



An ISO 9001:2008 Certified Company

C-44, Road No. 28, Wagle Industrial Estate, Thane 400604. Maharashtra, INDIA

T: +91 22 2222 5555 E: rpl@rubpro.com W: www.rubpro.com

CIN: L25100MH1965PLC013379

NOTICE OF 2ND EXTRA ORDINARY GENERAL MEETING OF F.Y.2020-21

NOTICE IS HEREBY GIVEN THAT 2ND EXTRA ORDINARY GENERAL METING OF THE MEMBERS OF THE RUBBER PRODUCTS LIMITED OF F.Y. 2020-21 WILL BE HELD ON WEDNESDAY, 31ST MARCH, 2021 AT 11.00 A.M. AT OIL SEAL HOUSE, PLOT NO. C-44, ROAD NO. 28, WAGLE ESTATE, THANE - 400604, MAHARASHTRA, INDIA 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**:-

Item No:1

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under read with the applicable provisions of Companies Amendment Act, 2017 (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof, for the time being in force) ('Act'), Consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to:

- a) Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b) Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- c) Acquire by way of subscription, purchase or otherwise the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.100,00,00,000/- (Rupees Hundred Crores Only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves

and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the Shareholder be and is hereby accorded to the Board to invest in the Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be provided in the Act, deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

Item No:2

"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 reenactment(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 05th May, 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.100,00,00,000/- (Rupees Hundred 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 authorized to decide and finalize 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:

1- A PERSON ENTITLE TO ATTENDE THE MEETING IS ENTITLE TO APPOINT PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ONLY, INSTEAD OF HIMSELF/HERSELF AND A PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE 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 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES. ETC., MUST BE **SUPPORTED** BY ANAPPROPRIATE RESOLUTION/AUTHORITY AS APPLICABLE. THE PROXY-HOLDER SHALL PROVE HIS/HER IDENTITY AT THE TIME OF ATTENDING THE MEETING.

CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING ARE REQUESTED TO ENSURE THAT THE AUTHORIZED REPRESENTATIVE CARRIES A DULY CERTIFIED TRUE COPY OF THE BOARD RESOLUTION, POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATIONS UNDER SECTION 113 OF THE {INDIAN} 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, SUCH AS BOARD RESOLUTION OR POWER OF ATTORNEY OR SUCH OTHER VALID AUTHORIZATION, MAY NOT BE ABLE TO ATTEND THE MEETING.

- 2- Members/proxies should bring duly attendance slip sent herewith to attend the meeting.
- 3- Members holding shares in physical form are requested to notify the change, if any, in their address and blank mandate details to the Registrar and Share Transfer Agent ('RTA'), Adroit Corporate Services Private Limited, 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai, Maharashtra, 400059.
- 4- Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed

Form No. SH-13 duly filled in to Adroit Corporate Services Private Limited.at the above mentioned address.

- 5- Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- 6- Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Adroit Corporate Services Private Limited cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- 7- 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.
- 8- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the businesses under Item No. 1 of the Notice is Annexed hereto.
- 9- 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.
- 10- Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate risks associated with physical shares.
- 11- All documents referred to in the accompanying Notice and the Explanatory Statement shall be made available to the concerned members on request to the Company by writing on company email id rpl@rubpro.com
- 12- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Extra Ordinary General Meeting.

13- 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 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 voting period begins on Sunday, 28th March, 2021 at 09:00 a.m. and ends on Tuesday, 30th March, 2021 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 Thursday, 25th March, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website: 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) • 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/YYY 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 <210325006> for the relevant <The Rubber Product Limited> 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) The Voting rights of members shall be in proportion to their share of the paid up share capital of the Company on Thursday, 25th March, 2021.
- B) Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries (Membership No.39251) has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting before AGM and e-voting at the time of AGM) in a fair and transparent manner.
- 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.
- E) The facility of voting by poll 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 polling paper.
- F) A Member can opt for only one mode of voting i.e. either through remote e-voting or by voting by poll at the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in 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 meeting.
- H) The Scrutinizer shall after the conclusion of voting at the EGM will unblock the votes cast through remote e-voting, 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, to
- I) The Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

J) The Results declared along with Scrutinizer's Report (s) will be available on the website of the Company (www.rubpro.com) within two days of passing of resolutions and communication of the same to the BSE Limited.

