

**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](mailto:info@isrpl.co.in), website: [www.isrpl.co.in](http://www.isrpl.co.in)  
Phone: 011-22043569, Fax: 011-22043569  
CIN: U25190DL2010PTC205324

## **NOTICE**

Notice is hereby given that the **Twelfth Annual General Meeting** of the Members of Indian Synthetic Rubber Private Limited will be held on **Wednesday, the Twenty Fourth day of August, 2022 at 1400 Hours (India Time)** 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 31<sup>st</sup> March 2022, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a Final Dividend of Rs.0.60 per equity share of Rs.10/- each for the Financial Year ended March 31, 2022.
3. To appoint Statutory Auditors and to fix their remuneration and, in this connection, to consider and, if thought fit, to pass, with or without modification(s) the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to appoint M/s BSR & Co., LLP (ICAI Firm Registration No.101248W/W-100022) as the Statutory Auditors of the Company in place of M/s S. R. Batliboi & Co., LLP, to hold office from conclusion of this Annual General Meeting until the conclusion of 17<sup>th</sup> Annual General Meeting of the

Company to be held in 2027 on such remuneration and out of pocket expenses, in connection with the audit as the Board of Directors may fix in this behalf.”

**SPECIAL BUSINESS:**

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

“**RESOLVED THAT** Mr. Parmanand Goyal (DIN 08186914), who was appointed as an Additional Director by the Board of Directors with effect from 03<sup>rd</sup> June, 2022 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.”

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

“**RESOLVED THAT** Mr. Mewa Lal Dahriya (DIN 09642898), who was appointed as an Additional Director by the Board of Directors with effect from 17<sup>th</sup> June, 2022 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.”

6. 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 Shome & Banerjee, Cost Accountants (Firm Registration No. 000001), 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 2022-23, at Rs.2,50,000/- p.a. (Rupees Two Lakhs and Fifty Thousand only) plus travelling, boarding,

lodging and other out of pocket expenses, if any (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: 27<sup>th</sup> July, 2022  
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, under Item Nos. 4, 5 and 6, to be transacted at the meeting is annexed hereto. The Board of Directors of the Company vide their Circular Resolution dated 26<sup>th</sup> July, 2022 considered that the special business under Item Nos. 4, 5 and 6, being considered unavoidable, be transacted at the 12th AGM of the Company.

### **2. General instructions for accessing and participating in the 12th AGM through VC/OAVM Facility:**

a) 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, read with General Circular No.02/2021 dated January 13, 2021, General Circular No.19/2021 dated 08th December, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No.2/2022 dated 05<sup>th</sup> May, 2022, (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs, the 12th 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 12th AGM shall be the Registered Office of the Company situated at 10th Floor, Core-2, North Tower, SCOPE Minar, Laxmi Nagar, District Centre, Delhi – 110 092.

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, 2022 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 12th 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 12th 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/dl/launcher/launcher.html?url=%2F\\_%23%2F%2Fmeetup-join%2F19%3Ameeting\\_NmEwYjIyZDQyYWM0Ny00YTRlLWI3MWMtZTEzYTQzNjEzYWVm%40thread.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%25226eb45aa-2853-4c09-af10-54ea93e266fb%2522%252c%2522Oid%2522%253a%25223c2f18c2-f4c6-420b-8ec7-96e04291c221%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=e887b668-8f5a-4a53-b6ef-c2f9a0f4a001&directDl=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true](https://teams.microsoft.com/dl/launcher/launcher.html?url=%2F_%23%2F%2Fmeetup-join%2F19%3Ameeting_NmEwYjIyZDQyYWM0Ny00YTRlLWI3MWMtZTEzYTQzNjEzYWVm%40thread.v2%2F0%3Fcontext%3D%257b%2522Tid%2522%253a%25226eb45aa-2853-4c09-af10-54ea93e266fb%2522%252c%2522Oid%2522%253a%25223c2f18c2-f4c6-420b-8ec7-96e04291c221%2522%257d%26anon%3Dtrue&type=meetup-join&deeplinkId=e887b668-8f5a-4a53-b6ef-c2f9a0f4a001&directDl=true&msLaunch=true&enableMobilePage=true&suppressPrompt=true)

2. The said Facility shall be kept open for the Members from 1345 Hours, i.e., 15 minutes before the time scheduled to start the 12th AGM and the Company shall close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 12th AGM.

3. Members needing assistance with the use of technology before or during the AGM may contact the Helpline details given hereunder:

-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](mailto: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 12th AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for participation in the 12th AGM through VC/OAVM Facility. Corporate Members intending to appoint their authorized representatives pursuant to Section 113 of the Act, to participate and vote at the AGM through VC or OAVM, are requested to send a certified copy of the Board Resolution at e-mail address, [amit.vohra@isrpl.co.in](mailto:amit.vohra@isrpl.co.in), latest by 23<sup>rd</sup> August, 2022.

f) In line with the MCA Circulars, the Notice of the 12th AGM will be available on the website of the Company at [www.isrpl.co.in](http://www.isrpl.co.in).

g) Since the AGM will be held through VC/OAVM Facility, hence the Route Map of the AGM Venue is not annexed to this notice.

h) The company fixed, Friday, 29<sup>th</sup> April, 2022 as the 'Record Date' for determining entitlement of Members to final Dividend for the Financial Year ended March 31, 2022, if the final Dividend, as recommended by the Board of Directors, is approved at the AGM. Further, if the said proposal is approved at the AGM, payment of such Dividend, subject to deduction of applicable withholding taxes, shall be remitted, on or before 22<sup>nd</sup> September, 2022, to all the Shareholders eligible as per Record Date, through electronic mode including NEFT/RTGS/SWIFT Transfer.

i) Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, folio number and mobile number, at the email address [amit.vohra@isrpl.co.in](mailto:amit.vohra@isrpl.co.in) before 5.00 p.m. (IST) on 23<sup>rd</sup> August, 2022. Queries that remain unanswered at the AGM will be appropriately responded by the Company at the earliest post the conclusion of the AGM.

j) 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.

k) During the 12th 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. 4**

Mr. Parmanand Goyal (DIN 08186914) was appointed as an Additional Director of the Company with effect from 03<sup>rd</sup> June, 2022 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 an Additional Director upto the date of the forthcoming Annual General Meeting. The additional information in respect of Mr. Parmanand Goyal is as under:

<b>Particulars</b>	
Name	Mr. Parmanand Goyal
Date of Birth	02 <sup>nd</sup> May, 1964
Qualification	Post Graduate (Associate Member of The Institute of Cost Accountants of India)
Experience	Around 31 years
Remuneration	Nil
Last Remuneration	Nil
Date of Appointment	03 <sup>rd</sup> June, 2022
Shareholding in the Company	Nil
Relationship with Directors/Manager/KMPs	Nil
No. of Meetings attended during the F.Y. 2021-22	Not Applicable
Other Directorships	Nil
Memberships/Chairmanships in other Committees	Chairman-Audit Committee Chairman-Risk Management Committee Chairman-Human Resource (HR) Committee

Keeping in view the wide experience, expertise and knowledge of Mr. Parmanand Goyal, the Board recommends the resolution for appointment of Mr. Parmanand Goyal as a Director of the Company as set out at Item No. 4 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.4.

Pursuant to the requirement of SS-2 notified by Ministry of Corporate Affairs, the Memorandum of Association (MOA) & Articles of Association (AOA) of the Company & other documents referred to in this notice and explanatory statement shall be available for inspection in physical form by any member of the Company during business hours i.e. 9.00 AM to 5.30 PM on all working days (except Sundays and holidays), until the date of Annual General Meeting or any adjournment thereof, at the Registered Office of the Company and copies thereof shall also be available for inspection by any member at the Corporate Office of the Company.

#### **ITEM NO. 5**

Mr. Mewa Lal Dahriya (DIN 09642898) was appointed as an Additional Director of the Company with effect from 17<sup>th</sup> June, 2022 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 an Additional Director upto the date of the forthcoming Annual General Meeting. The additional information in respect of Mr. Mewa Lal Dahriya is as under:

<b>Particulars</b>	
Name	Mr. Mewa Lal Dahriya
Date of Birth	16 <sup>th</sup> June, 1967
Qualification	Mechanical Engineer from National Institute of Technology, Raipur
Experience	More than 30 years
Remuneration	Nil
Last Remuneration	Nil
Date of Appointment	17 <sup>th</sup> June, 2022
Shareholding in the Company	Nil
Relationship with Directors/Manager/KMPs	Nil
No. of Meetings attended during the F.Y. 2021-22	Not Applicable
Other Directorships	Nil
Memberships/Chairmanships in other Committees	Chairman-Marketing Committee Chairman-Corporate Social Responsibility (CSR) Committee

Keeping in view the wide experience, expertise and knowledge of Mr. Mewa Lal Dahriya, the Board recommends the resolution for appointment of Mr. Mewa Lal Dahriya as a Director of the Company as set out at Item No. 5 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.5.

Pursuant to the requirement of SS-2 notified by Ministry of Corporate Affairs, the Memorandum of Association (MOA) & Articles of Association (AOA) of the Company & other documents referred to in this notice and explanatory statement shall be available for inspection in physical form by any member of the Company during business hours i.e. 9.00 AM to 5.30 PM on all working days (except Sundays and holidays), until the date of Annual General Meeting or any adjournment thereof, at the Registered Office of the Company and copies thereof shall also be available for inspection by any member at the Corporate Office of the Company.

## **ITEM NO. 6**

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 49th Meeting held on 23<sup>rd</sup> February, 2022 recommended the appointment of M/s Shome & Banerjee, Cost Accountants (Firm Registration No. 000001) to conduct audit of Cost Records maintained by the Company in respect of “Emulsion Styrene Butadiene Rubber” for the financial year 2022-23 at a remuneration of Rs.2,50,000/- p.a. (Rupees Two Lakhs and Fifty Thousand only) plus travelling, boarding, lodging and other out of pocket expenses, if any (on actual basis) plus Government levies, as applicable, which was further approved by the Board of Directors of the Company (‘the Board’) in their 68th meeting held on 23<sup>rd</sup> February, 2022.

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.6.

The Board recommends the resolution set forth in Item no.6 for the approval of the members as an Ordinary Resolution.



Pursuant to the requirement of SS-2 notified by Ministry of Corporate Affairs, the Memorandum of Association (MOA) & Articles of Association (AOA) of the Company & other documents referred to in this notice and explanatory statement shall be available for inspection in physical form by any member of the Company during business hours i.e. 9.00 AM to 5.30 PM on all working days (except Sundays and holidays), until the date of Annual General Meeting or any adjournment thereof, at the Registered Office of the Company and copies thereof shall also be available for inspection by any member at the Corporate Office of the Company.

**By Order of the Board**

**For Indian Synthetic Rubber Private Limited**

**Sd/-**

**(Amit Vohra)**  
**Head-Legal & Company Secretary**

**Dated: 27<sup>th</sup> July, 2022**  
**Noida, Uttar Pradesh**

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