



**Date:** September 05, 2023

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 13<sup>th</sup> Annual General Meeting of Company;

With reference to the subject cited above, we wish to inform you that the 13<sup>th</sup> Annual General Meeting of the company is scheduled to be held on Saturday, September 30, 2023 at 10:00 AM.

The notice convening the 13<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](http://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 13<sup>th</sup> Annual General Meeting

## RUDRA GLOBAL INFRA PRODUCTS LIMITED

CIN:-L28112GJ2010PLC062324

Regd. Office:- BL D-60, Kaliabid Shivna Kadiabid, Nr Waghawadi, Bhavnagar 364002, Gujarat, India.

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

## Notice for the Thirteenth Annual General Meeting

Notice is hereby given that **Thirteenth Annual General Meeting** of members of **RUDRA GLOBAL INFRA PRODUCTS LIMITED** will be held on Saturday, September 30, 2023 at 10.00 AM at BL D-60, Kaliabid Shivna Kadiabid, Nr Waghawadi, 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, 2023, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary;**

**Resolution:**

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, 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, 2023, the Auditor's Report thereon, by passing the following resolution as an **Ordinary;**

**Resolution:**

**"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, the Auditor's Report thereon be and is hereby considered and adopted."

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

To appoint a director in place of **Mr. Sahil Ashokkumar Gupta (DIN: - 02941599)**, who retires by rotation and, being eligible, offer himself for re-appointment by passing the following resolution as an **Ordinary Resolution.**

**"RESOLVED THAT Mr. Sahil Ashokkumar Gupta (DIN: - 02941599)**, 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."

**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 has appointed **M/s. Mitesh Suvagiya & Co.**, Cost Accountants as a Cost auditor of the Company, for the Financial Year 2023-24 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".

4. **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 2023-24:

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

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	Up to Rs. 300 Crore Individually or in aggregate Per Year.
2	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Purchase	Up to Rs. 300 Crore 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.”

5. **Sub-Division/Splitting of Equity Shares of the Company**

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 Sections 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Rules, Regulations, Circulars, Notifications etc. issued thereunder and subject to such other approvals, consents, permissions and sanctions as may be required from the appropriate authorities, consent of the members of the Company be and is hereby accorded for the sub-division of each of the equity share of the Company having face value of Rs. 10/- each into two equity shares of face value of Rs. 5/- each with effect from the record date.

**“RESOLVED FURTHER THAT,** pursuant to the Sub-division of equity shares of the Company, all the Authorized, Issued, Subscribed and Paid-up Equity Shares of the nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof), shall stand sub-divided into equity shares of the nominal value of Re. 5/- (Rupee Five Only) each, as given below:

	Pre Split			Post Split		
	Shares	Value per Share	Amt.	Shares	Value per Share	Amt.
Authorised Share Capital	2,55,00,000	10/-	25,50,00,000/-	51,000,000	5/-	255,000,000/-
Issued and Subscribed Share Capital	2,50,85,957	10/-	25,08,59,570/-	5,01,71,914	5/-	25,08,59,570/-
Paid up Share Capital	2,50,85,957	10/-	25,08,59,570/-	5,01,71,914	5/-	25,08,59,570/-

**“RESOLVED FURTHER THAT** upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect on and from the record date to be fixed by the Company and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company with equity shares of face value of Rs. 5/- in lieu of such existing share certificates subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014 and in case of members who hold the equity shares in dematerialized form, the sub-divided equity shares of face value of Rs. 5/- each shall be credited proportionately to the respective beneficiary account of the Members with their respective depository participants and the Company shall undertake such corporate action(s) as may be necessary in relation to the equity shares, whether in physical form or in dematerialized form.

**“RESOLVED FURTHER THAT,** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of shares without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to that end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be

deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and is hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates of face value of Rs.10/- without its surrender; (c) issue new share certificates of the face value of Re. 5/- each in lieu of the old/existing share certificates; (d) sign such new share certificates in accordance with the provisions/rules relating thereto; (e) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (f) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the aforesaid resolutions.”

