

• BOARD OF DIRECTORS	<p>Mr. Nand Khemka (Chairman cum Managing Director)</p> <p>Mr. P. R. Khanna</p> <p>Mr. R. Parameswar</p> <p>Ms. Bindu Saxena</p> <p>Mr. Shiv Khemka</p> <p>Mr. Uday Khemka</p> <p>Mr. Harjiv Singh (till September 12, 2017)</p> <p>Mr. K. K. Kapur (CEO & Whole-Time Director)</p>
• REGISTERED OFFICE	11, Community Centre, Saket, New Delhi-110017
• WORKS	<ol style="list-style-type: none"> 1. Village Jhiriwala, Hadbast No. 73, Nalagarh, District Solan (HP) - 174101 2. Plot No. SP 86, Industrial Area, Bhiwadi, Dist.Alwar, (Rajasthan) - 301019
• BANKERS	State Bank of India Kotak Mahindra Bank
• STATUTORY AUDITORS	Khanna & Annadhanam Chartered Accountants 706, Akash Deep Building, 26-A, Barakhamba Road, New Delhi – 110001
• INTERNAL AUDITORS	Ernst & Young LLP Chartered Accountants Golf View Corporate Tower-B Sector-42, Sector Road, Gurgaon-122002
• COST AUDITORS	Shome & Banerjee Cost Accountants Pocket – C, Siddhartha Extension, New Delhi – 110014
• SECRETARIAL AUDITORS	RMG & Associates Company Secretaries 207 Suchet Chambers 1224/5 Bank Street, Karol Bagh, New Delhi – 110005

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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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON TUESDAY, AUGUST 14, 2018 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 financial statements of the company, and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**
 - a) Audited standalone financial statements of the company for the financial year ended March 31, 2018.
“RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as on March 31, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon be and are hereby received, considered and adopted.”
 - b) Audited consolidated financial statements of the company for the financial year ended March 31, 2018.
“RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as on March 31, 2018, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted.”
2. To appoint a Director in place of Mr. Shiv Khemka (DIN-01214671) who retires by rotation and being eligible, offers himself for re-appointment, 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 152 of the Companies Act, 2013, Mr. Shiv Khemka (DIN-01214671), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”
3. 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. 1.50/- per equity share of face value of Rs. 2/- each (75%), in addition to the interim dividend of Rs. 0.90/- per equity share of face value of Rs. 2/- each (45%) already paid, be and is hereby declared out of the current profits of the company and that the same be paid, to those Members whose names appear on the company's register of members as on August 14, 2018 (if shares held in physical form) and to those beneficial owners whose names are furnished by NSDL and CDSL as on the close of business hours on August 07, 2018 (if shares held in dematerialized form).

AS SPECIAL BUSINESS:

4. **Fixation of the remuneration of the Cost Auditors of the company for the financial year 2018-19.**
To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**
“RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and on the recommendation of the Board of Directors, consent of the members be and is hereby accorded for the payment of remuneration of Rs. 1,00,000/- plus service tax and out of pocket expenses and on terms and conditions as may be mutually agreed to between the Board of Directors and Shome & Banerjee, (Registration No. 000001) Cost Accountants, Cost Auditors of the Company for the financial year commencing from April 1, 2018 till March 31, 2019.”

5. **Appointment of Mr. Harjiv Singh (DIN-00507695) as an Independent Director of the Company for second term.**

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

“RESOLVED THAT pursuant to the provisions of section 149, 150, 152 and 161 and any other applicable provision 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-enactment thereof and as recommended by the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for the appointment of Mr. Harjiv Singh (DIN-00507695) as an Independent Director of the company for a second term of 5 years with effect from May 24, 2018 till May 23, 2023, who was appointed as an Additional and Independent Director by the Board of Directors on May 24, 2018.

6. **Payment of Commission to Directors other than the Managing Director/ Whole-Time Director**

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, and rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded for payment of profit related commission of a sum not exceeding in aggregate 1% (one percent) of the net profits of the company for each financial year commencing from April 1, 2018 computed in accordance with the provisions of Section 198 of the Companies Act, 2013 to its Directors (other than the Managing Director / Whole-Time Director), but including Independent Directors to be divided amongst them in such proportion as may be determined by the Board of Directors.”

“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 meetings.”

