Indag Rubber Limited

CIN L74899DL1978PLC009038
Regd. Office: 11, Community Centre, Saket, New Delhi-110017
Ph. No. 011-26963172/73, **E-mail Id:-** info@indagrubber.com, **Website:** www.indagrubber.com

TO THE MEMBERS OF THE COMPANY

NOTICE OF POSTAL BALLOT

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

NOTICE is hereby given pursuant to Section 110 of The Companies Act, 2013, (the "Act") read with Rule 22 of the Companies (Management & Administration) Rules, 2014, ("the Rules") and relevant provisions of the Listing Agreement with Stock Exchanges, the resolutions appended below are proposed to be passed by way of postal ballot:

1. Sub-division of Shares of the Company

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 61(d) and other provisions, if any, of the Act, or any statutory modification(s), amendment or re-enactment thereof and Article 50 of the Articles of Association of the Company and subject to such approvals, permissions, and sanctions, if any, as may be necessary from concerned authorities, each Equity Share of the Company having a nominal face value of Rs.10/- (Rupees ten only) fully paid-up, be sub-divided into Equity Share of nominal face value of Rs.2/- (Rupee two only) each fully paid-up.

RESOLVED FURTHER THAT upon sub-division of the Equity Share of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Share of a nominal face value of Rs. 10/- (Rupees ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date ("Record Date") fixed for the purpose and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing share certificate(s) subject to the provisions laid down in the Companies (Share Capital and Debentures) Rules, 2014 and the Articles of Association of the Company and in the case of shares held in dematerialized form, appropriate number of sub- divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, by debiting the Equity Shares of the Company held on the Record Date.

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) or any Key Managerial Personnel be and are hereby authorised to fix a Record Date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters and difficulties arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

2. Alteration of the Memorandum of Association of the Company

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

"RESOLVED THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting in place thereof the following new Clause V as mentioned hereunder:

'V. The Authorised Share Capital of the Company is Rs.700,00,000/- (Rupees Seven Crores) divided into 350,00,000 (Three crores fifty lacs only) equity shares of Rs. 2/-(Rupee two) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect.''

3. Alteration of the Articles of Association of the Company

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

"RESOLVED THAT the existing Article 4 of the Articles of Association of the Company be and is hereby altered by substituting in place thereof the following new Article 4:

'4. The Authorised Share Capital of the Company is Rs. 700,00,000/- (Rupees Seven Crores) divided into 350,00,000 (Three crore fifty lacs only) equity shares of Rs. 2/- (Rupee two) each.'

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect.

4. Re-appointment of Shri Nand Khemka (DIN: 00211084) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2015 to March 31, 2020.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, including any statutory modifications thereof, or any other law and subject to the approval of the Central Government, the Members hereby approves the reappointment of Shri. Nand Khemka, (DIN: 00211084) a Non-Resident Indian, aged 80 years, as Chairman cum Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 1st April, 2015 till 31st March, 2020 on following remuneration and terms & conditions as under -

REMUNERATION

i) Salary :Rs.8,00,000/- per month (Rupees Eight lacs only per month)

ii) Car and Driver : The Company shall provide car(s) with driver(s) and telephone(s) for official and personal purposes.

iii) Premium paid on Director's and Officer's Liability policy taken by the company shall not be treated as part of the remuneration, unless he is proved guilty.

iv) Bonus : The Chairman cum Managing Director will also be entitled to bonus, which shall be computed as follows:-

Ceiling under Section 197 of the Companies Act, 2013 of 5% (Five percent) of the net profits computed in accordance with Section 198 of the Companies Act, 2013 reduced by the remuneration actually paid and perquisites (if any) actually reimbursed to him.

Resolved further that the above remuneration payable to Shri. Nand Khemka is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 11% of the net profits collectively payable to all the Directors as calculated in accordance with Section 198 of the Companies Act, 2013 or any amendments thereto or any other provisions may be applicable.

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

Other terms and conditions:

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

ii) The Chairman cum Managing Director shall not be entitled to fees payable to Directors for attending Board Meetings and all other committees Committees appointed by the Board.

iii) The Agreement may be terminated by either party by giving to the other three months notice of such termination or three months salary in lieu thereof at the Company's option, which may be given at any time. The Chairman cum Managing Director will not be entitled to any compensation for loss of office due to termination Section 202 of the Company Act, 2013 or otherwise.

