

INDAG RUBBER LIMITED

CIN : L74899DL1978PLC009038

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

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-FIFTH (45th) ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON FRIDAY, 16TH AUGUST, 2024 AT 3:00 P.M. IST 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 resolution as ORDINARY RESOLUTION:

a) **Audited standalone financial statements of the company for the financial year ended March 31, 2024.**

“RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31, 2024, 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, 2024.**

“RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as on March 31, 2024, 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 2023-2024, 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. 2.10/- 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, 2024 and that the same be paid, to those Members whose names appear on the company’s register of members as on August 16, 2024 (if shares are 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 August 9, 2024 (if shares are 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.”

AS SPECIAL BUSINESS:

4. **Fixation of the remuneration of the Cost Auditors of the Company for the FY 2024-2025.**

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, 2024 till March 31, 2025.”

5. Re-appointment of Mr. Vijay Shrinivas (DIN 08337007) as CEO and Whole Time Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Vijay Shrinivas (DIN – 08337007) who was appointed as an Additional Director (Whole-Time Director) and CEO of the Company w.e.f. June 1, 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby re-appointed as Whole-time Director (Key Managerial Personnel designated as Chief Executive Officer) of the Company for a period of 3 years with effect from June 1, 2024 till May 31, 2027 (both days inclusive) on the below terms and conditions:

(A) TERM

Period of 3 years with effect from 1st June, 2024

(B) REMUNERATION

1) Fixed Salary : Rs. 159.3 lakhs per annum

Salary shall include the following:

Particulars		Amount Per Annum
I.	Basic Salary	Rs. 79,65,000
II.	Perquisites and allowances (100% of Basic salary), which may include House Rent Allowance, Special Allowance, Leave Travel Allowance, Exgratia, Company’s contribution towards Provident Fund, Gratuity etc.	Rs. 79,65,000
Total Fixed Salary		Rs. 1,59,30,000

2) Variable Salary (Commission) : 2% of Consolidated Profit before Tax (excluding income from MRO project)

3) Other benefits:

- i. Leave with full pay and encashment of accumulated leaves shall be allowed as per the rules of the Company.
- ii. Premium on Group Mediclaim Policy for self and family (as per the terms of the policy); premium on Group Personnel Accident (for self) taken by the Company.
- iii. Premium on Directors and Officers Liability Policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.
- iv. Telecommunication facility as per the policy of the Company.

RESOLVED FURTHER THAT The overall managerial remuneration payable to Mr. Vijay Shrinivas shall be such amount as may be altered, varied, revised by the Board annually on recommendation of Nomination & Remuneration Committee and after obtaining requisite approvals.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of Mr. Vijay Shrinivas, Whole time Director & CEO, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company shall pay to the Whole time Director, the above remuneration, including commission, as the minimum remuneration by way of fixed salary, perquisites, commission and other benefits as specified above, subject to such other approvals as may be necessary.

Other Terms and conditions:

- 1) The Whole Time Director shall not become interested or otherwise concerned directly or through his wife and/or children in any buying and selling agency of the Company in future without the prior approval of the Board of Directors or subject to such other approvals as may be considered necessary.
- 2) The Whole Time Director shall not be entitled to fees payable to Directors for attendance at Board Meetings and all other Committees of the Board.
- 3) The Agreement may be terminated by either party by giving to the other three-months' notice of such termination. Whole Time Director will not be entitled to any compensation for loss of office due to termination under Section 202 of the Companies Act, 2013 or otherwise.
- 4) The Whole Time Director shall exercise such power and functions and on such terms as the Board of Directors of the company may prescribe from time to time, it being agreed and understood that the Board shall have the power to alter, modify, revoke or withdraw all or any of the powers so conferred.
- 5) The Whole Time Director shall be liable to retire by rotation.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient, to give effect to the aforesaid resolution.”

6. **Re-Appointment of Mr. Nand Lal Khemka (DIN -00211084) as Chairman cum Managing Director of the Company for a period of five years from April 1, 2025 till March 31, 2030 (both days inclusive).**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“Rules”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force or any other law and the Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company and subject to the approval of Central Government, the Members hereby accord approval for the re-appointment of Mr. Nand Lal Khemka, (DIN: 00211084) a Non-Resident Indian, aged 89 years, as Chairman cum Managing Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from 1st April, 2025 till 31st March, 2030 (both days inclusive) on the below terms and conditions:

REMUNERATION

- i) Basic salary : Rs. 7,00,000 (Rupees Seven Lacs only) per month.

