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**REGD. OFFICE & WORKS**

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**PENTAGON RUBBER LIMITED**

(FORMERLY KNOWN AS PENTAGON RUBBER PRIVATE LIMITED)

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of **PENTAGON RUBBER LIMITED (Formerly Known as Pentagon Rubber Private Limited)** will be held as under:

**Date of Meeting** : 13<sup>th</sup> September, 2024  
**Day** : Friday  
**Time** : 09:15 AM  
**Venue** : Hotel Paras, Chandigarh-Ambala Highway, Dera Bassi, Dist. S.A.S. Nagar, Punjab 140507

to transact the following business: -

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.
2. **To appoint Mr. Anil Jain (DIN: 00247981), who retires by rotation as a director and being eligible, offers himself for re-appointment.**

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

“**RESOLVED THAT** in accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Anil Jain (DIN: 00247981), who retires by rotation at this meeting, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”

3. **To re-appoint the Statutory Auditors of the Company, and to fix their remuneration.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s S. Jain & Co. (Firm Registration No. 009593N), Chartered Accountants, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this Annual General Meeting till the conclusion of the 25<sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2029-2030, at such remuneration as may be mutually agreed between the Directors and Auditors of the company.”

**SPECIAL BUSINESS**

4. **To increase the overall limit of maximum remuneration payable to all the Directors including Managing Director and Whole-time Director, and Manager.**

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

“ **RESOLVED THAT** in accordance with the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (the Board) at their respective meetings held on 20.08.2024 approval of the Members of the Company be and is hereby accorded to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company in respect of any financial year, upto 30% of the net profits of the Company from the existing limit of 11% of the net profits of the Company, computed in the manner laid down in Section 198 of the Act, in the following manner:

(i) To the Managing Director, Whole-time Director and Manager upto 28% of the net profits of the Company (increased from 10%), as may be decided by the Board from time to time, without any restriction on individual limit(s) on the remuneration payable to any of the Managerial Personnel, subject to and within the overall limit of 28% as aforesaid;

(ii) To the Directors other than Managing Director and Whole-time Director, upto 2% of the net profits of the Company from the existing limit of 1%, as may be decided by the Board from time to time, within the overall limit of 2% as mentioned above.

**RESOLVED FURTHER THAT** the Board (which shall be deemed to include any committee constituted/ to be constituted by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and settle any question or difficulty that may arise, for giving effect to this resolution without being required to seek any further consent or approval of the Members of the Company.”

#### **5. To increase the limit of managerial remuneration payable to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company and to revise his remuneration**

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

“**RESOLVED THAT** pursuant to Section 197 read with Schedule V to the act and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company (the Board), and subject to the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the overall managerial remuneration limit payable to Mr. Ashish Jain (DIN: 00738412), Managing Director and revise his remuneration as set out in the Explanatory Statement for a period of 3 (Three) years with effect from 13.09.2024 to 12.09.2027.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

#### **6. Waiver of recovery of excess remuneration paid to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company for the Financial Year ended March 31, 2024**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any and subject to any other relevant approvals, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 197 read together with Schedule V of the Companies Act, 2013 amounting to Rs. 6,21,428/- paid to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company, for the Financial Year ended March 31, 2024 and waive the recovery of the above-mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 2013 and also approve the consequential retention thereof by him.”

#### **7. Waiver of recovery of excess remuneration paid to Mr. Anil Jain (DIN: 00247981 ), Whole- Time Director of the Company for the Financial Year ended March 31, 2024**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any and subject to any other relevant approvals, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 197 read together with Schedule V of the Companies Act, 2013 amounting to Rs. 4,14,285/- paid to Mr. Anil Jain (DIN: 00247981 ), Whole- Time Director of the Company, for the Financial Year ended March 31, 2024 and waive the recovery of the above-mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 2013 and also approve the consequential retention thereof by him.”

**8. Waiver of recovery of excess remuneration paid to Mr. Saurabh Jain (DIN: 00761460), Whole- Time Director of the Company for the Financial Year ended March 31, 2024**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any and subject to any other relevant approvals, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 197 read together with Schedule V of the Companies Act, 2013 amounting to Rs. 4,14,285/- paid to Mr. Saurabh Jain (DIN: 00761460 ), Whole- Time Director of the Company, for the Financial Year ended March 31, 2024 and waive the recovery of the above-mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms of appointment, as approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 2013 and also approve the consequential retention thereof by him.”

