



**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF ALL INDIA RUBBER
INDUSTRIES ASSOCIATION HELD BY WAY OF VIDEO CONFERENCING/OTHER
AUDIO VISUAL MEANS**

THE CONTENTS OF THIS BOOKLET IS GIVEN IN NEXT PAGE



JULY 21, 2020

ALL INDIA RUBBER INDUSTRIES ASSOCIATION

601, PRAMUKH PLAZA, B WING, 485, CARDINAL GRACIOUS ROAD, CHAKALA, ANDHERI (EAST), MUMBAI –
400 099



Table of Contents

NOTICE OF EXTRA ORDINARY GENERAL MEETING	1
Resolution No. 1	1
Alteration of Memorandum of Association of the Association	1
Resolution No. 2	4
Alteration of certain provisions under "Interpretation" and two other headings in the Articles of Association	4
Resolution No. 3	4
Alteration of certain provisions under "Annual General Meetings & Other General Meetings" and two other headings in the Articles of Association	4
Resolution No. 4	4
Alteration of certain provisions under the heading "Managing Committee" in the Articles of Association	4
Resolution No. 5	5
Alteration of certain provisions under the headings "Secretary General" & "Accounts & Audit" in the Articles of Association	5
NOTES	6
EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013	8
EXPLANATORY STATEMENT TO RESOLUTION NO. 1	8
EXPLANATORY STATEMENT TO RESOLUTION NO. 2	14
EXPLANATORY STATEMENT TO RESOLUTION NO. 3	23
EXPLANATORY STATEMENT TO RESOLUTION NO. 4	26
EXPLANATORY STATEMENT TO RESOLUTION NO. 5:	36
INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING	38
INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OAVM	39
INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM	39

IMPORTANT NOTE FOR MEMBERS ATTENTION:

1. The Managing Committee has appointed Hon'ble Dr. Justice S. Vimala (Retd.) former Judge of the Madras High Court and now Permanent Member of the Tamilnadu State Law Commission as scrutiniser, at its meeting held on 26th June 2020 for scrutinizing, the voting through 'electronic means' in a fair and transparent manner.
2. The Scrutinizer will submit her report to the Company after completion of the scrutiny not later than the end of business hours on 24th July 2020. The results of the e-voting will be displayed on the website of the Company and on the website of CDSL on 24th July 2020.



3. As per Article 19(f) of AOA of the Association read with Standard 8.4(c) of Secretarial Standards on General meetings as notified by the Ministry of Corporate Affairs, only those members who have paid all their membership dues as on Saturday, 13th July 2020 i.e., cut-off date, will be entitled to cast their vote on the resolutions proposed in this notice. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM. Hence members are requested to pay all the membership dues to the Association before 13th July 2020.
4. In compliance with the Para 3(A)(X) of the [General Circular No. 14/2020](#) dated 8th April 2020 issued by the Ministry of Corporate Affairs (“MCA”), physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As this is a Meeting conducted through Video Conferencing/Other Audio Visual Means (“VC/OAVM”), Members who would like to express their views/ask questions during the meeting should register themselves as a speaker by sending their request with the query in advance latest by Friday, 17th July 2020, before 5 PM mentioning their name, Company name, membership ID no., email id, mobile number at sg@allindiarubber.net.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (“EGM”) of the All India Rubber Industries Association (“Association”) will be held through Video Conference (“VC”)/ Other Audio Visual Means (“OAVM”) facility on **Tuesday, the 21st July 2020 at 3.00 PM** to transact the following business:

SPECIAL BUSINESS

Resolution No. 1

Alteration of Memorandum of Association of the Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder consent of the members be and is hereby accorded for alteration of Memorandum of Association of the Association, by effecting the following modifications and amendments:

(a) The existing sub-clause (a) under clause 3, be amended to read as:

To promote co-operation among Persons, Companies, Factories and Firms, engaged as Manufacturers of rubber products in India made out of Natural Rubber, Synthetic Rubbers and Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or through any other raw material / technology which may evolve in the Industry from time to time, with a view to adopting a common policy and collectively taking such steps, as may be deemed necessary or expedient to further and safeguard the interests of the Industry and Trade, provided that the Association shall not make or support any regulation or restriction which would make the Association a Trade Union.

(b) The existing sub-clause (c) under Clause 3, be amended to read as:

To promote and safeguard the interests of the Indian Rubber Industry and Trade in all its branches and by all possible means and in particular by (1) providing a meeting place with facilities for exchange of views of Members and others interested in the Industry and Trade, (2) providing facilities for communication, co-ordination of interests or co-operation with similar or allied associations or societies in other countries, (3) arranging and providing facilities for conferences, exhibitions, buyer seller meets, demonstrations, lectures, excursions and other functions relating to the Rubber Industry and Trade, (4) establishing, equipping and maintaining laboratories for Testing as well as Research and Libraries for the benefit of the Members and if possible of non-members also; (5) collection and dissemination of statistics and data related to the global rubber industry, particularly in respect of market situations with emphasis on exports; (6) educating the general public by all suitable means in the utility of Rubber Goods from the industrial as well as other points of view; (7) to provide fora for interaction with consumers of rubber products with a view to improving their quality; (8) to promote technical education related to Rubber Technology, training and retraining of manpower employed in rubber industry and in general to concern with the Human Resources Development for and in the rubber industry and (9) providing facilities and machinery for the settlement of disputes by arbitration.

(c) The existing sub-clause (d) under Clause 3, be amended to read as:

To promote and protect the interests of the Rubber Industry and Trade in any or all of their branches and of those engaged or interested therein including the interests of manufacturers interested in the manufacture of all manner of Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and to do everything necessary or expedient for all or any of these purposes including the negotiations and carrying through of amalgamation of any concerns interested in the Industry and Trade.

(d) The existing sub-clause (f) under Clause 3, be amended to read as:

To represent officially the views of the Members on all matters affecting or likely to affect the Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time to the Government of India, Local Government, Foreign Governments, Chambers of Commerce and any other public or private authority.

(e) The existing sub-clause (g) under Clause 3, shall stand deleted.

(f) The existing sub-clause (h) under Clause 3, be renumbered as sub-clause (g) under clause 3, and be amended to read as:

To move the authorities concerned to adopt a suitable policy in the import of Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and goods made out of any of these items, from foreign countries and give facilities for the import of requisite machinery for the Trade for production of Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and goods made out of any of these items.

(g) The existing sub-clause (i) under Clause 3 be renumbered as sub-clause (h) under clause 3 and be amended to read as:

To promote or oppose legislative or other measures affecting the Natural Rubber Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time.

(h) The existing sub-clause (j) under Clause 3 be renumbered as sub-clause (i) under clause 3 and be amended as follows:

To publish an official journal of the Association giving prominence to the aims, objects and activities and for the spread of knowledge and information relating to the Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time generally and to print and publish any advertisements, newspapers, periodicals, books, lectures or pamphlets that may be deemed desirable.

(i) The existing sub-clause (k) under Clause 3 be renumbered as sub-clause (j) under clause 3 and be amended as follows:

To make and from time to time alter, revoke, re-enact and enforce rules and bye-laws for the benefit of and binding on the Association and / or its powers for the making, passing and enforcement of rules and bye-laws binding upon those interested in the Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time.

(j) The existing sub-clause (l) under Clause 3 be renumbered as sub-clause (k) under clause 3.

(k) The existing sub-clause (m) under Clause 3 be renumbered as sub-clause (l) under clause 3.

(l) The existing sub-clause (n) under Clause 3 be renumbered as sub-clause (m) under clause 3.

(m) The existing sub-clause (o) under Clause 3 be renumbered as sub-clause (n) under clause 3.

(n) The existing sub-clause (p) under Clause 3 be renumbered as sub-clause (o) under clause 3.

(o) The existing sub-clause (q) under Clause 3 be renumbered as sub-clause (p) under clause 3.

(p) The existing sub-clause (r) under Clause 3 be renumbered as sub-clause (q) under clause 3.

(q) The existing sub-clause (s) under Clause 3 be renumbered as sub-clause (r) under clause 3.

(r) The existing sub-clause (t) under Clause 3 be renumbered as sub-clause (s) under clause 3.

(s) The existing sub-clause (u) under Clause 3 be renumbered as sub-clause (t) under clause 3 and be amended to read as:

To establish and maintain branches either autonomous or affiliated, to the Association, at such places in India and on such terms as the Managing Committee of the Association may deem suitable or expedient and control and regulate the policy, work and business of any such branches by rules, regulations or bye-laws from time to time to be made or varied by the Committee and to federate with other Associations, bodies, corporations, having objects altogether or in part similar to those of the Association on such terms and conditions as the Committee may deem fit.

(t) The existing sub-clause (v) under Clause 3 be renumbered as sub-clause (u) under clause 3.

(u) The following new object clauses 3 (v), 3 (w), 3 (x) be inserted after the clause 3 (u) as under:

3 (v). To conduct, undertake the conduct of and participate in national and international exhibitions, seminars, conferences, buyer seller meets, delegations, road shows, educational and promotional campaigns.

3 (w). To establish knowledge and practice networks across institutions by establishing nodes, holding roundtables, organizing seminars, workshops and, developing and disseminating relevant information as well as establish, manage training and educational institute(s).

3 (x). To have power to establish offices or agencies within or outside India, or appoint agents there, in order to carry out the objects mentioned above.

(v) The contents of existing Clause 4 is being replaced with the following clause:

(i) The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.

(ii) No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.

(iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

(iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.

