



INDAG RUBBER LIMITED

CIN : L74899DL1978PLC009038

Regd. Office: 11, Community Centre, Saket, New Delhi-110017.

Landline No. 011-26963172/73; E-mail Id:- info@indagrubber.com; Website: www.indagrubber.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-THIRD (43rd) ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF INDAG RUBBER LIMITED (“the Company”) WILL BE HELD ON THURSDAY, JULY 28, 2022 AT IST 03:00 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”), TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the company, and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTIONS:**

a) **Audited standalone financial statements of the company for the financial year ended March 31, 2022.**

“**RESOLVED THAT** the audited standalone financial statements of the Company including the balance sheet as at March 31, 2022, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”

b) **Audited consolidated financial statements of the company for the financial year ended March 31, 2022.**

“**RESOLVED THAT** the audited consolidated financial statements of the Company including the balance sheet as on March 31, 2022, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted.”

2. To declare the Final Dividend and confirm payment of Interim Dividend for the financial year 2021-2022, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the recommendation of the Board of Directors, final dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each, in addition to the interim dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each already paid, be and is hereby declared out of the current profits and / or General Reserves of the Company for the financial year ended March 31, 2022 and that the same be paid, to those Members whose names appear on the company’s register of members as on July 28, 2022 (if shares held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on the close of business hours on July 21, 2022 (if shares held in dematerialized form).”

3. To appoint a Director in place of Mr. Uday Harsh Khemka (DIN-00323609) who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Uday Harsh Khemka (DIN-00323609), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

4. To reappoint Khanna & Annadhanam, Chartered Accountants (FRN. 001297N) as the Statutory Auditors of the Company for the second term of 5 consecutive years and fix their remuneration, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Audit & Auditors) Rules, 2014 (“Rules”), the

provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Regulations"), including any statutory enactment or modification thereof, and based on the recommendations of the Audit Committee and the Board of Directors of the Company, Khanna & Annadhanam, Chartered Accountants (FRN. 001297N), who have confirmed their eligibility for appointment as Statutory Auditors in terms of Section 141 of the Act and Rules be and are hereby reappointed as the Statutory Auditors of the Company, to hold office for a second term of 5 (five) consecutive years from the conclusion of the 43rd Annual General Meeting until the conclusion of the 48th Annual General Meeting of the Company.

RESOLVED FURTHER THAT approval be and is hereby accorded for payment of fees of Rs.23,75,000 per annum plus reimbursement of out of pocket expenses and applicable taxes to Statutory Auditors, and the Board of Directors be and is hereby authorised to vary, modify, amend the fees from time to time."

AS SPECIAL BUSINESS:

5. **Fixation of the remuneration of the Cost Auditors of the company for the FY 2022-2023.**

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 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2022 till March 31, 2023."

6. **To approve partial modification of the earlier resolution for payment of Commission to Directors other than the Managing Director/Whole-Time Director.**

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 149(9) and 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and rules made thereunder and Regulation 17(6)(a) and any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, from time to time), consent of the members be and is hereby accorded for payment of profit related commission for each financial year commencing from April 1, 2020, of a sum not exceeding in aggregate 1% (one percent) of the net profits of the company, computed in accordance with the provisions of Section 198 of the Act or within the limits as specified under Schedule V of the Act, if in any financial year the company has no profits or inadequate profits, to its Non-Executive Directors (including Independent Directors) and such remuneration or commission to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above commission shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for rendering services of professional nature and reimbursement of expenses for participation in the Board and other committee meetings."

By Order of the Board of Directors
For **Indag Rubber Limited**

Place: New Delhi
Date: April 23, 2022

Manali D. Bijlani
Company Secretary
F4704

NOTES

In view of the continuing COVID-19 pandemic and pursuant to Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 and all other relevant circulars issued from time to time and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 43rd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 43rd AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/OAVM.

This notice is sent to all the members whose name appears as on July 01, 2022 in the Register of Members.

