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 OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FORTY-SEVENTH (47TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 12, 2026, AT 05:00 P.M. (IST) THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM"), FOR WHICH PURPOSE THE REGISTERED 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 an **ORDINARY RESOLUTION:**

a) Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 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, 2026, 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, 2026 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, 2026, 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 2025-26, 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 are hereby declared & confirmed for the financial year ended March 31, 2026."

3. To appoint a Director in place of Mr. Shiv Vikram Khemka (DIN: 01214671) 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. Shiv Vikram Khemka (DIN: 01214671), 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 2026-27.

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. 1.80 lakhs plus applicable taxes and out of pocket expenses 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, 2026 till March 31, 2027."

5. Re-appointment of Mr. Raj Kumar Agrawal (DIN: 00177578) as an Independent Director for second term of five (5) consecutive years.

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 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, read with Schedule IV of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors, the members of the Company hereby accord their approval for re-appointment of Mr. Raj Kumar Agrawal (DIN: 00177578) as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years, commencing from June 15, 2026 to June 14, 2031 (both days inclusive), not liable to retire by rotation."

6. Approval for Payment of Commission to Non-Executive Directors for Financial Years 2026-27, 2027-28 and 2028-29.

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 197 and 198 read with all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the Members of the Company be and is hereby accorded for payment of commission, to the Non-Executive Directors including Independent Directors of the Company (whether existing or future) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed amongst such Directors in such a manner as the Board of Directors may from time to time determine, within the overall maximum limit of up to 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard and such payments shall be made in respect of the profits of the Company for period of three financial years i.e. 2026-27, 2027-28 and 2028-29.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, the payment of commission to the Non-Executive Directors may be made in excess of the said limit of 1% of net profits, subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and such other approvals as may be required under law.

RESOLVED FURTHER THAT the above commission shall be in addition to fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for rendering services of professional nature and reimbursement of expenses for participation in the Board and other committee meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For Indag Rubber Limited

Sd/-
Sonal Garg
Company Secretary
ACS 24598

Date: June 22, 2026
Place: New Delhi

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 3/2025 dated September 22, 2025, by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and Circulars 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 47th 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 47th 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 10, 2026 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 shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & 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, 2026 to August 12, 2026 (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 May 28, 2026, considered that the special businesses under item nos. 4 to 6, being considered unavoidable, be transacted at the 47th 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, 2026, which is proposed to be paid on or before September 10, 2026.

The dividend, as recommended by the Board, if approved at this AGM, would be paid subject to deduction of tax at source, as may be applicable, within a period of 30 days from the date of declaration, to those persons or their mandates:

a. whose names appear as Beneficial Owners as at the end of the business hours on Wednesday, August 05, 2026 (Record Date), in the list of Beneficial Owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and

b. whose names appear as Members in the Register of Members of the Company as at the end of the business hours on Wednesday, August 05, 2026 (Record Date).

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 2025-26, was declared on November 07, 2025 and was paid by December 05, 2025.

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, 2026 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 claimed their dividend(s) 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/RTA 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. For more details, members may visit the website of the Company or may click on the link https://indagrubber.com/investorrelation/detail/5/25.

13. Members may please note that SEBI vide its Master Circular i.e. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026 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 47th Annual General Meeting and Annual Report for the year 2025-26 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 47th Annual General Meeting and Annual Report for the year 2025-26 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the Annual General Meeting of the Company. In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2025-26 and Notice of the 47th AGM of the Company, he/ she may send request at info@indagrubber.com mentioning Folio No./ DP ID and Client ID.

Additionally, a letter providing the web link to access the Notice of the 47th AGM and Annual Report is being sent to those shareholders whose e-mail Ids are not registered with the Company/RTA or the Depositories.

18. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail.

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 Institute of Company Secretaries of India (ICSI) and the MCA's circular, no gifts/coupons shall be distributed w.r.t. the Meeting.

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 close of trading hours of Wednesday, August 05, 2026, (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, 2026 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. Wednesday, August 05, 2026, should treat this Notice for information purpose only.

e. The remote e-voting period begins on Sunday, August 09, 2026 at 09:00 A.M. and ends on Tuesday, August 11, 2026 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, 2026, 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, 2026.

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 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	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. 2. 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's 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. 3. 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. 4. 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. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL SPEED-e"** facility by scanning the QR code mentioned below for seamless voting experience.

Type of Shareholders	Login Method
	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. 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. 2. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/ EasiestRegistration. 4. 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 websites.

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.

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL 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.
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 Digit 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:
   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 prompt 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

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.com.

   Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login.