By Order of the Board of Directors
For THE RUBBER PRODUCTS LIMITED
Sd/Jagmeet Singh Sabharwal

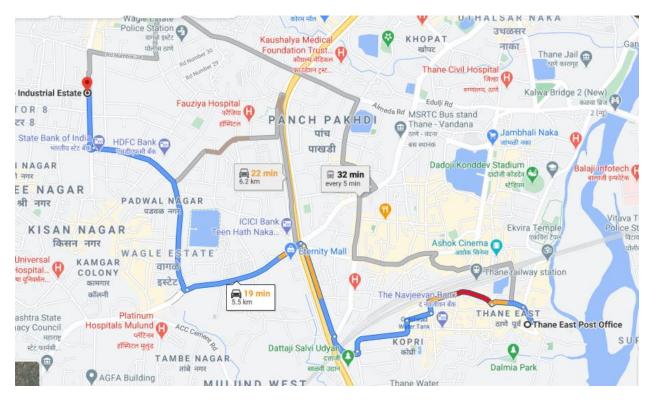
Director and Chief Executive Officer DIN: 00270607

Place: Thane Date: 24/03/2021

Registered Office: Plot-C44, Road No.28, Wagle Industrial Estate, Thane - 400604

ROUTE MAP:

Landmark: EMCO limited



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: L25100MH1965PLC013379

Name of the Company: THE RUBBER PRODUCTS LIMITED Regd. Office: PLOT-C 44, ROAD NO.28, WAGLE INDUSTRIAL

ESTATE, THANE Thane MH 400604 IN **Email ID**: kalpesh@maxspare.com

Name of the Member(s):							
Registered Address:							
E mail Id:							
Folio No / Client ID:							
DP ID:							
/ We, being the member(s) of shares of the above-named company, hereby appoint:							
Name:	Address: or failing him						
Name:	Address: or failing him						
Name:	Address:						

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 31st March, 2021 at 11:00 a.m. at the registered office of the Company situated at at Oil seal house, Plot no. C-44, Road no. 28, Wagle estate, Thane, Mumbai - 400604, Maharashtra, India. and at any adjournment there of in respect of the such resolutions as are indicated below:

Sr.	Resolutions	For	Against
No.			
	Special Business		
1	To approve the increase in limit of providing Loan,		
	Investment, guarantee and Acquisition by way of		
	subscription, purchase or otherwise the securities of any		
	other body corporate under section 186 of Companies		
	Act, 2013.		

Signed	I this day of, 2021.	
Signat	ure of the Shareholder	lease affix the
Signat	ure of Proxy holder(s)	tamp of Re. 1

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.

T: +91 22 2222 5555 E: rpl@rubpro.com W: www.rubpro.com

CIN: L25100MH1965PLC013379

EXTRA ORDINARY GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting.

	Name	
	Address	
	No. of Shares held	
	DP ID No.	
	Client Id No	
	Regd. Folio No	
I I	certify that I am a member/ proxy / authorized and the Extra Ordinary record my presence at the Extra Ordinary rednesday, 31st March, 2021 at 11:00 a.m. at the sall house, Plot no. C-44, Road no. 28, Wagle estated	General Meeting of the Company to be held on registered office of the Company situated at Oil
	Name of the Member / proxy (in block letters)	Signature of the Member / Proxy

Note: Please read the instructions printed overleaf carefully before exercising your votes.

INSTRUCTIONS:

- 1. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited.
- 2. A Proxy form which does not state the name of the Proxy shall not be considered valid.
- 3. Undated Proxy shall not be considered valid.
- 4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
- 5. Client ID/DP ID is not required to fill. Fill only Folio No. in Proxy Form and Attendance Slip.
- 6. Proxy form should be signed by the Shareholders and Proxy Holder. Attendance Slip should be signed by members/proxy holder along with name in block letters.
- 7. The Proxy-holder shall prove his identity at the time of attending the Meeting.
- 8. Polling Paper for voting will be provided at the venue of the Meeting.
- 9. If multiple proxies received for the same Member, the Proxy which is dated last shall be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies shall be treated as invalid.
- 10. Shareholders are requested to bring copy of Pan Card (self-certified) in the meeting as identity proof.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In accordance with the provisions of Section 186 of the Companies Act, 2013 read with applicable provisions of the Companies Amendment Act, 2017 (the 'Act'), it would be necessary to obtain the approval of the members for:

- a. Making loans to any person or other bodies corporate;
- b. Giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- c. Acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of;
 - i. 60% of the paid-up share capital and free reserves and securities premium account; or
 - ii. 100% of the free reserves and securities premium account; whichever is more.

In this regard, this is inform you that, members of the Company have already given their consent in their Extra Ordinary General Meeting held on 21st March, 2020 to:

- a. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- b. Give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by anybody corporate; and
- c. Acquire by way of subscription, purchase or otherwise the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 50,00,00,000 Crores (Rupees Fifty Crores Only).

In continuation to that, Considering, the future plans of the Company and in order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs. 100,00,00,000/- (Rupees Hundred Crores Only), under the provisions of Section 186 of the Companies Act, 2013.

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.

Item No. 2:

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) which was extended by company by passing special resolution at extra ordinary general meeting of the company held on 05th May, 2020 for amount upto 48,00,00,000/- (Rupees Forty Eight 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. 48,00,00,000/- (Rupees Forty Eight Crores Only) to the limit not exceeding Rs. 100,00,000/- (Rupees Hundred 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 Ltd.

SD/-Jagmeet Singh Sabharwal Director & CEO DIN:00270607

Address: C/o: Oil seal house, Plot no. C-44, Road no. 28, Wagle estate, Thane, Mumbai - 400604, Maharashtra, India.

Date: 24/03/2021 Place: Mumbai