(v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company.

(w) The existing Clause 6 be amended to read as:

Each Member of the Association, undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards, for payments of the debts and liabilities of the Association contracted before he ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding a sum of Rs. 10/-.

(x) The contents of existing Clause 7 is being replaced with the following clause:

"If upon a winding up or dissolution of the company, there remains, after the satisfaction of all its debts and liabilities, any asset, they may be transferred to another company registered under section 8 of the Act and having similar objects, subject to such conditions as the Tribunal may impose, or may be sold and proceeds thereof credited to Insolvency and Bankruptcy Fund formed under section 224 of the Insolvency and Bankruptcy Code 2016."

(y) The following new clause 10 be inserted after the clause 9 to read as:

“The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects.”

RESOLVED FURTHER THAT the Board of Directors/Managing Committee of the Association be and is hereby authorized to take such steps as may be necessary to give effect to this resolution.”

Resolution No. 2

Alteration of certain provisions under “Interpretation” and two other headings in the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles in the Articles of Association of the Association under the headings “Interpretation”, “Membership” & “Cessation of Membership” be and is hereby amended by making the modifications in respect of the article number mentioned in Column 1 of the table appearing in the explanatory statement corresponding to this resolution, wherein Column 2 therein mentions the existing article, by carrying out the action specified in Column 3 therein.

RESOLVED FURTHER THAT the Board of Directors/Managing Committee of the Association be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

Resolution No. 3

Alteration of certain provisions under “Annual General Meetings & Other General Meetings” and two other headings in the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles in the Articles of Association of the Association under the heading “Annual General Meetings & Other General Meetings”, “Notice of General Meetings” & “Voting Rights” be and is hereby amended by making the modifications in respect of the article number mentioned in Column 1 of the table appearing in the explanatory statement corresponding to this resolution, wherein Column 2 therein mentions the existing article, by carrying out the action specified in Column 3 therein.

RESOLVED FURTHER THAT the Board of Directors/Managing Committee of the Association be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

Resolution No. 4

Alteration of certain provisions under the heading “Managing Committee” in the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles in the Articles of Association of



the Association under the heading “Managing Committee”, be and is hereby amended by making the modifications in respect of the article number mentioned in Column 1 of the table appearing in the explanatory statement corresponding to this resolution, wherein Column 2 therein mentions the existing article, by carrying out the action specified in Column 3 therein.

RESOLVED FURTHER THAT the Board of Directors/Managing Committee of the Association be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

Resolution No. 5

Alteration of certain provisions under the headings “Secretary General” & “Accounts & Audit” in the Articles of Association

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles in the Articles of Association of the Association under the headings “Secretary General” and “Accounts and Audit”, be and is hereby amended by making the modifications in respect of the article number mentioned in Column 1 of the table appearing in the explanatory statement corresponding to this resolution, wherein Column 2 therein mentions the existing article, by carrying out the action specified in Column 3 therein.

RESOLVED FURTHER THAT the Board of Directors/Managing Committee of the Association be and is hereby authorised to take such steps as may be necessary to give effect to this resolution.”

**By order of the Management Committee
FOR ALL INDIA RUBBER INDUSTRIES ASSOCIATION**

-sd-

**V T Chandrasekharan
President**

**Date: 26th June 2020
Place: Chennai**

NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the [Circular No. 14/2020 dated April 08, 2020](#), [Circular No. 17/2020 dated April 13, 2020](#) and [Circular No. 22/2020 dated June 15, 2020](#) issued by the Ministry of Corporate Affairs (“MCA”), physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM. The instruction for attending the meeting through VC/OAVM is mentioned below in this notice under “**INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OAVM**”. The instruction for voting at the meeting is mentioned below in this notice under “**INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM**”.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars as stated in s.no. 2 above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL. The instruction for casting vote through Remote e-voting is mentioned below in this notice under “**THE INTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING**”.
4. In compliance with the Para 3(A)(X) of the [General Circular No. 14/2020](#) dated 8th April 2020 issued by the Ministry of Corporate Affairs (“MCA”), physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As per Article 8 of the AOA of Association, two nominees of the same member cannot exercise its voting rights simultaneously. Hence only one person from each Member can exercise the voting right on behalf of each Member, irrespective of the number of nominees, can exercise only one vote.
6. Those members whose email IDs are not registered, are requested to register their email ID with the Company at sg@allindiarubber.net, by providing their Name as registered, Address, email ID, PAN.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include Auditors and managing committee members. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. All documents referred to in the Notice calling the EGM and the Explanatory Statement will be made available on the landing page of the Association’s website <https://www.allindiarubber.net> under the head “EGM”, for inspection by the Members. Alternatively the members can request for the Memorandum of Association and the Articles of Association, as referred in the resolutions, by sending a mail from their registered mail id to the mail id of the Company at sg@allindiarubber.net.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
11. The remote e-voting period commences on Saturday, 18th July 2020 9AM IST and ends on Monday, 20th July 2020 5 PM. IST. The e-voting module shall be disabled by CDSL for voting thereafter. As per Article 19(f) of AOA of the Association read with Standard 8.4(c) of Secretarial Standards on General meetings as notified by the Ministry of Corporate Affairs, only those members who have paid all their membership dues as on Saturday, 13th July 2020 i.e. cut-off date, will be entitled to cast their vote on the resolutions proposed in this notice. Those Members, who will be present in the EGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM. Hence members are requested to pay all the membership dues to the Association before 13th July 2020.
12. In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice will be made available on the landing page of the Association’s website <https://www.allindiarubber.net> under the head “EGM”, and on the website of CDSL www.evotingindia.com.
13. As this is a Meeting conducted through Video Conferencing/Other Audio Visual Means, Members who would like to express their views/ask questions during the meeting should register themselves as a speaker by sending their request with the query in advance latest by Friday, 17th July 2020, before 5 PM mentioning their name, Company name, membership ID no., email id, mobile number at sg@allindiarubber.net.
14. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
15. The Members who have cast their vote by remote e-voting prior to the EGM may also attend/ participate in the EGM through VC / OAVM but shall not be entitled to cast their vote again.
16. The Notice is being sent to all the members whose names appear in the Register of Members maintained by the Company as on **26th June 2020**.
17. The Managing Committee has appointed Hon’ble Dr. Justice S. Vimala (Retd.) former Judge of the Madras High Court and now Permanent Member of the Tamilnadu State Law Commission as scrutiniser, at its meeting held on 26th June 2020 for scrutinizing, the voting through ‘electronic means’ in a fair and transparent manner.



18. The Scrutinizer will submit her report to the Company after completion of the scrutiny not later than the end of business hours on 24th July 2020. The results of the e-voting will be displayed on the website of the Company and on the website of CDSL on 24th July 2020.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

EXPLANATORY STATEMENT TO RESOLUTION NO. 1

In order to make the objects clause of the Memorandum of Association comprehensive and to include more activities permitted to be undertaken by the Association from time to time, it is proposed to modify the objects clause 3 of the MOA of the Association.

Further, the Companies Act, 2013, has prescribed a new format of MOA for Section 8 Companies in form INC-13. Accordingly, with a view to align the existing MOA of the Association with the INC-13, it is proposed to alter the MOA of the Association by omitting/replacing/amending/altering/merging appropriate and relevant clauses.

The Managing Committee at its meeting held on 22nd January 2020 approved the following changes to be made in MOA in its objects clause and in other clauses of the MOA.

Clause	Existing	Proposed
3 (a)	To promote co-operation among Persons, Companies, Factories and Firms, engaged as Manufacturers of rubber products made out of Natural Rubber, Synthetic Rubber & Latex in India with a view to adopting a common policy and collectively taking such steps, as may be deemed necessary or expedient to further and safeguard the interests of the Industry and Trade, provided that the Association shall not make or support any regulation or restriction which would make the Association a Trade Union.	To promote co-operation among Persons, Companies, Factories and Firms, engaged as Manufacturers of rubber products in India made out of Natural Rubber, Synthetic Rubbers and Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or through any other raw material / technology which may evolve in the Industry from time to time, with a view to adopting a common policy and collectively taking such steps, as may be deemed necessary or expedient to further and safeguard the interests of the Industry and Trade, provided that the Association shall not make or support any regulation or restriction which would make the Association a Trade Union.
3 (c)	To promote and safeguard the interests of the Indian Rubber Industry and Trade in all its branches and by all possible means and in particular by (1) providing a meeting place with facilities for exchange of views of Members and others interested in the Industry and Trade, (2) providing facilities for communication, co-ordination of interests or co-operation with similar or allied associations or societies in other countries, (3) arranging and providing facilities for conferences, exhibitions, demonstrations, lectures, excursions and other functions relating to the Rubber Industry and Trade, (4) establishing, equipping and maintaining laboratories for Testing as well as Research and Libraries for the benefit of the Members and if possible of non-members also; (5) collection and dissemination of statistics and data related to the global rubber industry, particularly in respect of market situations with emphasis on exports; (6) educating the general public by all suitable means in the utility of Rubber Goods from the industrial as well as other points of view; (7) to provide	To promote and safeguard the interests of the Indian Rubber Industry and Trade in all its branches and by all possible means and in particular by (1) providing a meeting place with facilities for exchange of views of Members and others interested in the Industry and Trade, (2) providing facilities for communication, co-ordination of interests or co-operation with similar or allied associations or societies in other countries, (3) arranging and providing facilities for conferences, exhibitions, buyer seller meets, demonstrations, lectures, excursions and other functions relating to the Rubber Industry and Trade, (4) establishing, equipping and maintaining laboratories for Testing as well as Research and Libraries for the benefit of the Members and if possible of non-members also; (5) collection and dissemination of statistics and data related to the global rubber industry, particularly in respect of market situations with emphasis on exports; (6) educating the general public by all suitable means in the utility of Rubber Goods from the industrial as well as other points of view; (7) to provide fora for interaction with consumers of rubber products with a view to

