

- **BOARD OF DIRECTORS**

Mr. Nand Lal Khemka
(Chairman cum Managing Director)

Mr. Prithvi Raj Khanna

Mr. Ranjitha Parameswar

Ms. Bindu Saxena

Mr. Harjiv Singh

Mr. Shiv Vikram Khemka

Mr. Uday Harsh Khemka

Mr. Kewal Krishan Kapur
(CEO & Whole-Time Director)

- **REGISTERED OFFICE**

11, Community Centre, Saket,
New Delhi-110017

- **WORKS**

Village Jhiriwala, Hadbast No. 73,
Nalagarh, Dist.-Solan (HP)-174101

- **BANKERS**

1. State Bank of India
2. Kotak Mahindra Bank

- **STATUTORY AUDITORS**

Khanna & Annadhanam
(Registration No. 001297N)
Chartered Accountants
706, Akash Deep Building,
26-A, Barakhamba Road, New Delhi - 110001

- **INTERNAL AUDITORS**

Ernst & Young LLP
(LLP Identity No. AAB-4343)
Chartered Accountants
4th-5th Floor, Plot No. 2B, Tower 2,
Sector 126, Noida - 201304

- **COST AUDITORS**

Shome & Banerjee
(Registration No. 000001)
Cost Accountants
Pocket-C, 211B, Siddhartha Extension,
New Delhi -110014

- **SECRETARIAL AUDITORS**

RMG & Associates
(Registration No. P2001DE16100)
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.

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY-FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF INDAG RUBBER LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 25, 2020 AT 03:30 P.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM"), 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 the following resolution as an **ORDINARY RESOLUTION**:
 - a) Audited standalone financial statements of the company for the financial year ended March 31, 2020.
"RESOLVED THAT the audited standalone financial statements of the Company including the balance sheet as at March 31, 2020, 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, 2020.
"RESOLVED THAT the audited consolidated financial statements of the Company including the balance sheet as on March 31, 2020, 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. Uday Harsh Khemka (DIN-00323609) who retires by rotation and being eligible, offers himself for re-appointment, and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Uday Harsh Khemka (DIN-00323609), 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 confirm first and second interim dividends paid during the Financial Year 2019-2020 and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT members do hereby confirm first and second interim dividends paid during the Financial Year 2019-2020, aggregating to Rs. 2.40/- per equity share of Rs. 2/- each, for the financial year ended March 31, 2020."

AS SPECIAL BUSINESS:

4. **Fixation of the remuneration of the Cost Auditors of the company for the financial year 2020-2021.**
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. 1,50,000/- plus applicable taxes 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, 2020 till March 31, 2021."

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

Place: New Delhi
Date : June 26, 2020

Manali D Bijlani
Company Secretary
F4704

NOTES

In view of the continuing COVID-19 Pandemic and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 41st AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 41st AGM shall be the Registered Office of the Company. Members can attend and participate in the ensuing AGM through VC/OAVM.

1. This notice is sent to all the members whose name appears as on August 21, 2020 in the Register of Members and who have email IDs registered with the company or Depository Participant.
2. IN TERMS OF THE MCA CIRCULARS SINCE THE PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH, THERE IS NO REQUIREMENT OF APPOINTMENT OF PROXIES. ACCORDINGLY, THE FACILITY OF APPOINTMENT OF PROXIES BY MEMBERS UNDER SECTION 105 OF THE ACT WILL NOT BE AVAILABLE FOR THE 41ST AGM. HOWEVER, IN PURSUANCE OF SECTION 112 AND SECTION 113 OF THE ACT, REPRESENTATIVES OF THE MEMBERS MAY BE APPOINTED FOR THE PURPOSE OF VOTING THROUGH REMOTE E-VOTING, FOR PARTICIPATION IN THE 41ST AGM THROUGH VC/OAVM FACILITY AND E-VOTING DURING THE 41ST AGM.
3. 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.
4. First Interim Dividend of Rs. 0.90/- per equity share, for the Financial Year 2019-20, was declared on November 09, 2019 and paid on December 03, 2019; and Second Interim Dividend of Rs. 1.50/- per equity share was declared on February 19, 2020 and paid on March 19, 2020.
5. 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.
6. 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.
7. 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.
8. 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 / compliances@skylinerta.com about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID/ Client ID and email address.
9. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
10. Members are further requested to also inform changes, if any, pertaining to their name, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Registrar in case the shares are held by them in physical form.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of 41st Annual General Meeting and Annual Report for the year 2019-2020 of the Company is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Notice of 41st Annual General Meeting and Annual Report for the year 2019-2020 of the Company and to avail e-voting facility in respect of the resolutions to be passed at the General Meetings of the Company.
12. Members may also note that the Notice of 41st Annual General Meeting and Annual Report for the year 2019-2020

is also available on the website of the Company www.indagrubber.in for their download. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com.

13. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
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 w.r.t the Meeting.

15. 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 e-voting facility (remote e-voting facility as well as e-voting facility during the meeting) to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 41st 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 September 18, 2020 (the "Cut-off Date") only shall be entitled to vote through e-voting facility w.r.t. the AGM. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
- c) Persons who have acquired shares and become members of the Company after electronic dispatch of Notice of AGM but before cut-off date of September 18, 2020 may obtain their USER ID and password for e-voting from Skyline Financial Services Pvt. Ltd., D-153/A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi-110020 / compliances@skylinerta.com or from NSDL.
- d) The remote e-voting period shall commence on Tuesday, September 22, 2020 (09:00 am) to Thursday, September 24, 2020 (05:00 pm). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on September 18, 2020 (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.
- e) Members attending the meeting, through VC/OAVM facility, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting and that the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, through VC/OAVM facility, but shall not be entitled to cast their vote again.

f) Instructions for remote e-voting are as under-

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 under below section "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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use 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.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

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.co.in.
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 toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact RTA at 011-40450193-97 & 011-26812682-83 or email at compliances@skylinerta.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:

- 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 and ECS mandate) by email to compliances@skylinerta.com.
- 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 and ECS mandate to) to their Depository Participant.

g) Instructions for Members for participating in the 41st AGM through VC/OAVM are as under:

- i. Members may follow the same procedure for e-Voting during the 41st AGM as mentioned above for remote e-Voting.
- ii. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM (and the Company may close the window for joining the VC / AOVVM facility 30 minutes after the scheduled time to start the AGM) and will be available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- iii. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- iv. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM or in case of any assistance with use of technology w.r.t. the AGM shall be the same person mentioned for Remote e-voting.
- v. Skyline Financial Services Private Limited, Registrar and Share Transfer Agent of the Company will be providing VC/OAVM services.
- vi. **Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.**
- vii. Members are encouraged to join the Meeting through Laptops for better experience.
- viii. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- ix. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- x. Shareholders, who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at info@indagrubber.com, on or before September 23, 2020 by 05:00 pm.
- xi. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@indagrubber.com, on or before September 23, 2020 by 05:00 pm. The same will be replied by the company suitably.
- xii. **Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.**
- xiii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the AGM through VC/OAVM Facility.
- xiv. Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h) During the 41st AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, at website of the Company at http://indagrubber.in/?page_id=2920
- 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 during the AGM and thereafter unblock the votes cast through remote e-voting. 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.in 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.

16. 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 is as follows:

Item No.	2
Name	Mr. Uday Harsh Khemka
DIN	00323609
Date of Birth/Age	11-07-1965
Date of first Appointment in the current designation	08-10-2014
Qualifications	Educated at Eton College, he received his undergraduate and Master's degrees at Cambridge University and received an MBA with distinction from Harvard Business School (Baker Scholar).
Experience in specific functional areas	Mr. Uday Khemka is Vice-Chairman of the SUN group of companies and has more than 24 years of investment, investment banking and entrepreneurial experience. He serves on the Board of various companies and has been elected a young global leader at the World Economic Forum in Davos.
Terms and condition of appointment/ re-appointment	Re-appointment as Non-Executive Director (Interested), liable to retire by rotation.
Details of remuneration last drawn (2019-2020)	NIL
No. of Board Meeting attended during the year	4 of 4
Directorship held in other Listed Entities	NIL
Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Number of shares held in the company	12,50,750 equity shares (jointly held with Ms. Nitya Mohan Khemka)
Inter-se relationship between Directors and other Key Managerial Personnel	Mr. Nand Lal Khemka (Father) Mr. Shiv Vikram Khemka (Brother)

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 June 26, 2020 for the financial year 2020-2021, 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 2012-2013.

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. 1,50,000/- plus applicable taxes and out of pocket expense, 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.

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

Place: New Delhi
Date: June 26, 2020

Manali D Bijlani
Company Secretary
F4704