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 for the grievances connected with voting by electronic means. Members may also write to the Company Secretary at info@indagrubber.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to admin@skylinerta.com. Alternatively, members may register/ update their email address in prescribed form ISR-1 and send it to the RTA 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. In case shares are held in demat mode, please provide DP ID & Client ID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master list or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to admin@skylinerta.com. 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's 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 proactively, retrieve the same by following the remote e-Voting instructions mentioned in the notice.
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, 2026. 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 47th 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 other 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., Wednesday, August 12, 2026.

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 BSE Limited 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.

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.

Based on the recommendation of Audit Committee, the Board of Directors at its meeting held on May 28, 2026, had approved the appointment of Shome & Banerjee, Cost Accountants, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2027.

The Board of your Company thought fit to fix the remuneration of Rs. 1,80,000/- 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: Re-appointment of Mr. Raj Kumar Agrawal (DIN: 00177578) as Independent Director of the Company

Mr. Raj Kumar Agrawal (DIN: 00177578) is currently an Independent Director of the Company, Chairperson of the Audit Committee and Stakeholders' Relationship Committee.

Pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), Mr. Agrawal was appointed as an Independent Director of the Company by the Members at the 42nd Annual General Meeting of the Company held on September 30, 2021 for a period of 5 (five) consecutive years commencing from June 15, 2021 up to June 14, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

As per the reports of performance evaluation, Mr. Raj Kumar Agrawal has effectively and efficiently discharged his duties, roles and responsibilities during his tenure as Independent Director of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors had, at its meeting held on May 28, 2026, proposed the re-appointment of Mr. Agrawal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from June 15, 2026 up to June 14, 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

In view of the reports of performance evaluation, recommendations of the Committee and the specialization, expertise and experience of Mr. Raj Kumar Agrawal, the Board of Directors is of the opinion that his continued association as Independent Directors will immensely benefit the Company.

The Company has in terms of Section 160(1) of the Act, received a notice from a Member proposing his candidature for the office of Director.

Mr. Raj Agrawal has confirmed that:

(i) he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations;

(ii) in terms of Regulation 25(8) of the SEBI Listing Regulations, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties;

(iii) he is not debarred from holding the office of Director by virtue of any SEBI's Order or any such authority pursuant to circulars dated June 20, 2018 issued by BSE Limited pertaining to enforcement of SEBI's Orders regarding appointment of Directors by the listed companies;

(iv) he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members;

(v) he has complied with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'); and

(vi) he is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

In the opinion of the Board of Directors, Mr. Raj Kumar Agrawal fulfils the conditions for appointment as Independent Director as specified in the Act, the rules made thereunder and the SEBI Listing Regulations and is independent of the Management.

Copy of the draft letter of appointment of Mr. Raj Kumar Agrawal as Independent Director setting out the terms and conditions of his appointment including remuneration are available for inspection electronically without any fee by members from the date of circulation of this Notice up to the date of AGM and during the AGM. Members who wish to inspect the same can send an email at info@indagrubber.com.

The said terms and conditions are also posted on the Company's website www.indagrubber.com.

In pursuance of Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, brief resume and other details of Mr. Raj Kumar Agrawal are provided in Annexure to this Notice.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Raj Kumar Agrawal and his relatives, are concerned or interested, financially or otherwise, in the resolution. The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the members.

Item No. 6: Approval for Payment of Commission to Non-Executive Directors for Financial Years 2026-27, 2027-28 and 2028-29

In terms of applicable provisions of Companies Act, 2013 (the "Act"), the Company may pay remuneration by way of commission to its Non-Executive Directors ("NEDs"), including Independent Directors, subject to the overall limit of 1% of the net profits of the Company calculated in accordance with Section 198 of the Act.

Further, pursuant to the amendments introduced by the Companies (Amendment) Act, 2020 and the notification issued by the Ministry of Corporate Affairs on March 18, 2021, Sections 149(9) and 197(3) read with Schedule V of the Act permit payment of remuneration to Non-Executive Directors, including Independent Directors, in cases where the Company has no profits or inadequate profits, within the limits prescribed under Schedule V of the Act.

The Members of the Company had previously approved the payment of commission/remuneration to the Non-Executive Directors up to the financial year 2025-26.

The Company recognizes the significant contribution of its Non-Executive Directors in providing strategic guidance, oversight & governance support and believes in appropriately remunerating them for the time, expertise and value they bring to the Board and its Committees. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution pursuant to Sections 149(9), 197 and other applicable provisions of the Act, read with Schedule V thereto, the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for payment of remuneration to the Non-Executive Directors, including Independent Directors, for the financial years 2026-27, 2027-28 and 2028-29.