Clause	Existing	Proposed
	<p>fora for interaction with consumers of rubber products with a view to improving their quality; (8) to promote technical education related to Rubber Technology, training and retraining of manpower employed in rubber industry and in general to concern with the Human Resources Development for and in the rubber industry and (9) providing facilities and machinery for the settlement of disputes by arbitration.</p>	<p>improving their quality; (8) to promote technical education related to Rubber Technology, training and retraining of manpower employed in rubber industry and in general to concern with the Human Resources Development for and in the rubber industry and (9) providing facilities and machinery for the settlement of disputes by arbitration.</p>
3(d)	<p>To promote and protect the interests of the Rubber Industry and Trade in any or all of their branches and of those engaged or interested therein including the interests of manufacturers interested in the manufacture of all manner of Natural Rubber, Synthetic Rubber & Latex Goods and articles useful or ancillary to the purposes of the said Industry and Trade and to do everything necessary or expedient for all or any of these purposes including the negotiations and carrying through of amalgamation of any concerns interested in the Industry and Trade.</p>	<p>To promote and protect the interests of the Rubber Industry and Trade in any or all of their branches and of those engaged or interested therein including the interests of manufacturers interested in the manufacture of all manner of Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and to do everything necessary or expedient for all or any of these purposes including the negotiations and carrying through of amalgamation of any concerns interested in the Industry and Trade.</p>
3 (f)	<p>To represent officially the views of the Members on all matters affecting or likely to affect the Natural Rubber, Synthetic Rubber & Latex Industry and Trade to the Government of India, Local Government, Foreign Governments, Chambers of Commerce and any other public or private authority.</p>	<p>To represent officially the views of the Members on all matters affecting or likely to affect the Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time to the Government of India, Local Government, Foreign Governments, Chambers of Commerce and any other public or private authority.</p>
3(g)	<p>To aid and help the Members of the Association in procuring for them necessary raw materials and other articles required in the several manufacturing processes of natural rubber, synthetic rubber, etc. and also to aid, supervise and regulate the sale of manufactured products of the Members of the Association.</p>	<p>Entire clause Stands Omitted</p>
3 (h)	<p>To move the authorities concerned to adopt a strict policy in the import of Natural Rubber Synthetic Rubber and Latex Goods from foreign countries and give facilities for the import of requisite machinery for the Trade for production of Natural Rubber, Synthetic Rubber and Latex Goods.</p>	<ol style="list-style-type: none"> 1. The said clause is renumbered as 3(g) due to omission of old clause 3(g) 2. 3 (g) - To move the authorities concerned to adopt a suitable policy in the import of Natural Rubber, Synthetic Rubbers, Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and goods made out of any of these items, from foreign countries and give facilities for the import of requisite machinery for the Trade for production of Natural Rubber, Synthetic Rubbers Natural

Clause	Existing	Proposed
		and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time and goods made out of any of these items.
3(i)	To promote or oppose legislative or other measures affecting the Natural Rubber Synthetic Rubber and Latex Goods Industry and Trade.	<ol style="list-style-type: none"> 1. The said clause is renumbered as 3(h) due to omission of old clause 3(g) 2. To promote or oppose legislative or other measures affecting the Natural Rubber Synthetic Rubbers Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time
3(j)	To publish an official journal of the Association giving prominence to the aims, objects and activities and for the spread of knowledge and information relating to the Natural Rubber, Synthetic Rubber and Latex Goods Industry and Trade generally and to print and publish any advertisements, newspapers, periodicals, books, lectures or pamphlets that may be deemed desirable.	<ol style="list-style-type: none"> 1. The said clause is renumbered as 3 (i) due to omission of old clause 3 (g) 2. To publish an official journal of the Association giving prominence to the aims, objects and activities and for the spread of knowledge and information relating to the Natural Rubber, Synthetic Rubbers Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time generally and to print and publish any advertisements, newspapers, periodicals, books, lectures or pamphlets that may be deemed desirable.
3(k)	To make and from time to time alter, revoke, re-enact and enforce rules and bye-laws for the benefit of and binding on the Association and / or its powers for the making, passing and enforcement of rules and bye-laws binding upon those interested in the Natural Rubber, Synthetic Rubber and Latex Goods Industry and Trade.	<ol style="list-style-type: none"> 1. The said clause is renumbered as 3 (j) due to omission of old clause 3 (g) 2. To make and from time to time alter, revoke, re-enact and enforce rules and bye-laws for the benefit of and binding on the Association and / or its powers for the making, passing and enforcement of rules and bye-laws binding upon those interested in the Natural Rubber, Synthetic Rubbers Natural and Synthetic Latices, Thermoplastic Elastomer / Polyurethane or any other raw material / technology which may evolve in the Industry from time to time
3(l)	To commence, prosecute, appear in, defend or compromise or give up all and every Manner of proceeding, civil, criminal or administrative or any arbitration or enquiry or proceedings before any Commission for the protection or assistance of any Member of the Association or for otherwise furthering the purposes of the Association or any of them.	The said clause is renumbered as 3 (k) due to omission of old clause 3 (g)
3(m)	To purchase, take on lease or in exchange or otherwise acquire any movable or	The said clause is renumbered as 3 (l) due to omission of old clause 3 (g)

Clause	Existing	Proposed
	immovable property, rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association and in particular to subscribe, to acquire and hold shares in any Company or Association whether incorporated or not, having objects altogether or in part similar to those of the Association.	
3(n)	To sell, improve, manage, develop, lease, mortgage, change, hypothecate, dispose off or otherwise deal with all or any of the property rights and privileges of the Association.	The said clause is renumbered as 3 (m) due to omission of old clause 3 (g)
3(o)	To take any gift or property whether subject to any trust or not, for any one of the objects of the Association.	The said clause is renumbered as 3 (n) due to omission of old clause 3 (g)
3(p)	To take any such steps by personal or written appeals or otherwise as may, from time to time, be deemed expedient for the purposes of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.	The said clause is renumbered as 3 (o) due to omission of old clause 3 (g)
3(q)	To borrow or raise or secure the payment which may be required for the purposes of the Association in such manner as the Association may think fit, and in particular by the issue of promissory notes, bonds, debentures, or debenture stock, perpetuated or otherwise charged upon all or any of the Association's property, both present and future and to purchase, redeem and pay off such securities or in such manner as the Association may think fit.	The said clause is renumbered as 3 (p) due to omission of old clause 3 (g)
3(r)	To invest and otherwise deal with the moneys of the Association in such manner as may from time to time be determined by the Committee and to open and operate on current or fixed deposit accounts with any bank or banks.	The said clause is renumbered as 3 (q) due to omission of old clause 3 (g)
3(s)	To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of lading, railway receipts, warrants, debentures, and other negotiable or transferable instruments or securities.	The said clause is renumbered as 3 (r) due to omission of old clause 3 (g)
3(t)	To provide for the welfare of the employees or ex-employees of the Association, of their families or dependents in such manner as may be deemed fit by the Committee of the Association.	The said clause is renumbered as 3 (s) due to omission of old clause 3 (g)
3(u)	To establish and maintain branches either autonomous or affiliated, to the Association, at such places in India and on such terms as	1. The said clause is renumbered as 3 (t) due to omission of old clause 3 (g)

Clause	Existing	Proposed
	<p>the Committee of the Association may deem suitable or expedient and control and regulate the policy, work and business of any such branches by rules, regulations or bye-laws from time to time to be made or varied by the Committee and to federate with other Associations, bodies, corporations, having objects altogether or in part similar to those of the Association on such terms and conditions as the Committee may deem fit.</p>	<p>2. To establish and maintain branches either autonomous or affiliated, to the Association, at such places in India and on such terms as the Managing Committee of the Association may deem suitable or expedient and control and regulate the policy, work and business of any such branches by rules, regulations or bye-laws from time to time to be made or varied by the Committee and to federate with other Associations, bodies, corporations, having objects altogether or in part similar to those of the Association on such terms and conditions as the Committee may deem fit.</p>
3(v)	<p>And generally to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.</p>	<p>The said clause is renumbered as 3 (u) due to omission of old clause 3 (g)</p>
	<p>New Clause added</p>	<p>New Clause added 3(v) :</p> <p>To conduct, undertake the conduct of and participate in national and international exhibitions, seminars, conferences, buyer seller meets, delegations, road shows, educational and promotional campaigns.</p>
	<p>New Clause added</p>	<p>New Clause added 3(w) :</p> <p>To establish knowledge and practice networks across institutions by establishing nodes, holding roundtables, organizing seminars, workshops and developing and disseminating relevant information as well as establish, manage training and educational institute(s).</p>
	<p>New Clause added</p>	<p>New Clause added 3(x) :</p> <p>To have power to establish offices or agencies within or outside India, or appoint agents there, in order to carry out the objects mentioned above.</p>
4.	<p>The income and property of the Association whensoever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Association, provided that nothing herein shall prevent the payment in good faith of remuneration to any employee of the Association not being a Director, Office-Bearers and Members of the Managing Committee, of the Association.</p>	<p>Entire clause substituted with the following:</p> <p>(i)The profits, if any, or other income and property of the company, whensoever derived, shall be applied, solely for the promotion of its objects as set forth in this memorandum.</p> <p>(ii)No portion of the profits, other income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been, members of the company or to any one or more of them or to any persons claiming through any one or more of them.</p>

