



THE RUBBER PRODUCTS LIMITED

An ISO 9001:2008 Certified Company
C-44 & C-44A, Road No. 28, Wagle Industrial Estate, Thane 400604, Maharashtra, INDIA
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CIN : L25100MH1965PLC013379

NOTICE OF 1ST EXTRA ORDINARY GENERAL MEETING OF F.Y. 2020-21

NOTICE IS HEREBY GIVEN THAT THE 1ST EXTRA ORDINARY GENERAL MEETING OF F.Y. 2020-21 OF THE MEMBERS OF THE RUBBER PRODUCTS LIMITED WILL BE HELD ON TUESDAY, 5TH MAY, 2020 AT 11:00 A.M. THROUGH VIDEO CONFERENCING ('VC') OR OTHER AUDIO VISUAL MEANS ('OAVM') TO TRANSACT THE FOLLOWING SPECIAL BUSINESS.

SPECIAL BUSINESS

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

"RESOLVED THAT Pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and, in supersession of the earlier special resolution passed in the Extra-Ordinary General Meeting of the Company held on 21st March, 2020 and, applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force) and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to issue corporate guarantee in one or more tranches in favour of Kotak Mahindra Bank Limited, Mumbai as per the terms of the borrowing in form of Term Loan borrowed by Max Spare Limited vide their sanction letter bearing Ref No. SME/20-12-2019/2554 dated 20th December, 2019 and addendum thereto for an amount not exceeding Rs.48,00,00,000/- (Rupees Forty Eight Crores Only) in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing Company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted to exercise its power conferred by this resolution) be and is hereby authorised to decide and finalise the terms and conditions of the above corporate guarantee and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things as it may be necessary and/or expedient for the purpose of giving effect to this resolution."

NOTES:

- a) **EXTRA ORDINARY GENERAL MEETING ('EGM') OF THE MEMBERS OF THE RUBBER PRODUCTS LIMITED ('COMPANY') IS SCHEDULED TO BE HELD ON 5TH MAY, 2020, AT 11:00 A.M. THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS IN COMPLIANCE WITH CIRCULARS OF MINISTRY OF CORPORATE AFFAIRS ("MCA") DATED APRIL 8, 2020 AND APRIL 13, 2020 PERTAINING TO CLARIFICATION ON PASSING ORDINARY AND SPECIAL RESOLUTIONS BY COMPANIES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER ON ACCOUNT OF THE THREAT POSTED BY COVID-19.**

- b) **CORPORATE MEMBERS INTENDING TO ATTEND THE MEETING THROUGH THEIR AUTHORIZED REPRESENTATIVE AND VOTE AT THE MEETING ARE REQUESTED TO SEND A DULY CERTIFIED TRUE COPY OF THE RESOLUTION UNDER SECTION 113 OF THE COMPANIES ACT, 2013, AUTHORIZING THEM TO ATTEND AND VOTE AT THE MEETING. IN TERMS OF THE PROVISIONS OF THE COMPANIES ACT, 2013, THE REPRESENTATIVES OF CORPORATE MEMBERS WITHOUT PROPER AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.**
- c) **A proxy is allowed to be appointed under section 105 of the Companies Act, 2013 to attend and to vote at general meeting on behalf of a member who is not able to attend personally. In compliance with circulars of Ministry of Corporate Affairs dated April 8, 2020 and April 13, 2020 pertaining to clarification on passing ordinary and special resolutions by companies under the companies act, 2013 and the rules made thereunder there is no requirement of appointment of proxy for this EGM. Since, EGM under this framework will be held through video conferencing or other audio visual means, where physical attendance of members in any case has been dispensed with.**
- d) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
- e) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the businesses of the Notice is Annexed hereto.
- f) Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.
- g) Members are requested to write on rpl@rubpro.com for inspection of all related documents referred to in the accompanying Notice and the Explanatory Statement up to and including the date of the Extra Ordinary General Meeting of the Company.
- h) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available electronically for inspection by the members at the Extra Ordinary General Meeting and the same shall be provided to members on their email id registered with the Company.

Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting Services provided by Central Depository Services (India) Limited (“CDSL”) on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-Voting period begins on Saturday, 2nd May, 2020 at 09:00 a.m. and ends on Monday, 4th May, 2020 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 29th April, 2020, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website at www.cdslindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID

For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login
- (vi) If you are holding shares in demat form and had logged on to www.cdslindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip/Address Sticker indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.