7. **Re-classification of certain Promoters and Promoter Group category shareholders to Public category shareholders.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof and other applicable laws and subject to necessary approvals from the SEBI, Stock Exchange and other appropriate statutory authorities as may be required, consent of the Members of the company be and is hereby accorded for re-classification of the following “Promoter and Promoter Group Category” shareholders of Company to “Public Category” shareholders, as the said Shareholders are neither involved in the decision making process of Company nor having any direct or indirect control on its affairs:

Sl. No.	Name of Promoters	No. of Equity Shares of Rs.2/- each	% of total equity share capital
1	Pankaj Dilip Private Limited	3,30,500	1.26
2	Khemka & Co. Agencies Pvt. Ltd.	27,688	0.11
3	Khemka Instruments Private Limited	5,000	0.02
4	Khemka Technical Services Private Limited	2,500	0.01
	Total	3,65,688	1.40

RESOLVED FURTHER THAT the aforesaid entities hold 1.40% of the total share capital of the Company in aggregate, being less than 10% of paid-up equity share capital of the Company and shall not have any special right through formal or informal arrangements and shall not directly or indirectly exercise control over the affairs of the company.

RESOLVED FURTHER THAT on approval of the SEBI/ Stock Exchange for the said re-classification, the company shall effect such re-classification in the Shareholding Pattern of the company from immediate succeeding quarter under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2015 and other applicable laws.

RESOLVED FURTHER THAT Company Secretary and Compliance Officer or any other Key Managerial Personnel of the Company, be and is hereby singly and severally authorized to submit the application for re-classification to Bombay Stock Exchange, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board.”

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

Date : May 24, 2018
Place: New Delhi

Manali D Bijlani
Company Secretary
F4704

NOTES

As Indag Rubber Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide remote e-voting facility or postal ballot to members in terms of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, voting by show of hands will not be available to the members at the 39th AGM in view of the further provisions of Section 107 read with Section 114 of the Act.

This notice is sent to all the members whose name appears as on July 06, 2018 in the Register of Members.

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 August 8, 2018 to August 14, 2018 (both days inclusive).
5. 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.1.50/- per equity share of face value of Rs. 2/- each (75%) has been recommended by the Board of Directors, subject to the approval of the members at the ensuing Annual General Meeting for the year ended on March 31, 2018 is proposed to be paid on and from August 24, 2018. Interim Dividend for the year 2017-2018 of Rs. 0.90/- per equity share of face value of Rs. 2/- each (45%), was declared on November 10, 2017 and paid on November 29, 2017.
7. Members holding the shares in electronic form are advised to get their bank mandate, email id, mobile no. and PAN No. 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, which are yet to be transferred to IEPF.
9. 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 and email address. 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 remote 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 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 39th Annual General Meeting and Annual Report for the year 2017-2018 is also available on the website of the Company www.indagrubber.com for their download.
17. Voting through electronic means
 - 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 39th Annual General Meeting.
 - b) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Wednesday, August 08, 2018 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
 - c) At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not cast their vote by remote e-voting shall be entitled to cast their vote through Ballot papers.
 - d) 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 cast 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 August 13, 2018, whichever is earlier).
 - vii. Now you are ready for 'e-Voting' as 'Cast Vote' page opens. Voting period commences on and from August 11, 2018 at 9:00 am and ends on August 13, 2018, at 5:00 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
 - e) The remote e-voting period shall commence on Saturday, August 11, 2018, (9:00 am) to Monday, August 13, 2018 (5:00 pm). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on August 08, 2018 (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) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to

exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- g) Persons who have acquired shares and become members of the Company after dispatch of Notice of AGM but before cut-off date of Wednesday, August 08, 2018 may obtain their USER ID and password for remote e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020 or NSDL.
- h) In case of queries, you may refer the “Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members” available at the ‘downloads’ section of www.evoting.nsdl.com. For any further grievance related to the remote e-voting, members may contact NSDL at the following contact information:
Phone No. +91 22 24994600/24994738, Toll Free no. 1800222990
- i) The Board of Directors has appointed Mr. Kanishk Arora of M/s. Kanishk Arora & Co., Practicing Company Secretary, as the Scrutinizer for conducting remote e-voting in a fair and transparent manner.
- j) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM by Ballot papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall, within 24 hours from the conclusion of the AGM, prepare and present a consolidated report of the total votes cast in favour or against, if any, to the Chairman or any other Key Managerial Personnel who shall countersign the same and declare the results of the voting within 48 hours of conclusion of Annual General Meeting.
- k) The results declared alongwith the report of Scrutinizer shall be placed on the website of the Company www.indagrubber.com and on the website of NSDL immediately after the declaration of results by the Chairman or any other Key Managerial Personnel. The results shall also be forwarded to the Stock Exchange within 48 hours of the conclusion of Annual General Meeting.

18. Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Directors eligible for re-appointment vide item no. 2 and 5 is as follows:

Item No.	2	5
Particulars	Mr. Shiv Khemka	Mr. Harjiv Singh
Din	01214671	00507695
Date of Birth/ Age	19-08-1962/ 55 years	22-08-1970/ 47 years
Date of first Appointment on the Board	14-08-2015	09-08-2016
Qualifications	Educated at Eton College, Brown University, and the Lauder program at The Wharton School, University of Pennsylvania.	Masters in International Affairs in Economic Policy Management from Columbia University's School of International and Public Affairs. He has also done MBA in Marketing and Bachelor in Finance from the New York Institute of Technology.
Experience in specific functional areas	Mr. Shiv Khemka is Vice Chairman of the SUN Group. Mr. Khemka was elected as 'Global Leader for Tomorrow' (GLT) at the World Economic Forum in Davos in 1997; Serves on the Board of Overseers of The Wharton School, on the President's Leadership Council at Brown University, and on the International Advisory Board of the School of Oriental and African Studies (SOAS).	Mr. Harjiv Singh is the co-founder and co-CEO of <u>Gutenberg Communications</u> , a global strategic communications firm with offices in the U.S., U.K. and India, where he works extensively with clients across a diverse range of industries like technology, real estate, investment management, academic and the non-profit sectors. He has advised clients like U.S.-India Business Council, UK Trade & Investment, GE, HSBC, New York City Economic Development Corporation (NYCEDC) and Quest Diagnostics.
Terms and condition of appointment/ re-appointment	Re-appointment as Non-Executive Director, liable to retire by rotation.	Re-appointment as an Independent Director (Additional Director) for the second term of 5 years w.e.f May 24, 2018 to May 23, 2023
Details of remuneration last drawn (2017-18)	Nil	Rs.1.50 lacs was given as Commission.
No. of Board Meeting attended during the year	4 of 4	1 of 2
Directorship held in other listed entities	Nil	Nil
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
Number of shares held in the company	12,50,750 equity shares (jointly holding with Mrs. Urvashi Khemka)	Nil
Relationship with any Director(s), manager and other Key Managerial Personnel of the Company	Mr.Nand Khemka (Father) Mr.Uday Khemka (Brother)	Nil

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

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

Shome & Banerjee, Cost Accountants were appointed as Cost Auditors of the Company by the Board at its meeting held on May 24, 2018, for the financial year 2018-2019, as recommended by the Audit Committee.

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

The Board of your company after considering the qualification and experience of Mr. Rakesh Singh, partner of Shome & Banerjee, thought fit to fix the remuneration of Rs. 1,00,000/- subject to the approval of the members.

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

None of the directors, key managerial personnel of the company and their relatives, is interested in the resolution set out in the notice.

The Board of directors recommend the ordinary resolution for the approval of the members.

Item No. 5: Appointment of Mr.Harjiv Singh (DIN-00507695) as an Independent Director for second term.

Mr.Harjiv Singh was appointed as an Independent Director of the Company on August 09, 2016 to hold office till March 31, 2019.

However, Mr.Harjiv Singh vacated the office w.e.f September 12, 2017 as he incurred disqualification under section 164(2) of the Companies Act, 2013. Mr.Harjiv Singh filed a Writ Petition before Hon’ble High Court of Delhi, which was disposed of in his favour on March 22, 2018 directing the stay on operation of list of disqualified director, in so far as the inclusion of his name.

During his tenure from August 09, 2016 till September 12, 2017, Mr.Harjiv Singh attended 5 out of 9 board meetings and exercised his judgment prudently without any conflict of interest. The contributions made by Mr.Harjiv Singh were towards the interest of the company.

Mr.Harjiv Singh holds a Masters in International Affairs in Economic Policy Management from Columbia University’s School of International and Public Affairs and has done MBA in Marketing and Bachelors in Finance from the New York Institute of Technology. Mr.Harjiv Singh is the co-founder and co-CEO of Gutenberg Communications.

Considering vast and rich experience of Mr.Harjiv Singh and on the recommendation of Nomination and Remuneration Committee, the Board of Directors found it justified to reappoint Mr.Harjiv Singh as an Independent Director (Additional) of the Company, for a second term of 5 years i.e. from May 24, 2018 to May 23, 2023, not liable to retire by rotation and approved the same in their meeting held on May 24, 2018.

Company has received a declaration from Mr. Harjiv Singh to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is not debarred from holding the office pursuant to any SEBI order.

Further details of Mr.Harjiv Singh as required to be given pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards are already provided in this Notice.

In the opinion of the Board, Mr.Harjiv Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director and he is independent of the management of the Company. Mr. Harjiv Singh is now not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

Mr. Harjiv Singh is interested in the resolution mentioned at Item No. 5 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board of directors recommends the special resolution for the approval of the members.