Clause	Existing	Proposed
		<p>(iii) No remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or members of the company or not, except payment of out-of-pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.</p> <p>(iv) Nothing in this clause shall prevent the payment by the company in good faith of prudent remuneration to any of its officers or servants (not being members) or to any other person (not being member), in return for any services actually rendered to the company.</p> <p>(v) Nothing in clauses (iii) and (iv) shall prevent the payment by the company in good faith of prudent remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company.</p>
6.	Every Member of the Association, undertake to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards, for payments of the debts and liabilities of the Association contracted before he ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment or rights of the contributories among themselves, such amount as may be required not exceeding in the case of each Member Rs. 10/-.	Each Member of the Association, undertakes to contribute to the assets of the Association in the event of its being wound up while he is a Member or within one year afterwards, for payments of the debts and liabilities of the Association contracted before he ceased to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding a sum of Rs. 10/-.
7.	If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other Institution or Institutions, having objects similar to the objects of the Association to be determined by the Members of the 'Association' at or before the time of dissolution or in default thereof by such Judge of the High Court having jurisdiction in the matter.	Clause 7 replaced with the following: If upon the winding up or dissolution of the company, there remains, after the satisfaction of its debts and liabilities, any asset, they may be transferred to another company registered under section 8 of the Act and having similar objects, subject to such conditions as the tribunal may impose, or may be sold and proceeds thereof credited to Insolvency and Bankruptcy Fund formed under section 224 of the Insolvency and Bankruptcy Code, 2016.
10.	New clause added	The Company can be amalgamated only with another company registered under section 8 of the Act and having similar objects

As per the provision of section 8 read with section 13 of the Act and the rules framed thereunder, the Association, cannot amend its MOA, except with prior approval of Registrar of Companies, Mumbai.

The members are informed that the Association has filed the proposed changes to the MOA with the Registrar of Companies for their prior approval and RoC had accorded its approval on 17th February 2020.

Now that the RoC has accorded its approval, the proposed changes to the MOA is placed before the members for obtaining your approval.

The MOA of the Association proposed to be amended as stated above, is being uploaded on the Association's website for perusal by the Members.

The Managing Committee accordingly recommends, in the interest of the Association, the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

None of the Managing Committee members and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 1 of the Notice.

EXPLANATORY STATEMENT TO RESOLUTION NO. 2

The articles of the existing Articles of Association (AOA) under the headings Interpretation, Membership are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Further in order to smoothly and effectively deal with the general working of Association, it is recommended to make certain changes in articles under the headings "Interpretation", "Membership" & "Cessation of Membership".

With Companies Act, 2013 coming into force, several regulations in the existing AOA of the Association require alteration or deletions. Given this position, it is considered expedient to make relevant changes in the AOA by omitting/replacing/amending/altering/merging certain clauses of AOA. The following are the alterations proposed in the Articles under the headings "Interpretation", "Membership" & "Cessation of Membership":

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
1.	Save as hereinafter provided and by law required, the regulations contained in Table A to Schedule 1 of the Companies Act 1956 shall not apply to the Association.	This article be modified to read as given in Column 4	Save as hereinafter provided and by law required, the regulations contained in Table H to Schedule 1 of the Companies Act 2013 shall not apply to the Association.
1(a)	"The Act," "the said Act", shall mean and include the Companies Act of 1956 and the statutory modification or amendment thereof.	This article be modified to read as given in Column 4	"The Act," "the said Act", shall mean and include the Companies Act of 2013 and the statutory modification or amendment thereof.
1(e)	"Vice-President" means the Vice-President of the Association for the time being.	This article be modified to read as given in Column 4	"Vice-President" means the Senior Vice-President and Vice-President of the Association for the time being.
1(i)	"Committee" shall mean the members for the time being of the Managing Committee of the Association constituted in manner prescribed by these rules and shall correspond to a	This article be modified to read as given in Column 4	"Committee" shall mean the members for the time being of the Managing Committee of the Association constituted in manner prescribed by these rules and shall correspond to a

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	Board of Directors as contemplated or used in the said Act and Table A		Board of Directors as contemplated or used in the said Act and Table H
1(j)	"Member of the Committee" shall mean and correspond to the term "Director" as used in the said Act and Table A.	This article be modified to read as given in Column 4	"Member of the Committee" shall mean and correspond to the term "Director" as used in the said Act and Table H.
1(k)	"Secretary" shall include the Secretary-General, Secretary, Dy. Secretary, Regional Secretary, Asst. Secretary, of the Association.	This article be modified to read as given in Column 4	"Secretary" shall mean and include the Secretary-General, Director General of the Association. Note: The designation of Secretary General can be substituted by Director General or vice a versa wherever it appears.
3A	There shall be Seven classes of members of the Association.	This article be renumbered as article 3 and be modified to read as given in Column 4	There shall be Eight classes of members of the Association.
3B	Explanation: In case of members having both manufacturing/non-manufacturing interests the member shall be entitled to become Ordinary or Associate Member. Total turnover of the Company shall be take for computing the annual Subscription Fees payable of the respective class that they opt for.	This article be omitted	-
3(a)	ORDINARY PATRON MEMBERS All / any Company which is carrying on the manufacture of finished goods or partly finished goods from Natural, Synthetic, Reclaim Rubber or Latex (Natural / Synthetic) shall be eligible to become Patron Member, who, for a one-time payment of Rs. 5,00,000/- can enjoy, life long, all the privileges of Ordinary Membership.	This article be replaced with the article specified in column 4	ORDINARY PATRON MEMBERS Any organization having an established place of business in India and carrying on or having obtained a licence from the Government to carry on the manufacture of vulcanised finished goods from Natural Rubber, Synthetic Rubbers and Natural and Synthetic Latices, Thermoplastic Elastomer or through any other raw material/ technology which may evolve in the Industry from time to time, shall be eligible to become

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			Patron Member, upon payment of a one-time subscription fee of Rs. 10,00,000 (Rupees Ten Lakh only) or such sum as may be decided by the Management Committee from time to time which in any case shall not be less than Rs. 10,00,000/- (Rupees Ten Lakh only) and shall enjoy, all the privileges of Ordinary Membership for a period of 10 years.
3(b)	<p>ASSOCIATE PATRON MEMBERS</p> <p>Any firm or company engaged in the manufacture / supply/indenting of raw material, machinery or equipment or dealer /supplier of finished rubber goods can become a Patron Member by paying a one-time fee of Rs. 5,00,000/- and enjoy all the privileges, life long, of an Associate Member.</p>	This article be replaced with the article specified in column 4	<p>ASSOCIATE PATRON MEMBERS</p> <p>Any firm having an established place of business in India engaged in the manufacture / supply / trading/ indenting of raw materials, semi-finished goods, machinery or equipment related to the processing of finished rubber goods shall be eligible to become Patron Member upon payment of a one-time subscription fee of Rs. 15,00,000 (Rupees Fifteen Lakh only) or sum as may be decided by the Management Committee from time to time which in any case shall not be less than Rs. 15,00,000/- (Rupees Fifteen Lakh only) and shall enjoy all the privileges, of an Associate Member for a period of 10 years.</p>
3(c)	<p>ORDINARY MEMBER</p> <p>Any person or firm having an established place of business in India and carrying on or having obtained a licence from the Government to carry on the manufacture of finished goods or partly finished goods from Natural, synthetic, Reclaim rubber or Latex (Natural and Synthetic) shall be eligible to become Ordinary Member of the Association.</p>	This article be modified to read as given in Column 4	<p>ORDINARY MEMBER</p> <p>Any organization having an established place of business in India and carrying on or having obtained a licence from the Government to carry on the manufacture of vulcanised (cross linking) finished goods from Natural Rubber, Synthetic Rubbers and Natural and Synthetic Latexes, Thermoplastic Elastomer or through any other raw material/ technology which may evolve in the Industry from time to time, shall be eligible to become Ordinary Member of the Association.</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
3(d)	<p>ASSOCIATE MEMBERS Any person or firm having an established place of business in India and carrying on the processing or semi-processing of finished or partly finished rubber goods or dealing in rubber goods or trading as suppliers of raw materials, machinery, etc., to the rubber industry or acting as consultants or advisers - technical or otherwise to the Rubber Industry shall be eligible to become Associate Member of the Association.</p>	This article be replaced with the article specified in column 4	<p>ASSOCIATE MEMBERS Any firm having an established place of business in India engaged in the manufacture / supply / trading / indenting of raw materials, semi-finished goods, machinery or equipment related to the processing of finished rubber goods shall be eligible to become Associate Member of the Association.</p>
3(e)(iii)	<p>Any person holding Licentiate ship, Diploma, Degree, Associateship or Fellowship in rubber from any recognised Institute, College or University in India or abroad.</p> <p>Members of the technical class shall not be entitled to any other privileges or rights except receiving the following.</p> <p>a) free of cost copies of RUBBER INDIA or any other monthly or periodical journal of the Association, and Information Bulletin, if published.</p> <p>b) invitations to lectures, talks, technical meetings and conferences and other meetings on payment of fees as may be prescribed from time to time. They shall be also entitled to attend the General Body Meetings of the Association but shall not have any right to vote thereat.</p> <p>c) Circulars which may be of interest to Technical Members, according to the Association”.</p>	This article be modified to read as given in Column 4	Any person holding Licentiate ship, Diploma, Degree, Associateship or Fellowship in rubber from any recognised Institute, College or University in India or abroad.
-	-	A new sub-clause (iv), as specified in column 4, be added after sub-clause (iii) under article 3 (e).	(iv) Any individual who meets the above but is engaged in running a business whether Manufacturing, Trading, testing etc will have to apply as an Ordinary/Associate member as above. Consultant, however, is eligible for this category

