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RUDRATMTMX

PURITY. STRENGTH. TRUST

**RUDRA GLOBAL INFRA PRODUCTS
LIMITED**

**Annual Report
2021-22**



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--: Corporate information ::-

The Board of Directors

Mr. Ashok Kumar Gupta DIN:-00175862 Chairman and Non-Executive Director	Mr. Sahil Gupta DIN:- 02941599 Managing Director	Mrs. Shamarani Gupta DIN:-01811489 Woman Non-Executive Director
Mr. Parth Vora DIN:- 08821664 Independent Director	Mr. Vinodkumar Jangid DIN:- 07865629 Independent Director	Mr. Anish Gupta DIN:- 08902781 Independent Director

Management Team

Mr. Vivek Tyagi Chief Executive Officer	Mr. Mayur Nagar Chief Financial Officer
Mr. Vimal Dattani Company Secretary & Compliance Officer	

Board Committees for F.Y. 2021-22

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

-: Auditor Information:-

<p>STATUTORY AUDITOR</p> <p>M/s. S. D. P. M. & Co. (Formerly Known as Sunil Dad and Co.) CHARTERED ACCOUNTANTS (REGISTRATION NO. 126741W)</p>	<p>SECRETARIAL AUDITOR</p> <p>N S DAVE & ASSOCIATES PRACTICING COMPANY SECRETARIES JAMNAGAR</p>	<p>COST AUDITOR</p> <p>DIWANJI & COMPANY COST ACCOUNTANTS BARODA</p>
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<p>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</p>	<p>FACTORY ADDRESS Survey No.144, Paiki 1&2, Survey No 145, Paiki 1, Village: - Nesada, Taluka: - Sihor, District: Bhavnagar, State: - Gujarat, India.</p>
<p>LISTED ON BSE Limited</p>	<p>SCRIP CODE 539226</p>
<p>REGISTRAR AND SHARE TRANSFER AGENTS M/s KFin Technologies Ltd, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032</p>	<p>ISIN INE027T01015</p>
<p>BANKERS Punjab National Bank, Gujarat.</p>	<p>CONTACT DETAILS FOR INVESTORS: Compliance Officer – CS Vimal Dattani mail id: cs@mdgroup.in</p>

Letter to Shareholders

Dear Shareholders,

I, Sahil Gupta, Managing Director of the Company, heartily welcome you all to this Twelfth Annual General Meeting being held at Bhavnagar. We are in the midst of a humanitarian crisis. Its scale, severity and geographical spread are unseen in a century. It has filled the hearts of all Indians with enormous pain and grief. Several of our employees and shareholders have borne the brunt of this pandemic. Within our Rudra Group Family, the suffering of any member becomes suffering of all. I, and my colleagues on the Board offer our heartfelt condolences to all those in our Rudra Family who have lost their loved ones to this pandemic.

I now request that all of us observe a minute of silence in memory of the departed souls.

This is the Seventh year of operations of the Company after IPO. Economically Financial year 2021-22 was satisfactory for the company, Company had initiated many steps to restore the Company's financial position but emotionally Financial year 2021-22 was worst, as one of the dynamic Founder and Managing Director, Mr. Nikhil Gupta is no longer with us and had been passed away in Corona Pandemic. The enterprise shall permanently deprive itself of his exceptional ability to conduct business.

Apart from overall recessionary trend prevailing in the market coupled with wild fluctuations in steel prices, Company's performance during the year was satisfactory. I am also happy to inform you that your company has improved its performance by leaps and bounds. While ensuring improvement in profitability even in volatile times, your company has also succeeded in streamlines its operations which has played major role in achieving this improvement. The revenue of the Company have increased by 45.85% over the previous year.

This improvement in performance was possible mainly on account of optimal use of available resources by using best possible business model and also continued support of the investors and stakeholders. This was supplemented by support at all the level of operations by all the staff members of your Company.