**9. To approve continuation of employment after the Age of 70 years of Mr. Anil Jain (DIN: 00247981) as Whole Time Director of the Company.**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution:

**“RESOLVED THAT** the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, the consent of the Company be and is hereby accorded for the continuation of employment of Mr. Anil Jain (DIN: 00247981) as Whole Time Director of the Company who has attained the age of 70 years. The remaining terms and conditions relating to the appointment of Mr. Anil Jain (DIN: 00247981) shall remain same.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby, jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**By order of the board  
For PENTAGON RUBBER LIMITED  
(Formerly Known as Pentagon Rubber Private Limited)**

Sd/-  
ASHISH JAIN  
MANAGING DIRECTOR  
DIN: - 00738412  
ADD: H NO.45, SECTOR 7,  
PANCHKULA HARYANA 134109

**Date: 20.08.2024  
Place: Derabassi**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.**
2. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Act read with the relevant rules made thereunder, setting out the material facts concerning the business mentioned in the accompanying Notice is annexed and forms part of this Notice.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), as per the cut-off date i.e 21<sup>st</sup> August, 2024 as decided in the Board Meeting. Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to fill the Attendance Slip at the Registration Counter at the AGM.
5. The Instrument appointing the proxy, duly completed shall be deposited at the Company’s registered office address not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company.
7. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. The Company is offering the facility of voting to its Members in respect of the business to be transacted at the Annual General Meeting pursuant to the provisions of Section 107 of the Companies Act, 2013 unless a poll is demanded under Section 109 of the Companies Act, 2013.
10. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days between Monday to Friday except public holidays, between 10:00 a.m. (IST) to 1:00 p.m. (IST) up to the date of the Meeting and also at the venue, till the conclusion of the Meeting.
11. Securities of listed companies would be transferred in dematerialized form only w.e.f. April 1, 2019. In view of the same, Members holding shares in physical form, if any, are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company’s RTA, Link Intime India Private Limited, for assistance in this regard.
12. With a view to use natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
13. Members may also note that the Notice of AGM will be available on the Company’s website <https://pentagonrubber.com/>. The physical copies of the documents will also be available at the Company’s registered office for inspection during normal business hours on working days except Saturday and Sunday. Members who require communication may write to us at [compliance@pentagonrubber.com](mailto:compliance@pentagonrubber.com).

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).

15. Ms. Navneet Kaur, Practicing Company Secretary, Proprietor of M/s NK Chandok & Associates, has been appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.

16. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, download/calculate the votes cast at the AGM and shall within 48 hours of conclusion of the AGM shall submit a consolidated Scrutinizer's report of the total votes cast in favor of or against, if any, to the Chairman/Managing Director or any other person authorized by the Chairman/Managing Director, who shall countersign the same and declare the result of the voting forthwith.

17. The results along with Scrutinizer's Report, shall be displayed at the Registered Office of the Company and placed on the Company's website at <https://pentagonrubber.com/>. The results shall be simultaneously communicated to the Stock Exchanges where the securities of the Company are listed. The resolution will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour of the resolutions.

18. Route map & landmark of venue of AGM is enclosed with Notice.

19. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, Passport, Aadhar card or Driving License to enter the AGM hall.

20. With reference to the Section 108 of Companies Act 2013 and Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting provisions. Your Company is listed on the SME platform of NSE. Therefore, Company is not providing an e-voting facility to its shareholders.

21. In terms of Section 72 of the Companies Act, 2013 and the applicable provisions, the shareholders of the Company may nominate a person in whose name the shares are held by him/them shall vest in the event of his/their death. Shareholders desirous of availing this facility may submit the requisite nomination form.

