:*
- (i) Members may temporarily get their email address and mobile number provided with Kfintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
  - (ii) Alternatively, member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - (iii) After receiving the e-voting instructions, members shall follow the aforesaid procedure to cast their votes by electronic means.

### **C. Other Instructions**

- (i) In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - a) 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
    - 1. Example for NSDL:
    - 2. MYEPWD <SPACE> IN12345612345678
    - 3. Example for CDSL:
    - 4. MYEPWD <SPACE> 1402345612345678
    - 5. Example for Physical:
    - 6. MYEPWD <SPACE> XXXX1234567890
  - b) 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.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
    - (i) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of **September 23, 2024**.
    - (ii) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with Kfintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
    - (iii) 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.
    - (iv) Members who have cast their votes through remote e-voting may also attend the AGM. However, those members are not entitled to cast their vote again during the AGM.
    - (v) The Scrutiniser shall immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.
    - (vi) The voting results declared along with the scrutiniser's report will be placed on the company's website, <https://www.rudratmx.com/> and on the website of Kfintech at <https://evoting.kfintech.com/public/Downloads.aspx>

after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

- (vii) Members seeking any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-3094-001 or send a mail to [evoting@kfintech.com](mailto:evoting@kfintech.com).

**Date:** September 04 2024

**Place:** Bhavnagar

By order of the Board  
**Rudra Global Infra Products Limited**

**Sahil 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**

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. 2 of the Notice is provided hereunder;

**BRIEF PROFILE OF MR. ASHOKKUMAR GUPTA (DIRECTOR)**

<b>PARTICULARS</b>	<b>MR. ASHOKKUMAR GUPTA</b>
DIN	00175862
Date of Birth	05/10/1957
Date of first appointment on the Board	16/09/2010
Qualifications	B.A.
Expertise	Mr. Ashokkumar Jagdishram Gupta aged 66 years, a Chairman and Director of our Company. He has been Director of our Company since incorporation and holds Bachelor in Arts. He has more than 36 years of experience in the steel industry.
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, 2024	1,00,11,100/-
Relationships between Directors and Key Managerial Personnel of the Company	Mr. Sahil Gupta a Managing Director of the company is the Son of Mr. Ashokkumar Jagdishram Gupta; Ms. Shamarani Ashokkumar Gupta a Non-Executive Director is the wife of Mr. Ashokkumar Jagdishram Gupta .

**Item No. 3**

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

**BRIEF PROFILE OF STATUTORY AUDITOR**

Name of Firm	S D P M & Co.
Reason of Change	Re-appointment for Second Term
Appointment for the period of	For Five Years Commencing from 2024-25 to 2028-29
Proprietor / Partnership firm	Partnership firm
Firm Registration No.	126741W
Relationship with Directors	Not Related to any director and KMP
Address	1016-18, 10th floor, Anand Mangal-3, Opp. Core House, Near Parimal Cross Roads, Ambawadi, Ahmedabad – 380015.
Peer Reviewed Compliant	Yes
Experience	The Chartered Accountant firm has 16 years of experience, coupled with a dynamic and skilled team, enables us to offer a broad range of financial services with a high degree of expertise. Our commitment to quality and client satisfaction positions us as a trusted advisor in the accounting and financial services industry.

**Item No. 4**

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. Mitesh Suvagiya & Co.** a Cost Accountant having Membership No. 32559, as a 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 2024-25, 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 and Key Managerial Personnel of the Company including their relatives is, in any way concerned with or interested in the said Resolution.

**Item No. 5**

Regulation 23 of the SEBI Listing Regulations, *inter alia*, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower.

In view of the above, Resolution Nos. 5 is placed for approval by the Members of the Company and The Management has provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPTs, subject to approval by the Members at the AGM. The Audit Committee has noted that the said transaction(s) will be at an arm's length pricing basis and will be in the ordinary course of business.

