



# Indag Rubber Limited

CIN L74899DL1978PLC009038

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

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

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of The Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

### **TO THE MEMBERS,**

Notice is hereby given to the Members of Indag Rubber Limited pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking consent of the Members to the Company by passing special resolution for the following special business.

1. Re-appointment of Shri Nand Lal Khemka (DIN: 00211084) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2020 to March 31, 2025.

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 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications thereof and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), or any other law and subject to the approval of Central Government, the Members hereby accord approval for the reappointment of Shri. Nand Lal Khemka, (DIN: 00211084) a Non-Resident Indian, aged 85 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 1<sup>st</sup> April, 2020 till 31<sup>st</sup> March, 2025 on following remuneration and terms & conditions as under -

### **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 : The Chairman cum Managing Director will also be entitled to annual bonus which shall be computed subject to ceiling under Section 197 of the Companies Act, 2013 of 5% (Five percent) of the net profits computed in accordance with Section 198 of the Companies Act, 2013 reduced by the remuneration actually paid and perquisites (if any) actually reimbursed to him.

**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 individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto or any other provisions may be applicable.

**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Shri. Nand Lal Khemka as Chairman cum Managing Director, the Company incurs losses or its profits are inadequate, the Company shall pay to Shri. Nand Lal Khemka, the above remuneration by way of Fixed salary, Perquisites, allowances and other benefits payable as a minimum remuneration, subject to complying with restrictions / requirements in this regard under relevant provision of the Companies Act, 2013 and related statutory regulations.

### **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 appointed by the Board.

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

**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

Manali D Bijlani

Company Secretary

Membership No.: FCS 4704

Date : January 18, 2020

Place: New Delhi

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto along with the Postal Ballot Form for your consideration.
2. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on Friday, January 24, 2020.
3. Members who have registered their email-IDs for receipt of documents in electronic mode are being sent the Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form.
4. Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-Voting. In cases where Members cast their votes through both modes, votes cast electronically ("remote e-Voting") shall be treated as valid and votes cast through Postal Ballot Forms will be treated as invalid.
5. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre- paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on Wednesday, March 04, 2020.
6. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically instead of dispatching Postal Ballot. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions.
7. The e-Voting period shall commence on Tuesday, February 04, 2020 at 9:00 a.m. (IST) and end on Wednesday, March 04, 2020 at 5:00 p.m. (IST). The e-Voting will be blocked by NSDL thereafter. During this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, January 24, 2020, may cast their vote electronically.
8. Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.
9. Members may contact Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at Khemka House, 11, Community Center, Saket, New Delhi-110017.
10. The Board of Directors of the Company has appointed Mr. Kanishk Arora, FCS No.-9575, CP No.-13253, Practicing Company Secretary and proprietor of M/s. Kanishk Arora & Associates, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.
11. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman cum Managing Director or any Key Managerial Personnel so authorized by the Chairman cum Managing Director on Thursday, March 05, 2020. The Chairman cum Managing Director or any Key Managerial Personnel so authorized by him will announce the result of voting by postal ballot on or before, March 06, 2020. The Scrutinizer's decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the scrutinizer's report will also be displayed on the website of the Company [www.indagrubber.com](http://www.indagrubber.com) besides being communicated to the Bombay Stock Exchange where the shares of the Company are listed.
12. Resolution passed by the members through Postal Ballot is deemed to have passed effectively at a general meeting of the Members.
13. The information as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is being given below:

S. No.	Particulars	
1	A brief resume of the director	Shri Nand Lal Khemka is holding degrees of M.S. Foreign Trade and Master's Degree in Business Administration from Columbia University, New York, USA.
2	Nature of his expertise in specific functional areas	Shri Nand Lal Khemka is the Founder, Promoter and Chairman of the Company since its inception. Cold process retreading of tyres was introduced by Shri Khemka in India first time in 1978 in collaboration with Bandag Inc., USA
3	Disclosure of relationships between directors inter-se	Shri. Nand Lal Khemka is father of Mr. Uday Khemka and Mr. Shiv Khemka
4	Names of listed entities in which the person also holds the directorship and the membership of Committees of the board	Chairman cum Managing Director of Indag Rubber Limited Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee Chairman of Corporate Social Responsibility Committee
5	Shareholding of non-executive directors	Not Applicable

**EXPLANATORY STATEMENT  
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

**ITEM NO. 1**

Shri Nand Lal Khemka has been re-appointed as Chairman cum Managing Director of the company for a period of five (5) years w.e.f 1 April 2020, as per the terms and conditions as specified in the resolution. The Nomination and Remuneration Committee and the Board of Directors in their meeting(s) held on 18 January, 2020 had approved the terms of re-appointment and remuneration of Shri Nand Lal Khemka.

