



एक एक सरिये की गारंटी !



RUDRATMTMX

PURITY. STRENGTH. TRUST

**RUDRA GLOBAL INFRA PRODUCTS
LIMITED**

**Annual Report
2019-20**



**GERMAN
TECHNOLOGY
THERMAX
CERTIFIED**



**LOW
SULPHUR
LOW
PHOSPHORUS**



**FULLY
AUTOMATED
FULLY
INTEGRATED**

INDEX

Sr. No.	Particular	Pages
1	Corporate Information	2
2	Letter to Shareholders	4
3	Notice of Annual General Meeting	5
4	Board of Director's Report	16
5	Annexure to the Board of Director's Report:	
	Annexure - I : Corporate Governance	22
	Statutory/Secretarial Auditor's Certificate on Corporate Governance	36
	Annexure- II : Management Discussion Analysis Report	37
	Annexure - III : Conservation of Energy	39
	Annexure - IV : Corporate Social Responsibility	41
	Annexure - V : Extract of Annual Return (Form MGT- 9)	42
	Annexure – VI A : Secretarial Audit Report	48
	Annexure – VI B Annual Secretarial Compliance Report	51
	Annexure - VII : Details of Subsidiary (AOC-1)	53
	Annexure - VIII : Related Party Transaction (Form AOC- 2)	54
	Annexure - IX : Declaration on Code of Conduct	55
	Annexure - X : Letter from Chief Financial officer and Chief Executive officer	55
	Annexure - XI : Certificate from Practicing Company Secretary	57
	Annexure - XII : Particulars of Employees	58
	Annexure - XIII : Nomination and Remuneration Policy	59
6	Financial Section:	
	Standalone Independent Auditors' Report	63
	Standalone Statement of Balance sheet	70
	Standalone Statement of Profit & Loss Account	71
	Standalone Statement of Cash flow	72
	Standalone Notes forming part of Financial Statement	74
	Consolidated Independent Auditors' Report	94
	Consolidated Statement of Balance sheet	99
	Consolidated Statement of Profit & Loss Account	100
	Consolidated Statement of Cash flow	101
	Consolidated Notes forming part of Financial Statement	103
7	Annexure - XIV : Request Letter for updating Records	126
8	Proxy Form	127
9	Attendance Slip	129

::: Corporate information :::

The Board of Directors

Mr. Ashok Kumar Gupta DIN:-00175862 Chairman and Non-Executive Director	Mr. Nikhil Gupta DIN:-01069514 Managing Director	Mrs. Shamarani Gupta DIN:-01811489 Woman Non-Executive Director
*Mr. Vikram Shah DIN:-07187024 Independent Director	Mr. Vinodkumar Jangid DIN:- 07865629 Independent Director	**Mr. Sher Singh Shekhawat DIN:- 02770665 Additional Independent Director

*Mr. Vikram Shah's tenure as a director had completed on May 15, 2020 and he shows his unwillingness for reappointment on the board for Second Term.

** Mr. Sher Singh Shekhawat has been appointed by Board of Directors as an Additional Independent Director on July 08, 2020.

Management Team

Mr. Vivek Tyagi Chief Executive Officer	Mr. Arvind Jejurikar Chief Financial Officer
Mr. Vimal Dattani Company Secretary & Compliance Officer	

Board Committees for F.Y. 2019-20

<u>Audit Committee</u>		
*Mr. Vikram Shah Chairperson of committee	Mr. Ashok Kumar Gupta Member of Committee	Mr. Vinodkumar Jangid Member of Committee
<u>Stakeholders' Relationship Committee</u>		
*Mr. Vikram Shah Chairperson of committee	Mr. Ashok Kumar Gupta Member of Committee	Mr. Vinodkumar Jangid Member of Committee
<u>Nomination & Remuneration Committee</u>		
*Mr. Vikram Shah Chairperson of committee	Mr. Ashok Kumar Gupta Member of Committee	Mr. Vinodkumar Jangid Member of Committee
<u>Corporate Social Responsibility Committee</u>		
*Mr. Vikram Shah Chairperson of committee	Mr. Ashok Kumar Gupta Member of Committee	Mr. Vinodkumar Jangid Member of Committee

*Mr. Vikram Shah's tenure as a director had completed on May 15, 2020 and he shows his unwillingness for reappointment on the board, hence he ceased to be a chairperson of the Audit Committee.

-: AUDITOR INFORMATION:-

*JOINT STATUTORY AUDITORS M/S. J. VAGERIYA & ASSOCIATES, CHARTERED ACCOUNTANTS (REGISTRATION NO. 124193W) AND M/S. SUNIL DAD & CO., CHARTERED ACCOUNTANTS (REGISTRATION NO. 126741W)	SECRETARIAL AUDITOR N S DAVE & ASSOCIATES PRACTICING COMPANY SECRETARIES JAMNAGAR	COST AUDITOR DIWANJI & COMPANY COST ACCOUNTANTS BARODA
--	--	--

CORPORATE & REGISTERED OFFICE MD HOUSE, Plot No 2715-A, Near Central Salt, Waghawadi Road, Bhavnagar- 364 002, Gujarat, India. Tel: +91 278-2570133, Fax: +91 278-2570133 Email: info@mdgroup.in Website: www.rudratmx.com,	FACTORY ADDRESS Survey No.144, Paiki 1&2, Survey No 145, Paiki 1, Village: - Nesada, Taluka: - Sihor, District: Bhavnagar, State: - Gujarat, India.
Listed on Bombay Stock Exchange	Scrip code 539226
Registrar and Share Transfer Agents M/s. Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032	ISIN INE027T01015
Bankers Punjab National Bank, Gujarat	Contact Details for Investors: Compliance Officer – CS Vimal Dattani mail id: cs@mdgroup.in

LETTER TO SHAREHOLDERS

Dear Shareholders,

I, Nikhil Gupta, Managing Director of the Company, heartily welcome you all to this Tenth Annual General Meeting being held at Bhavnagar.

This is the fifth year of operations of the Company after IPO. This was a very difficult year for the economy in general & your company in particular. The overall recessionary trend prevailing in the market coupled with wild fluctuations in steel prices affected the performance of the Company. Apart from volatility, there was overall southward movement in prices of steel which badly affected the bottom line of the Company.

Your Company is in the process of adopting the most suitable business model which will enable it to tide over the crisis.

I would like to thank the entire management team, the entire work force, the Bankers and also Business Associates for enabling your Company to grow. I also take this opportunity to thank my fellow Directors for their immense efforts in formulating and steering your Company's strategies and policies.

This year, as the previous one, witnessed high volatility in market conditions. Your Company could withstand this only on account of efforts at all levels. Your Company is presently focusing on improving efficiency and also on tackling vibrant and volatile market conditions by adopting different business models. I am confident that your Company will achieve greater heights in the times to come and also will deliver long term value addition to its shareholders.

Yours sincerely,

Nikhil Gupta

Managing Director,

RUDRA GLOBAL INFRA PRODUCTS LIMITED

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

CIN:-L28112GJ2010PLC062324

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

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

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

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

2. Retire by Rotation;

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

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

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

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

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

4. Approval and Ratification of Material Related Party Transactions.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Date:- September 04 2020

Place: Bhavnagar

By order of the Board

RUDRA GLOBAL INFRA PRODUCTS LIMITED

Nikhil Gupta

Managing Director

Note:-

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

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

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