The proposed remuneration shall be by way of commission not exceeding 1% (one percent) of the net profits of the Company for each financial year, computed in accordance with Section 198 of the Act. In the event of absence or inadequacy of profits in any financial year, remuneration may be paid within the limits prescribed under Schedule V of the Act, as amended from time to time.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors will determine each year, the specific amount to be paid as remuneration/commission to the NEDs (including Independent Directors) subject to the above specified limits.

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

Except Non-Executive Directors (including Independent Directors) and 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 Ordinary Resolution set out at Item no. 6 of the Notice for the approval of the Shareholders.

By order of the Board of Directors
For Indag Rubber Limited

Sd/-
Sonal Garg
Company Secretary
ACS 24598

Date: June 22, 2026
Place: New Delhi

The brief profile of Director eligible for re-appointment vide item no. 3 & 5 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**
Name	Mr. Shiv Vikram Khemka	Mr. Raj Kumar Agrawal
DIN	01214671	00177578
Date of Birth/ Age	19-08-1962/ 63 years	15-06-1957/ 69 Years
Date of first Appointment on the Board	14-08-2015	15.06.2021
Educational Qualifications	Mr. Shiv Khemka completed his BA in Economics from Brown University and MBA (Finance) and MA (International Studies) with distinction from the Wharton School of Business and the Lauder Institute at the University of Pennsylvania.	Chartered Accountant and B.Com. (Hons) from Shri Ram College of Commerce, University of Delhi.
	Mr. Shiv Khemka is Vice Chairman of the SUN Group. Mr. Khemka was elected as 'Global Leader for Tomorrow' (GLT) at the World Economic Forum in Davos in 1997. Awarded as the Dr. Jean Mayer Global Citizenship Award from Tufts University, the Outstanding Contribution to Education Prize at Wharton as well as the India Alumni Award from the Wharton School of Business.	Mr. Raj Kumar Agrawal had been associated with SR Batliboi & Co. (an EY Member firm) for more than 43 years in various capacities and retired as a senior partner of the firm. He has experience of providing accounting, advisory and other services to companies in various industry sectors. He has served the Accounting Standards Board and Audit & Assurance Standards Board of the Institute of Chartered Accountants of India.
Terms and conditions of appointment/ re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation.	Re-appointment as an Independent Director for a term of 5 years with effect from June 15, 2026, not liable to retire by rotation.
Details of remuneration last drawn (2025-26)	Nil	Total Remuneration: Rs.16.50 Lakhs Sitting fee: Rs. 10.50 Lakhs Commission: Rs. 6.00 Lakhs
Details of remuneration sought to be paid	Nil	Sitting fee & Commission
No. of Board Meetings attended during the year	4/5	5/5
Directorships held in other Companies (along with listed entities from which the person has resigned in the past three years)	1. Sungroup Enterprises Private Limited 2. Nabha Development Initiative	1. Orient Paper & Industries Ltd. 2. Vachaspati Real Estate Pvt. Ltd.
Membership / Chairmanship of Committees of Companies in which he is a Director	Member of the CSR Committee of the Company.	1. **Indag Rubber Ltd.:** Chairman of Audit Committee and Stakeholders' Relationship Committee. 2. **Orient Paper & Industries Ltd.:** Member of Audit Committee & Nomination & Remuneration Committee; Chairperson of Risk Management Committee.
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. Urvashi Rajya Laxmi Rana Khemka)	Nil
Inter-se relationship between Directors and other KMPs	Mr. Nand Lal Khemka (Father) Mr. Uday Harsh Khemka (Brother)	NA

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

I. General Information:

<table>
<tr><td>1</td><td>Nature of Industry</td><td>Manufacturing and marketing of Pre-Cured Tread Rubber and other allied products.</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production.</td><td>The Company has commenced its commercial production vide Certificate of Commencement of Business issued by MCA on September 03, 1979.</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.</td><td>Not applicable, since the Company was incorporated on June 02, 1978.</td></tr>
<tr><td>4</td><td>Financial Performance on key indicators</td><td>Standalone Financial Performance (Rs. in Lakhs)
<table>
<tr><th>Particulars</th><th>FY 25-26</th><th>FY 24-25</th><th>FY 23-24</th></tr>
<tr><td>Revenue from operations and other income</td><td>22,480.63</td><td>23,689.70</td><td>26,122.80</td></tr>
<tr><td>Total expenses</td><td>20,847.05</td><td>22,648.22</td><td>23,939.34</td></tr>
<tr><td>Profit/loss before tax (including discontinued operations)</td><td>1,633.58</td><td>1,041.48</td><td>2,183.46</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>1,237.94</td><td>841.93</td><td>1,674.90</td></tr>
</table>
Consolidated Financial Performance (Rs. in Lakhs)
<table>
<tr><th>Particulars</th><th>FY 25-26</th><th>FY 24-25</th><th>FY 23-24</th></tr>
<tr><td>Revenue from operations and other income</td><td>22,484.80</td><td>24,023.38</td><td>26,106.66</td></tr>
<tr><td>Total expenses</td><td>21,372.20</td><td>23,427.72</td><td>24,061.92</td></tr>
<tr><td>Profit/loss before tax (including discontinued operations)</td><td>1,112.60</td><td>595.66</td><td>2,044.74</td></tr>
<tr><td>Profit/loss after tax (continuing operations)</td><td>806.23</td><td>471.87</td><td>1,558.32</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign Investment or Collaborators, if any.</td><td>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.</td></tr>
</table>

