

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

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

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 Business			
1.	Adoption of Financial Statements for the year ended 31 st March, 2014			
2.	Declaration of Final Dividend for the Financial year 2013-14			
3.	Re-appointment of Shri K.K. Kapur, who retires by rotation.			
4.	Appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Auditors for a period of 3 years			
	Special Business			
5.	Fixation of remuneration of M/s Shome & Banerjee, Cost Auditors of the Company.			
6.	Appointment of Sh. P.R. Khanna DIN no. 00048800 as an Independent Director for a period of 5 years			
7.	Appointment of Sh. R. Parameswar DIN no.01879913 as an Independent Director for a period of 5 years			
8.	Appointment of Sh. K.M.S. Ahluwalia DIN no.00104762 as an Independent Director for a period of 5 years			
9.	Increase in borrowing power in terms of section 180(1)(c) of the Companies Act, 2013.			
10.	Creation of charge/mortgage etc. on Company's movable or immovable properties in terms of section 180(1)(a) of the Companies Act, 2013.			

Date:

Place:

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 printed overleaf.

INSTRUCTIONS FOR E-VOTING

1. Notice of 35th Annual General Meeting along with Explanatory Statement dated April 14, 2014 is enclosed with Postal Ballot Form and can be downloaded from the website www.indagrubber.com.
2. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
3. Click on Shareholder – Login
4. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
5. Click Login. Password change menu appears. Change the password with new password of your choice.
6. Home page of “e-Voting” appears. Click on e-Voting-Active Voting Cycles
7. 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 July 20, 2014, whichever is earlier).
8. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Friday, July 18, 2014 at 10:00 am and ends on Sunday, July 20, 2014 at 6:00 pm.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Once you have voted on the resolution, you will not be allowed to modify your vote.
11. 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 13th June, 2014 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 20th July, 2014. Postal Ballot forms received after this date will be strictly treated as if the reply from the member 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 two (2) days of the Annual General Meeting.
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 Member has marked his/her/its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held under serial no. 4 of the Postal Ballot Form.
 - c) 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.
 - d) Members(s) shall opt for one mode of voting. If a 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 Mrs. Kiran Amarpuri, Practicing Company Secretary at email: scrutinizer@indagrubber.com or telephone no. 011-45140214.



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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON FRIDAY, 25TH DAY OF JULY, 2014 AT 10:00 A.M. AT SAI INTERNATIONAL CENTRE, PRAGATI VIHAR, LODHI ROAD, NEW DELHI-110003 TO TRANSACT THE FOLLOWING BUSINESS:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the financial year ended 31st March, 2014; together with the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors, final dividend at the rate of Rs. 6.50/- per equity share of Rs.10/- each, in addition to the interim dividend of Rs. 3.50/- per equity share already paid, thus making a total of Rs. 10/- per equity share for the year ended 2013-14, be and is hereby declared out of the current profits of the company, and that the same be paid to those Members whose name appear on the Company's register of members on 25th July, 2014."

3. To appoint a Director in place of Shri K.K. Kapur (DIN 00745117), who retires by rotation and being eligible, has offered himself for re-appointment.
4. To appoint Statutory Auditors of the Company, and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT M/s. S. R. Batliboi & Co. LLP (Registration no.301003E) Chartered Accountants (erstwhile M/ s. S.R. Batliboi & Co. Firm) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of 35th Annual General Meeting until the conclusion of the 38th Annual General Meeting on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

AS SPECIAL BUSINESS:

5. **Fixation of remuneration of the Cost Auditors of the company for the financial year 2014-15.**

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 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 for the payment of remuneration of Rs. 75,000/- plus service tax as applicable and reimbursement of out of pocket expenses, to M/s. Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from 1st April, 2014 till 31st March, 2015."

6. **Appointment of Shri. P. R. Khanna (DIN 00048800) as an Independent Director of the Company for a period of five years.**

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 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Shri. P. R. Khanna (DIN 00048800), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term up to 31st March 2019."

7. **Appointment of Shri. R. Parameswar (01879913) as an Independent Director of the Company for a period of five years.**

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 149, 150 and 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Shri. R. Parameswar (DIN 01879913), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term up to 31st March 2019."

8. **Appointment of Shri. K.M.S. Ahluwalia (00104762) as an Independent Director of the Company for a period of five years.**

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 149, 150 and 152 and any other applicable provisions of the Companies Act 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013, Shri. K.M.S. Ahluwalia (00104762), Director of the company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term up to 31st March 2019."