Shri Nand Lal Khemka had held the position of Chairman cum Managing Director of the Company from April 1, 2010 to March 31, 2015 and was reappointed from April 1, 2015 to March 31, 2020. Shri Nand Lal Khemka aged 85 years, holds degrees of M.S. Foreign Trade and Master's Degree in Business Administration from Columbia University, New York, USA.

Shri Nand Lal Khemka is the Founder, Promoter and Chairman of the Company since its inception. Shri Khemka has more than five decades of experience in promoting and running successfully various organizations. Cold process retreading of tyres was introduced by Shri 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 appointment of Shri 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. 1 in the accompanying notice for the approval of the Members of the Company for the re-appointment of Shri Nand Lal Khemka as Chairman cum Managing Director for a period of (five) 5 years with effect from April 01, 2020.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives except Mr. Nand Lal Khemka, Mr. Shiv Khemka and Mr. Uday Khemka, is interested in the aforesaid resolution.

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

Date : January 18, 2020  
Place: New Delhi

**Manali D Bijlani**  
Company Secretary  
Membership No.: FCS 4704





# Indag Rubber Limited

CIN L74899DL1978PLC009038

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## POSTAL BALLOT FORM

- | Sr. No. | Particulars  | Details |
|---------|--|---------|
| 1.      | Name & Address of the Sole/<br>First named Shareholder as<br>registered with company   |         |
| 2.      | Name of the Joint<br>Shareholder(s), if any,<br>registered with company  |         |
| 3.      | Registered Folio No./ DPID<br>No.* & Client ID No.*<br>(*Applicable to investors holding<br>shares in dematerialized form)   |         |
| 4.      | No. of shares held   |         |
| 5.      | I/ We hereby exercise my/ our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 18, 2020 by conveying my/ our assent or dissent to the said resolution, by placing tick (✓) mark at the appropriate box below: |         |

Item No.	Description of Special Resolution	Number of Shares (Mandatory field)	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1.	Re-appointment of Shri Nand Lal Khemka (DIN: 00211084) as Chairman cum Managing Director for a period of five (5) years w.e.f April 01, 2020			

Place :

Date: (Signature of the Member)

The Company is pleased to offer all its Members, e-voting facility as an alternative mode for casting their votes electronically, instead of sending the postal ballot forms to the Scrutinizer.

## ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	USER ID	PAN/Password

Note: Please read the instructions carefully.

## INSTRUCTIONS FOR E-VOTING

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**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 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password 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.
- 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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for Members**

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](mailto:scrutinizer@indagrubber.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [info@indagrubber.com](mailto:info@indagrubber.com).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**INSTRUCTIONS FOR POSTAL BALLOT**

1. A Member desiring to exercise his vote by Postal Ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballot, if deposited in person or sent through courier/ post at the expense of the Member will also be accepted.
2. This postal ballot form should be completed and signed by the shareholder. In case of joint shareholding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder. However, where the form is sent separately by the first named shareholder and joint holder(s) the vote of the first named shareholder will be valid. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil, etc.)
3. In case of equity shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority.
4. The votes shall be cast either in favour or against the Resolution(s) by putting the tick mark (✓) in the column provided for assent or dissent. Incomplete, unsigned, incorrectly filled or bearing more than one (✓), tick mark, Postal Ballot forms will be subject to rejection by the Scrutinizer.
5. Duly completed envelope addressed to the scrutinizer should reach Indag Rubber Limited, 11, Community Centre, Saket, New Delhi-110017 on or before Wednesday, March 04, 2020. Postal Ballot form received after this date will be strictly treated as if the reply from the members has not been received.
6. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
7. The vote of a Member will be considered invalid on any of the following grounds:
  - a) if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above.
  - b) if the ballot paper is received torn or defaced or mutilated to an extent that is difficult for the Scrutinizer to identify either the identity of the Members or the number of votes as to whether the votes are in favour or against or inability of the signature to be verified or on or more of the above grounds.
  - c) Members(s) shall opt for one mode of voting. If a member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through electronic mode shall prevail.