



ISO9001: 2015
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Indag Rubber Limited

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E-mail :info@indagrubber.com, Website: www.indagrubber.com, CIN-L74899DL1978PLC009038

Works :Village Jhiriwala, Tehsil, Nalagarh, Distt. Solan, Himachal Pardesh - 174101, India
Phone :09736000123

May 27, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.

(Company code-1321)
(Scrip code-509162)

Subject: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure and Requirements) Regulations, 2015.

Dear Sir/Ma'am,

This is in reference to our earlier letter dated on May 14, 2024 informing that the Company will be seeking consent of the members by way of passing a Ordinary/Special Resolution(s) through Postal Ballot by way of electronic voting ("remote e-Voting") for the :

1. Payment of Commission to Non-Executive Directors for the Financial Years 2023-2024, 2024-2025 and 2025-2026.
2. Appointment of Mr. Nikhil Khanna (DIN -01029665) as an Independent Director of the Company for a term of five years, effective April 1, 2024.
3. Appointment of Ms. Ranjana Agarwal (DIN - 03340032) as an Independent Director of the Company for a term of five years, effective April 1, 2024.

In this regard, please find enclosed Postal Ballot Notice dated May 27, 2024 together with Explanatory Statement. The copy of the said Postal Ballot is being uploaded on the website of the Company at www.indagrubber.com and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.

In Conformity with the requirements, the said Notice is being sent only through electronic mode to those members whose names appear in the Register of Members/List of Beneficial Owners and whose email IDs are registered with the Company/ Depositories as on Friday, May 24, 2024, being the cut-off date.

The Company has engaged services of NSDL to provide remote e-voting facility to its members. The remote e-voting period shall commence on Tuesday, May 28, 2024 from 9:00 a.m. (IST) and ends on Wednesday, June 26, 2024 at 5:00 PM (IST). Please note that communication of assent and dissent of the members would only take place through the remote e-Voting. The Instructions for remote e-Voting are provided in the Postal Ballot Notice.

The Results of the remote e-Voting shall be declared on or before Friday, June 28, 2024.

The above information is also available on the website of the Company: www.indagrubber.com.

Thanking you,

Yours faithfully

For Indag Rubber Limited

Sonal Garg

Company Secretary & Compliance Officer

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Voting Period

Commencement Date of Voting	End date of Voting
Tuesday, May 28, 2024 at 09:00 A.M.(IST)	Wednesday, June 26, 2024 at 05:00 P.M. (IST)

Dear Member(s),

Notice is hereby given pursuant to Section 110 read with Section 108, and other applicable provisions of the Companies Act, 2013, as amended (“Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (“the Rules”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, and No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India, (collectively referred to as “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, circulars, notifications, and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot only, by voting through electronic means (‘remote e-voting’).

The proposed resolution(s) and the Explanatory Statement setting out the material facts and reasons/rationale concerning the said item(s) pursuant to Section 102 and Section 110 of the Act are annexed to this Postal Ballot Notice (“Notice”) for your consideration and forms part of this Notice.

In compliance with the MCA Circulars, Indag Rubber Limited (“Company”) is sending this Notice only in the electronic form to those Members whose e-mail addresses are registered with the Company/Skyline Financial Services Pvt, Registrar & Transfer Agent (“RTA”) of the Company or the Depository Participants and whose name(s) appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) as on Friday, May 24, 2024 (“cut-off date”). Accordingly, a physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members

would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the 'Notes' section to this Notice. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108, 110, and other applicable provisions of the Act read with the relevant Rules, the MCA Circulars, and SS-2, the Company is providing the remote e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of the National Securities Depository Limited ("NSDL") for providing the remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.indagrubber.com

The remote e-voting commences on Tuesday, May 28, 2024, at 9.00 a.m. (IST) and concludes on Wednesday, June 26, 2024, at 5.00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to peruse the proposed resolutions along with their Explanatory Statements and thereafter record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-voting not later than 5:00 p.m. (IST) on Wednesday, June 26, 2024.