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
3(f)	<p>ASSOCIATION MEMBERS Any Association or Chamber of Commerce in India or Abroad, connected with rubber goods industry or trade shall be eligible to become a member of the Association.</p>	This article be modified to read as given in Column 4	<p>ASSOCIATION MEMBERS Any trade body or association Educational Institutions, Scientific / Testing / Environmental Institutions / Laboratories or such similar kind in India or Abroad, connected with rubber goods industry or trade shall be eligible to become a member of the Association. This category is also open to other Associations and Chambers of commerce and Industry.</p>
-	-	A new clause (h), as specified in column 4, be added after clause (g) under article 3.	<p>OVERSEAS MEMBERS Subject to FEMA regulations, any Person, Firm or Company having an established place of business outside India and carrying on any activity or business related to Rubber industry shall be eligible to become Overseas Member of the Association.</p>
4(b)	In case of members under class 3(A)(a), 3(A)(b), 3(A)(c), 3(A)(d), and 3(A)(f) the names of not more than two persons each of whom shall either be a Director, Chief Executive, Proprietor, Partner, Manager, Office-Bearer or other Principal Officer be nominated as the representatives of the applicant as per proforma certification attached to the membership application, duly certified by a Director, Chief Executive, Proprietor or Partner of the applicant.	This article be modified to read as given in Column 4	In case of members under class 3(a), 3(b), 3(c), 3(d), and 3(f) the names of not more than two persons each of whom shall either be a Director, Chief Executive, Proprietor, Partner, Manager, Office-Bearer or other Principal Officer be nominated as the representatives of the applicant as per proforma certification attached to the membership application, duly certified by a Director, Chief Executive, Proprietor or Partner of the applicant.
4(c)	The Committee shall have the absolute discretion to accept or reject any application without assigning any reason whatsoever.	This article be modified to read as given in Column 4	Eligibility criteria have been introduced as mentioned under Article 3. The Committee shall have the absolute discretion to accept or reject any application without assigning any reason whatsoever.
5	One time payment by Ordinary Patron Member and Associate Patron Member and the entrance fee and the annual subscription payable by other classes of members shall be decided	This article be modified to read as given in Column 4	The entrance fee and the annual subscription payable by Ordinary, Associate, Technical, Overseas and Association classes of

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	<p>by the Managing Committee and be ratified at the AGM / EGM as and when required.</p> <p>Explanations In the case of members having both manufacturing and non-manufacturing interests, the membership shall apply to total activities only and the subscription will be calculated on the gross sales turnover.</p> <p>An ordinary Member who has not yet started sales and has applied for membership, shall pay an annual subscription applicable to the lowest category. This category is applicable for the first two years of admission or until the start of commercial sales whichever is earlier.</p> <p>In the case of all members the first payment by way of annual subscription shall be reduced half for admission done during the months October to March.</p> <p>The membership period shall be reckoned from the date of AIRIA admitting a Member and not from the date of Application.</p> <p>For the sake of convenience and to enable the Association to calculate the subscription amount payable by its members by applying the above formula / method, Members shall and when required by the Association furnish to it the necessary declaration signed by the Managing Director / Partner or Chartered Accountant relating to the slab of subscription of the Association.</p>		<p>members shall be recommended by the Managing Committee and be ratified at the AGM / EGM as and when required.</p> <p>Explanations In the case of members having both manufacturing and non-manufacturing interests, the membership shall apply to total activities only and the subscription will be calculated on the gross sales turnover.</p> <p>An ordinary Member, who has not yet started its business / sales and has applied for membership, shall pay an annual subscription fee as applicable to the lowest category. This lowest category eligibility shall be applicable for the first two years upon admission or until the start of commercial sales whichever is earlier. At the end of the second year it would be mandatory on part of the Member to furnish the proof of commencement of business / non commencement of business, as the case may be, for both the years, by submitting Financial Statements or such other documents as may be called upon by the Managing Committee which the Managing committee may deem fit, failing which the membership of that particular member shall stand terminated.</p> <p>In the case of all new members the first payment by way of annual subscription shall be reduced half for admission done during the months October to March.</p> <p>The membership period shall be reckoned from the date of AIRIA admitting a Member and not from the date of Application.</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	<p>If any member fails to furnish the Association the above data then the Association shall be at liberty to charge the subscription from such members to the next higher slab of subscription compared to the previous year and in case there arises any doubt for such collection of subscription the Regional Committee shall determine the amount of such collection and it shall be binding on the member.</p>		
6(b)	<p>A copy of these Articles will be available for inspection at the office of the Association during working hours. If any Member wants a copy for his personal use, the same can be had on payment of Rs. 100/- per copy.</p>	<p>This article be modified to read as given in Column 4</p>	<p>A copy of these Articles will be available for inspection at the office of the Association during working hours. If any Member wants a copy for his personal use, the same can be had on payment of Rs. 100/- per copy, or an amount as decided by the Managing Committee.</p>
7	<p>If any member shall fail to pay his annual subscription or any other dues to the Association for a period of one year, after the same shall have become due, such member shall automatically cease to be a member of the Association after the end of that financial year of the Association. Provided that, if the member in arrears of dues of the Association pays up all the moneys within 6 months of the end of the financial year, he shall be reinstated as member of the Association without the payment of any entrance fee.</p>	<p>This article be replaced with the article specified in column 4</p>	<p>Last date for payment of Membership Subscription will be 30 days before the last date of receipt of nomination for the elections concerned, or 30th June of that year, whichever is earlier. In the event the member fails to pay Subscription fee within the period mentioned above, along with the late fees, the members voting rights for that year shall deem to be ceased.</p> <ul style="list-style-type: none"> ▪ If Subscription is not received till 30th September, together with late fees, the member shall cease to enjoy all sorts of membership privileges. ▪ In the event the Member fails to pay the Subscription fee upto 31st December of the same year, The Managing Committee shall reserve its rights, on case to case basis, to terminate the Membership of the Member.

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			Provided that, if the member in arrears of dues of the Association pays up all the moneys, including any late fees levied, within 3 months of the end of the financial year, he shall be reinstated as member of the Association without the payment of any entrance fee.
10(a) (ii)	if he ceases to possess the required qualification	This article be modified to read as given in Column 4	if the Member ceases to possess the required qualification.
10(a)(vii)	a member of the Association shall cease to be a member if he is disqualified to be a person not competent to be a person under the Indian Companies Act.	This article be modified to read as given in Column 4	<p>a member of the Association shall cease to be a member if he is disqualified to be a person or not competent to be a person under the Indian Companies Act or in the event any allegations leveled against him, if proved, with respect to acting in any way which is against the interests of the association.</p> <p>In the event of any allegations leveled against the member which is in prejudice to the interests of the association, the Managing Committee shall forthwith appoint a Disciplinary Committee which shall comprise of such number of members as may be decided by the Managing Committee on case to case basis and the said committee shall forward its report to the Managing Committee within a period of six months. The composition of Disciplinary Committee shall include and have equal representation from each of the four region.</p>
10(d)	The Managing Committee shall have the right to investigate into the eligibility criteria of membership of any member from time to time and to decide upon his eligibility and continuance of membership and the Managing Committee's decision is final and binding.	This article be modified to read as given in Column 4	The Executive Committee (EC) shall have the right to investigate into the eligibility criteria of the membership of any member from time to time and to decide upon his eligibility and continuance of membership. Accordingly, the authority to investigate into the

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			eligibility of the Member, shall vest with the Executive Committee, which shall in turn inform the Managing Committee. In case of appeals, all appeals against the decision of the Executive Committee shall be made to the Managing Committee and it shall be the sole discretion of the Managing Committee, on merits of the case, whose decision shall be final and binding on the member.
-	-	A new clause (e), as specified in column 4, be added after clause (d) under article 10.	Resignation tendered by a Member shall be noted and taken on record by the Executive Committee, and informed to the MC, but the same shall be accepted from the date of intimation.
-	-	A new clause (f), as specified in column 4, be added after the proposed clause (e) above under article 10.	Clause of Expulsion: The Managing Committee shall have the right to expel any member for reasons mentioned under Art. 10(a). The Managing Committee's decision will be final and binding.

The Managing Committee at its meeting held on 22nd January 2020 approved the aforesaid changes to be made in AOA.

As per the provision of section 8 read with section 13 of the Act and the rules framed thereunder, the Association, cannot amend its AOA, except with prior approval of Registrar of Companies, Mumbai.

The members are informed that the Association has filed the aforesaid proposed changes to the AOA with the Registrar of Companies ("RoC") for its prior approval and RoC had accorded its approval on 17th February 2020.

Now that the RoC has accorded its approval, the proposed changes to the AOA is placed before the members for obtaining your approval.

The altered AOA of the Association, as proposed to be amended, is being uploaded on the Association's website for perusal by the Members.

The Managing Committee accordingly recommends, in the interest of the Association, the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

None of the Managing Committee members and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 2 of the Notice.