**By order of the board**  
**For PENTAGON RUBBER LIMITED**  
**(Formerly Known as Pentagon Rubber Private Limited)**

Sd/-  
**ASHISH JAIN**  
**MANAGING DIRECTOR**  
**DIN: - 00738412**  
**ADD: H NO.45, SECTOR 7,**  
**PANCHKULA HARYANA 134109**

**Date: 20.08.2024**  
**Place: Derabassi**

**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4: To increase the overall limit of maximum remuneration payable to all the Directors including Managing Director and Whole-time Director and Manager and in this regard to consider and if thought fit to pass, with or without modification(s), the following as Special Resolution:**

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act, as detailed hereunder:

Particulars	Condition	Limits Prescribed
<b>A. To Managing Director / Whole-time Director / Manager</b>	If there is only one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	Maximum Remuneration in any financial year shall not exceed 5% of the net profits of the company.
	If there is more than one Managing Director (MD)/ Whole-time Director (WTD)/ Manager	Maximum Remuneration in any financial year shall not exceed 10% of the net profits of the company.
<b>B. To other Directors who are neither Managing Directors nor Whole-time Directors</b>	If there is any Managing Director (MD)/ Whole-time Director (WTD)/ Manager	Maximum Remuneration in any financial year 1% of the net profits of the company
	If there is no Managing Director (MD)/ Whole-time Director (WTD)/ Manager	Maximum Remuneration in any financial year 3% of the net profits of the company

As per the Companies (Amendment) Act, 2017, w.e.f. 12th September 2018, the companies may pay remuneration exceeding the aforesaid limit of 11%, subject to the provisions of Schedule V to the Act, as well as other above limits, with the approval of the members of the Company in general meeting by way of Special Resolution.

The Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 20.08.2024, pursuant to the provisions of the Act as aforesaid, subject to approval of the Members of the Company, approved the proposal to increase the overall limit of maximum remuneration payable to the Directors, including Managing Director and Whole-time Director, and Manager of the Company as set out at Item No. 4 of the accompanying Notice. Except the change in overall limit of maximum remuneration as proposed in the relevant resolution(s), all other terms and conditions of the appointment of Managing Director and Whole-time Director, approved by the Members, shall remain unchanged.

All Directors of the Company and their relatives are interested or concerned, financially or otherwise, in the Special Resolution set out at item No. 4 of the accompanying Notice. Except above, no other Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the Special Resolutions set out at Item Nos. 4 of the accompanying Notice.

The Board recommends the resolutions set out at Item 4 of the accompanying Notice to the members for passing as Special Resolution.

**ITEM NO. 5: To increase the limit of managerial remuneration payable to Mr. Ashish Jain (DIN: 00738412), Managing Director of the company.**

As per Section 197 and other applicable provisions of the act, the managerial remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of Mr. Ashish Jain (DIN: 00738412), Managing Director, remuneration in excess of prescribed limit of 5% of net profit of the Company and upto Rs. 4,00,000 (Rupees Four Lakhs Only) per month, in this AGM.

However, the total managerial remuneration payable to the executive director(s) of the Company taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company as prescribed under Section 197 of the Act read with rules made thereunder or other applicable provisions or any statutory modifications thereof. The Nomination and Remuneration Committee and Board of Directors of the Company at vide its resolutions dated 20.08.2024, has approved payment of remuneration to Ashish Jain (DIN: 00738412), Managing Director of the company, in excess of prescribed limit under Section 197 and other applicable provisions of the act and upto Rs. 4,00,000 (Rupees Four Lakhs Only), subject to the approval of the members at this AGM.

Accordingly, the Board recommends the resolution set forth in Item No. 5 relating to approval and increase in the limit of managerial remuneration payable to of Mr. Ashish Jain (DIN: 00738412), Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution.

The Disclosure as prescribed in Schedule V- of the Companies Act, 2013 is as follows:

### I. General Information

- (1) Nature of Industry: - Manufacture of rubber conveyor or transmission belts or belting
- (2) Date or Excepted date of Commencement of Commercial Production: - 26/04/2004
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus: - NA
- (4) Financial Performance based on given indicators

The brief statement indicating our profit related figures is given below:

(Amt. in lakhs.)			
Particulars	2023-24	2022-23	2021-22
<b>Total Income</b>	5801.80	4322.11	3511.59
<b>Less: Expenditure and Depreciation</b>	5184.41	3867.46	3209.44
<b>Extraordinary Items</b>	-	-	-
<b>Prior Period Items</b>	-	-	-
<b>Profit Before Tax (PBT)</b>	617.39	454.66	302.15
<b>Less: Tax</b>	172.85	132.73	8.36
<b>Deferred Tax</b>	0.12	11.5	-3.51
<b>Profit After Tax (PAT)</b>	444.42	310.43	297.30