1. PURSUANT TO THE CIRCULAR NO. 14/2020 DATED APRIL 08, 2020, ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, THE FACILITY TO APPOINT PROXY TO ATTEND AND CAST VOTE FOR THE MEMBERS IS NOT AVAILABLE FOR THIS AGM. HOWEVER, THE BODY CORPORATES ARE ENTITLED TO APPOINT AUTHORISED REPRESENTATIVES TO ATTEND THE AGM THROUGH VC/OAVM AND PARTICIPATE THERE AT AND CAST THEIR VOTES THROUGH E-VOTING.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indagrubber.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
5. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
6. The Register of Members and Share Transfer Books of the Company will remain closed from July 22, 2022 to July 28, 2022 (both days inclusive)
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Final Dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each (75%) has been recommended by the Board of Directors, subject to the approval of the members at the ensuing Annual General Meeting for the year ended on March 31, 2022 which is proposed to be paid on or before August 27, 2022. The Interim Dividend of Rs. 0.90/- per equity share, for the Financial Year 2021-22, was declared on November 12, 2021 and paid on December 08, 2021.

9. Members may note that pursuant to Income-Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1st April 2020, shall be taxable in the hands of the Members and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to Members. The TDS rate would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company.

Members may kindly refer to the website link:

https://indagrubber.com/uploads/document/Email_to_Shareholders_reg_TDS_on_Final_Div_2020-21.pdf for further information. The members are requested to update their PAN with the RTA (if shares held in physical mode) and with depositories (if shares held in demat mode).

10. Members who have not encashed their dividend warrants are advised to write to the Company immediately for claiming dividends declared by the Company, which are yet to be transferred to IEPF.
11. Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
12. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 / or via email at admin@skylinerta.com about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID/ Client ID and email address.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (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.,:
- For shares held in electronic form:** to their Depository Participants (DPs)
 - For shares held in physical form:** 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 3, 2021. The Company has sent intimation for furnishing the required details. Members may also refer to website of the Company at <https://indagrubber.com/investorrelation/detail/5/25> for more details.
14. 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; sub-division/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, the format of which is available on the Company's website at <https://indagrubber.com/investorrelation/detail/5/25>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. 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.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://indagrubber.com/investorrelation/detail/5/25>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to RTA in case the shares are held in physical form.
18. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants (DPs) with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the RTA / Company.
19. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 43rd Annual General Meeting and Annual Report for the year 2021-2022 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Notice of 43rd Annual General Meeting and Annual Report for the year 2021-2022 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meetings of the Company.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
21. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed w.r.t the Meeting.
22. Voting through electronic means
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has authorised National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue for voting on the date of the AGM will be provided by NSDL.
 - b. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on July 21, 2022 (the "Cut-off Date") only shall be entitled to vote through e-voting facility w.r.t. the AGM. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
 - c. Persons who have acquired shares and become members of the Company after electronic dispatch of Notice of AGM but before cut-off date of July 21, 2022 may obtain their USER ID and password for e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi- 110020 / or via email at admin@skylinerta.com or from NSDL.
 - d. The remote e-voting period begins on July 25, 2022 at 09:00 A.M. and ends on July 27, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 21, 2022, may cast their vote electronically. The voting right of shareholders shall be

in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 21, 2022.

- e. Members attending the meeting, through VC / OAVM facility, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, through VC / OAVM facility, but shall not be entitled to cast their vote again.

f) Instructions for e-voting are as under-

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="490 833 1213 1166">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re- directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="490 1179 1213 1284">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp
	<ol style="list-style-type: none"> <li data-bbox="490 1297 1213 1639">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical		Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@indagrubber.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nSDL.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in

nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at info@indagrubber.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@indagrubber.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@indagrubber.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 43rd AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN and Mobile Number at info@indagrubber.com on or before July 21, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM
6. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.
- g) During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, at website of the Company at https://indagrubber.com/home/investor_relation/1.
- h) The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
- i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated scrutinizer'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. The results will be announced within the time stipulated under the applicable laws.
- j) The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company www.indagrubber.com and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange where the shares of the Company are listed.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Director eligible for re-appointment vide item no. 3 is as follows:

Item No.	3
Name	Mr. Uday Harsh Khemka
DIN	00323609
Date of Birth/Age	11-07-1965
Date of first Appointment in the current designation	08-10-2014
Qualifications	Educated at Eton College, he received his undergraduate and Master's degrees at Cambridge University and received an MBA with distinction from Harvard Business School (Baker Scholar).
Experience in specific functional areas	Mr. Uday Khemka is Vice-Chairman of the SUN group of companies and has more than 26 years of investment, investment banking and entrepreneurial experience. He serves on the Board of various companies and had been elected a young global leader at the World Economic Forum in Davos.
Terms and condition of appointment/ re-appointment	Re-appointment as Non-Executive Director (Interested), liable to retire by rotation.
Details of remuneration last drawn (2021-2022)	NIL
No. of Board Meeting attended during the year	05
Directorship held in other Listed Entities (along with listed entities from which the person has resigned in the past three years)	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Number of shares held in the company (including shareholding as a beneficial owner)	12,50,750 equity shares of Rs. 2 each (jointly held with Ms. Nitya Mohan Khemka)
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Nand Lal Khemka (Father) Mr. Shiv Vikram Khemka (Brother)
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Item no. 4: Reappointment of Khanna & Annadhanam, Chartered Accountants as the Statutory Auditors for the second term of 5 consecutive years and fixation of remuneration

Khanna & Annadhanam, Chartered Accountants (FRN. 001297N) were appointed as Statutory Auditors at the 38th Annual General Meeting of the Company held on June 19, 2017 for a period of 5 years, to hold office till the conclusion of the 43rd AGM. They are eligible for re-appointment as Statutory Auditors for a second term of maximum 5 years.

The Audit Committee and the Board, taking into account the credentials and also based on the evaluation of the quality of audit work done by the statutory auditors, recommends the ordinary resolution as set out in item no.4 of this notice for the re-appointment of Khanna & Annadhanam, Chartered Accountants for the second term of five years to hold office from the conclusion of the 43rd AGM till the conclusion of the 48th AGM at a fees of Rs.23,75,000 per annum plus reimbursement of out of pocket expenses and applicable taxes. It is further recommended that the Board of Directors of the Company may vary, modify or amend the statutory audit fee from time to time.

The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by the statutory auditors, which is in line with the industry benchmarks.

The fees for any other services and statutory certifications will be in addition to the audit fee as above and will be as determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

Khanna & Annadhanam, Chartered Accountants (FRN. 001297N) is an established chartered accountancy firm, head quartered in New Delhi with its operations adequately supported by qualified professionals and staff.

None of the Directors and/or KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item no. 4 of the Notice for the approval of the shareholders.

Item No. 5: Fixation of remuneration of Shome & Banerjee, Cost Auditors.

Shome & Banerjee, Cost Accountants were appointed as the Cost Auditors of the Company by the Board at its meeting held on April 23, 2022 for the financial year 2022-2023, as recommended by the Audit Committee.

The Board of your company thought fit to fix the remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expense, subject to the approval of the members.

Shome & Banerjee, Cost Accountants are not related to any director of the Company.

None of the Directors and/or KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution. The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

Item No. 6: Approval for partial modification of the earlier resolution for payment of Commission to Directors other than the Managing Director/ Whole-Time Director.

In the 39th Annual General Meeting of the company held on August 14, 2018, members had approved the payment of commission to Non-Executive Directors ("NEDs") including Independent Directors not exceeding 1% of the net profits of the company computed in accordance with the provisions of the Act, for each financial year commencing from April 1, 2018.

Pursuant to the Companies (Amendment) Act, 2020 read with the notifications issued by the Ministry of Corporate Affairs dated March 18, 2021 section 149(9), 197(3) and schedule V of the Act got amended and allowed the

companies to pay the remuneration to NEDs including Independent Directors in case of no profit or inadequacy of profits, within the limits of Schedule V of the Act. Your company believes in the philosophy to remunerate adequately to the NEDs for giving their time to the Company and their inputs in the strategic decisions of the Company. Therefore, it is proposed to take approval of shareholders by way of an ordinary resolution in terms of section 149(9), 197 and Schedule V of the Act read with Rules made thereunder and Listing Regulations, for payment of remuneration to the NEDs including Independent Directors, for each financial year commencing from the financial year 2020-21, for a sum not exceeding in aggregate 1% (one percent) of the net profits of the company or as per the limits as specified under Schedule V of the Act, if in any financial year the company has no profits or inadequate profits. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors will determine each year, the specific amount to be paid as remuneration/commission to the NEDs (including Independent Directors) subject to the above specified limits.

