



INDAG RUBBER LIMITED

CIN : L74899DL1978PLC009038

Khemka House, 11 Community Centre, Saket, New Delhi-110017, Ph. : 011-26963172-73, Fax : 011-26856350
E-mail : info@indagrubber.com, Website : www.indagrubber.com

NOTICE OF THE 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 resolution by way of for the following special business-

SPECIAL BUSINESS

ITEM NO.1

Approval of Material Related Party Transaction(s) with Elcom Systems (P) Ltd.

To consider and if thought fit, to give assent to the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provision of the Companies Act, 2013 and other applicable Rules, if any and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's policy on Related Party Transaction(s), approval of the Members be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Elcom Systems (P) Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(2c) of the Listing Regulations, for sublease of State-of-Art Maintenance, Repair and Overhaul (MRO) facility at Bhiwadi (Rajasthan) to be constructed in two phases with estimated capital cost of Rupees Thirty crores (Rs.30,00,00,000) admeasuring approximately 1,50,000 sq.ft. for a lease period of 9 years 6 months, with lock-in-period of 9 years, on a monthly rent of Rs.36/- per sq.ft. (basic rent of Rs.20/- per sq.ft and rent premium upto Rs.16/- per sq.ft) from the financial year 2019-2020 and onwards till the expiry of lease period, which shall be increased by 12% after every 3 years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to authorize any person to undertake all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this Resolution and to settle any question, difficulty or doubt that may arise in this regard.

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

Sd/-

**Manali D. Bijlani
(Company Secretary)
FCS-4704**

Place : New Delhi

Date : January 15, 2019

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 January 18, 2019.
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 Thursday, February 21, 2019.
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 Wednesday, January 23, 2019 at 9:00 a.m. (IST) and end on Thursday, February 21, 2019 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 18, 2019, 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, 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, addressed to the Whole time director & CEO on February 22, 2019. The Whole time director & CEO will, or in his absence any other person so authorized by him will announce the result of voting by postal ballot on or before February 23, 2019. 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 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.

EXPLANATORY STATEMENT

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

ITEM NO. 1

Approval of Material Related Party Transaction(s) with Elcom Systems (P) Ltd.

Elcom Systems (P) Limited, a company of Khemka Group has been looking out for space for carrying out Maintenance, Repair and Overhaul (MRO) activity for equipments supplied under defense project by a foreign party engaged in aerospace and aviation.

In order to carry out said MRO activity, Elcom had preferred your company's Plant site in Bhiwadi, which has been lying mostly underutilized for nearly 12 years. After negotiations with Elcom, your company has agreed to set up MRO facility at Bhiwadi measuring approx 150,000 sq.ft. with an estimated capital cost of Rs.30 crores under two phases.

Your Directors believe that it is a lucrative opportunity for your company to profitably utilize nearly 50% of the land at Bhiwadi by setting up MRO infrastructure and facility.

Your company would build infrastructure and facility for MRO activities, which would be sub-leased to Elcom Systems (P) Ltd for a period of 9 years and 6 months, with a lock-in period of 9 years on a monthly rent of Rs.36/- per sq.ft, (basic rent of Rs.20/- per sq.ft and rent premium upto Rs.16/- per sq.ft) which shall be enhanced by 12% after every 3 years.

The lease rental value is at arm's length and has been arrived at based on the advice given by Cushman and Wakefield, who are a reputed estate consultant/ agent for residential, commercial and industrial properties.

Since Elcom Systems (P) Ltd is a Khemka Group Company, the monthly lease rental value of Rs.36/- per sq.ft. (basic rent of Rs.20/- per sq.ft and rent premium upto Rs.16/- per sq.ft) for a period of 9 years and 6 months falls under material related party transaction, which is subject to the approval of the Members.

As per the estimate, the lease rental value during the contract period would qualify as material related party transaction, as it is likely to exceed 10% of the annual consolidated turnover of the company during the financial year 2018-2019.

Pursuant to Rule 15 of the Companies (Meeting of the Board and its powers) Rules, 2014, the particulars of the transaction with Elcom Systems (P) Ltd are as follows-

Sl. No.	Particulars	Details
(1)	Name of the related party	Elcom Systems (P) Ltd
(2)	Name of the director or Key Managerial Personnel, who is related, if any	Mr. Nand Khemka Mr. Shiv Khemka Mr. Uday Khemka
(3)	Nature of relationship	Entity on which one or more KMP has a significant influence/control
(4)	Nature, material terms, monetary value and particulars of the contract or arrangement	(a) Estimated capital cost of Rs.30 crores for construction of Maintenance, Repair and Overhaul (MRO) facility at Bhiwadi (Rajasthan) measuring approx 1,50,000sq.ft. under two phases (b) Sub-lease of constructed MRO facility for a period of 9 years 6 months, with lock-in-period of 9 years, on a monthly lease rent of Rs.36/- per sq.ft., (basic rent of Rs.20/- per sq.ft and rent premium upto Rs.16/- per sq.ft) which shall be enhanced by 12% after every 3 years.

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

Board recommends the Resolution as set out in Item No. 1 of the Notice for approval of the Members.

Place : New Delhi
Date : January 15, 2019

By order of the Board of Directors
For Indag Rubber Limited
Sd/-
Manali D. Bijlani
(Company Secretary)
FCS-4704



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POSTAL BALLOT FORM

- | Sl. No. | Particulars | Details | Serial No |
|---------|--|---------|-----------|
| 1. | Name & Address of the Sole/ First named Shareholder as registered with the Company | | |
| 2. | Name(s) of the joint Shareholder(s), if any, registered with the Company | | |
| 3. | Registered Folio No./ DPID No.* & Client ID No.* :
(*Applicable to investors holding shares in dematerialized form) | | |
| 4. | Number of shares held | | |
| 5. | I/ We hereby exercise my/ our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated Tuesday, January 15, 2019 by conveying my/ our assent or dissent to the said Resolution, by placing the tick (✓) mark at the appropriate box below: | | |

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Approval of Material Related Party Transaction with Elcom Systems (P) Ltd.			

Place :

Date :

(Signature of the Shareholder)

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 POSTAL BALLOT

- 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.
- 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.)
- 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.
- 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 (✓) Postal Ballot forms will be subject to rejection by the Scrutinizer.
- Duly completed envelopes addressed to the scrutinizer should reach Indag Rubber Limited, 11, Community Centre, Saket, New Delhi-110017 on or before Thursday, February 21, 2019. Postal Ballot form received after this date will be strictly treated as if the reply from the members from the members has not been received.
- The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
- The vote of a Member will be considered invalid on any of the following grounds:
 - if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above.
 - 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.
 - 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.

P.T.O.

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?

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 'Shareholders' section.
3. 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.

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. 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.
 - 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.
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 with a copy marked toevoting@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.: 1800-222-990 or send a request at evoting@nsdl.co.in.