- (5) Foreign Investments or Collaborations, if any- Nil

### II. Information about the appointee

Sr. No.	Particulars	Ashish Jain
1.	Background details	Mr. Ashish Jain is one of the Promoters and Managing Director of the Company.
2.	Past remuneration Amount (Rs.) 2023-24 2022-23 2021-22	Rs. 36,00,000 p.a. Rs. 24,00,000 p.a. Rs. 24,00,000 p.a.
3.	Recognition or awards	Nil
4.	Job profile and his suitability	Mr. Ashish Jain is Managing Director and promoter of the Company and has an experience of over 20 years in the field

		of this industry. He looks after overall management and operations of the Company. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.								
5.	Remuneration proposed	Rs. 48,00,000 p.a.								
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the qualification, knowledge, experience and the responsibilities shouldered by said Director, remuneration paid to them are commensurate with remuneration of similar senior levels in similar sized domestic companies.								
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>He is promoter of the Company and holds 900450 Equity Shares of the Company.</p> <p>His relation with the managerial personnel is described as under:-</p> <table border="1"> <thead> <tr> <th>Name of other Directors</th> <th>Relation</th> </tr> </thead> <tbody> <tr> <td>Mr. Saurabh Jain</td> <td>2nd Cousin</td> </tr> <tr> <td>Mr. Anil Jain</td> <td>Uncle</td> </tr> <tr> <td>Mr. Lalit Jain</td> <td>Cousin Uncle</td> </tr> </tbody> </table>	Name of other Directors	Relation	Mr. Saurabh Jain	2nd Cousin	Mr. Anil Jain	Uncle	Mr. Lalit Jain	Cousin Uncle
Name of other Directors	Relation									
Mr. Saurabh Jain	2nd Cousin									
Mr. Anil Jain	Uncle									
Mr. Lalit Jain	Cousin Uncle									

### III. Other Information:

1.	Reason of loss or inadequate profits	The Company had inadequate profits largely on account of unprecedented rise in raw material cost, escalation in production cost, supply chain problem and due to capex under taken by the company. Current economic situation, reduced liquidity in the market, increase in price of raw material has Impacted the performance of the Company during the FY.
2.	Steps taken or proposed to be taken for improvement	Many corrective actions have been taken including cost control, increasing efficiency and reducing financial costs etc.
3.	Expected increase in productivity and profits in measurable terms	Though the rubber industry is undergoing rapid changes through which production & sales are expected to increase and the results of the above initiatives are expected to improve the Company's performance and profitability.

Except Mr. Ashish Jain, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolutions set out at Item 5 of the accompanying Notice to the members for passing as Special Resolution.

#### ITEM NO. 6, 7 and 8

Mr. Ashish Jain, Managing Director, Mr. Anil Jain, Wholetime Director and Mr. Saurabh Jain, Wholetime Director were appointed on their respective posts for a period of five years with effect from 11<sup>th</sup> January 2023 to 10<sup>th</sup> January, 2028, by a resolution passed by the Members at their meeting held on 11<sup>th</sup> January, 2023.

Mr. Ashish Jain is Director of our Company. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.

The remuneration paid to Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain for the financial year 2023-24 exceeded the limits specified under Section 197 of the Companies Act, 2013 (the Act) read with Schedule V thereto.



Pursuant to Section 197(10) of the Act, the members of the Company can waive the recovery of excess remuneration by passing a special resolution. The management of the Company believes that the remuneration as previously approved by the members of the Company and paid to Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain is justified in terms of their key role within the Company.

The Nomination Committee and the Board have at their respective meeting(s) held on 20.08.2024, subject to the approval of the members of the Company, accorded their approvals for waiver of the recovery of excess managerial remuneration paid by the Company to Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain and, in the interest of the Company have also recommended the aforesaid resolution as set out in this Notice for approval of the Members.