The Resolution(s) proposed to be passed by way of the Postal Ballot and the Statement setting out the material facts and reasons for the proposal are appended below for consideration of the members:

SPECIAL BUSINESS:

ITEM NO. 1 To consider and recommend Payment of Commission to Non-Executive Directors for the Financial Year 2023-2024, 2024-2025 and 2025-2026.

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

"RESOLVED THAT pursuant to the provisions of section 149(9) and 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and rules made thereunder and Regulation 17(6)(a) and any other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof, from time to time), consent of the members be and is hereby accorded for payment of profit related commission of a sum in excess of 1% (one percent) of the net profits of the company, computed in accordance with the provisions of Section 198 of the Act or within the limits as specified under Schedule V of the Act for a period of three financial years (i.e. 2023-2024, 2024-2025 and 2025-2026), if in any financial year the Company has no profits or inadequate profits, to its Non-Executive Directors (including Independent Directors) and such remuneration or commission to be divided amongst them in such proportion as may be determined by the Board of Directors from time to time.

RESOLVED FURTHER THAT the above commission shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for rendering services of

professional nature and reimbursement of expenses for participation in the Board and other committee meetings.”

ITEM NO. 2

Appointment of Mr. Nikhil Khanna (DIN - 01029665) as an Independent Director of the Company for a term of five 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 provision of Section 149, 150, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof, and pursuant to the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, the Members of the Company hereby accord their approval for appointment of Mr. Nikhil Khanna (DIN - 01029665) as an Independent Director of the Company for a consecutive term of 5 years with effect from April 1, 2024 till March 31, 2029 (not subject to retirement by rotation), who was appointed as an Additional and Independent Director by the Board of Directors through circular resolution on March 27, 2024 and in this respect, the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Nikhil Khanna as a candidate for the office of Independent Director.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

ITEM NO. 3

Appointment of Ms. Ranjana Agarwal (DIN - 03340032) as an Independent Director of the Company for a term of five 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 provision of Section 149, 150, 152 and 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof, and pursuant to the Articles of Association of the Company and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and Board of Directors, the Members of the Company

hereby accord their approval for appointment of Ms. Ranjana Agarwal (DIN 03340032) as an Independent Director of the Company for a consecutive term of 5 years with effect from April 1, 2024 till March 31, 2029 (not subject to retirement by rotation), who was appointed as an Additional and Independent Director by the Board of Directors through circular resolution on March 27, 2024 and in this respect, the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Ms. Ranjana Agarwal as a candidate for the office of Independent Director.

RESOLVED FURTHER THAT any Key Managerial Personnel be and is hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

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

**Sd/-
Sonal Garg
Company Secretary
ICSI's Membership No. A-24598
Place: New Delhi
Date: 27th May, 2024**

CIN: L74899DL1978PLC009038

**Registered Office: Khemka House, 11, Community Centre, Saket,
New Delhi, Delhi, 110017**

Phone: 011- 26963172

Website: www.indagrubber.com

E-mail: info@indagrubber.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 & 110 of the Companies Act, 2013 (“Act”) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out the material facts relating to the proposed resolution(s) and the reasons/rationale thereof, and details in terms of Regulation 36(3) of the SEBI Listing Regulations, is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).

2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/ conducting postal ballot, vide General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No.

3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022, and No. 09/2023 dated September 25, 2023 (hereinafter collectively referred to as "MCA Circulars"), this Notice is being sent only in electronic form (by e-mail) to those Members whose names appear in the Register of Members/List of Beneficial Owners as received by the Company from the Depositories/ Skyline Financial Services Private Limited, the Company's Registrar and Transfer Agent ('RTA'), as on Friday, May 24, 2024 ("cut-off date") and whose email addresses are registered with the Company/RTA/Depositories/Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice.