"Resolved further that the Board be and is authorized to increase, vary or amend the remuneration including salary, allowances, perquisites and other benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

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

Manali D Bijlani
Company Secretary
Membership No.: FCS 4704

Date : January 10, 2015
Place: New Delhi

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of all the businesses specified above is annexed hereto.

2. The Board of Directors of the Company has appointed Mr. P K Jain, FCS No. 1929, CP No. 10761, Practicing Company Secretary, of M/s.P.K.Jain & Associates, as Scrutinizer for conducting the Postal Ballot voting process in accordance with the law and in a fair and transparent manner.

3. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the member. Please carefully read the instructions printed on the enclosed Postal Ballot Form before exercising your vote and return the Form duly completed, signifying your assent or dissent, in the attached self-addressed, postage pre- paid envelope, so as to reach the Scrutinizer within a period of 30 days from the date of dispatch of notice i.e. before the close of working hours on Saturday, March 14, 2015.

4. The Notice is being sent to all the Members, whose names would appear in the Register of Members/ Record of Depositories as on the close of working hours on January 23, 2015.

5. The Company is pleased to offer e-voting facility as an alternate, for all its members to enable them to cast their vote electronically Instead of dispatching Postal Ballot. E-voting is optional. In case a member desires to exercise his vote by using e-voting facility then he has to carefully follow the instructions as given for e-voting printed on the back side of the Postal Ballot Form. He can use the facility and log-in any number of times till he has voted on all the Resolutions or till the end of the voting period (i.e. till the last date of receipt of Postal Ballots), whichever is earlier.

   Members irrespective of who have registered their e-mails for receipt of documents in electronic mode under the green initiative and who wish to vote through Postal Ballot Form can seek Duplicate Form from Corporate Office of the Company and send the same by post to the Corporate Office of the Company addressed to the Scrutinizer.

   Members may contact Company Secretary, for any grievances connected with voting by postal ballot including voting by electronic means at the Corporate Office of the Company at Khemka House, 11, Community Center, Saket, New Delhi-110017.

6. The Scrutinizer will submit his Report after completion of the scrutiny, addressed to the Whole time director & CEO on March 20, 2015. The Whole time director & CEO will, or in his absence any other person so authorized by him will, announce the result of voting by postal ballot on March 20, 2015 at 4:00 P.M. at the Registered Office of the Company and the Resolutions will be taken as passed effectively on the date of announcement of the result by such authorized person, if the results of the Postal Ballots indicate that the requisite majority of the members had assented to the Resolutions. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

   The results of the Postal Ballot along with the scrutinizer's report will also be displayed on the website of the Company www.indagrubber.com besides being communicated to the stock exchanges on which the shares of the Company are listed.

7. Resolutions passed by the members through Postal Ballot are deemed to have passed effectively at a general meeting of the Members. The Special Resolution shall be declared as passed if the number of votes cast in favor of the Special Resolution is not less than three times the number of vote cast against the Special Resolution.

8. A copy of the Memorandum of Association of the Company along with the proposed amendments and copy of the Agreement executed with Shri Nand Khemka for his appointment as Chairman cum Managing Director for a period of 5 years, shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 am to 6:00 pm) on all working days up to the date of declaration of the result of Postal Ballot.

EXPLANATORY STATEMENT

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

ITEM NOS. 1, 2 and 3

The Equity Shares of the Company are listed on BSE Limited (BSE) and The Delhi Stock Exchange Limited (DSE) and is actively traded on the BSE. The market price of the Equity Shares of the Company has witnessed significant increase over the last few years. In order to facilitate affordability of the Company's Equity Shares for investors at large and to enhance the liquidity of the Company's Equity Shares in the Stock Market, it is proposed that each Equity Share of the Company having a nominal face value of Rs.10/- (Rupees ten only) each fully paid-up, be sub-divided into Equity Share of nominal face value of Rs. 2/- (Rupee two only) each fully paid-up, subject to such approvals; as may be required.

After the approval by the Members, the Board of Directors (or any Key Managerial Personnel) of the Company will fix a Record Date for the aforesaid sub-division.