- (viii) After entering these details appropriately, click on "SUBMIT" tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is

strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) Click on the EVSN **<200430001>** for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) (Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- A) All the members and participants to the EGM are requested to pose their questions pertaining to matter to be placed in the EGM up to 4th May, 2020 through email on rpl@rubpro.com
- B) Convenience of all shareholders has been considered for scheduling this meeting. Members can attend the meeting on first come first serve basis. Promoter shareholders, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee and Chairman of Stake Holder Relationship Committee, Independent Directors, Auditors or their authorized representative are requested to attend this EGM.
- C) Due to security reason, the Disclosures with regard to the manner in which framework provided as per MCA “General Circular No.14/2020” Dated 08th April, 2020 and instructions on how to access and participate in the EGM along with helpline number for the shareholders and participants to the meeting shall be shared separately through email to shareholders and participants to the meeting.
- D) Notice of EGM available on website of the company at rpl@rubpro.com
- E) The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on the Cut-off date i.e.29th April, 2020
- B) Mr. Vijay Yadav (Mem. A39251), Partner of AVS & Associates, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and E-voting system) in a fair and transparent manner.
- C) Any person, who acquires the shares of the Company and become member of the Company as on the Cut-off date i.e.29th April, 2020 may obtain the login ID and password by sending the request at the email id helpdesk.evoting@cdslindia.com or to the Scrutinizer B) Mr. Vijay Yadav at vijay.yadav@avsassociates.co.in
- D) The Scrutinizer shall, within a period not exceeding two days from the conclusion of EGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/Meeting.
- E) The facility of E-voting system shall be made available at the EGM and the members attending the EGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.

- F) A Member can opt for only one mode of voting i.e. either through remote e-voting or by E-voting system at the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
- G) The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be eligible to cast their vote again in the meeting.
- H) The Scrutinizer shall after the conclusion of voting at the EGM will unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any.
- I) The Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

**By order of the Board of Directors
The Rubber Products Limited**

SD/-

**Jagmeet Singh Sabharwal
Managing Director & CEO
DIN:00270607
Add: C/o Plot-C44, Road No.28,
Wagle Industrial Estate,
Thane – 400604**

**Date: 29/04/2020
Place: Mumbai**

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018. In terms of the amended section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution, requisite disclosures are made in the explanatory statement and such loans shall be utilized by the borrowing Company for its principal business activities.

In this regard, this is inform you that, members of the Company has already given their consent in their Extra Ordinary General Meeting held on 21st March, 2020 to provide corporate guarantee in favour of Kotak Mahindra Bank Limited, Mumbai ('Bank') as per the terms of the borrowing in form of Term Loan borrowed by Max Spare Limited for an amount not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) on such terms and conditions as the Board may think fit.

In continuation to that, on the request made by the bank, there is need to increase the said corporate guarantee limit from an existing limit of Rs. 20,00,00,000/- (Rupees Twenty Crores Only) to the limit not exceeding Rs. 48,00,00,000/- (Rupees Forty Eight Crores Only) in favour Kotak Mahindra Bank Limited, Mumbai for an amount borrowed by Max Spare Limited. Since, increase in limit of corporate guarantee requires shareholders approval in form of Special Resolution under section 185 of the Companies Act, 2013. Hence, the Board of Directors recommends resolution as set out in notice of meeting for approval of the members of the Company by way of passing a Special Resolution. Max Spare Limited shall utilized borrowed amount for its working capital as well as for its principal business activities.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution except Mr. Jagmeet Singh Sabharwal, Mrs. Sheetal Jagmeet Singh Sabharwal to the extent of their shareholdings.

**By order of the Board of Directors
The Rubber Products Limited**

SD/-

**Jagmeet Singh Sabharwal
Managing Director & CEO
DIN:00270607
Add: C/o Plot-C44, Road No.28,
Wagle Industrial Estate,
Thane – 400604**

**Date: 29/04/2020
Place: Mumbai**

INSTRUCTIONS:

1. E-voting system shall be provided in the meeting for voting for those who has not voted in remote e-voting.
2. Facility of joining the meeting shall be open 15 minutes before the time scheduled for the meeting and shall be closed 15 minutes after such scheduled time
3. Attendance of members through VC OR OAVM shall be counted for the purposed of quorum, hence, attendance slip not provided here.
4. As per point C of notes, proxy is not allowed to appoint as well as attend the meeting through VC OR OAVM. Hence, instructions related to proxy and proxy form is not provided in this Notice.
5. EGM will be held through VC OR OAVM. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.
