

INDAG RUBBER LIMITED

CIN : L74899DL1978PLC009038

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

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-SIXTH (46TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON TUESDAY, AUGUST 12, 2025 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”), FOR WHICH PURPOSE THE RESISTERED OFFICE OF THE COMPANY SITUATED AT 11, COMMUNITY CENTRE, SAKET, NEW DELHI-110017, SHALL BE THE DEEMED VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE HELD THEREAT TO TRANSACT THE FOLLOWING BUSINESS(ES):

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company and the Reports of the Board of Directors and Auditors thereon, 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, 2025 and the reports of Board of Directors and the Auditors thereon.**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company including the Balance Sheet as at March 31, 2025, 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, 2025 and the report of the Auditors thereon.**

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company including the Balance Sheet as at March 31, 2025, 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 2024-2025, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each, in addition to the interim dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each already paid, be and is hereby declared out of the profits of the Company for the financial year ended March 31, 2025 and that the same be paid, to those Members whose name appear on the Company’s register of members as on August 12, 2025 (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 05, 2025 (if shares are held in dematerialized form).”

3. To appoint a Director in place of Mr. Vijay Shrinivas (DIN - 08337007) 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. Vijay Shrinivas (DIN - 08337007), 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. Ratification of remuneration of the Cost Auditors of the Company for the FY 2025-2026.

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 to ratify the payment of remuneration of Rs. 1,50,000/- plus applicable taxes and out of pocket expenses and on such 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, 2025 till March 31, 2026.”

5. Appointment of RMG & Associates, peer-reviewed Company Secretaries, (FRN: P2001DE016100) as the Secretarial Auditor of the Company for a period of five financial years from April 1, 2025 to March 31, 2030.

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 204 of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, if any, and the relevant circulars issued by SEBI (including any statutory modifications or re-enactment therto from time to time), consent of the members of the Company be and is hereby accorded for appointment of “RMG & Associates, Company Secretaries, (FRN: P2001DE016100)”, as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years from financial year 2025-26 till 2029-30, on such remuneration as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary from time to time to give effect to the aforesaid resolution.”

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

Date: May 22, 2025

Place: New Delhi

**Sd/-
Sonal Garg
Company Secretary
ACS 24598**

NOTES

Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024, by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Circulars issued by the Securities and Exchange Board of India ("SEBI Circulars"), the latest being SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 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 46th 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 46th 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 11, 2025 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 this Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first serve 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 serve 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 AGM Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and 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's and SEBI's Circulars.
6. The Register of Members and Share Transfer Books of the Company will remain closed from August 06, 2025 to August 12, 2025 (both days inclusive).
7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto. The Board of Directors of the Company at its meeting held on April 21, 2025, considered that the special business under item nos. 4 and 5, being considered unavoidable, be transacted at the 46th AGM of the Company.
8. Final Dividend of Rs. 1.50/- per equity share of face value of Rs. 2/- each (75%) has been recommended by the Board of Directors, subject to the approval of the members at the ensuing Annual General Meeting for the year ended on March 31, 2025, which is proposed to be paid on or before September 10, 2025.

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 their folio.

The Interim Dividend of Rs. 0.90/- per equity share, for the Financial Year 2024-2025, was declared on November 14, 2024 and paid on December 11, 2024.

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 members and the documents submitted by them and accepted by the Company.

Members may kindly refer to the website of Company 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 July 31, 2025 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 Investor Education and Protection Fund (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 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, residential status, etc.:
 - a. **For shares held in demat mode:** to their Depository Participants (DPs);
 - b. **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's Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2023/181 dated November 17, 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.
13. Members may please note that SEBI vide its Master Circular i.e. SEBI/HO/MIRSD/PoD-1/P/CIR/2024/37 dated May 07, 2024 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate 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.

14. 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.
15. As per the provisions of Section 72 of the Act and SEBI's 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 and/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.
16. 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 their 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.
17. In compliance with the aforesaid MCA's Circulars and SEBI's Circulars, the Notice of 46th Annual General Meeting and Annual Report for the year 2024-25 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 46th Annual General Meeting and Annual Report for the year 2024-25 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meeting of the Company. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 46th AGM of the Company, he/ she may send request at info@indagrubber.com mentioning Folio No./ DP ID and Client ID.
18. Since the AGM will be held through VC/OAVM Facility, the Proxy Form, Attendance Slip and Route Map are not annexed in this Notice.
19. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the Council of the Institute of Company Secretaries of India (ICSI) and the MCA circular, no gifts/coupons shall be distributed w.r.t. the Meeting.
20. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail.
21. In case of joint holders, the Member whose name appears as the first holder in the order of Names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
22. Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the MCA's Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business(es) 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 Tuesday, August 05, 2025, (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 and hold shares as on the cut-off date i.e., August 05, 2025 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. Tuesday, August, 05, 2025, should treat this Notice for information purpose only.
- e. The remote e-voting period begins on Saturday, August 09, 2025 at 09:00 A.M. and ends on Monday, August 11, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 05, 2025, 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 August 05, 2025.
- 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's circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS users 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. 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 Visit the e-Voting website of NSDL. Open web browser by clicking the 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. Shareholders/Members can also download NSDL Mobile App “NSDL SPEED-e” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center;">   </div> <div style="display: flex; justify-content: center; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration 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 e-Voting service provider i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	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's 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and/or 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 clicking the 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 e-services i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-services 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 who hold shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio No. is 001*** then user ID is 123456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 prompt you to change your password.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option is available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
- 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?

- 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.
- 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".
- 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.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 to reset the password.