At present, the Authorized Share Capital of the Company is Rs. 700,00,000/- divided into 70,00,000 Equity Shares of Rs.10/-(Rupees ten only) each. The Subscribed and Paid-up Share Capital of the Company is divided into 52,50,000(Fifty Two Lacs Fifty Thousand Only) Equity Shares of Rs. 10/- (Rupees ten only) each, amounting to Rs. 5,25,00,000/- (Rupees Five Crores Twenty Five Lacs only). The resolutions as set out in Item Nos. 2 and 3 of the Notice for altering Clause V of the Memorandum of Association (MOA) and Article 4 of the Articles of Association (AOA) of the Company respectively are necessary to reflect the changes in the Capital Clause of the Memorandum of Association and Article 4 of the Articles of Association of the Company, consequent upon sub-division of Equity Shares of the Company.

Accordingly, your Directors recommend the Resolutions as set out in Item Nos. 1, 2 and 3 of the Notice for approval of the shareholders.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, except to the extent of their respective shareholding in the Company, is in any way, deemed to be concerned or interested in the resolutions as set out in the Notice.

ITEM NO. 4

Shri Nand Khemka has been re-appointed as Chairman cum Managing Director of the company for a period of five (5) years w.e.f 1 April 2015, as per the terms and conditions contained in the Agreement executed with him, pursuant to the provision of the Companies Act, 2013 on the remuneration, as specified in the resolution. The Nomination and Remuneration Committee and the Board of Directors in their meeting held on 10 January, 2015 approved the terms of appointment and remuneration of Shri Nand Khemka.

Shri Nand Khemka holds the position of Chairman cum Managing Director of the company from April 1, 2010 to March 31, 2015.

Shri Nand Khemka aged 80 years, is holding degrees of M.S. Foreign Trade and Masters Degree in Business Administration from Columbia University, New York, USA.

Shri Nand Khemka is the Founder, Promoter and Chairman of the Company since its inception. Shri Khemka has more than 50 years of experience in promoting and running successfully various organizations. Cold process retreading of tyres was introduced by Shri Khemka in India first time in 1978 in collaboration with Bandag Inc., USA. His business experiences over this period have been extensive, which includes commercial, industrial, and investment activities. Shri Khemka is also a Founder and major shareholder in the Khemka Group.

The Company is filing separate application with the Central Government for approval of appointment of Shri Nand Khemka as Chairman cum Managing Director, being a non-resident Indian.

None of the Director and Key Managerial Personnel or their relative, except Shri Nand Khemka and Shri Uday Harsh Khemka (son of Shri Nand Khemka), are interested in the aforesaid resolution.

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

Manali D Bijlani
Company Secretary
Membership No.: FCS 4704

Date : January 10, 2015
Place: New Delhi

Indag Rubber Limited

CIN L74899DL1978PLC009038

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

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

Form No MGT 12 - Postal Ballot Form

Sr. No.	Particulars	Details
1.	Name and address of the sole/First Member	
2.	Name(s) of joint Member (s), if any,	
3.	DP ID/Client ID No. or Registered Folio No.	
4.	No. of equity shares held	

I/We vote in respect of the Resolution enumerated below by putting my/our assent or dissent to the said resolution, by placing tick (✓) mark at the appropriate box below:

Item No.	Description of the resolution	Number of Shares	I/We assent to the resolution (Vote in Favor)	I/We dissent to the resolution (Vote Against)
Ordinary Resolution				
1.	Sub-division of equity share having nominal face value of Rs. 10/- each to equity share of nominal face value of Rs. 2/- each.			
Special Resolution				
1.	Alteration of Memorandum of Association of the Company			
2.	Alteration of the Articles of Association of the Company			
3.	Re-appointment of Shri Nand Khemka (DIN: 00211084) as Chairman cum Managing Director of the Company for a period of five (5) years w.e.f. April 1, 2015 to March 31, 2020			

Place :
Date:

Signature of the shareholder

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

Electronic Voting Particulars

EVEN (Electronic Voting Event Number)	USER ID	Password

Note: Please read the instructions carefully.