3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as of the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. A person who is not a Member as of the Cut-Off Date should treat this Notice for information purposes only.

It is however clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to nonregistration of their e-mail addresses with the Company/RTA/Depositories/Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. Hence, in accordance with the MCA Circulars, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope are not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

5. The members may note that this Notice will also be available on the Company's website at www.indagrubber.com, website of the Bombay Stock Exchange Limited ('BSE') at www.bseindia.com and NSDL at <https://www.evoting.nsdl.com>, being the agency providing the remote e-voting facility.

6. The MCA has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their members in electronic mode. To support this green initiative and to receive communication from the Company in electronic mode, members who have not registered their e-mail ID and are holding shares in physical form are requested to contact the Company and Registrar & Transfer Agent of the Company ("RTA") and register their e-mail ID. Members holding equity shares in the demat form are requested to contact their respective Depository Participants ('DPs') for the same.

7. Institutional shareholders (i.e. other than Individuals, Hindu Undivided Family, and Non- Resident Indians) are required to send a scanned copy (PDF/JPG Format) of their board resolution/ authority letter/power of attorney, etc., authorizing their representatives to participate through remote e-voting. The said resolution/authority letter/power of attorney, etc. shall be sent to the Scrutinizer(s) by e-mail through their registered e-mail ID at info@cskanishkarora.com.

8. Pursuant to the provisions of Section 110, the MCA Circulars and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the resolutions contained in this Notice dated 27th May, 2024, is being taken through remote e-voting only. Please note that pursuant to the MCA Circulars, voting by members can only be done through remote e-voting.

9. The voting period commences on **Tuesday, May 28, 2024 at 9.00 a.m. (IST) and concludes on Wednesday, June 26, 2024, at 5.00 p.m. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, May 24, 2024, may cast their vote electronically.

10. The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer has communicated his willingness to be appointed for the said purpose.

11. The Scrutinizer shall, after the conclusion of remote e-voting, scrutinise the votes cast through remote e-voting, submit his report to the Chairman or any other person authorised by him, who shall countersign the same and declare results of the Postal Ballot/e-voting within two working days from the conclusion of the postal ballot voting. The Scrutinizer's decision on the validity of the e-voting will be final.

12. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.indagrubber.com and the NSDL's website at www.evoting.nsdl.com immediately after the declaration of results and the same shall be communicated to the Stock Exchange i.e. Bombay Stock Exchange Limited.

13. The Resolution(s) as mentioned in the notice, if passed by the requisite majority through Postal Ballot by remote e-voting, shall be deemed to have been passed on the last date specified for e voting i.e. Wednesday, June 26, 2024, at 5.00 p.m. (IST). The postal ballot voting results shall also be displayed on the notice board of the Company at its Registered Office on Khemka House, 11, Community Centre, Saket, New Delhi, Delhi, 110017.

14. The vote in this Postal Ballot cannot be exercised through proxy.

15. The relevant details of persons seeking appointment relating to Item Nos. 2 & 3 of this Notice as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are annexed hereto and forms part of this Notice.

16. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants

with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.

17. SEBI vide its circular dated January 25, 2022, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as the issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold shares in physical form are advised to dematerialise their holdings.

18. Pursuant to the SEBI circular dated March 16, 2023, read with SEBI Circular dated September 26, 2023, and November 17, 2023, members holding shares in physical form are advised to update their PAN, KYC details and nomination, etc. in prescribed forms. The forms can be downloaded from the website of the Company at www.indagrubber.com. Further, with respect to shares held in electronic/demat form, the members may please contact their respective Depository Participant(s) for PAN/KYC update and also comply with the SEBI Circular dated September 26, 2023, to the extent applicable.

19. SEBI vide its circular dated May 30, 2022, has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s)/investor(s).

20. SEBI Vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (Updated as of August 4, 2023) had issued "Master Circular for Online Resolution of Disputes in the Indian Securities Market". The said circular is available on the website of the Company at www.indagrubber.com.