Accordingly, it is proposed that approval of the members of the Company by way of a special resolutions be obtained for the waiver of recovery of excess remuneration paid to Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain. The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The waiver of the recovery of excess remuneration paid to Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain is for the approval of the members of the Company by way of special resolution.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested in the said Resolution, Except Mr. Ashish Jain, Mr. Anil Jain and Mr. Saurabh Jain and their relatives, if any, in the Company.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 6, 7 and 8 of this Notice for approval of the members of the Company.

**The relevant details as required under Schedule V to the Companies Act, 2013 are provided hereunder;**

**General Information: -**

- (6) Nature of Industry: - Manufacture of rubber conveyor or transmission belts or belting
- (7) Date or Excepted date of Commencement of Commercial Production: - 26/04/2004
- (8) In case of new companies, expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus: - NA
- (9) Financial Performance based on given indicators

The brief statement indicating our profit related figures is given below:

(Amt. in lakhs.)

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<b>Less: Tax</b>	172.85	132.73	8.36
<b>Deferred Tax</b>	0.12	11.5	-3.51
<b>Profit After Tax (PAT)</b>	444.42	310.43	297.30

- (10) Foreign Investments or Collaborations, if any- Nil

**II. Information about the appointee**

- a) Mr. Ashish Jain

- 1. Background Detail

Age	Designation	Qualification
51 Years	Director	B.E. MBA (USA)

Experience-He has overall experience of over 20 years in the field of this industry. Under his guidance our Company has witnessed continuous growth.

- 2. Past Remuneration: -

Year	Salary	Perquisites	Total
2023-24	36,00,000	Nil	36,00,000
2022-23	24,00,000	Nil	24,00,000
2021-22	24,00,000	Nil	24,00,000

3. Recognition or awards: - Nil
4. Job profile and his suitability: - Mr. Ashish Jain is Managing Director and promoter of the Company and has an experience of over 20 years in the field of this industry. He looks after overall management and operations of the Company. He manages the day-to-day affairs of the Company and is responsible for business policies, strategic decisions, business development etc. As a strategic planner with a hands-on approach, he has been instrumental in the growth of the Company to this level.
5. Remuneration proposed: - Rs. 48,00,000 p.a.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):- for the responsibility shouldered by - Mr. Ashish Jain, Managing Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: - He draws remuneration from the company as mentioned in point no. 2. His relation with the managerial personnel is described as under:-

Name of other Directors	Relation
Mr. Saurabh Jain	2nd Cousin
Mr. Anil Jain	Uncle
Mr. Lalit Jain	Cousin Uncle

b) **Mr. Anil Jain**

1. Background Detail

Age	Designation	Qualification
70 Years	Director	B.Com

Experience -He has overall experience of over 40 years in the field of this industry. Under his guidance our Company has witnessed continuous growth.

2. Past Remuneration: -

Year	Salary	Perquisites	Total
2023-24	24,00,000	Nil	24,00,000
2022-23	9,00,000	Nil	9,00,000
2021-22	9,00,000	Nil	9,00,000

3. Recognition or awards: - Nil
4. Job profile and his suitability: - Mr. Anil Jain is Whole-Time Director of the Company and has an experience of over 40 years in the field of this industry. He has sound accounting and commercial knowledge. He brings to the company his invaluable business acumen and the most critical experience of success.
5. Remuneration proposed: -Not Applicable.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):- for the responsibility shouldered by Mr. Anil Jain, Whole-Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Anil Jain draws remuneration from the company as mentioned in point no. 2. His relation with the managerial personnel is described as under:-

Name of other Directors	Relation
Mr. Ashish Jain	Nephew
Mr. Saurabh Jain	Cousin Nephew
Mr. Lalit Jain	Cousin

c) **Mr. Saurabh Jain**

1. Background Detail

Age	Designation	Qualification
42 Years	Director	BBA

Experience -He has overall experience of over 22 years in the field of this industry. Under his guidance our Company has witnessed continuous growth.

2. Past Remuneration: -

Year	Salary	Perquisites	Total
2023-24	24,00,000	Nil	24,00,000
2022-23	12,00,000	Nil	12,00,000
2021-22	12,00,000	Nil	12,00,000

3. Recognition or awards: - Nil

4. Job profile and his suitability: - Mr. Saurabh Jain is Whole-Time Director of the Company and has an experience of over 22 years in the field of this industry. He has sound accounting and commercial knowledge. He brings to the company his invaluable business acumen and the most critical experience of success.

