

INDIAN SYNTHETIC RUBBER PRIVATE LIMITED

Regd. Office: 10th Floor, Core-2, North Tower, SCOPE Minar,

Laxmi Nagar District Centre, Delhi – 110 092

Email: info@isrpl.co.in, website: www.isrpl.co.in, Phone: 011-22043569, Fax: 011-22043569

CIN: U25190DL2010PTC205324

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of the Members of Indian Synthetic Rubber Private Limited will be held on Monday, the Twenty Fourth day of August, 2020 at 1400 Hours through Video Conferencing/Other Audio Visual Means (“VS/OAVM”) Facility, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2020, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Mr. Dhananjay Srivastava (DIN 0008790986), who was appointed as an Additional Director by the Board of Directors with effect from 13th July, 2020 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“the Act”) read with Article 121 of Articles of Association of the Company be and is hereby appointed as Director of the Company.”

3. To consider and, if thought fit, to pass the following resolution which will be proposed as an **Ordinary Resolution**: -

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any other statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239), as recommended by the Audit Committee and approved by the Board of Directors (“the Board”) as the Cost Auditors, to conduct audit of Cost Records maintained by the Company in respect of “Emulsion Styrene

Butadiene Rubber” for the financial year 2020-21, at Rs.2,25,000/- p.a. & Out of Pocket expenses upto 5% maximum (on actual basis) plus Government levies, as applicable, be and is hereby ratified.”

**By Order of the Board
For Indian Synthetic Rubber Private Limited
Sd/-
(Amit Vohra)
Head-Legal & Company Secretary**

**Dated: 30th July, 2020
Noida, Uttar Pradesh**

Registered Office:
10th Floor, Core-2, North Tower,
SCOPE Minar,
Laxmi Nagar, District Centre,
Delhi – 110 092

IMPORTANT NOTES:

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto. The Board of Directors of the Company vide their Circular Resolution dated 28th July, 2020 considered that the special business under Item Nos. 2 & 3, being considered unavoidable, be transacted at the 10th AGM of the Company.
2. General instructions for accessing and participating in the **10th AGM through VC/OAVM Facility:**
 - a) In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country 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"), the 10th 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 10th AGM shall be the Registered Office of the Company.
 - b) In compliance with the aforesaid requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board's Report, Auditors' Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only by email to the members at their e- mail ids registered with the Company.
 - c) Attendance of the Members participating in the 10th AGM through VC/OAVM Facility shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
 - d) Members may join the 10th AGM through VC/OAVM Facility by following the procedure as mentioned below:
 1. The members may participate in the Meeting through VC/OAVM Facility by clicking on the following link:
https://teams.microsoft.com/l/meetup-join/19%3ameeting_Yjc1YmVmMWUtNTFjMi00MzJlThjOTEtYzU4NDI1YzNhNjM2%40thread.v2/0?context=%7b%22id%22%3a%2262eb45aa-2853-4c09-af10-54ea93e266fb%22%2c%22oid%22%3a%221950456b-e740-482d-a26d-40ac263f8bd5%22%7d
 2. The said Facility shall be kept open for the Members from 1:45 PM, i.e., 15 minutes before the time scheduled to start the 10th AGM and the Company shall close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 10th AGM.

3. Members needing assistance with the use of technology before or during the AGM may contact the Helpline details given hereunder:
 - Mr. Himanshu Jadon at the contact number 8527375553
 - Ms. Ritu Singh at the contact number 9871933369
4. Members, when a poll is required to be taken during the meeting on any resolution, may convey their votes at the email address amit.vohra@isrpl.co.in
- e) 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 10th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participation in the 10th AGM through VC/OAVM Facility.
- f) In line with the MCA Circulars, the Notice of the 10th AGM will be available on the website of the Company at www.isrpl.co.in.
- g) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- h) Pursuant to the requirement of SS-2 notified by Ministry of Corporate Affairs and the circulars issued by MCA, the copy of the Memorandum of Association (MOA) & Articles of Association (AOA) of the Company & other documents referred to in this notice and explanatory statement shall be made available for inspection in electronic mode to all the members of the Company.
- i) During the 10th 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, after their joining the meeting via VC mode.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business set out in the Notice

ITEM NO. 2

Mr. Dhananjay Srivastava (DIN 0008790986) was appointed as an Additional Director of the Company with effect from 13th July, 2020 by the Board of Directors of the Company. According to the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with Article 121 of the Articles of Association of the Company, he holds office as a Director upto the date of the forthcoming Annual General Meeting. The additional information in respect of Mr. Dhananjay Srivastava is as under:

Name	Dhananjay Srivastava
Date of Birth	16.06.1963
Qualification	Post Graduate (Master of Management Studies)
Experience	32 years
Remuneration	Nil
Last Remuneration	Nil
Date of Appointment	13.07.2020
Shareholding in the Company	Nil
Relationship with Directors/Manager/KMPs	Nil
No. of Meetings attended during the F.Y. 2019-20	Not Applicable
Other Directorships	Nil
Memberships/Chairmanships in other Committees	Member-Corporate Social Responsibility (CSR) Committee

Keeping in view the wide experience, expertise and knowledge of Mr. Dhananjay Srivastava, the Board recommends the resolution for appointment of Mr. Dhananjay Srivastava as a Director of the Company as set out at Item No. 2 of the Notice for the approval of the Members as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.2.

ITEM NO. 3

Section 148(3) of the Companies Act, 2013 read with Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 dealing with remuneration of Cost Auditors, requires that the remuneration recommended by the Audit Committee shall be considered and approved by the Board of Directors and ratified subsequently by the Shareholders of the Company.

The Audit Committee in its 39th meeting held on 25th February, 2020 recommended the appointment of M/s Chandra Wadhwa & Co., Cost Accountants (Firm Registration No. 000239) to conduct audit of Cost Records maintained by the Company in respect of "Emulsion Styrene Butadiene Rubber" for the financial year 2020-21 at a remuneration of Rs.2,25,000/- p.a. & Out of Pocket expenses upto 5% maximum (on actual basis) plus Government levies, as applicable, which was further approved by the Board of Directors of the Company ('the Board') in their 58th meeting held on 25th February, 2020.

In terms of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, the remuneration of the Cost Auditor is required to be ratified by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

The Board recommends the resolution set forth in Item no.3 for the approval of the members as an Ordinary Resolution.

By Order of the Board
For Indian Synthetic Rubber Private Limited
Sd/-
(Amit Vohra)
Head-Legal & Company Secretary

Dated: 30th July, 2020
Noida, Uttar Pradesh

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