Details of the proposed RPTs of the Company with Rudra Green Ship Recycling Private Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Description	Details of proposed RPTs of Rudra global Infra Products Limited with Rudra Green Ship Recycling Private Limited
1.	a. Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise).	Name of the Related Party:- Rudra Green Ship Recycling Private Limited <b>(CIN:- U74999GJ2018PTC102791)</b> Relation with Company:- 1.) Mr. Ashokkumar Jagdishram Gupta; 2.) Mr. Sahil Ashokkumar Gupta; 3.) Ms. Shamarani Ashokkumar Gupta Directors of the Company are the directors of the <b>Rudra Green Ship Recycling Private Limited (RG SPL)</b>
	b. Type, material terms, monetary value and particulars of the proposed RPTs.	Type :- Sales and Purchase Terms:- The transactions shall be carried out at an arm's length basis and in the ordinary course of business of the Company; Value:- The Company and RG SPL have entered into / propose to enter into the following RPTs during FY25, for an aggregate value not exceeding ₹30000 Lakh.  Actual Value of Transactions with <b>Rudra Green Ship Recycling Private Limited</b> during FY 2023-24 is Rs. 11530.96 Lakh which is approx 20.74 % of Annual Consolidated Turnover of the Company.
	c. Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.	53.96%
2.	Justification for the proposed RPTs	Rudra Green Ship Recycling Private Limited specializes in ship recycling and ship breaking, serving as a key source of steel raw materials.

		The proposed transactions are designed to streamline business operations for both companies. They will ensure a steady and reliable supply of high-quality materials and services, enhancing operational efficiency and productivity. Ultimately, this will support the synergy and sustainability goals of the Company.
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary:	-
	a. Details of the source of funds in connection with the proposed transaction	-
	b. Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: -Nature of indebtedness -Cost of funds and -Tenure	-
	c. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	-
	d. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	-
4.	Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	The pricing mechanism of RPTs would be as per Arm's length criteria. Any valuation or other external report relied upon by the listed entity in relation to the transactions: Nil
5.	Name of the Director or Key Managerial Personnel ('KMP') who is related, if any and the nature of their relationship	1.) Mr. Ashokkumar Jagdishram Gupta; 2.) Mr. Sahil Ashokkumar Gupta; 3.) Ms. Shamarani Ashokkumar Gupta Directors of the Company are the directors of the <b>Rudra Green Ship Recycling Private Limited</b>
6.	Any other information that may be relevant	-

Accordingly, consent of the Members is sought by way of an Ordinary Resolution as set out in Item No. 5 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 financial years from 2024-25 with the various specified related parties.

Accordingly the Board of Directors recommends the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Sahil 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. 6**

Based on Recommendation of the Nomination and Remuneration Committee ('NRC') and on receipt of notice in writing in terms of Section 160(1) of the Companies Act, 2013 from a Member, proposing his candidature for the office of Director, board Proposed the Name of Mr. Manav Pardeep Gupta (DIN: 10377494) as a Non Executive Independent Director of the Company.

Mr. Manav Pardeep Gupta has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Manav Pardeep Gupta is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Manav Pardeep Gupta on the Board of the Company and accordingly the Board recommends the appointment of Mr. Manav Pardeep Gupta as an Independent Director, as proposed in the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

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:**

<b>Particulars</b>	Mr. Manav Pardeep Gupta
DIN	10377494
Date of Birth	27/02/1994
Date of appointment	w.e.f. 30.09.2024
Qualifications	B.Com
Expertise	Mr. Manav Pardeep Gupta, aged 30, holds a Bachelor of Commerce degree and possesses extensive knowledge in the Steel Industry and Marketing. His appointment will provide the company with valuable independent perspectives on current market opportunities and threats, contributing to smoother and more efficient operations.
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, 2024	-
Relationships between Directors and Key Managerial Personnel of the Company.	-

By order of the Board  
**Rudra Global Infra Products Limited**

**Date:** September 04, 2024

**Place:** Bhavnagar

**Sahil Gupta**  
Managing Director  
DIN: 02941599

Route Map for AGM

Address:- "Plot No D/60, "Rudra House" 2nd Floor, Near Rammantra Mandir, Kaliabid Bhavnagar 364002, Gujarat, India".