The members of the Company have already passed necessary resolution for payment of commission to NEDs in case of profits for each financial year commencing from April 1, 2018.

Payment of commission shall be in addition to fees payable to the Directors for attending the meetings of the Board and Committees thereof as decided by the Board and reimbursement of expenses for participation in the Board and other meetings and for rendering services which are of professional nature.

Except Non-Executive Directors (including Independent Director) none of the other directors and/or key managerial personnel of the company and their relatives, is interested in the aforesaid resolution. Board recommends the ordinary resolution as set out at item no.6 of the notice for the approval of the members.

By Order of the Board of Directors
For **Indag Rubber Limited**

Place: New Delhi
Date: April 23, 2022

Manali D. Bijlani
Company Secretary
F4704

NOTICE TO SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS

- The Shareholders / Investors of Indag Rubber Limited are notified that in pursuance of the section 124 of the Companies Act, 2013 (the Act), the Company is required to transfer the amount of Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date of transfer to the company's Unpaid Dividend Account, to the Investor Education and Protection Fund (IEPF) Authority established under Section 125 of the Companies Act, 2013.

Further, all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years or more shall also be transferred to the demat account of IEPF as notified by Ministry of Corporate Affairs.

- Dividends, including Interim Dividends declared during the following Financial Years shall fall due for transfer to IEPF on completion of a period of seven years from the date of transfer of Final Dividend / Interim Dividend to Unpaid Dividend Account. A table containing the due dates for transfer to IEPF for various years is given below for the information of the Shareholders/Investors:

Financial Year	Unpaid Dividend– Interim\Final	Dividend Amount unpaid as on March 31, 2022 (in Rs.)	Number of corresponding shares of which dividend is unclaimed	Due Dates for Transfer to IEPF
2014-15	Final	5,80,387.50	3,86,925.00	September 20, 2022
2015-16	Interim	3,77,388.00	4,19,320.00	December 10, 2022
2015-16	Final	6,17,770.50	4,11,847.00	July 02, 2023
2016-17	Interim	3,66,453.90	4,07,171.00	November 30, 2023
2016-17	Final	6,80,196.00	4,53,464.00	July 25, 2024
2017-18	Interim	4,01,567.40	4,46,186.00	December 17, 2024
2017-18	Final	3,55,663.50	2,37,109.00	September 20, 2025
2018-19	Interim	2,19,911.40	2,44,346.00	December 20, 2025
2018-19	Final	2,77,795.50	1,85,197.00	August 29, 2026
2019-20	Interim	1,60,079.40	1,77,866.00	December 16, 2026
2019-20	Second Interim	4,33,878.00	2,89,252.00	March 27, 2027
2020-21	Interim	1,72,458.98	1,95,592.00	December 17, 2027
2020-21	Final	2,50,344.00	1,72,856.00	November 03, 2028
2021-22	Interim	1,46,344.60	1,67,124.00	December 16, 2028

- Shareholders / Investors who have not encashed their Dividend Warrants including Interim Dividends, if any, for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP- Client ID with Company at:

**Company Secretary,
Indag Rubber Limited Khemka
House, 11, Community Centre, Saket,
New Delhi-110017
Phone: 011-26963172-73, Email: info@indagrubber.com**

- Shareholders are advised to ensure that their claims for unpaid / unclaimed dividend are lodged timely so as to reach the same before the date indicated against each year in the table at Sr. No. 2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF within 30 days of this date as per the relevant provisions of law.
- It may also be noted that the company has transferred unclaimed dividend and equity shares (only those shares whose dividend was unclaimed since last 7 consecutive years) to IEPF account of MCA for the previous financial years, the details of which are available on our website www.indagrubber.com
- Shareholders whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by it from time to time.