Further, in this integrated report, Company has tried to cover Financial and non financial performance for FY 2021-22. As a Company we always believe that transparency is core factor for development of the Company and it maintains the trust level of the shareholders.

I would like to thank the entire management team, 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.

Thank You.

Yours sincerely,

Sahil Gupta

Managing Director,

Rudra Global Infra Products Limited

RUDRA GLOBAL INFRA PRODUCTS 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 Twelfth Annual General Meeting

Notice is hereby given that **Twelfth Annual General Meeting** of members of **RUDRA GLOBAL INFRA PRODUCTS LIMITED** will be held on Friday, September 30, 2022 at 10.00 AM at 201 & 202, Leela Eface, Waghawadi Road, 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, 2022, 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, 2022, 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, 2022, 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, 2022, the Auditor's Report thereon be and is hereby considered and adopted."

2. Re-Appointment of Mrs. Shamarani Ashokkumar Gupta;

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 by passing the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT Mrs. Shamarani Ashokkumar Gupta (DIN: - 01811489), who retires by rotation and being eligible, offers herself for reappointment be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business;

3. Re-Appointment of Mr. Sahil Ashok Gupta (DIN: 02941599) as a Managing Director

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 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and made thereunder (hereinafter referred to as "the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approvals as may be necessary, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sahil Ashok Gupta (DIN: 02941599) as a Managing Director of the Company liable to retire by rotation, for a period of 5 years w.e.f. May 16, 2023 on such terms and Conditions set-out in the Explanatory Statement annexed to the Notice convening this meeting;

"RESOLVED FURTHER THAT, Mr. Sahil Gupta shall exercise substantial powers of management subject to superintendence, control and direction of the Board of Directors of the Company.

"RESOLVED FURTHER THAT the actual amount of salary and commission to be paid to Mr. Sahil Gupta for each year and periodicity of payment shall be decided by the Board from time to time which shall include any committee of the Board specifically authorised for this purpose from time to time (hereinafter referred to as "the Board").

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year, the Company shall pay Mr. Sahil Gupta, in respect of such Financial Year, remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit, subject to the limits and conditions prescribed in Section II of Part II Schedule V to the Act for the time being in force."

"RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution."

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 has appointed **M/s. Mitesh Suvagiya & Co.,** Cost Accountants as a Cost auditor of the Company, for the Financial Year 2022-23 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".

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 2022-23:

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.
3	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Loan Given	Up to Rs. 300 Crore Individually or in aggregate Per Year.
4	Rudra Green Ship Recycling Private Limited	Directors of the Company are Directors	Loan Taken	Up to Rs. 300 Crore Individually or in aggregate Per Year.
5	Shamarani Gupta	Director of the Company	Rent Payment for Office Premises	Up to Rs. 6 Lakh Individually or in aggregate Per Year.
6	Sonthalia Steel Rolling Mills Private Limited	Directors of the Company are Directors	Sale	Up to Rs. 5 Crore Individually or in aggregate Per Year
7	Sonthalia Steel Rolling Mills Private Limited	Directors of the Company are Directors	Purchase	Up to Rs. 5 Crore Individually or in aggregate Per Year
8	Sahil Gupta	Managing Director of the Company	Remuneration	Up to Rs. 60 Lakh Per year
9	Rudra Aerospace Private Limited	Wholly Owned Subsidiary	Sale	Up to Rs. 1 Crore Individually or in aggregate Per Year
10	Rudra Aerospace Private Limited	Wholly Owned Subsidiary	Purchase	Up to Rs. 1 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."

Date: September 03 2022

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 Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2022 To September 30, 2022 (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 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. 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 26, 2022.
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 Twelfth 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 Ltd ("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-XIII"
20. 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.
21. 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.
22. 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).
23. 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.
24. 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
25. The name and address of the Stock Exchange where the Company's Shares are listed, is given below:
The BSE Limited
25th 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 **12th Annual General Meeting (AGM)** scheduled to be held at **10 A.M. on Friday, September 30, 2022.**

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 scrutiniser 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, 2022**, 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, 2022.**