21. Members who have not registered their e-mail addresses are requested to register their e-mail addresses by following the due procedure.

The process for updation of e-mail ID is as under: -

A. For Shareholders holding shares in demat form:

1. Please contact your Depository Participant with whom you are maintaining a demat account and follow the process as advised by them, or

2. You may provide the following documents by sending an e-mail to the Company at info@indagrubber.com :

i) Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID)

ii) Name of the Shareholder

iii) Self-attested scanned copy of Client Master or copy of Consolidated Account Statement

iv) Self-attested scanned copy of PAN Card

v) Self-attested scanned copy of Aadhaar Card

B. Shareholders holding shares in physical form may provide the following documents by sending an e-mail at info@indagrubber.com and info@skylinerta.com

- i) Folio Number
- ii) Name of the Shareholder
- iii) Scanned copy of the share certificate (front and back)
- iv) Self-attested scanned copy of PAN Card
- v) Self-attested scanned copy of Aadhaar Card

The Company shall co-ordinate with NSDL and provide the login credentials to the above-mentioned Shareholders.

22. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER :-

The remote e-voting period begins on Tuesday, May 28, 2024 at 09:00 A.M. and ends on Wednesday, June 26, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, May 24,2024, 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 Friday, May 24,2024.

How do I vote electronically using NSDL e-Voting system?

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 for Individual shareholders holding securities in demat mode

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 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to

enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 hold 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login 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 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 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 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices

after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, 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 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 etc.
 - 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 print out 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 (i.e. other than individuals, HUF, NRI etc.) 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at evoting@nsdl.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 (info@indagrubber.com) and (info@skylinerta.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@indagrubber.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 meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/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.

EXPLANATORY STATEMENT

[Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) as amended from time to time, Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the “MCA”)]

Item No. 1: To Consider and Recommend Payment of Commission to Non-Executive Directors for the Financial Year 2023-2024, 2024-2025 And 2025-2026.

Pursuant to the Companies (Amendment) Act, 2020 read with the notifications issued by the Ministry of Corporate Affairs dated March 18, 2021, Section 149(9), 197(3) and Schedule V of the Companies Act, 2013 (“Act”) got amended and allowed the Companies to pay the remuneration to Non-Executive Directors (“NEDs”) including Independent Directors in case of no profit or inadequacy of profits, within the limits of Schedule V of the Act.

Your company believes in the philosophy to remunerate adequately to the NEDs for giving their time to the Company and their inputs in the strategic decisions of the Company. Therefore, it is proposed to take approval of Shareholders by way of an ordinary resolution in terms of section 149(9), 197 and Schedule V of the Act read with Rules made thereunder and Listing Regulations, for payment of remuneration to the NEDs including Independent Directors, for Financial Years 2023-24 , 2024 -25 and 2025-26, at a sum exceeding in aggregate 1% (one percent) of the net profits of the company or as per the limits as specified under Schedule V of the Act, if in any financial year the company has no profits or inadequate profits.

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.

The members of the Company have already passed necessary resolution for payment of commission to NEDs in case of profits for each financial year commencing from April 1, 2020.

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 Director) 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. 1 of the Notice for the approval of the Shareholders.

Item No. 2: Appointment of Mr. Nikhil Khanna (DIN: 01029665) as an Independent Director of the Company.

Mr. Nikhil Khanna is an experienced professional with a versatile background spanning over two decades across infrastructure, aviation, defense, hospitality, luxury brands, public affairs, and community initiatives. As the Executive Chair of Avian WE in India, he offers strategic counsel to clients and agency leadership, driving growth initiatives. He leads an internal advisory board covering WE's APAC and EMEA regions, promoting collaboration and innovation. He holds a B.Com. (Hons.) degree from Shri Ram College of Commerce, University of Delhi. 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.