**6. Increase of Authorized Share Capital and Consequent Alteration of Memorandum of Association of the Company;**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13 sub-section (1), 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) and the provision of Memorandum of Association and Article of Association of the Company the Equity Listing Agreement entered into with Stock Exchange by the company subject to such other approvals, consent, permissions and sanction if any other Law for the time being in force, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company From Rs. 25,50,00,000 (Rupees Twenty Five Crore Fifty Lakh only) divided into 2,55,00,000 (Two Crore Fifty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Each) to Rs. 51,00,00,000 (Rupees Fifty One Crore only) divided into 10,20,00,000 (Ten Crore Twenty Lakh) Equity shares of Rs. 5/- (Rupees Five only) each rank pari passu in all respect with the existing shares of the Company and consequently, the existing Clause V of the Memorandum of Association of the Company, be and is hereby substituted as follow:

**V. “The Authorized Share Capital of the Company is Rs. 51,00,00,000/- (Rupees Fifty One Crore only) divided into 10,20,00,000 (Ten Crore Twenty Lakh) Equity shares of Rs. 5 (Rupees Five only) each.”**

**RESOLVED FURTHER THAT** Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining the necessary approvals whether statutory or contractual or otherwise and to settle any/ all matters arising out of and/ or incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters, things etc., as may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution and to delegate all or any of the powers herein vested in the Board to any Officer(s) of the Company as may be required to give effect to the above resolution.”

**7. Issue of Bonus Shares**

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

“**RESOLVED THAT** pursuant to the Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable Regulations and Guidelines issued by the Securities and Exchange Board of India (the “SEBI”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the members of the Company be and is hereby accorded for such sums as may be determined to be required by the Board, from and out of the amount standing to the credit of the General Reserves including Security Premium account of the Company as at March 31, 2023, to capitalize and transfer to the Share Capital Account, for the purpose of allotment of new equity shares of the Company of Rs. 5/- (Rupees Five only) each as fully paid-up Bonus Shares, to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, in the proportion of (1:1) one new equity share for every one existing equity share, held by the Members of the Company, whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the Depositories, as on the record date to be fixed by the Board in this regard.

**RESOLVED FURTHER THAT** the new equity shares of Rs. 5/- (Rupee Five only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

**RESOLVED FURTHER THAT** the bonus shares shall be issued to the allottees in the same mode as existing shares are held by them on the record date and the bonus equity shares in physical form shall thereafter be dispatched to the allottees, except in respect of those allottees who hold existing equity shares in dematerialized form, within the period prescribed or that may be prescribed in this behalf, from time to time.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to file any documents with the Securities and Exchange Board of India, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto.”

**Date:** September 05 2023

**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, 2023**.
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 only 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, September 01, 2023 (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"). However any member desire to get physical copy of Notice can send his/her request on 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.
16. The route map showing directions to reach the venue of the Thirteenth 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, 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 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 **13<sup>th</sup> Annual General Meeting (AGM)** scheduled to be held at **10 A.M. on Saturday, September 30, 2023.**

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, 2023**, 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, 2023.**

The remote e-voting facility begins on **Wednesday, September 27, 2023** (9:00 a.m. Indian Standard Time) and ends on **Friday, September 29, 2023** (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> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Follow the steps given in point 1</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> </ul>

	<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:

<b>Login type</b>	Helpdesk details
<b>Securities held with NSDL</b>	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
<b>Securities held with CDSL</b>	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 7656 (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. **7656**).
  - 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.
  - xi) 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 – 13<sup>th</sup> AGM".
- 2) *Members whose email IDs are not registered with the Company/Depository Participants(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/mobilereg/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, 2023**.
    - (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 05 2023

**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 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. 2 of the Notice is provided hereunder;

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

PARTICULARS	MR. SAHIL ASHOKKUMAR GUPTA
DIN	02941599
Date of Birth	27/10/1991
Date of first appointment on the Board	15/06/2021
Qualifications	B.B.A.
Expertise	Mr. Sahil Ashok Gupta, aged 31 years. He holds Bachelor’s in Business Administration from Gujarat University. He has more than 10 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, 2023	56,38,575/-
Relationships between Directors and Key Managerial Personnel of the Company	Mr. Ashokkumar Jagdishram Gupta a Non-Executive Director is the Father of Sahil Gupta; Ms. Shamarani Ashokkumar Gupta a Non-Executive Director is the Mother of Sahil 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. 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 2023-24, 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.