- ii) Car and Driver : The Company shall provide car(s) with driver(s) and telephone(s) for official and personal purposes.
- iii) Premium paid on Director's and Officer's Liability policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.
- iv) Bonus : Remuneration by way of commission will also be allowed in addition to salary and perquisites.

However, the total remuneration payable, including salary, perquisites and commission shall be based on the net profits of the Company in a particular year and shall not exceed the overall ceilings laid down in Section 197 read with Section 198 of Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members hereby accord approval to the payment of remuneration which may exceed Rupees Five (5) crores or 2.5% of the net profits (computed in the manner laid down in section 198 of the Companies Act, 2013), whichever is higher, during his term of office, which shall be within the permissible limits of 5% of the net profits calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto or any other provisions as may be applicable.

Other terms and conditions:

- i) The Chairman cum Managing Director shall not become interested or otherwise concerned directly or through his wife and/or children in any buying and selling agency of the Company in future without the prior approval of the Board of Directors or subject to such other approvals as may be considered necessary.
- ii) The Chairman cum Managing Director shall not be entitled to fees payable to Directors for attending Board Meetings and all other committees of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to increase, vary or amend the remuneration including salary, allowances, perquisites, other benefits and other terms of his appointment, from time to time, as deemed expedient or necessary, after seeking requisite approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

By order of the Board of Directors
For Indag Rubber Limited

Date: June 26, 2024
Place: New Delhi

Sonal Garg
Company Secretary
Membership No. A-24598

NOTES

Pursuant to Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/ 2023 dated September 25, 2023 and all other relevant circulars issued from time to time (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/ PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, 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 45th Annual General Meeting (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 45th 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 19, 2024 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 1,000 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’s) 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 10th August, 2024 to 16th August, 2024 (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. The Board of Directors of the Company has through circular resolution passed on June 26, 2024 considered that the special business under item nos. 4 to 6, being considered unavoidable, be transacted at the 45th AGM of the Company.

8. Final Dividend of Rs. 2.10/- per equity share of face value of Rs. 2/- each (105%) 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, 2024 which is proposed to be paid on or before 14th September, 2024.

SEBI, vide its Circular dated November 3, 2021, read with subsequent circulars issued in this regard, has mandated registration of PAN, KYC details and Nomination, by holders of physical securities. As per the said mandate, Shareholders, holding securities in physical form, whose folio(s) are not updated with any of the KYC details [viz., (i) PAN; (ii) Choice of Nomination; (iii) Contact Details; (iv) Mobile Number; (v) Bank Account Details and (vi) Signature] shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024. In accordance with the above, dividends, in respect of physical folios wherein any of the above KYC details (except choice of Nomination) are not updated before the Record Date, will be held back by the Company. Shareholders may please note that the dividends will get credited to their bank account only after the KYC details are updated in the folio.

The Interim Dividend of Rs. 0.90/- per equity share, for the Financial Year 2023-2024, was declared on November 14, 2023 and paid on December 7, 2023.

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 for further information. The members are requested to update their PAN with the RTA (if shares are held in physical mode) and with depositories (if shares are held in demat mode).

The aforesaid documents must reach the Company on or before August 5, 2024 in order to enable the Company to determine and deduct appropriate TDS/ withholding tax on payment of dividend. Members sending documents through e-mail are also required to send the executed documents (in original) at the Registered Office of the Company.

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 Authority.
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 Share Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. 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.

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.

15. 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.
16. 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.
17. 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.
18. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of 45th Annual General Meeting and Annual Report for the year 2023-2024 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 45th Annual General Meeting and Annual Report for the year 2023-2024 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meetings of the Company. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2023-2024 and Notice of the 45th AGM of the Company, he/ she may send request at info@indagrubber.com mentioning Folio No/ DP ID and Client ID.
19. Since the AGM will be held through VC/OAVM Facility, the Proxy Form, Attendance Slip and Route Map are not annexed in this Notice.
20. 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.
21. 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 e-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 Friday, 9th August 2024, (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 9th August, 2024, (Friday), 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. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing USER ID and password for casting your vote.
- d. A person who is not a member of the Company as on cut-off date i.e. Friday, 9th August 2024, should treat this Notice for information purpose only.
- e. The remote e-voting period begins on 13th August, 2024 at 09:00 A.M. and ends on 15th August, 2024 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. 9th August, 2024, 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 9th August, 2024.
- f. 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.

g) 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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. 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 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 maintained 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </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 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 above mentioned 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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

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?