5. Remuneration proposed: - Not Applicable.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):- for the responsibility shouldered by Mr. Saurabh Jain, Whole-Time Director of the Company in driving the Company's growth plans, the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: He draws remuneration from the company as mentioned in point no. 2. His relation with the managerial personnel is described as under:-

Name of other Directors	Relation
Mr. Ashish Jain	2nd Cousin
Mr. Anil Jain	Cousin Uncle
Mr. Lalit Jain	Cousin Uncle

**III. Other Information:**

1.	Reason of loss or inadequate profits	The Company had inadequate profits largely on account of unprecedented rise in raw material cost, escalation in production cost, supply chain problem and due to capex under taken by the company.
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		Current economic situation, reduced liquidity in the market, increase in price of raw material has Impacted the performance of the Company during the FY.
2.	Steps taken or proposed to be taken for improvement	Many corrective actions have been taken including cost control, increasing efficiency and reducing financial costs etc.
3.	Expected increase in productivity and profits in measurable terms	Though the rubber industry is undergoing rapid changes through which production & sales are expected to increase and the results of the above initiatives are expected to improve the Company's performance and profitability.

**ITEM NO. 9: To approve continuation of employment after the Age of 70 years of Mr. Anil Jain (DIN: 00247981) as Whole Time Director of the Company.**

Mr. Anil Jain (DIN: 00247981) was appointed as the whole-time director of the company for period of five years on 11<sup>th</sup> January, 2023.

As per the requirement of Section 196 and Schedule V of the Companies Act 2013, if a Managing or Whole time Director has attained the age of 70 years then his re-appointment/continuation needs to be approved by Special resolution passed by the Company in General Meeting otherwise central govt. approval is required.

Mr. Anil Jain (DIN: 00247981) has attained the age of 70 years. He has expertise, knowledge and business acumen in managing the overall business of the Company and his appointment would be beneficial for the Company given the paucity of experienced and skilled personnel. Hence, your Board of directors, on the recommendation of the Nomination and Remuneration Committee, has proposed the continuation of the employment of Mr. Anil Jain (DIN: 00247981) as the Whole-time director of the company. The other terms and conditions relating to his appointment shall remain same.

The Board of Directors recommends the above resolution for your consideration and approval as Special Resolution.

None of the Director except Mr. Anil Jain himself is/are concerned or interested in this resolution.

None of the other Directors, KMPs or their relatives are concerned or interested in this resolution.

**By order of the board**  
**For PENTAGON RUBBER LIMITED**  
**(Formerly Known as Pentagon Rubber Private Limited)**

Sd/-

**ASHISH JAIN**  
**MANAGING DIRECTOR**  
**DIN: - 00738412**  
**ADD: H NO.45, SECTOR 7,**  
**PANCHKULA HARYANA 134109**

**Date: 20.08.2024**  
**Place: Derabassi**

**ADDITIONAL INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 20<sup>TH</sup> AGM**

Details of Directors whose re- appointment is proposed at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Disclosures as prescribed in Secretarial Standards -2 on General Meeting]