II. Information about the Directors:

S. No.	Particulars	Mr. Raj Kumar Agrawal	Mr. Sushil Kumar Dalmia	Ms. Ranjana Agarwal	Mr. Nikhil Khanna	Mr. Shiv Khemka	Mr. Uday Khemka
1	**Background Details/ Recognition or Awards**	Mr. Raj Kumar Agrawal, has done B.Com. (Hons) from Shri Ram College of Commerce, University of Delhi and is a Chartered Accountant. He had been associated with S. R. Batliboi & Co (an EY Member firm) for more than 43 years and has experience of providing accounting, advisory and other services to companies in various industry sectors. He has served the Accounting Standards Board and Audit & Assurance Standards Board of the ICAI.	Mr. Sushil Kumar Dalmia has done B. Com (Hons), Chartered Accountancy and Diploma in Information System Audit. He had been associated with S. R. Batliboi & Co. (an EY Member firm) and Ashok Birla Group in various capacities and is currently the Senior Partner of Bansal Dalmia & Co, an audit firm. He is having more than 42 years of experience in the fields of Audit, Direct Taxation, Due Diligence and Corporate Governance.	Ms. Ranjana Agarwal holds a Bachelor's degree in Economics (Hons.) from Lady Shri Ram College, Delhi University and is a Chartered Accountant. She is a professional with over 42 years of experience in audit and related services. She is the recipient of the Indira Gandhi Priyadarshini award for professional excellence. She has served as the National President of FICCI FLO and has been chairing some important initiatives of FICCI and PHD.	Mr. Nikhil Khanna holds B.Com. (Hons.) degree from Shri Ram College of Commerce, University of Delhi. He is an experienced professional with a versatile background spanning over more than two decades across infrastructure, aviation, defence, hospitality, luxury brands, public affairs, and community initiatives. His skill set includes strategic leadership, client relations, business development, public policy, advocacy, content strategy, corporate social responsibility, digital marketing, relationship building, and exemplary writing and communication skills.	Mr. Shiv Khemka holds a Bachelor's degree in Economics from Brown University, and MBA and MA from the Wharton School of Business and the Lauder Institute at the University of Pennsylvania. Served on the Board of Overseers of the Wharton School for over two decades and is currently on the board of the Lauder Institute and the Centre for the Advanced Study of India (CASI) at the University of Pennsylvania. He has served on both the Brown University and Yale University's President's Councils on International Activities and is on the board of the Asia Society Policy Institute's Global Council. He has also served as a board member on the Stanford Philanthropy and Civic Society (PACS) center and was	Mr. Uday Khemka was educated at Eton College and University of Cambridge. He received an MBA with distinction from Harvard Business School (Baker Scholar). Mr. Uday is Vice-Chairman of the SUN Group of companies and has more than 32 years of investment, investment banking and entrepreneurial experience. He is the Chairman of the Green AI Learning Initiative (GRAIL), a global initiative that brings together major stakeholders around the world to accelerate the application of critical intelligent solutions to both climate mitigation and adaptation. He also serves on the Board on the Synergos Institute in New York and is also a member of Board for the Climate Group in India. In recognition of his