9. **Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the resolution passed in the Annual General Meeting held on 21st September, 2007, and pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount so borrowed and outstanding at any point of time shall not be in excess of Rs.50 crores (Rupees fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

10. **Creation of Charge/mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013.**

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

"RESOLVED THAT in supersession of the resolution passed in the Annual General Meeting of the Company held on 30th December, 1981 and pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and/or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial/investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustees to secure the loans, borrowings, debentures, hire purchase and/or working capital facilities and other credit facilities for an amount not exceeding Rs. 50 crores (Rupees fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

By Order of the Board of Directors
For Indag Rubber Limited

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

Date : April 14, 2014
Place : New Delhi

NOTES

As Indag Rubber Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 35th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A proxy appointed by a member holding more than 10 percent of the total share capital of the Company carrying voting rights shall not act as proxy for any other member.
3. Members/ Proxies should bring the attendance slips duly filled-in for attending the meeting and deliver the same at the entrance of the meeting place. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 18th July, 2014 to 25th July, 2014 (both days inclusive).
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. Final Dividend of Rs.6.50/- per equity share of Rs. 10/- each has been recommended by the Board of Directors, subject to the approval of the shareholders at the ensuing Annual General Meeting for the year ended on 31st March, 2014 is proposed to be paid on and from 4th August 2014. Interim Dividend for the year 2013-14 of Rs.3.50/- on per equity share of Rs. 10/- each, was paid on 19th November, 2013.
7. Members holding the shares in electronic form are advised to get their bank mandate updated with their respective Depository Participant as the bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. Members holding the shares in physical form are requested to write to the Company for the registration or change of bank mandates for the payment of Dividend
8. Members who have not encashed their dividend warrants are advised to write to the Company immediately claiming dividends declared by the Company.
9. The Securities Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company.
10. Members seeking further information about the accounts are requested to write atleast 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.
11. Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. Skyline Financial Services Private Limited, D-153/A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
12. Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
13. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail the e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
14. Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the draft MCA circular, no gifts/coupons shall be distributed at the Meeting.



15. Members are advised not to carry their personal belongings such as bags, eatables, laptops, mobile phones, arms, ammunitions or any other harmful/dangerous objects to the meeting venue.
16. Members may also note that the Notice of 35th Annual General Meeting and Annual Report for the year 2013-14 is also available on the website of the Company www.indagrubber.com for their download.
17. Voting through electronic means/Postal Ballot
 - a) In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to the members of the Company whose name appears on the Register of Members as on 13th June 2014 (end of day) being the Record Date fixed for the purpose, to exercise their right to vote in respect of the resolutions to be passed at the 35th Annual General Meeting. Members who do not have access to e-voting facility, may send their assent or dissent in writing through postal ballot. The Postal Ballot Form is being sent with this Notice along with the self addressed postage prepaid envelope.
 - b) The members are requested to carefully read the instructions printed on the Postal Ballot Form. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer, Indag Rubber Limited, 11 Community Centre, Saket, New Delhi 110017 on or before 20th July, 2014. Any Postal Ballot Form received after the said date shall be treated as if the reply from the member has not been received.
 - c) Instructions for e-voting are as under-
 - i. Launch internet browser by typing the following URL : <https://www.evoting.nsdl.com>
 - ii. Click on Shareholder – Login
 - iii. Enter your User ID and existing password. The User –id is your Demat account number which is (DP-ID + CLIENT –ID)
 - iv. Click Login
 - v. Home page of "e-Voting" appears. Click on e-Voting-Active Voting Cycles
 - vi. 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 July 20, 2014, whichever is earlier).
 - vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from Friday, July 18, 2014 at 10:00 am and ends on Sunday, July 20, 2014 at 6:00 pm.
 - viii. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - ix. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - x. 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
 - d) The Board of Directors has appointed Ms. Kiran Amarpuri, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting and postal ballot process in a fair and transparent manner.
 - e) The e-voting period shall commence on Friday, 18th July, 2014 (10:00 AM) to Sunday, 20th July, 2014 (6:00 PM). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 13th June, 2014 (cut-off date) may cast their vote electronically. Thereafter, the portal shall be disabled by the NSDL for voting. Members may note that once the vote on a resolution is cast, it cannot be changed subsequently.
 - f) The Scrutinizer will submit the report to the Chairman cum Managing Director of the Company after the completion of scrutiny of the e-voting and Postal Ballot Forms on or before 23rd July, 2014.
 - g) The results of the e-voting, Postal Ballot and Poll at the AGM venue, shall be announced by the Chairman cum Managing Director of the Company after the Annual General Meeting of the Company. The results declared along with the Scrutinizers Report shall be placed on the Company's website www.indagrubber.com and on the website of the NSDL within two (2) days of passing of the resolutions at the Annual General Meeting and communicated to the Stock Exchanges.