- 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, 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 is 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) 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 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Senior 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 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. Members holding shares in physical form may register/ update their email address in prescribed form ISR-1 and send it to the Registrar and Share Transfer Agent of the Company i.e. Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Phase-1, Okhla Industrial Area, New Delhi-110020.
2. Members holding shares in demat mode may contact their respective Depository Participant (DP). If you are an Individual shareholder 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 cast 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 AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members 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 August 9, 2024. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure smooth conduct of the 45th AGM of the Company.

6. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.

7. 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, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and documents referred to in this notice at website of the Company at https://indagrubber.com/home/investor_relation/1.
8. The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretaries, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
9. 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.
10. 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 Bombay Stock Exchange where the shares of the Company are listed.

The brief profile of Director(s) eligible for re-appointment vide item no. 3, 5 and 6 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is as follows:

Item No.	3	5	6
Name	Mr. Uday Harsh Khemka	Mr. Vijay Shrinivas	Mr. Nand Lal Khemka
DIN	00323609	08337007	00211084
Date of Birth/Age	11-07-1965/ 58 Years	18-03-1971/ 53 Years	13-01-1935/ 89 Years
Date of first Appointment in the current designation	08.10.2014	01.06.2021	02.06.1978
Educational Qualifications	Educated at Eton College, he received his undergraduate and Masters degree at Cambridge University and received an MBA with distinction from Harvard Business School (Baker Scholar).	Masters in International Business from Indian Institute of Foreign Trade, New Delhi.	M.S. in Foreign Trade and Masters in Business Administration from the Columbia University, New York, U.S.A.
Experience in specific functional areas. In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Uday Khemka is Vice-Chairman of the SUN Group of companies and has more than 30 years of experience in investment, investment banking and entrepreneurial ventures. He is on the Board of Governors of the Indian School of Business and the Public Health Foundation of India, the Board of Directors of the Synergos Institute in New York and the Board of Advisors of the Climate Group in India and has been elected a Young Global Leader at the World Economic Forum in Davos. He has recently been appointed on the Advisory Board of the Smith School of Enterprise & the Environment at Oxford University. He is also a member of HRH Prince's Sustainable Markets Initiative and Senior Climate Advisor to the Institutional Investors Roundtable.	He has an experience of over 25 years in both Strategic and Operating roles and has worked with companies like Arvind Ltd., DuPont, Bharat Shell, Larsen & Toubro, Tube Investment (Murugappa Group) in various operating and leadership roles. Mr. Vijay Shrinivas had initially joined the company as Chief Commercial Officer on April 27, 2018. Thereafter, he was appointed as CEO & Whole time Director with effect from June 1, 2021.	Mr. Nand Lal Khemka is the Founder, Promoter and Chairman of the Company since its inception. He has an experience of more than 58 years in promoting and running various organizations successfully. Cold process retreading of tyres was introduced by Mr. Khemka in India first time in 1978 in collaboration with Bandag Inc., USA.
Terms and conditions of appointment/ re-appointment	Re-appointment as Non-Executive Director (Interested), liable to retire by rotation.	Re- Appointment as Whole time Director (Key Managerial Personnel designated as Chief Executive Officer) with effect from June 1, 2024 for a period of 3 years, liable to retire by rotation.	Re- Appointment as Chairman cum Managing Director (Key Managerial Personnel) with effect from April 1, 2025 for a period of 5 years, not liable to retire by rotation.
Details of remuneration last drawn (2023-2024)	NIL	166.5 Lakhs	101.6 Lakhs
Details of remuneration sought to be paid	NIL	Refer to Resolution No. 5 read with the Explanatory Statement.	Refer to Resolution No. 6 read with the Explanatory Statement.
No. of Board Meetings attended during the year	6/6	6/6	6/6