S. No.	Particulars	Mr. Raj Kumar Agrawal	Mr. Sushil Kumar Dalmia	Ms. Ranjana Agarwal	Mr. Nikhil Khanna	Mr. Shiv Khemka	Mr. Uday Khemka
						an advisory board member of the Davis Center for Russian and Eurasian studies at Harvard University. Mr. Shiv Khemka is Vice Chairman of SUN Group.	leadership, he was named a Young Global Leader for Tomorrow (GLT) by the World Economic Forum, Davos, in 2005. He also served as a member of His Majesty King Charles III Sustainable Markets Council, which played a pivotal role in launching the Sustainable Markets Initiative. Earlier, Mr. Khemka co-chaired the Clean Energy Finance Forum (CEFF), a joint initiative established by Prime Minister Narendra Modi and President Barack Obama to catalyse investments in support of India's ambitious 175 GW clean energy target.
2	**Past Remuneration**	16.50 Lakhs (including Sitting Fees)	16.50 Lakhs (including Sitting Fees)	16.50 Lakhs (including Sitting fees)	10.00 Lakhs (including Sitting Fees)	NA	NA
3	**Job profile and his/her suitability**	Mr. Agrawal is associated with Company as an Independent Director from June 15, 2021.	Mr. Dalmia is associated with Company as an Independent Director from May 24, 2023.	Ms. Ranjana Agarwal is associated with Company as an Independent Director from April 01, 2024.	Mr. Nikhil Khanna is associated with Company as an Independent Director from April 01, 2024.	Mr. Shiv Khemka is associated with Company as Non-Executive Director from August 14, 2015.	Mr. Uday Khemka is associated with Company as Non-Executive Director from October 08, 2014.
4	**Remuneration proposed**	As stated in Resolution No. 6 of this Notice.					

S. No.	Particulars	Mr. Raj Kumar Agrawal	Mr. Sushil Kumar Dalmia	Ms. Ranjana Agarwal	Mr. Nikhil Khanna	Mr. Shiv Khemka	Mr. Uday Khemka
5	**Comparative remuneration Profile with respect to 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**	Apart from receiving Sitting fees and Commission, Mr. Raj Kumar Agrawal does not have any pecuniary relationship with Company, its Directors or KMP.	Apart from receiving Sitting fees and Commission, Mr. Sushil Kumar Dalmia does not have any pecuniary relationship with Company, its Directors or KMP.	Apart from receiving Sitting fees and Commission, Ms. Ranjana Agarwal does not have any pecuniary relationship with Company, its Directors or KMP.	Apart from receiving Sitting fees and Commission, Mr. Nikhil Khanna does not have any pecuniary relationship with Company, its Directors or KMP.	Mr. Shiv Khemka is relative of Mr. Nand Khemka and Mr. Uday Khemka. Apart from this, he does not have any pecuniary relationship with Company, its Directors or KMP.	Mr. Uday Khemka is relative of Mr. Nand Khemka and Mr. Shiv Khemka. Apart from this, he does not have any pecuniary relationship with Company, its Directors or KMP.

III. Other Information

1. Reasons of inadequate profits

The Company is seeking shareholders' approval for the ensuing three financial years to ensure compliance with the applicable provisions of the Companies Act, 2013, including in situations where the Company may have inadequate profits, thereby enabling payment of remuneration to the Directors in accordance with the prescribed limits and provisions.

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

NOTICE TO SHAREHOLDERS/ INVESTORS FOR UNPAID DIVIDENDS

1. The Shareholders/ Investors of Indag Rubber Limited are notified that in pursuance of 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 7(seven) 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 7(seven) consecutive years or more shall also be transferred to the demat account of IEPF, as notified by Ministry of Corporate Affairs.

2. 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, 2026 (in Rs.)	Number of corresponding shares of which dividend is unclaimed	Due Dates for Transfer to IEPF Authority
2018-19	Final	2,68,795.50	1,79,197	August 29, 2026
2019-20	Interim	1,54,454.40	1,71,616	December 16, 2026
2019-20	Second Interim	3,87,378.00	2,58,252	March 27, 2027
2020-21	Interim	1,47,303.80	1,65,342	December 17, 2027
2020-21	Final	2,08,036.50	1,41,581	November 06, 2028
2021-22	Interim	1,27,785.60	1,44,544	December 19, 2028
2021-22	Final	2,24,858.00	1,52,786	September 03, 2029
2022-23	Interim	1,30,163.00	1,48,330	December 14, 2029
2022-23	Final	1,75,290.50	1,20,937	September 09, 2030
2023-24	Interim	1,12,213.90	1,31,551	December 21, 2030
2023-24	Final	3,46,988.30	1,71,253	September 22, 2031
2024-25	Interim	1,29,149.60	1,48,454	December 21, 2031
2024-25	Final	1,98,021.45	1,35,802	September 18, 2032
2025-26	Interim	1,12,681.17	1,28,989	December 14, 2032

3. Shareholders/ Investors who have not claimed their dividends for any of the aforesaid Financial Years, are requested to lodge their claims by quoting their respective Folio No./DP ID - Client ID with Company to:

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

4. 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.

5. 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.

6. 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.

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