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 or send a request at evoting@nsdl.com or contact Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051, at the designated email id – evoting@nsdl.com 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., at 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, shareholders/members may send a request to evoting@nsdl.com 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 debarred from doing so, shall be eligible to vote through e-Voting system during 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 the same 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/Computers 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 05, 2025. 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 46th 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, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, not later than two working days of conclusion of the meeting, 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.

Subject to the receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of this meeting i.e., Tuesday, August 12, 2025.

10. The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company i.e. 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.
11. The recorded transcript of the proceedings of the AGM shall be made available on the Company's website at <https://indagrubber.com/investorrelation/detail/2pplicable/15>.

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

Item No.	3
Name	Mr. Vijay Shrinivas
DIN	08337007
Date of Birth/ Age	18-03-1971/ 54 Years
Date of first Appointment on the Board	01.06.2021
Educational Qualifications	MBA in International Business from Indian Institute of Foreign Trade, New Delhi.
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. Vijay Shrinivas has an experience of over 30 years in Strategic, Operating and Leadership roles and has worked for Companies like Arvind Ltd., DuPont, Bharat Shell, Larsen & Toubro. 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 and re-appointed as CEO & Whole time Director w.e.f. June 01, 2024.
Terms and conditions of appointment/ re-appointment	As approved by the shareholders in the 45 th Annual General Meeting.
Details of remuneration last drawn (2024-2025)	157.72 Lakhs
Details of remuneration sought to be paid	Remuneration shall be paid in accordance with the approval granted by the Shareholders in the 45 th Annual General Meeting.
No. of Board Meetings attended during the year	5/5
Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	1. Millenium Manufacturing Systems Private Limited (Formerly known as Indergy Power Systems Private Limited)
Membership / Chairmanship of Committees of Companies in which he is a Director	Member of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee of the Company. Member of Audit Committee of Millenium Manufacturing Systems Pvt. Ltd. (Subsidiary Company).
Number of shares held in the Company (including shareholding as a beneficial owner)	NIL
Inter-se relationship between Directors and other Key Managerial Personnel	NA

Explanatory Statement

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

Item No. 4: Ratification of remuneration of Shome & Banerjee, Cost Auditors.

Shome & Banerjee, Cost Accountants, were appointed as the Cost Auditors of the Company by the Board at its meeting held on April 21, 2025 for the financial year 2025-2026, 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 ratification by 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 members.

Item No. 5: Appointment of RMG & Associates, peer-reviewed Company Secretaries, (FRN: P2001DE016100) as the Secretarial Auditor of the Company for a period of five financial years from April 1, 2025 to March 31, 2030.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, every listed Company shall undertake Secretarial Audit by a Peer Reviewed Practicing Company Secretary.

In line with the amendment of the SEBI (LODR) (Third Amendment) Regulations, 2024, Members of the Company, based on the recommendation of the Board of Directors, shall appoint a peer reviewed Secretarial Audit firm as Secretarial Auditor of the Company for one term of five consecutive years and re-appointment can also be done for the further period of five years after the completion of the said one term.

The Board of Directors, at its meeting held on April 21, 2025, recommended the appointment of RMG & Associates, Company Secretaries, a peer reviewed firm having experience of more than two decades in the secretarial practice with a team of necessary expertise to conduct the Secretarial Audit as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years from financial year 2025-26 to 2029-30.

The firm accorded their consent and eligibility for appointment as Secretarial Auditor of the Company.

RMG & Associates is a firm of Company Secretaries, established in the year 2001, based at New Delhi and having branch office at Gurgaon, Haryana and various affiliates across other metropolitan cities of India, with a rich experience of around 24 (Twenty-Four) years & the professional expertise in dealing with all kinds of Corporate Secretarial, Foreign Exchange Laws (FEMA & RBI Regulations/ Approvals), Corporate Advisory, Regulatory issues and such other allied & legal matters.

The remuneration and other terms and conditions shall be decided by the Board of Directors of the Company. Further, the Company may avail any other services as required from time to time from the secretarial auditor which are not prohibited under the provisions of the Act or the SEBI (LODR) Regulations, 2015.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in this resolution. The Board recommends the Ordinary Resolution set out at Item no. 5 of the Notice for the approval of the members.

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

**Sonal Garg
Company Secretary
ACS 24598**

**Date: May 22, 2025
Place: New Delhi**

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, 2025 (in Rs.)	Number of corresponding shares of which dividend is unclaimed	Due Dates for Transfer to IEPF
2017-18	Final	3,48,163.50	2,32,109	September 20, 2025
2018-19	Interim	2,15,411.40	2,39,346	December 20, 2025
2018-19	Final	2,70,295.50	1,80,197	August 29, 2026
2019-20	Interim	1,55,579.40	1,72,866	December 16, 2026
2019-20	Second Interim	3,89,628.00	2,59,752	March 27, 2027
2020-21	Interim	1,48,428.80	1,66,592	December 17, 2027
2020-21	Final	2,08,411.50	1,41,831	November 06, 2028
2021-22	Interim	1,28,685.60	1,45,544	December 19, 2028
2021-22	Final	2,26,358.00	1,53,786	September 03, 2029
2022-23	Interim	1,31,063.00	1,49,330	December 14, 2029
2022-23	Final	1,75,290.50	1,20,937	September 09, 2030
2023-24	Interim	1,12,888.90	1,32,301	December 21, 2030
2023-24	Final	3,49,088.30	1,72,253	September 22, 2031
2024-25	Interim	1,30,049.60	1,49,454	December 21, 2031

- 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 Authority 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 Authority 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.mca.gov.in) (FO Login) [MCA Services > Company E-filing > IEPF Services] along with requisite documents as decided by it from time to time.