<p>Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)</p>	<ol style="list-style-type: none"> 1. Sungroup Enterprises Private Limited 2. SUN Securities (India) Private Limited 3. SGE Advisors (India) Private Limited 4. SUN Renewables WH Private Limited 5. SUN Mobility Private Limited 6. Millenium Manufacturing Systems Private Limited (Previously known as Indergy Power Systems Private Limited) 7. Nabha Development Initiative <p><u>Foreign Companies:</u></p> <ol style="list-style-type: none"> 1. Mithril Investments Limited (Jersey) 2. Mendle Limited (British Virgin Islands) and its subsidiary 3. SPR Limited (Jersey) and its subsidiaries 4. SUN Group Investments Holdings Limited (Jersey) and its subsidiaries 5. SUN Group Holdings Limited (Jersey) and its subsidiaries 6. SUN Energy (International) Limited (Jersey) and its subsidiaries 7. Taybridge Limited (Jersey) 8. SUN Asset Management Limited (Jersey) and its subsidiaries 9. SUN Real Estate Limited (Jersey) and its subsidiaries 10. Novaco Holdings Limited (British Virgin Islands) 11. SUN Venture Partners Limited (Jersey) and its subsidiaries 12. SUN Securities Limited (Jersey) 13. Mithril Limited and its subsidiaries 	<ol style="list-style-type: none"> 1. Millenium Manufacturing Systems Private Limited (Previously known as Indergy Power Systems Private Limited) 	<ol style="list-style-type: none"> 1. Unipatch Rubber Limited 2. Khemka Aviation Private Limited 3. Computing Ahead (India) Private Limited 4. M.P. Flour Mills Private Limited 5. VSP Stores Private Limited 6. India Petrocom Private Limited 7. SUN Securities (India) Private Limited 8. Sungroup Enterprises Private Limited 9. Indrasil Technologies Private Limited 10. Hooghly Holdings Private Limited 11. Hind Capital Management Pvt Limited <p><u>Foreign Companies:</u></p> <ol style="list-style-type: none"> 1. SUN Trade (International) Limited
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	<p>14. SUN New Energy Capital Limited and its subsidiaries</p> <p>15. SUN Energy Storage Limited (Jersey)</p> <p>16. SUN Realty Holdings (Mauritius)</p> <p>17. SUN FG Jersey Limited (Jersey) and its subsidiaries</p>		
Membership / Chairmanship of Committees of Companies in which he is a director	Chairman of the CSR Committee of the Company	Member of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company.	Member of Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee of the Company.
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)	NIL	18,505 equity shares of Rs. 2/- each.
Inter-se relationship between Directors and other Key Managerial Personnel	<p>Mr. Nand Lal Khemka (Father)</p> <p>Mr. Shiv Vikram Khemka (Brother)</p>	NIL	<p>Mr. Shiv Vikram Khemka (Son)</p> <p>Mr. Uday Harsh Khemka (Son)</p>

Explanatory Statement

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

Item No. 4: 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 14th May, 2024 for the financial year 2024-2025, 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 expenses, 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. 4 of the Notice for the approval of the shareholders.

Item No. 5 Re-appointment of Mr. Vijay Shrinivas (DIN 08337007) as a CEO and Whole Time Director of the Company.

Mr. Vijay Shrinivas was appointed as Whole Time Director and Chief Executive Officer of the Company for the period of three years w.e.f. 1st June 2021 to 31st May, 2024.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 14th May, 2024 had appointed him as an Additional Director (Whole-Time Director) and CEO of the Company w.e.f. June 1, 2024 of the Company for a period of 3 years with effect from June 01, 2024. He holds the office upto the date of this Annual General Meeting. The office of Mr. Vijay Shrinivas is liable to retire by rotation.

Mr. Vijay Shrinivas, aged 53 years, has done Masters in International Business from Indian Institute of Foreign Trade, New Delhi. He was previously working for Arvind Ltd. as Chief Sales & Marketing Officer. Prior to that he has worked for DuPont, Bharat Shell, L&T, Tube Investment (Murugappa Group) in various operating and leadership roles. Mr. Vijay Shrinivas was initially appointed as Chief Commercial Officer in April 2018 and thereafter he was appointed as CEO & Whole Time Director w.e.f 1st June 2021. He has considerable expertise and experience to further enhance the growth of the company and drive the company's long-term performance. He will also be responsible to perform such other duties as may from time to time be entrusted by the board.

Mr. Vijay Shrinivas is not debarred from holding office of the Director, pursuant to any SEBI's order or any such Authority.

Keeping in view the role and responsibilities of Mr. Vijay Shrinivas, Board recommends the re- appointment and payment of remuneration on the terms and conditions as set forth in the resolution.

The statement containing additional information as required under Schedule V of the Act is annexed to the Notice.

Mr. Vijay Shrinivas and his relatives are interested in the resolution set out at item no. 5 of the Notice with regard to his appointment. None of the other Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for the approval of the shareholders.