EXPLANATORY STATEMENT TO RESOLUTION NO. 3

The articles of the existing Articles of Association (AOA) under the heading Annual General Meetings & Other General Meetings are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

With Companies Act, 2013 coming into force, several regulations in the existing AOA of the Association require alteration or deletions. Given this position, it is considered expedient to make relevant changes in the AOA by omitting/replacing/amending/altering/merging certain clauses of AOA. The following are the alterations proposed in the Articles under the heading “Annual General Meetings & Other General Meetings”, “Notice of General Meetings” & “Voting Rights”:

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
11(a)	The Annual General Meeting of the Association shall be held at least once in each year and it shall be held within six months after the expiry of the financial year in which the previous Annual General Meeting was held. It will be held at such time and place as the Managing Committee may determine.	This article be modified to read as given in Column 4	The Annual General Meeting of the Association shall be held at least once in each year and it shall be held within six months after the expiry of the financial year. It will be held at such time and place as the Managing Committee may determine.
11(c)	Every Annual General Meeting shall be called during business hours on a day that is not a public holiday and shall be held either at the registered office of the Association or at some other place within the city or at such place in India as the Managing Committee may decide, and notice calling the meeting shall specify it as the Annual General Meeting.	This article be modified to read as given in Column 4	Every Annual General Meeting shall be called during business hours on any day, including Sundays, but not on a National holiday, and shall be held either at the registered office of the Association or at some other place within the city or at such place in India as the Managing Committee may decide, and notice calling the meeting shall specify it as the Annual General Meeting.
14	Subject to the provisions of Section 190 of the Act relating to special resolution atleast 21 days clear notice in writing of any General meeting specifying the business to be transacted thereat and the place, date and time, of the meeting shall be given to every member of the Association but the accidental omission to give notice to or non-receipt of notice by any member shall not invalidate the proceedings at the meeting.	the reference to Section 190 be deleted and be replaced with Section 117, thereby making the article to read as given in Column 4	Subject to the provisions of Section 117 of the Act relating to special resolution atleast 21 days clear notice in writing of any General meeting specifying the business to be transacted thereat and the place, date and time, of the meeting shall be given to every member of the Association but the accidental omission to give notice to or non-receipt of notice by any member shall not invalidate the proceedings at the meeting.

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
15(b)	All notices or communications intended for a Member, shall be deemed to have been duly given and made to the Member if posted, addressed to the Member to the address registered as aforesaid and the production of a proper certificate of posting shall be conclusive evidence of the despatch of such notice or communication to such Member.	This article be modified to read as given in Column 4	<p>All notices or communications intended for a Member, shall be deemed to have been duly given and made to the Member if the Notice is sent by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e-mail or by any other electronic means to the Member to the address registered as aforesaid and the production of a proper certificate of posting shall be conclusive evidence of the despatch of such notice or communication to such Member.</p> <p>'Electronic means' means any communication sent by a company through its authorised and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the Member.</p>
19(a)	At any General Meeting of the Association, a resolution put to the vote of the Meeting, shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by five Members present in person or by proxy or by the Chairman of the Meeting and unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.	This article be modified to read as given in Column 4	<p>Every member shall have one vote. No member shall be entitled to vote at any general meeting unless all sums presently payable by him to the company have been paid. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</p> <p>At any General Meeting of the Association, a resolution put to the vote of the Meeting, shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands) demanded by any Member or Members present in person or by proxy, where allowed, and having not less than one-</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			tenth of the total voting power, or by the Chairman of the Meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on show of hands, been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the Minute Book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.
19(g)	On a poll the votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hands of the appointer or in the case of a Company, under its common Seal.	This article be modified to read as given in Column 4	On a poll the votes may be given either personally or by proxy, or through E-voting. The instrument appointing a proxy shall be in writing under the hands of the appointer or in the case of a Company, under its common Seal.
19(j)	<p>The proxy shall be in the following form or as near thereto as circumstances will admit:-</p> <p>I.....of..... a member of All India Rubber Industries Association hereby appoint.....of..... as my proxy to vote for me at the General Meeting of the Association to be held on theday of.....(Month & Year) or any adjournment thereof.</p> <p>Dated this.....day of.....(Month & Year)</p> <p>Signature.....</p>	This Article shall stand omitted	-
19(k)	The instrument appointing a proxy and the power of attorney	This Article be renumbered as 19(j)	The instrument appointing a proxy and the power of

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	or other authority (if any) under which it is signed or a notorally certified copy of that power or authority shall be deposited at the Registered Office of the Association not less than 48 hours before the time for holding the meeting at which the person named in the instrument of proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.	consequent to omission of previous 19(j), and be modified to read as given in Column 4	attorney or other authority (if any) under which it is signed or a notarized copy of that power or authority shall be deposited at the Registered Office of the Association not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument of proxy proposes to vote and in default the instrument of proxy shall not be treated as valid.

The Managing Committee at its meeting held on 22nd January 2020 approved the aforesaid changes to be made in AOA.

As per the provision of section 8 read with section 13 of the Act and the rules framed thereunder, the Association, cannot amend its AOA, except with prior approval of Registrar of Companies, Mumbai.

The members are informed that the Association has filed the aforesaid proposed changes to the AOA with the Registrar of Companies ("RoC") for its prior approval and RoC had accorded its approval on 17th February 2020.

Now that the RoC has accorded its approval, the proposed changes to the AOA is placed before the members for obtaining your approval.

The altered AOA of the Association, as proposed to be amended, is being uploaded on the Association's website for perusal by the Members.

The Managing Committee accordingly recommends, in the interest of the Association, the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

None of the Managing Committee members and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 3 of the Notice.

EXPLANATORY STATEMENT TO RESOLUTION NO. 4

The articles of the existing Articles of Association (AOA) under the heading "Managing Committee" are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

Further in order to smoothly and effectively deal with the general working of Association, it is recommended to make certain changes in articles under the heading Managing Committee.

With Companies Act, 2013 coming into force, several regulations in the existing AOA of the Association require alteration or deletions. Given this position, it is considered expedient to make relevant changes in the AOA by omitting/replacing/amending/altering/merging certain clauses of AOA. The following are the alterations proposed in the Articles under the heading "Managing Committee":

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
22(a) Second para	The Managing Committee will consist of a maximum of 52 members liable to retirement by rotation as hereinafter provided. These 52 members shall comprise:	This article be modified to read as given in Column 4	The Managing Committee will consist of a maximum of 46 members liable to retirement by rotation as hereinafter provided. These 46-members shall comprise:
22(a) (i)	A maximum of one member each from Patron membership class as mentioned in the Articles 3(A)(a) and 3(A)(b).	This article be modified to read as given in Column 4	A maximum of one member from Ordinary Patron membership class as mentioned in the Articles 3 (a) and 3(b).
22(a) (ii)	A maximum of 36 members from amongst the Ordinary members mentioned in Article 3(c), 22(b)(iii)& (iv).	This article be replaced with the article specified in column 4	A maximum of 36 members from amongst the Ordinary members mentioned in Article 3(c), 22(b)(iii)& (iv). These will be a maximum of 9 from each region. A region shall have 6 members elected on the Managing Committee for the first 90 members in that region. For each additional block of 50 members they will be entitled to one additional elected ordinary member on the Managing Committee subject however to a maximum of 9 members on the Managing Committee from any one region.
22(a) (iii)	A maximum of 4 members from amongst the Associate members mentioned in Article 3(d) and 22(b)(xii).	This article be modified to read as given in Column 4	A maximum of 4 members from amongst the Associate members mentioned in Article 3(d).
22(a) (iv)	Upto ten Association members there will be one representation in the Managing Committee for Associations and one additional member for membership exceeding ten as mentioned in Articles 3A(f) and 22(b) (xiii). The election of Managing Committee Members of the above categories shall be by ballot prior to the succeeding Annual General Meeting whereat results will be declared and taken on record.	This article be replaced with the article specified in column 4	Four members being the 4 Chairman of the Western, Eastern, Northern and Southern Regional Committees. These four Members are to be appointed as member of Managing Committee only if they are regional Chairman and not part of the Managing Committee through election process and such Members shall not have voting rights in the Managing Committee. The election of Managing Committee Members of the above categories shall be