<b>Name of Director</b>	Anil Jain																				
<b>Director Identification Number</b>	00247981																				
<b>Date of Birth</b>	02.09.1954																				
<b>Date of first Appointment</b>	26.04.2004																				
<b>Qualification</b>	Business																				
<b>Relationships between directors inter-se</b>	<table border="1"> <thead> <tr> <th><b>Name of other Directors</b></th> <th><b>Designation</b></th> <th><b>Relation</b></th> </tr> </thead> <tbody> <tr> <td>Mr. Ashish Jain</td> <td>CMD</td> <td>Nephew</td> </tr> <tr> <td>Mr. Saurabh Jain</td> <td>Whole Time Executive Director</td> <td>Cousin Nephew</td> </tr> <tr> <td>Mr. Lalit Jain</td> <td>Non Executive Director</td> <td>Cousin</td> </tr> <tr> <td>Ms. Preet Kamal Kaur Bhatia</td> <td>Independent / Non Executive Director</td> <td>No Relation</td> </tr> <tr> <td>Mr. Manish Verma</td> <td>Independent / Non Executive Director</td> <td>No Relation</td> </tr> </tbody> </table>			<b>Name of other Directors</b>	<b>Designation</b>	<b>Relation</b>	Mr. Ashish Jain	CMD	Nephew	Mr. Saurabh Jain	Whole Time Executive Director	Cousin Nephew	Mr. Lalit Jain	Non Executive Director	Cousin	Ms. Preet Kamal Kaur Bhatia	Independent / Non Executive Director	No Relation	Mr. Manish Verma	Independent / Non Executive Director	No Relation
<b>Name of other Directors</b>	<b>Designation</b>	<b>Relation</b>																			
Mr. Ashish Jain	CMD	Nephew																			
Mr. Saurabh Jain	Whole Time Executive Director	Cousin Nephew																			
Mr. Lalit Jain	Non Executive Director	Cousin																			
Ms. Preet Kamal Kaur Bhatia	Independent / Non Executive Director	No Relation																			
Mr. Manish Verma	Independent / Non Executive Director	No Relation																			
<b>Expertise in specific functional Areas</b>	Mr. Anil Jain has vast experience of around 40 years in the Rubber Industry.																				
<b>Qualification</b>	Bachelor in Commerce																				
<b>List of other Public Companies in which Directorship</b>	NA																				
<b>Mr. Anil Jain have vast experience of</b>	He was appointed as the director of M/s Pentagon Rubber Private Limited in April 2004. He is looking after Marketing & Sales of the company in all major territories within India. He is regularly and actively involved in Managing tenders through direct participation & online mode in GeM portal, Getting company registered with various government buyers & Corporates and Managing marketing agents and liaison agent network throughout India.																				
<b>Chairmanship*/ Membership of the Committees of Board (includes only Audit Committee and Stakeholders Relationship Committee) of other Indian Public Companies</b>	Nil																				
<b>Attendance at the Board Meeting in the Financial Year 2023 - 2024</b>	Present in all board meeting held in the Financial Year 2023-24.																				
<b>Details of remuneration</b>	Rs. 2,00,000/- per month																				
<b>No. of Shares held in the Company as on 21.08.2024</b>	7,51,275																				

## ADMISSION SLIP

ANNUAL GENERAL MEETING ON FRIDAY, SEPTEMBER 13, 2024

<b>Registered Folio / DP ID &amp; Client ID</b> <b>Name and address of the shareholder(s)</b> <b>Joint Holder 1</b>  <b>Joint Holder 2</b> <b>Number of Shares held</b>	
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I/WE HEREBY RECORD MY/OUR PRESENCE AT THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, THE 13<sup>TH</sup> DAY OF SEPTEMBER, 2024 AT 09:15 A.M. AT HOTEL PARAS, CHANDIGARH-AMBALA HIGHWAY, DERA BASSI, DIST. S.A.S. NAGAR, PUNJAB 140507

.....  
 Name of Member/Proxy\*/ Authorised  
 Representative  
**(in Block Letters)**

.....  
 Signature of Member/Proxy\*/  
 Authorised Representative

\* Strike out whichever is not applicable.

1. Please bring the Attendance Slip duly signed and hand it over at the Attendance Verification Counter at the entrance of the meeting hall.
2. Members/Proxy holders are requested to bring the copy of the Notice of Annual General Meeting and the attendance slip to the Annual General Meeting.
3. Members receiving the Notice of Annual General Meeting along with the Attendance Slip and Proxy Form through email at the address registered with the Registrar/Depository Participants are requested to print the copy of this Attendance Slip and bring the same duly signed and hand it over at the Entrance of the Meeting Hall.
4. The Company is offering the facility of voting to its Members in respect of the business to be transacted at the Annual General Meeting pursuant to the provisions of Section 107 of the Companies Act, 2013 unless a poll is demanded under Section 109 of the Companies Act, 2013.

**Form No. MGT-11**

**Proxy form**

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

Name of the member (s):

E-mail Id:

Registered address:

Folio No/ Client Id:

DP ID:

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

1. Name: .....

Address: .....

