

## 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 Ninth Annual General Meeting of the Members of Indian Synthetic Rubber Private Limited will be held on Wednesday, the Twenty First day of August, 2019 at 1030 Hours at Senior Management Centre (SMC), IndianOil, A-6, Hudco Place (Near Ansal Plaza), Andrews Ganj, New Delhi, 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 2019, 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. Cheng Nan-Lin (DIN 08363047), who was appointed as an Additional Director by the Board of Directors with effect from 15<sup>th</sup> February, 2019 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, with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Kumud Kumar Sharma (DIN 08384346), who was appointed as an Additional Director by the Board of Directors with effect from 08<sup>th</sup> March, 2019 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.”

4. 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 2019-20, 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: 25<sup>th</sup> July, 2019  
Noida, Uttar Pradesh**

**Registered Office:  
10<sup>th</sup> Floor, Core-2, North Tower, SCOPE Minar,  
Laxmi Nagar, District Centre, Delhi - 110 092**

**Notes:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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.

**The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. Proxies in order to be valid must be deposited at the Company's Registered Office not later than forty-eight hours before the commencement of the meeting.**

- 2) 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.

**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. Cheng Nan-Lin (DIN 08363047) was appointed as an Additional Director of the Company with effect from 15<sup>th</sup> February, 2019 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. Cheng Nan-Lin is as under:

<b>Particulars</b>	
Name	Mr. Cheng Nan-Lin
Date of Birth	19 <sup>th</sup> January, 1976
Qualification	Post Graduate
Experience	15 years
Remuneration	Nil
Last Remuneration	Nil
Date of Appointment	15 <sup>th</sup> February, 2019
Shareholding in the Company	Nil
Relationship with Directors/Manager/KMPs	Nil
No. of Meetings attended during the F.Y. 2018-19	2
Other Directorships	<ol style="list-style-type: none"><li>1. Shen-Hua Chemical Industries Limited</li><li>2. TSRC-UBE (Nantong) Chemical Industries Co., Ltd.</li><li>3. TSRC (Shanghai) Industries Limited</li><li>4. Arlanxeo TSRC (Nantong) Chemical Industrial Co. Ltd</li></ol>
Memberships/Chairmanships in other Committees	Nil

Keeping in view the wide experience, expertise and knowledge of Mr. Cheng Nan-Lin, the Board recommends the resolution for appointment of Mr. Cheng Nan-Lin 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.

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. 3**

Mr. Kumud Kumar Sharma (DIN 08384346) was appointed as an Additional Director of the Company with effect from 08<sup>th</sup> March, 2019 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. Kumud Kumar Sharma is as under:

<b>Particulars</b>	
Name	Mr. Kumud Kumar Sharma
Date of Birth	02 <sup>nd</sup> July, 1963
Qualification	PG Diploma holder, Certified SCM Pro (CII)
Experience	34 years
Remuneration	Nil
Last Remuneration	Nil
Date of Appointment	08 <sup>th</sup> March, 2019
Shareholding in the Company	Nil
Relationship with Directors/Manager/KMPs	Nil
No. of Meetings attended during the F.Y. 2018-19	01
Other Directorships	Nil
Memberships/Chairmanships in other Committees	Chairman-Marketing Sub-Committee Member-Corporate Social Responsibility (CSR) Committee

Keeping in view the wide experience, expertise and knowledge of Mr. Kumud Kumar Sharma, the Board recommends the resolution for appointment of Mr. Kumud Kumar Sharma as a Director of the Company as set out at Item No. 3 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.3.

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.4**

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 36<sup>th</sup> meeting held on 25<sup>th</sup> April, 2019 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 2019-20 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 54<sup>th</sup> meeting held on 25<sup>th</sup> April, 2019.

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.4.

The Board recommends the resolution set forth in Item no.4 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: 25<sup>th</sup> July, 2019  
Noida, Uttar Pradesh**

**Registered Office:  
10<sup>th</sup> Floor, Core-2, North Tower, SCOPE Minar,  
Laxmi Nagar, District Centre, Delhi - 110 092**

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CIN: U25190DL2010PTC205324

### ADMISSION SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.

Distinctive No.(s)	Certificate No.
Reg. Folio No.	No. of Shares

Name(s) in Full	Father/ Husband's Name	Address as Regd. with the Company
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

I/WE HEREBY RECORD MY PRESENCE AT THE 09<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY BEING HELD ON WEDNESDAY, THE TWENTY FIRST DAY OF AUGUST, 2019 AT 1030 HOURS AT SENIOR MANAGEMENT CENTRE (SMC), INDIANOIL, A-6, HUDCO PLACE (NEAR ANSAL PLAZA), ANDREWS GANJ, NEW DELHI.

PLEASE (✓) IN THE BOX

MEMBER

PROXY

\_\_\_\_\_  
Member's Signature

\_\_\_\_\_  
Proxy's Signature



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**Form No. MGT-11**

**Proxy form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

CIN : U25190DL2010PTC205324  
Name of the Company : Indian Synthetic Rubber Private limited  
Registered Office : 10th Floor, Core-2, North Tower  
SCOPE Minar, Laxmi Nagar District Centre,  
Delhi - 110092  
Name of the member :  
Registered Address :  
E-mail Id :  
Folio No :

I/we, being the member (s) of ..... Shares of the above named company, hereby appoint

1. Name:  
Address:  
E-mail ID:  
Signatures: ....., or failing him/her.....
2. Name:  
Address:  
E-mail ID:  
Signatures: ....., or failing him/her.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 09<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the Twenty First day of August, 2019 at 1030 Hours at Senior Management Centre (SMC), IndianOil, A-6, Hudco Place (Near Ansal Plaza), Andrews Ganj, New Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	Optional	
		For	Against
<b>Ordinary Business</b>			
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 <sup>st</sup> March 2019, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.		
<b>Special Business</b>			
2.	To appoint Mr. Cheng Nan-Lin (DIN 08363047) as Director of the Company who was earlier appointed as an additional Director of the Company to hold office upto the forthcoming Annual General Meeting.		
3.	To appoint Mr. Kumud Kumar Sharma (DIN 08384346) as Director of the Company who was earlier appointed as an additional Director of the Company to hold office upto the forthcoming Annual General Meeting.		
4.	To consider and, if thought fit, to pass with or without modification, the Ordinary Resolution in connection with ratification of the remuneration of Cost Auditors.		

Signed this \_\_\_\_ day of August, 2019

Signatures of shareholder.....

Signatures of Proxy holder(s).....

Affix Revenue Stamp
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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## ROUTE MAP TO VENUE OF ANNUAL GENERAL MEETING