INSTRUCTIONS FOR E-VOTING

1. Launch internet browser by typing the following URL : https://www.evoting.nsdl.com
2. Click on Shareholder – Login
3. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
4. Click Login. Password change menu appears. Change the password with new password of your choice.
5. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles
6. Select E-Voting Event Number (EVEN) of Indag Rubber Limited for casting vote in favour or against the Item(s) of business. (Kindly note that vote once casted cannot be modified. For an EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted on the resolution or till the end date of voting period i.e up to close of 14 March, 2015, whichever is earlier).
7. Now you are ready for 'e-voting' as 'Cast Vote' page opens. Voting period opens on and from Friday, 13 February, 2015 at 10:00 A.M. and ends on Saturday, 14 March, 2015 at 6:00 P.M.
8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
9. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. Institutional shareholders (ie other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/ JPG format) of the relevant Board resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through email at scrutinizer@indagrubber.com with a copy marked to evoting@nsdl.co.in

INSTRUCTIONS FOR POSTAL BALLOT

1. A Member desiring to exercise his vote by Postal Ballot may complete this postal ballot form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company.
2. The self-addressed, postage prepaid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This postal ballot form should be completed and signed by the shareholder. In case of joint shareholding, this form should be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder. However, where the form is sent separately by the first named shareholder and joint holder(s) the vote of the first named shareholder will be valid. Unsigned postal ballot forms will be rejected. Members are requested to fill the Postal Ballot Form in indelible ink (avoid filling it by using pencil, etc.)
4. In case of equity shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the board resolution/authority.
5. The votes shall be casted either in favour or against the Resolution(s) by putting the tick mark (✓) in the column provided for assent or dissent. Incomplete, unsigned, incorrectly filed or bearing more than one (✓) Postal Ballot forms will be subject to rejection by the Scrutinizer.
6. The notice of postal ballot is being dispatched to the members whose name appear on the Register of Member as on 23 January, 2015 and voting rights shall be reckoned in proportion to the equity shares registered in the name of shareholders as on the same date.
7. Duly completed envelopes addressed to the scrutinizer should reach Indag Rubber Limited, 11, Community Centre, Saket, New Delhi-110017 on or before 14 March, 2015. Postal Ballot form received after this date will be strictly treated as if the reply form the members from the members has not been received.
8. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
9. The results declared along with the Scrutinizers Report will be placed on the website of the Company www.indagrubber.com within five (5) working days, i.e. 20th March, 2015.
10. The vote of a Member will be considered invalid on any of the following grounds:
    a) if the Postal Ballot Form is not signed as per the process mentioned above.
    b) if the ballot paper is received torn or defaced or mutilated to an extent that is difficult for the Scrutinizer to identify either the identity of the Members or the number of votes as to whether the votes are in favour or against or inability of the signature to be verified or on or more of the above grounds.
    c) Members(s) shall opt for one mode of voting. If members has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through electronic mode shall prevail.
11. A shareholder may request for a duplicate Ballot paper, if so required. All such requests should be addressed to the Company Secretary, Indag Rubber Limited.
12. Any query in relation to the resolution proposed to be passed by postal ballot may be addressed to Mr. P K Jain, Practicing Company Secretary at email: scrutinizer@indagrubber.com.

NOTICE FOR SHAREHOLDERS/INVESTORS FOR UNPAID DIVIDENDS

1. The Shareholders / Investors of Indag Rubber Limited are notified that in pursuance of the section 205A of the Companies Act, 1956 (the Act), the Company is required to transfer amount of Dividends that remain unclaimed / unpaid for a period of seven (7) years from the date on which they were declared, to the Investor Education and Protection Fund (IEPF) established under Section 205C of the Companies Act, 1956.
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 respective date of declaration of Dividend / Interim Dividend respectively. 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	Dividend –Interim / Final	Due Dates for Transfer to IEPF
2007-08	Final	31 July,2015
2008-09	Final	23 July,2016
2009-10	Interim	14 October,2016
2009-10	Final	31 July,2017
2010-11	Interim	10 November,2017
2010-11	Final	10 August,2018
2011-12	Interim	11 October,2018
2011-12	Final	15 July,2019
2012-13	Interim	9 October,2019
2012-13	Final	20 July,2020
2013-14	Interim	30 October, 2020
2013-14	Final	26 July, 2021
2014-15	Interim	28 September, 2021

3. 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 at:
   Company Secretary,
   Indag Rubber Limited
   Khemka House, 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 on or before the date indicated against each year in the table at Sr. No.2 above. The claims received after these dates shall not be entertained and the amount outstanding shall be transferred to IEPF within 30 days of this date as per the relevant provisions of law.
5. Shareholders are requested to note that after the transfer of the amount/s to IEPF, no claim for payment shall lie in respect thereof to the Bank and/or to the Fund.
   Company Secretary
   Indag Rubber Limited, Khemka House, 11, Community Centre,
   Saket, New Delhi-110017
   Date: 10th January, 2015