Considering the vast and rich experience of Mr. Nikhil Khanna and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Nikhil Khanna as Additional and Independent Director of the Company for a consecutive term of five (5) years i.e from April 1, 2024 to March 31, 2029, not liable to retire by rotation and approved the same via resolution by circulation on 27th March 2024.

Mr. Nikhil Khanna holds office up to the date of 45th Annual General Meeting of the Company. However, as per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 every Company is required to take consent of members for appointment or re-appointment of a person on the Board of Directors within a period of three months or next Annual General Meeting, whichever is earlier from the date of appointment or re-appointment. Since Mr. Nikhil Khanna was appointed as an Additional Director in the category of Independent Director w.e.f April 1, 2024, the Company is required to take approval of Shareholders on or before 30th June, 2024.

Notice has been received from a member proposing Mr. Nikhil Khanna as candidate for the office of Independent Director of the Company. Mr. Nikhil Khanna is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received declaration from Mr. Nikhil Khanna that he meets with the criteria of independence as prescribed.

In the opinion of the Board, Mr. Nikhil Khanna fulfils the conditions for appointment as an Independent Director; and he is independent of the management. Brief resume of Mr. Nikhil Khanna and other details are provided in this Notice. Mr. Nikhil Khanna and his relatives are interested in the resolution set out at item no. 2 of the Notice with regard to his appointment.

Except Mr. Nikhil Khanna and his relatives, 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 Special Resolution set out at Item no. 2 of the Notice for the approval of the Shareholders.

Item No. 3:

To consider and approve appointment of Ms. Ranjana Agarwal (DIN - 03340032) as an Independent Director of the Company, effective April 1, 2024.

Ms. Ranjana Agarwal is a professional with over 40 years of experience in audit and related services. She started her own audit firm Vaish & Associates in 1985 after a short stint in the Law firm Vaish Associates, Advocates. After successfully serving the risk assurance needs of various listed companies, she partnered with CC Chokshi and Deloitte to set up their practice in North India. She holds a Bachelor's Honours degree in Economics from Lady Shri Ram College, University of Delhi and Chartered Accountant.

Considering the vast and rich experience of Ms. Ranjana Agarwal and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Ms. Ranjana Agarwal as Additional and Independent Director of the Company for a consecutive term of five (5) years i.e from April 1, 2024 to March 31, 2029, not liable to retire by rotation and approved the same via resolution by circulation on 27th March 2024.

Ms. Ranjana Agarwal holds office up to the date of 45th Annual General Meeting of the Company. However, as per Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 every Company is required to take consent of members for appointment or re-appointment of a person on the Board of Directors within a period of three months or next Annual General Meeting, whichever is earlier from the date of appointment or re-appointment. Since Ms. Ranjana Agarwal was appointed as an Additional Director in the category of Independent Director w.e.f April 1, 2024, the Company is required to take approval of Shareholders on or before 30th June, 2024.

Notice has been received from a member proposing Ms. Ranjana Agarwal as candidate for the office of Independent Director of the Company. Ms. Ranjana Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received declaration from Ms. Ranjana Agarwal that she meets with the criteria of independence as prescribed.

In the opinion of the Board, Ms. Ranjana Agarwal fulfils the conditions for appointment as an Independent Director; and she is independent of the management. Brief resume of Ms. Ranjana Agarwal and other details are provided in this Notice. Ms. Ranjana Agarwal and her relatives are interested in the resolution set out at item no. 3 of the Notice with regard to her appointment.

Except Ms. Ranjana Agarwal and her relatives, 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 Special Resolution set out at Item no. 3 of the Notice for the approval of the Shareholders.

Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Director(s) eligible for appointment vide item no. 2, 3 are as follows:

Item No.	2	3
Name	Mr. Nikhil Khanna	Mrs. Ranjana Aggarwal
DIN	01029665	03340032
Date of Birth/ Age	26-07-1964/ 59 Years	25-11-1956/ 67 Years
Date of first Appointment in the Board	01.04.2024	01.04.2024
Educational Qualifications	B.Com. (Hons.) from Shri Ram College of Commerce, University of Delhi.	Economics (Hons.) from Lady Shri Ram College, University of Delhi and Chartered Accountant.
Experience in specific functional areas. In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Mr. Nikhil Khanna is an experienced professional with a versatile background spanning over two decades across infrastructure, aviation, defense, hospitality, luxury brands, public affairs, and community initiatives. As the Executive Chair of Avian WE in India, he offers strategic counsel to clients and agency leadership, driving growth initiatives. He leads an internal advisory board covering WE's APAC and EMEA regions, promoting collaboration and innovation. He holds a B.Com. (Hons.) degree from Shri Ram College of Commerce, University of Delhi. His skill set	Ms. Ranjana Agarwal is a professional with over 40 years of experience in audit and related services. She started her own audit firm Vaish & Associates in 1985 after a short stint in the Law firm Vaish Associates, Advocates. After successfully serving the risk assurance needs of various listed companies, she partnered with CC Chokshi and Deloitte to set up their practice in North India. She served as the National President of FICCI FLO and has been chairing some important initiatives of FICCI and PHD. She has been serving as a Jury member for the CSR FICCI Awards for the last several years. She is the recipient of the Indira Gandhi Priyadarshini award for professional excellence.

	<p>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.</p> <p>In the opinion of the Board, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.</p>	<p>In the opinion of the Board, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company.</p>
Terms and conditions of appointment/ re-appointment	Appointed as an Additional Director in the category of Independent Director for the period of 5 years from April 1, 2024 to March 31, 2029, not liable to retire by rotation.	Appointed as an Additional Director in the category of Independent Director for the period of 5 years from April 1, 2024 to March 31, 2029, not liable to retire by rotation.
Details of remuneration last drawn (2023-24)	Not Applicable	Not Applicable
Details of remuneration sought to be paid	Sitting fees and Commission based on Profits	Sitting fees and Commission based on Profits
No. of Board Meetings attended during the year	Not Applicable	Not Applicable
Directorship held in other Companies (along with listed entities from which the person has resigned in the past three years)	<ol style="list-style-type: none"> 1. Avian Media Private Limited 2. Chase Avian Communications Private Limited 3. Avtech Forum 	<ol style="list-style-type: none"> 1. Indo Rama Synthetics (India) Limited 2. KDDL Limited 3. RBL Bank Limited 4. ICRA Limited 5. ICRA Analytics Limited 6. Ugro Capital Limited (Resigned w.e.f. February 8, 2022)
Membership /	Chairman of Nomination &	<u>Chairperson:</u>

<p>Chairmanship of Committees of Companies in which he/ she is a Director</p>	<p>Remuneration Committee and Member of Corporate Social Responsibility Committee of the Company.</p>	<p>ICRA Limited: i) Audit Committee</p> <p>Member:</p> <p>Indag Rubber Limited: i) Audit Committee ii) Nomination & Remuneration Committee</p> <p>ICRA Limited: i) Stakeholders' Relationship Committee</p> <p>Indo-Rama Synthetics (India) Limited: i) Audit Committee</p> <p>KDDL Limited: i) Audit Committee</p> <p>RBL Bank Limited: i) Audit Committee</p>
<p>Number of shares held in the company (including shareholding as a beneficial owner)</p>	<p>NIL</p>	<p>NIL</p>
<p>Inter-se relationship between Directors and other Key Managerial Personnel</p>	<p>NIL</p>	<p>NIL</p>