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			by ballot prior to the succeeding Annual General Meeting whereat results will be declared and taken on record.
22 (a) (v)	Four members being the 4 Chairmen of the Western, Eastern, Northern and Southern Regional Committees.	This article be replaced with the article specified in column 4	Immediate past President of the association who shall have no voting rights.
22(a) (vi)	The remaining four members of the Managing Committee shall be co-opted members as provided in clause (f) hereunder.	This article be omitted	-
22 (b) (i)	<p>The Managing Committee is to demarcate the country into four regions and each Region will have a Regional Committee to administer and manage the affairs of that Region and supporting the Managing Committee and subject to the control of the Managing Committee.</p> <p>The Western Region shall comprise of the states of Maharashtra, Gujarat, Goa, Madhya Pradesh and Chattisgarh.</p> <p>The Southern Region shall comprise of the states of Andhra Pradesh, Karnataka, Kerala, Tamil Nadu and the Union Territory of Pondicherry.</p> <p>The Eastern Region shall comprise of the states of Bihar, Assam, Nagaland, Orissa, Meghalaya, Mizoram, Tripura, West Bengal, Manipur, Arunachal Pradesh Jharkhand, and Andamans.</p> <p>The Northern Region shall comprise of the states of Uttar Pradesh, Punjab, Rajasthan, Jammu and Kashmir, Himachal Pradesh, Haryana Uttaranchal and the Union Territories of Delhi and Chandigarh.</p>	This article be modified to read as given in Column 4	<p>The Managing Committee is to demarcate the country into four regions and each Region will have a Regional Committee to administer and manage the affairs of that Region and supporting the Managing Committee and subject to the control of the Managing Committee.</p> <p>The Western Region shall comprise of the states of Maharashtra, Gujarat, Goa, Madhya Pradesh, Chhattisgarh and the Union Territory of Daman and Diu and Dadra and Nagar Haveli.</p> <p>The Southern Region shall comprise of the states of Andhra Pradesh, Karnataka, Kerala, Tamil Nadu, Telangana and the Union Territories of Pondicherry and Lakshwadeep.</p> <p>The Eastern Region shall comprise of the states of Bihar, Assam, Nagaland, Orissa, Meghalaya, Mizoram, Tripura, Sikkim, West Bengal, Manipur, Arunachal Pradesh, Jharkhand, and the Union Territory of Andaman and Nicobar Islands.</p> <p>The Northern Region shall comprise of the states of Uttar Pradesh, Punjab,</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			Rajasthan, Himachal Pradesh, Haryana, Uttrakhand, Delhi and the Union Territories of Jammu and Kashmir, Laddakh, and Chandigarh.
22 b(iii)	The Managing Committee shall, in order to recognise a separate Region/Regional Committee, consider the membership strength of such region, which shall not in any case be less than 90 (ninety) eligible members in good standing of which a minimum of three-fourth Ordinary Members of the Association. The Regions fulfilling these qualifications will be eligible to open a Regional Office and entitled to elect one member for every 15 members in good standing with a maximum of six members from the Ordinary Class on the Managing Committee. These members shall be elected by eligible members of that region only. Besides these 6 elected members from the region for the first 90 Ordinary Members in good standing, the region shall be entitled to elect on the Managing Committee, one additional member for every 50 additional Ordinary Members in good standing, subject to a maximum of three additional members.	This article be replaced with the article specified in column 4	No separate region will be recognised apart from the existing ones.
22 b(iv)	However, until such time a region is not eligible to open a regional office, not qualifying on account of members falling below 90 members of that region, the region will be entitled to elect one member for every 10 Members in good standing or part therefore, with a maximum of four members from the Ordinary Class to the Managing Committee from that region.	This article be replaced with the article specified in column 4	Meetings of the Managing Committee shall be held at least 4 times a year with the gap between each meeting not exceeding 90 days. This is in addition to the AGM. The meetings will be held by rotation, one in each Region. Composition of the Regional Committee shall comprise of such Members and such number of Members as may be decided by the Managing Committee from time to time.
22b (v)	The Head Office of the Association shall be located in Mumbai.	This Article be Omitted	-
22b (vi)	For the purpose of voting for the election of the Regional Committee and members to the Managing Committee, a Register of Members, who are valid for	This Article be renumbered as 22b(v) consequent to omission of	For the purpose of voting for the election of the Regional Committee and members to the Managing Committee, a

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	<p>participating in the voting, shall be maintained to be known as "Valid Members Register" in which the names of the members who are entitled to vote at the concerned meeting, shall be enumerated or entered.</p>	<p>previous article and be modified to read as given in Column 4</p>	<p>Register of Members, who are valid for participating in the voting, shall be maintained to be known as "Valid Members Register" in which the names of the members who are entitled to vote at the concerned meeting, shall be enumerated or entered. A member whose name appears in the Register of Members as on 31st March, and Members who have paid their Membership dues as on 30 days before the last date of receipt of nomination for the elections concerned, shall be eligible to vote / stand for election to the Managing Committee of the Association.</p>
22b(ix)	<p>The Regional Committee in consultation with the Managing Committee shall decide and intimate at least 30 days before the date of election, the dates fixed for the following stages of election and appoint one of the members of the Regional Committee to conduct the election. The Managing Committee shall appoint an observer at elections to be held at regions to ensure that the elections are held as per the procedure laid down and his decision in the matter shall be deemed as final.</p> <ol style="list-style-type: none"> 1. The date of despatch of nomination. 2. The last date of receipt of nomination. 3. The last date of withdrawal of nomination. 4. The date for despatch of ballot papers. 5. The last date for receipt of ballot papers. 6. The date of counting votes. 7. The date of declaration of results. 	<p>This article be modified to read as given in Column 4</p>	<p>The Regional Committee in consultation with the Managing Committee shall decide and intimate at least 30 days before the date of election, the dates fixed for the following stages of election and appoint one of the members of the Regional Committee to conduct the election. The Managing Committee shall appoint an observer at elections to be held at regions to ensure that the elections are held as per the procedure laid down and his decision in the matter shall be deemed as final.</p>
22b(x)	<p>The register of members eligible to participate in the elections to the Regional Committee and/or Managing Committee of the Association shall include names of members who are valid members as on 30 days before the last date of receipt of nomination for the elections concerned, the said valid members not being disqualified for any</p>	<p>This Article be omitted</p>	<p>-</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	reason whatsoever, is not being in arrears of his membership dues to the Association.		
22b(xi)	Election procedure for regions not entitled to open regional office as per Article 22(b)(iv) above, shall be the same as above except that all records, etc., shall be maintained by the Head Office of the Association and not by the Regional Office and decision etc. shall be taken by the Managing Committee and not the Regional Committee.	This Article be omitted	-
22b(xii)	One member each from amongst the Associate Members as mentioned in Article 3(d) shall be elected to the Managing Committee for every 25 such members borne on the register of the Association with a maximum of four, irrespective of the region to which they belong.	This Article be omitted	-
22b(xiii)	Not more than one member from amongst the Association Members as mentioned in Article 3(A)(f) shall be elected against every 10 such members to the Managing Committee with a maximum of two members, if the total number of members exceed ten. Only one member shall be elected from one Association member.	This Article be omitted	-
22d(ii)	Past Presidents of the Association shall be invited to the Managing Committee meetings for 10 years. They shall have no voting right.	This Article be omitted	-
22(e)	The Managing Committee on election at the first meeting after the Annual General Meeting shall elect from amongst the Ordinary Members / Ordinary Patron Members, one Senior Vice-President and a Vice-President who will be based in Mumbai provided : i) If the President is from Western Region, then the Senior Vice-President and Vice-President shall be elected from other regions. Each region shall have only one office bearer from that region. However, out of the three elected office bearers, one shall have to be from the Western Region, considering the location of the Head Office of the Association. The President shall be the Chief of the Association.	This article be modified to read as given in Column 4	The Managing Committee on election at the first meeting after the Annual General Meeting shall elect from amongst the Ordinary Members / —President, Senior Vice-President and a Vice-President. Provided that the President, Senior Vice President and Vice President will be from different regions. The President shall be the Chief of the Association.
22 f	The Committee on election will have powers at their absolute discretion to co-opt not more than four additional persons	This Article be omitted	Omitted

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	<p>(of whom not more than two shall be from any one region), whose services in the opinion of the Committee may be useful to the industry.</p> <p>The co-opted members who shall hold office upto the next Annual General Meeting, shall be entitled to exercise all the rights and privileges as are exercisable by the members of the Committee on which they are so co-opted, except that they shall not be eligible to become office-bearers.</p>		
23(a)	<p>At every Annual General Meeting of the Association, one third of the elected Members of the Managing Committee from Ordinary Members, (from each region) one each from the Ordinary Patron Member and Patron Associate Member one –third of the elected members from the Associate member and one elected Association member shall retire. The members of the Managing Committee to retire every year shall be those who have been longest in office since their last election, but as between persons who became members of the Managing Committee on the same day, those who retire shall (unless, they otherwise agree among themselves) be determined by lot. For all practical purposes section 256 of the Companies Act, 1956 shall be followed for determining retirement of members.</p>	<p>This article be modified to read as given in Column 4</p>	<p>At every Annual General Meeting of the Association, one third of the elected Members of the Managing Committee shall retire. The members of the Managing Committee to retire every year shall be those who have been longest in office since their last election, but as between persons who became members of the Managing Committee on the same day, those who retire shall (unless, they otherwise agree among themselves) be determined by lot. For all practical purposes section 152 (6) of the Companies Act, 2013 shall be followed for determining retirement of members.</p>
23(b)	<p>A retiring Member of the Committee shall be eligible for re-election.</p>	<p>This article be modified to read as given in Column 4</p>	<p>A retiring Member of the Committee shall be eligible for re-election. Age restriction for the Executive Committee is 75 yrs maximum. But they have the option to apply to the General Body for an approval of age extension. There is no age restriction for the Managing Committee.</p>
24(A) (b) (ii)	<p>The co-opted members, if any, on the Managing Committee from that region as provided in rule 22(f).</p>	<p>This Article be omitted</p>	<p>-</p>
24(A) (b) (iii)	<p>One Member for every 15 members be elected from the Ordinary members for becoming members of the Regional Committee with a maximum of 6</p>	<p>This Article be renumbered as 24 (A) (b) (ii) and be</p>	<p>12 elected Members, One Member for every 15 members be elected from the Ordinary members for</p>