.....

E-mail Id:.....

Signature....., or failing him

2. Name: .....

Address:.....

.....

E-mail Id:.....

Signature....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, the 13th day of September, 2024 at 09:15 A.M at Hotel Paras, Chandigarh-Ambala Highway, Dera Bassi, Dist. S.A.S. Nagar, Punjab 140507, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No	Resolutions	For (Approved)	Against (Rejected)
	<b>ORDINARY BUSINESS</b>		
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint Mr. Anil Jain (DIN: 00247981), who retires by rotation as a director and being eligible, offers himself for re-appointment.		
3.	To re-appoint the Statutory Auditors of the Company, and to fix their remuneration		

	<b>SPECIAL BUSINESS:</b>		
4.	To increase the overall limit of maximum remuneration payable to all the Directors including Managing Director and Whole-time Director, and Manager.		
5.	To increase the limit of managerial remuneration payable to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company.		
6.	Waiver of recovery of excess remuneration paid to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company for the Financial Year ended March 31, 2024		
7.	Waiver of recovery of excess remuneration paid to Mr. Anil Jain (DIN: 00247981 ), Whole- Time Director of the Company for the Financial Year ended March 31, 2024		
8.	Waiver of recovery of excess remuneration paid to Mr. Saurabh Jain (DIN: 00761460 ), Whole- Time Director of the Company for the Financial Year ended March 31, 2024		
9.	To approve continuation of employment after the Age of 70 years of Mr. Anil Jain (DIN: 00247981) as Whole Time Director of the Company.		

Signed this ..... day of 2024

Signature of Shareholder  
Signature of Proxy holder(s)

Affix Revenue Stamp
------------------------

Notes:

\* Please put an 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' column blank against any or all the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

\* A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

\* This form of Proxy, to be effective, should be deposited at the Registered Office of the Company at Gulabgarh Road, Village Behra Dist. S.A.S. Nagar Derabassi Mohali PB 140507 at not later than Forty-Eight Hours before the commencement of the aforesaid Meeting.

\*In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



**BALLOT FORM**  
(To be returned to Scrutinizer)

1. Name(s) of Member(s):  
(Including joint-holders, if any) \_\_\_\_\_

2. Registered Folio No. / :  
DPID No. / Client ID No.\* \_\_\_\_\_  
(\*Applicable to Members holding shares in dematerialised form)

3. I/We hereby exercise my/our vote in respect of the Ordinary/ Special Resolutions as specified in the Notice dated Thursday, July 18, 2024 to be passed for the business stated in the said Notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Item No	Resolutions	I / We assent to the resolution	I / We assent to the resolution
	<b>ORDINARY BUSINESS:</b>		
1.	To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon.		
2.	To appoint Mr. Anil Jain (DIN: 00247981), who retires by rotation as a director and being eligible, offers himself for re-appointment.		
3.	To re-appoint the Statutory Auditors of the Company, and to fix their remuneration		
	<b>SPECIAL BUSINESS:</b>		
4.	To increase the overall limit of maximum remuneration payable to all the Directors including Managing Director and Whole-time Director, and Manager.		
5.	To increase the limit of managerial remuneration payable to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company.		
6.	Waiver of recovery of excess remuneration paid to Mr. Ashish Jain (DIN: 00738412), Managing Director of the Company for the Financial Year ended March 31, 2024		
7.	Waiver of recovery of excess remuneration paid to Mr. Anil Jain (DIN: 00247981), Whole-Time Director of the Company for the Financial Year ended March 31, 2024		

8.	Waiver of recovery of excess remuneration paid to Mr. Saurabh Jain (DIN: 00761460 ), Whole- Time Director of the Company for the Financial Year ended March 31, 2024		
9.	To approve continuation of employment after the Age of 70 years of Mr. Anil Jain (DIN: 00247981) as Whole Time Director of the Company.		

Place :

Date :

Signature of Member / Beneficial Owner

E-Mail \_\_\_\_\_

Tel. No. \_\_\_\_\_

## ROAD MAP FOR AGM

**Hotel Paras, Chandigarh-Ambala Highway, Dera Bassi, Dist. S.A.S. Nagar,  
Punjab 140507**