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

I. General Information:

1	Nature of Industry	Manufacturing and marketing of Pre Cured Tread Rubber and other allied products.																																								
2	Date or expected date of commencement of commercial production.	The Company has commenced its commercial production vide Certificate of Commencement of Business issued by MCA on September 03, 1979.																																								
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable , since the Company was incorporated on June 02, 1978.																																								
4	Financial Performance on key indicators	<p style="text-align: center;">Standalone Financial Performance (In Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 23-24</th> <th>FY 22-23</th> <th>FY 21-22</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>26,122.80</td> <td>25,224.32</td> <td>17,333.50</td> </tr> <tr> <td>Total expenses</td> <td>23,939.34</td> <td>23,500.27</td> <td>17,047.05</td> </tr> <tr> <td>Profit /loss before tax (including discontinued operations)</td> <td>2,183.46</td> <td>1,724.05</td> <td>286.85</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>1,674.90</td> <td>1,323.66</td> <td>259.18</td> </tr> </tbody> </table> <p style="text-align: center;">Consolidated Financial Performance (In Lakhs)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 23-24</th> <th>FY 22-23</th> <th>FY 21-22</th> </tr> </thead> <tbody> <tr> <td>Revenue from operations and other income</td> <td>26,106.66</td> <td>Not Applicable</td> <td>17,340.56</td> </tr> <tr> <td>Total expenses</td> <td>24,061.92</td> <td>Not Applicable</td> <td>17,067.07</td> </tr> <tr> <td>Profit /loss before tax (including discontinued operations)</td> <td>2,044.74</td> <td>Not Applicable</td> <td>226.08</td> </tr> <tr> <td>Profit/loss after tax (continuing operations)</td> <td>1,558.32</td> <td>Not Applicable</td> <td>180.94</td> </tr> </tbody> </table>	Particulars	FY 23-24	FY 22-23	FY 21-22	Revenue from operations and other income	26,122.80	25,224.32	17,333.50	Total expenses	23,939.34	23,500.27	17,047.05	Profit /loss before tax (including discontinued operations)	2,183.46	1,724.05	286.85	Profit/loss after tax (continuing operations)	1,674.90	1,323.66	259.18	Particulars	FY 23-24	FY 22-23	FY 21-22	Revenue from operations and other income	26,106.66	Not Applicable	17,340.56	Total expenses	24,061.92	Not Applicable	17,067.07	Profit /loss before tax (including discontinued operations)	2,044.74	Not Applicable	226.08	Profit/loss after tax (continuing operations)	1,558.32	Not Applicable	180.94
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5	Foreign Investment or Collaborators, if any.	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.																																								