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
	<p>members from Ordinary Class. Besides the 6 elected members from the Region for the first 90 Ordinary Members, the Regional Committee shall be entitled to elect one member for every 50 additional members, subject to maximum of 6 additional members.</p> <p>Election of members to the Regional Committee shall take place at the same time and under the same rules and procedures as specified for elections to the Managing Committee.</p> <p>The above members of the Regional Committee shall, at their first meeting, which shall be held within 15 days of the first meeting of the Managing Committee.</p>	modified to read as given in Column 4	<p>becoming members of the Regional Committee with a maximum of 6 members from Ordinary Class. Besides the 6 elected members from the Region for the first 90 Ordinary Members, the Regional Committee shall be entitled to elect one member for every 50 additional members, subject to maximum of 6 additional members.</p> <p>Election of members to the Regional Committee shall take place at the same time and under the same rules and procedures as specified for elections to the Managing Committee.</p> <p>The above members of the Regional Committee shall, at their first meeting, which shall be held within 15 days of the first meeting of the Managing Committee. Thereafter the committee will meet at least 4 times in a year with gap between two meetings not exceeding 90 days.</p>
24 (A) c (i)	Elect one Chairman, three Vice-Chairmen, from amongst the Ordinary Members, from amongst elected Members as per 22(a)(i)(ii) and 22(b)(iii), (iv).	This article be modified to read as given in Column 4	Elect one Chairman, two Vice-Chairmen, from amongst the Ordinary Members, from amongst elected Members as per 22(a)(i)(ii) and 22(b)(iii), (iv).
24 (B)	The Regional Committee may from time to time form and establish City / State / Chapters as required by the growth of the industry and association membership in that City / State. The City / State /Chapters shall have a Chairman and a Vice-Chairman (and no other office bearers). The term of its Chairman and Vice-Chairman, who shall be elected at the first meeting of the Chapter shall be for one year. They will be ex-officio members of the Regional Committee. The Chapter shall be established provided there are at least 40 Ordinary Members.	This article be modified to read as given in Column 4	The Regional Committee may from time to time form and establish City / State / Chapters as required by the growth of the industry and association membership in that City / State. The City / State /Chapters shall have a Chairman and a Vice-Chairman (and no other office bearers). The term of its Chairman and Vice-Chairman, who shall be elected at the first meeting of the Chapter shall be for one year. They will be ex-

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			<p>officio members of the Regional Committee. The Chapter shall be established provided there are at least 40 Ordinary Members with a potential to add 25 new Members in the Association from that State / City.</p> <p>The Managing Committee shall also evaluate the financial and other administrative viability of setting up of such Chapters.</p> <p>The affairs of the Chapter shall be managed by a Chapter Secretary who shall report to the respective Regional Secretary. The overall running of the Chapter shall be overseen by a Chapter Secretary in consultation with Committee comprising of one Convener and two Members from the Managing Committee. The Convener shall report to the respective Regional Chairman.</p>
29	A quorum of members at a Managing Committee Meeting shall be seven and Regional Committee Meeting shall be four members personally present.	This article be modified to read as given in Column 4	A quorum of members at a Managing Committee Meeting shall be nine and Regional Committee Meeting shall be four members personally present.
32	Meetings of the Committee shall be held at such times and at such place from time to time and business thereat shall be conducted in accordance with the by-laws made from time to time by the Committee.	This article be modified to read as given in Column 4	Meetings of the Managing Committee shall be held atleast 4 times a year with the gap between each meeting not exceeding 90 days. The meetings will be held by rotation, one in each region.
33	The President shall be Chairman ex-officio of the Committee. If at any Meeting of the Committee, the President be not present within ten minutes of the time notified, the Committee may ask any of the Vice-Presidents of the Association, if present to preside, failing which the Committee may elect as Chairman any other Member of the Committee present except the Secretary.	This article be modified to read as given in Column 4	The President shall be Chairman ex-officio of the Committee. If at any Meeting of the Committee, the President be not present within ten minutes of the time notified, the Committee may ask any of the Senior Vice President and in his absence the Vice-

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
			Presidents of the Association, if present to preside, failing which the Committee may elect as Chairman any other Member of the Committee present except the Secretary.
38	The Managing Committee shall have the power to deal with all cases of non-observance or breaches or alleged breaches of the rules and regulations of the Association by any Member and to deal with any act done and any conduct or act of a Member which in the opinion of the Managing Committee is to the prejudice or detriment of or could bring discredit to the Association or is injurious to the welfare, interest or objects of the Association and to make such orders and to take such action as it is considers expedient, including imposition of any penalty or fine and / or suspending of such member.	This article be modified to read as given in Column 4	The Managing Committee shall have the power to deal with all cases of non-observance or breaches or alleged breaches of the rules and regulations of the Association by any Member and to deal with any act done and any conduct or act of a Member which in the opinion of the Managing Committee is to the prejudice or detriment of or could bring discredit to the Association or is injurious to the welfare, interest or objects of the Association and to make such orders and to take such action as it is considers expedient, including imposition of any penalty or fine and / or expulsion of such member.

The Managing Committee at its meeting held on 22nd January 2020 approved the aforesaid changes to be made in AOA.

As per the provision of section 8 read with section 13 of the Act and the rules framed thereunder, the Association, cannot amend its AOA, except with prior approval of Registrar of Companies, Mumbai.

The members are informed that the Association has filed the aforesaid proposed changes to the AOA with the Registrar of Companies (“RoC”) for its prior approval and RoC had accorded its approval on 17th February 2020.

Now that the RoC has accorded its approval, the proposed changes to the AOA is placed before the members for obtaining your approval.

The altered AOA of the Association, as proposed to be amended, is being uploaded on the Association’s website for perusal by the Members.

The Managing Committee accordingly recommends, in the interest of the Association, the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Managing Committee members and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 4 of the Notice.

EXPLANATORY STATEMENT TO RESOLUTION NO. 5:

It is recommended to make certain changes in articles under the headings “Secretary General” and “Accounts and Audit”. The following are the alterations proposed in the Articles under the headings “Secretary General” and “Accounts and Audit”:

Article No. (Column 1)	Existing Article (Column 2)	Action to be effected in Column 4 (Column 3)	Proposed Article (Column 4)
39(1)	The Managing Committee shall appoint Association’s Secretary General and also appoint, in consultation with the Regional Committees, their Regional Secretaries.	This article be modified to read as given in Column 4	The Managing Committee shall appoint Association’s Director General / Secretary General and also appoint, in consultation with the Regional Committees, their Regional Secretaries.
39(2)	The Secretary General shall be the Chief Administrative Officer of the Association and shall carry out his functions as the Managing Committee /Executive Committee may determine and he shall have such powers relating to the management and administration of the Association as may be delegated to him by the Managing Committee / Executive Committee from time to time in this behalf. He shall be paid such remuneration as may be determined by the Managing Committee from time to time.	This article be modified to read as given in Column 4	The Director General / Secretary General shall be the Chief Administrative Officer of the Association and shall carry out his functions as the Managing Committee /Executive Committee may determine and he shall have such powers relating to the management and administration of the Association as may be delegated to him by the Managing Committee / Executive Committee from time to time in this behalf. He shall be paid such remuneration as may be determined by the Managing Committee from time to time.
39(3)	The Secretary General shall be Secretary Ex-Officio of all the Committees / Sub-Committees. However, he shall have no power to vote.	This article be modified to read as given in Column 4	The Director General / Secretary General shall be Secretary Ex-Officio of all the Committees / Sub-Committees. However, he shall have no power to vote.
-	-	A new clause (d), as specified in column 4, be added after the clause (c) under article 41.	Membership fees to be collected from members will include all applicable taxes.
-	-	A new clause (e), as specified in column 4, be added after the proposed clause (d) above under article 41.	Only one Statutory Auditor + 4 separate Internal Auditors for the regions to be appointed.

The Managing Committee at its meeting held on 22nd January 2020 approved the aforesaid changes to be made in AOA.

As per the provision of section 8 read with section 13 of the Act and the rules framed thereunder, the Association, cannot amend its AOA, except with prior approval of Registrar of Companies, Mumbai.



The members are informed that the Association has filed the aforesaid proposed changes to the AOA with the Registrar of Companies ("RoC") for its prior approval and RoC had accorded its approval on 17th February 2020.

Now that the RoC has accorded its approval, the proposed changes to the AOA is placed before the members for obtaining your approval.

The altered AOA of the Association, as proposed to be amended, is being uploaded on the Association's website for perusal by the Members.

The Managing Committee accordingly recommends, in the interest of the Association, the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

None of the Managing Committee members and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 5 of the Notice.

**By order of the Management Committee
FOR ALL INDIA RUBBER INDUSTRIES ASSOCIATION**

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**V T Chandhrasekharan
(President)**

**Date: 26th June 2020
Place: Chennai**

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING

- i. The voting period begins on **18th July 2020, 9AM IST and ends on 20th July 2020, 5 PM IST**. The e-voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on Shareholders/ Members.
- iv. Enter your User ID. Please note that **the User ID will be mailed by CDSL to the members mail id registered with the Company after the cut-off date i.e., 13th July 2020**.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password. Please note that **the Password will be mailed by CDSL to the members mail id registered with the Company after the cut-off date i.e., 13th July 2020**.
- vii. Members having multiple email ids registered with the Association, will be provided common User id & Password through these email ids.
- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Select the EVSN on which you choose to vote.
- x. 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.
- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

INSTRUCTIONS FOR MEMBERS ATTENDING THE EGM THROUGH VC/OAVM

1. Members will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. Only those members, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
3. If any Votes are cast by the members through the e-voting available during the EGM and if the same members are not participating in the meeting through VC/OAVM facility , then the votes cast by such members will be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
4. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.