Item No. 6 To Re-Appoint Mr. Nand Lal Khemka as Chairman Cum Managing Director of The Company

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 14th May, 2024 had re-appointed Mr. Nand Lal Khemka as Chairman cum Managing Director of the company for a period of Five(5) years w.e.f 1st April 2025, subject to the approval of the members of the Company in the ensuing Annual General Meeting and Central Government as per the terms and conditions as specified in the resolution. The office of Mr. Nand Lal Khemka is not liable to retire by rotation.

Mr. Nand Lal Khemka holds the position of Chairman cum Managing Director of the Company from April 1, 2020 to March 31, 2025. Mr. Nand Lal Khemka aged 89 years, is holding degree of M.S. in Foreign Trade and Master's Degree in Business Administration from Columbia University, New York, USA.

Mr. Nand Lal Khemka is the Founder, Promoter and Chairman of the Company since its inception. Mr. Khemka has more than five decades of experience in promoting and running successfully various organizations. Cold process retreading of tyres was introduced by Mr. Khemka in India first time in 1978 in collaboration with Bandag Inc., USA. His business experiences over this period have been extensive, which includes commercial, industrial and investment activities.

The Company shall file separate application with the Central Government for approval of re-appointment of Mr. Nand Lal Khemka as Chairman cum Managing Director, being a non-resident Indian.

The Board of Directors of your Company recommends the Special Resolution as set out in Item No. 6 in the accompanying notice for the approval of the Members of the Company for the re-appointment of Mr. Nand Lal Khemka as Chairman cum Managing Director for a period of (Five) 5 years with effect from April 01, 2025. Further, he is not debarred from holding office of the Director, pursuant to any SEBI's order or any such Authority.

Mr. Nand Khemka, Mr. Shiv Khemka and Mr. Uday Khemka and their relatives are interested in the resolution set out at item no. 6 of the Notice with regard to re-appointment of Mr. Nand Khemka. None of the other Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item no. 6 of the Notice for the approval of the shareholders.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT:

I. General Information:

1	Nature of Industry	Manufacturing and marketing of Pre Cured Tread Rubber and other allied products.																																																									
2	Date or expected date of commencement of commercial production.	The Company has commenced its commercial production vide Certificate of Commencement of Business issued by MCA on September 03, 1979.																																																									
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable, since the Company was incorporated on June 02, 1978.																																																									
4	Financial Performance on key indicators	<table border="1"> <thead> <tr> <th colspan="2">Standalone Financial Performance</th> <th colspan="3">(In Lakhs)</th> </tr> <tr> <th>Particulars</th> <th>FY 23-24</th> <th>FY 22-23</th> <th colspan="2">FY 21-22</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>26,122.80</td> <td>25,224.32</td> <td colspan="2">17,333.50</td> </tr> <tr> <td>Total expenses</td> <td>23,939.34</td> <td>23,500.27</td> <td colspan="2">17,047.05</td> </tr> <tr> <td>Profit /loss before tax (including discontinued operations)</td> <td>2,183.46</td> <td>1,724.05</td> <td colspan="2">286.85</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>1,674.90</td> <td>1,323.66</td> <td colspan="2">259.18</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th colspan="2">Consolidated Financial Performance</th> <th colspan="3">(In Lakhs)</th> </tr> <tr> <th>Particulars</th> <th>FY 23-24</th> <th>FY 22-23</th> <th colspan="2">FY 21-22</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>26,106.66</td> <td rowspan="5">Not Applicable</td> <td colspan="2">17,340.56</td> </tr> <tr> <td>Total expenses</td> <td>24,061.92</td> <td colspan="2">17,067.07</td> </tr> <tr> <td>Profit /loss before tax (including discontinued operations)</td> <td>2,044.74</td> <td colspan="2">226.08</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>1,558.32</td> <td colspan="2">180.94</td> </tr> </tbody> </table>	Standalone Financial Performance		(In Lakhs)			Particulars	FY 23-24	FY 22-23	FY 21-22		Revenue from operations and other income	26,122.80	25,224.32	17,333.50		Total expenses	23,939.34	23,500.27	17,047.05		Profit /loss before tax (including discontinued operations)	2,183.46	1,724.05	286.85		Profit/loss after tax (continuing operations)	1,674.90	1,323.66	259.18		Consolidated Financial Performance		(In Lakhs)			Particulars	FY 23-24	FY 22-23	FY 21-22		Revenue from operations and other income	26,106.66	Not Applicable	17,340.56		Total expenses	24,061.92	17,067.07		Profit /loss before tax (including discontinued operations)	2,044.74	226.08		Profit/loss after tax (continuing operations)	1,558.32	180.94	
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5	Foreign Investment or Collaborators, if any.		SUN Securities Limited holds 0.52% shares and SUN London Limited holds 1.43% shares of the Company. Both these Companies are part of the promoter group.																																																								