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

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

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	Up to Rs. 300 Crore Individually or in aggregate.	1.) Ashokkumar Jagdishram Gupta; 2.) Sahil Ashokkumar Gupta; 3.) Shamarani Ashokkumar Gupta
2	Rudra Green Ship Recycling	Directors of the Company are	Purchase	Up to Rs. 300 Crore Individually or in	1.) Ashokkumar Jagdishram Gupta; 2.) Sahil Ashokkumar Gupta;

	Private Limited	Directors		aggregate.	3.) Shamarani Ashokkumar Gupta
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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 financial years from 2023-24 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. 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. 5**

Equity shares of the Company are listed and are being traded on BSE Limited (BSE). In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base the small investors base, the Board of Directors of the Company, at its meeting held on September 05, 2023 has recommended to sub-divide (split) the nominal/face value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of face value Rs. 5/- (Rupee Five Only) each, subject to the approval of the Members. Articles of Association of the Company permit sub-division of shares subject to approval of Members.

Upon approval of the shareholders for sub-division of equity shares, in case the equity shares are held in physical form, the old share certificate(s) of the face value of Rs. 10/- each will stand automatically cancelled on the record date and the new share certificate(s) of nominal value of Rs. 5/- each, fully paid-up, will be dispatched to the shareholders without necessity of surrendering the old share certificate(s) of the face value of Rs. 10/- each. In case the equity shares are held in dematerialized form, the sub-divided equity shares will be directly credited to the shareholder's demat account on the record date in lieu of their existing equity shares.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in notice (refer Item No. 5) as an Ordinary Resolution.

**Item No. 6**

At present the authorized share capital of the company is Rs. 25,50,00,000 (Rupees Twenty Five Crore Fifty Lakh only) divided into 2,55,00,000 (Two Crore Fifty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Each) each out of which paid up share capital of the company is Rs. 25,08,59,570 (Rupees Twenty Five Crore Eight Lakh Fifty Nine Thousand Five Hundred and Seventy) divided into 2,50,85,957 (Two Crore Fifty Lakh Eighty Five Thousand Nine Hundred and Fifty Seven) equity Shares of Rs. 10 (Rupees Ten) each.

The Board of Directors of the Company in its meeting held on September 05, 2023 have recommended the sub-division of equity shares of Rs. 10/- each into denomination of Rs. 5/- each and to issue the bonus shares at the Ratio of 1:1 (i.e. one Fully paid up equity shares for every 1 (one) equity share held), subject to approval of members of the Company, Accordingly, Pursuant to the said sub-division as set out in item No. 5 and issuance of bonus shares as set out in item No. 7 would require increase in the authorized share capital of the Company and revised authorized share capital of your company will be **Rs. 51,00,00,000/- (Rupees Fifty One Crore only) divided into 10,20,00,000 (Ten Crore Twenty Lakh) Equity shares of Rs. 5 (Rupees Five only) each."**

Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to increase the Authorised share capital. As per the provisions of sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company.

Accordingly, the Board recommends passing of the Resolution set out in notice (refer Item No. 6) as a Special Resolution.

**Item No. 7**

As per the section 63 of the Companies Act, 2013 a Company can issue Bonus Shares if only its Article of Association permits to do so. Board of the directors of the Company in their meeting held on September 05, 2023 accorded their consent for issuance of Bonus shares in the ratio of 1:1 (i.e. one Fully paid up equity shares for every 1 (one) equity share held).

As per the provisions of the section 63 of the Companies Act, 2013 approval of the shareholders is required to be accorded for the issuance of the Bonus Shares to the Members of the Company.

Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2009 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their respective shareholding, if any, in the Company. Accordingly, the Board recommends passing of the Resolution set out in the notice (refer Item No. 7) as a Ordinary Resolution.

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

**Date:** September 05, 2023  
**Place:** Bhavnagar

**Sahil Gupta**  
Managing Director  
DIN: 02941599

**Route Map for AGM**

**Address:-** " BL D-60, Kaliabid Shivna Kadiabid, Nr Waghawadi, Bhavnagar 364002, Gujarat, India".