II. Information about the Directors:

S. No.	Particulars	Mr. PR Khanna	Ms. Bindu Saxena	Mr. Harjiv Singh	Mr. Shiv Khemka	Mr. Uday Harsh Khemka
1	Background Details/Recognition or Awards	Mr. P. R. Khanna holds a Bachelors' degree in Commerce from Delhi University (1952) and is a Fellow Member of the Institute of Chartered Accountants of India (1955). He was also Partner-In-Charge of Delhi office of Deloitte Haskins & Sells, Chartered Accountants till 1996.	Ms. Bindu Saxena has Bachelors' degree in Commerce and Law from Lucknow University. Ms. Saxena is a partner of Swarup & Solicitors & Advocates for more than two (2) decades.	Mr. Harjiv Singh holds Masters in International Affairs in Economic Policy Management from Columbia University's School of International and Public Affairs and MBA in Marketing and Finance from the New York Institute of Technology.	Mr. Shiv Khemka educated at Eton College, Brown University, and the Lauder program at The Wharton School, University of Pennsylvania. Mr. Shiv Khemka is Vice Chairman of SUN Group, the main investment vehicle for the Khemka family businesses, which were founded in the early 1900s.	Mr. Uday Khemka Educated at Eton College, he received his undergraduate and Masters degrees at Cambridge University and received an MBA with distinction from Harvard Business School (Baker Scholar). He is Vice-Chairman of the SUN Group of companies
2	Past Remuneration	13.1 Lakhs (Including Sitting Fees)	11.1 Lakhs (Including Sitting fees)	12.8 Lakhs (Including Sitting Fees)	-	-
3	Job profile and his suitability	Mr. PR Khanna was associated with Company as an Independent Director till 31 st March 2024	Ms. Bindu Saxena was associated with Company as an Independent Director till 31 st March 2024	Mr. Harjiv Singh was associated with Company as an Independent Director till 23 rd May 2023	Mr. Shiv Khemka is associated with Company as Non-Executive Director since August' 2015	Mr. Uday Harsh Khemka is associated with Company as Non-Executive Director since October' 2014
4	Remuneration proposed	As stated in Resolution No. 1 of this Notice.				
5	Comparative remuneration profile with respect of 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. PR Khanna does not have any pecuniary relationship with Company, its Directors or KMP till 31 st March 2024.	Apart from receiving Sitting fees and Commission, Ms. Bindu Saxena does not have any pecuniary relationship with Company, its Directors or KMP 31 st March 2024.	Apart from receiving Sitting fees and Commission, Mr. Harjiv Singh does not have any pecuniary relationship with Company, its Directors or KMP till 23 rd May 2023.	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.
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S. No.	Particulars	Mr. Raj Agarwal	Mr. Sushil Dalmia	Mr. Nikhil Khanna	Ms. Ranjana Agarwal
1	Background Details/ Recognition or Awards	Mr. Raj Kumar Agrawal, born in the year 1957, has done his B.Com(Hons) from Shri Ram College of Commerce 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 as Special Invitee Member/Co-opted Member for various years.	Mr. 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 Aditya Birla Group in various capacities and is currently the Senior Partner of Bansal Dalmia & Co, an audit firm. He is having more than 40 years of experience in the fields of Audit, Direct Taxation, Due Diligence and Corporate Governance.	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 two decades across infrastructure, aviation, defence, hospitality, luxury brands, public affairs, and community initiatives.	Ms. Ranjana Agarwal is a professional with over 40 years of experience in audit and related services. Ms. Ranjana holds a Bachelor's Honours degree in Economics from Lady Shri Ram college Delhi and is a Chartered Accountant. She is the recipient of the Indira Gandhi Priyadarshini award for professional excellence.
2	Past Remuneration	12.5 Lakhs (Including Sitting Fees)	Not Applicable	Not Applicable	Not Applicable
3	Job profile and his suitability	Mr. Raj Agarwal is working as an Independent Director of the company since June' 2021	Mr. Sushil Dalmia is working as an Independent Director of the company since May, 2023.	Mr. Nikhil Khanna is appointed as an Independent Director of the company, w.e.f. April 1, 2024	Ms. Ranjana Agarwal is appointed as an Independent Director of the company, w.e.f. April 1, 2024.
4	Remuneration proposed	As stated in Resolution No. 1 of this Notice.			
5	Comparative remuneration profile with respect of industry, size of Company, profile of the position and person (in case of expatriates 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 Agarwal does not have any pecuniary relationship with Company, its Directors or KMP.	Apart from receiving Sitting fees and Commission, Mr. Sushil Dalmia 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.	Apart from receiving Sitting fees and Commission, Ms. Ranjana Agarwal does not have any pecuniary relationship with Company, its Directors or KMP.
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III. Other Information

1. Reasons of inadequate profits

While our FY 2023-24 profits fell short of expectations due to underutilized production capacity, we proactively invested in strengthening customer relationships through marketing initiatives and brand-building activities. These efforts position us well for future market share growth.

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 profitable state transport business, and strategically entering new export markets. By gaining market share, we will optimize our production capacity, ultimately increasing profitability.

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

Sd/-
Sonal Garg
Company Secretary
ICSI's Membership No. A-24598
Place: New Delhi
Date: 27th May, 2024

CIN: L74899DL1978PLC009038
Registered Office: Khemka House, 11, Community Centre, Saket,
New Delhi, Delhi, 110017
Phone: 011- 26963172
Website: www.indagrubber.com
E-mail: info@indagrubber.com