II. Information about the Director

S. No.	Particulars	Mr. Vijay Shrinivas
1	Background-Details/Recognition or Awards	Mr. Vijay Shrinivas has done Masters in International Business from Indian Institute of Foreign Trade, New Delhi. He was previously working for Arvind Ltd. as Chief Sales & Marketing Officer. Prior to that he has worked for DuPont, Bharat Shell, L&T, Tube Investment (Murugappa Group) in various operating and leadership roles. He has considerable expertise and experience to further enhance the growth of the company and drive the company's long-term performance. He will also be responsible to perform such other duties as may from time to time be entrusted by the board.
2	Past Remuneration	Rs. 166.5 lakhs per annum
3	Job profile and his suitability	He has an experience of over 25 years in both Strategic and Operating roles. He had initially joined the company as Chief Commercial Officer on April 27, 2018. Thereafter, he was appointed as CEO & Whole time Director with effect from June 1, 2021.
4	Remuneration proposed	As set forth in item no 5 of the notice, for shareholders' approval
5	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriate the relevant details would be with reference to the country of his origin.)	The Proposed Remuneration is commensurate with the size of the Company, industry benchmark in general, profile, position & responsibility and is in line with the current remuneration structure of the industry.
6	Pecuniary relationship directly or indirectly with the Company or the relationship with the Managerial Personnel, if any	Mr. Vijay Shrinivas does not have any pecuniary relationship with the Company other than the remuneration payable to him as a Whole time Director (Key Managerial Personnel designated as Chief Executive Officer) of the Company. He is working with the Company purely in a professional capacity.

III. Other Information

1. Reasons of inadequate profits

While our FY 2023-24 profits fell short of expectations due to underutilized production capacity, we proactively invested in strengthening customer relationships through marketing initiatives and brand-building activities. These efforts position us well for future market share growth.

2. Steps taken or proposed to be taken for improvement

Over the past year, our company has executed a multifaceted strategy to strengthen our presence within the tyre retreading industry. This strategy centers on continuous quality enhancements and proactive outreach initiatives. We've forged deeper connections with established retreaders and developed partnerships directly with fleet owners. These efforts create tangible value for fleet owners and operators by reducing tyre costs and optimizing cost per kilometer, bolstering our market share and increasing our wallet share with existing customers.

3. Expected increase in productivity and profits in measurable terms

We are committed to driving growth across several key areas. This includes expanding our retreader network, boosting open market sales, capturing a larger share of profitable state transport business, and strategically entering new export markets. By gaining market share, we will optimize our production capacity, ultimately increasing profitability.

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

**Date: June 26, 2024
Place: New Delhi**

**Sonal Garg
Company Secretary
Membership No. A-24598**

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, 2024 (in Rs.)	Number of corresponding shares of which dividend is unclaimed	Due Dates for Transfer to IEPF
2016-17	Final	6,78,321.00	4,52,214	July 25, 2024
2017-18	Interim	4,00,442.40	4,44,936	December 17, 2024
2017-18	Final	3,53,788.50	2,35,859	September 20, 2025
2018-19	Interim	2,18,786.40	2,43,096	December 20, 2025
2018-19	Final	2,75,920.50	1,83,947	August 29, 2026
2019-20	Interim	1,58,954.40	1,76,616	December 16, 2026
2019-20	Second Interim	3,95,253.00	2,63,502	March 27, 2027
2020-21	Interim	1,51,353.80	1,70,342	December 17, 2027
2020-21	Final	2,13,286.50	1,45,581	November 06, 2028
2021-22	Interim	1,31,760.60	1,49,294	December 19, 2028
2021-22	Final	2,31,233.00	1,57,536	September 03, 2029
2022-23	Interim	1,33,763.00	1,52,830	December 14, 2029
2022-23	Final	1,79,415.99	1,24,187	September 09, 2030
2023-24	Interim	1,15,588.90	1,35,801	December 12, 2030

- 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 to:

**The 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 Authority may claim the shares or apply for refund of dividend by making an application to IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite documents as decided by it from time to time.