18. Pursuant to clause 49 of the Listing Agreement, the brief profile of Directors eligible for re-appointment vide item no. 3, 6, 7 and 8 is as follows:

Name of the Director(s)	DIN	Date of Birth	Date of Appointment	Qualifications and experience	Number of shares held in the company	List of outside Directorships held on 31st March, 2014
Shri K.K. Kapur	00745117	15-10-1937	09-04-2001	Post-Graduate in Mathematics and Member of the Institute of Cost and Works Accountants of India. He retired as Chairman cum Managing Director of GAIL.	Nil	- Hind Capital Management Private Limited
Shri P.R. Khanna	00048800	02-07-1933	20-01-2000	Member of the Institute of Chartered Accountants of India, and is serving on the Board of various organizations.	Nil	- Ansal Properties & Industries Ltd. - DCM Shriram Industries Ltd. - Uniproducts India Limited - UTI Asset Management Co. Limited - C & S Electric Ltd. - Select Infrastructure Pvt Ltd. - UTI Capital Pvt Ltd.
Shri R. Parameswar	01879913	17-05-1933	21-09-1996	Holds a Master degree in History and joined the Indian Accounts and Audit Service. He has served as Joint Secretary to the Cabinet and Additional Secretary in the Ministry of Personnel. He retired as a Deputy Comptroller & Auditor General of India.	Nil	Nil
Shri K.M.S. Ahluwalia	00104762	24-09-1946	01-09-2012	Graduate in History and Post Graduate Diploma in Management Sciences from Britain. He holds the unique distinction of having headed the three largest market research Companies in India- IMRB, of which he became the Chief Executive at the age of 30; MARG, which he had set up in 1983, and subsequently ORG, which later merged with MARG in 1996.	Nil	- Future East Film Private Limited - Conscious Food Private Limited - Designer Home Accessories India Private Limited

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

Item No. 5: Fixation of remuneration of M/s. Shome & Banerjee, Cost Auditors.

On recommendation of Audit Committee at its meeting held on April 14, 2014, the Board has considered and approved appointment of M/s. Shome & Banerjee, Cost Accountants, for the conduct of the Cost Audit at a remuneration of Rs.75,000/- plus service tax and reimbursement of actual travel and out of pocket expenses for the the financial year ending March 31, 2015.

Mr. Rakesh Singh, Partner of M/s. Shome & Banerjee, is a Fellow member of the Institute of Cost Accountants of India, and has held the post of "President" for the term 2012-13.

M/s. Shome & Banerjee, Cost Accountants are not related to any director of the Company.

The resolution at item no.5 of the Notice is set out as an Ordinary Resolution for approval and ratification by the members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No. 6, 7 and 8 : Appointment of Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia as Independent Directors.

Sh. P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia are Independent Directors of the Company, whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956.

Pursuant to Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, it is proposed to appoint Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia as Independent Directors to hold office for five (5) consecutive years for a term up to 31st March, 2019. Notice(s) has been received from member(s) proposing Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia as candidates(s) for the office of Independent Director(s) of the company.

Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia that they meet with the criteria of independence as prescribed both under Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia fulfil the conditions for appointment as Independent Directors; and they are independent of the management.

Brief resume of Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia, nature of their expertise in specific functional area and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, are provided in this Notice.

Sh.P.R.Khanna, Sh.R.Parameswar and Sh.K.M.S.Ahluwalia are interested in the resolutions set out respectively at item no.6, 7 and 8 of the Notice with regard to their respective appointments.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in these resolutions.

The Board recommends the Ordinary Resolution set out at Item no.6, 7 and 8 of the Notice for the approval of the shareholders.

Item No. 9: Increase in borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013.

The Members of the Company at their Annual General Meeting held on 21st September, 2007 approved under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the company, provided that the total amount of such borrowing together with the amounts already borrowed and outstanding at any point of time shall not be in excess of 200% of the aggregate of the paid up share capital of the Company and its free reserves.



Section 180(1)(c) of the Companies Act, 2013 effective from 12th September 2013 requires that the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass the Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item no.9 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the company. Approval of members is being sought to borrow money up to Rs. 50 crores (Rupees fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item no.9.

Item No. 10: Creation of Charge/mortgage etc. on Company's movable or immovable properties in terms of Section 180(1)(a) of the Companies Act, 2013.

The Members of the Company at their Annual General Meeting held on 25th September, 1990 approved under Section 293(1)(a) of the Companies Act, 1956, for creating mortgage or charge on its moveable and immovable properties.

Section 180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass the Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item no.10 of the Notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties up to Rs. 50 crores (Rupees fifty crores) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the proposed resolution.

By Order of the Board of Directors
For Indag Rubber Limited

Date : April 14, 2014
Place : New Delhi

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