

HOME ZONE RUBBER SOLUTIONS LIMITED

NOTICE

Notice is hereby given that the 4th Annual General Meeting of the Members of Home Zone Rubber Solutions Limited will be held on Monday, September 30, 2024 at 3:00 p.m. (IST) at the Registered Office of the Company at D1 Ground Floor, Plot No 100, Sarjan Plaza, Dr Annie Besant Road, Worli, Mumbai 400018., to transact the following business:

Ordinary Business:

ITEM NO. 1 – ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

“**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of Board and Auditors thereon be and is hereby considered and adopted.”

ITEM NO. 2 – TO CONSIDER AND APPROVE APPOINTMENT OF MR. RADHEYSHYAM MADANLAL SHARMA (DIN - 08915389) AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT:

To re-appoint a Director in place of Mr. Radheyshyam Madanlal Sharma who retires by rotation and being eligible offers himself for re-appointment as a director liable to retire by rotation.

“**RESOLVED THAT RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Radheyshyam Madanlal Sharma (DIN: 08915389), as a Director, liable to retire by rotation.”

ITEM NO. 3 – APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) M/s. Aniket Kulkarni & Associates, Chartered Accountants, registered with the Institute of Chartered Accountants of India (ICAI) bearing registration number 130521W, be and are hereby appointed as Statutory Auditors of the Company, for a period of one year i.e. to hold office from conclusion of this Annual General Meeting till conclusion of the 5th Annual General Meeting of the Company and the Board of Directors hereby authorized to fix

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their remuneration and out-of-pocket expenses if any, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the above Statutory Auditor, which may be deemed necessary and expedient to give effect to this resolution.”

Special Business:

ITEM NO. 4 - REGULARIZATION OF ADDITIONAL DIRECTOR MRS. SUJATA CHATTOPADHYAY (DIN : 02336683) AS INDEPENDENT DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act Mrs. Sujata Chattopadhyay [DIN:- 02336683], who was appointed as an Additional Director of the Company in Independent Category and who holds office up to the date of ensuing annual general meeting or the last date on which general meeting is to be held whichever is earlier, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 15th May, 2024 to 14th May, 2029.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 5 - REGULARISATION OF ADDITIONAL DIRECTOR, MR. ABHIJEET ASHOK DESHPANDE (DIN: 10760195), BY APPOINTING HIM AS WHOLE TIME DIRECTOR DESIGNATED AS CHIEF OPERATING OFFICER OF THE COMPANY:

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Abhijeet Ashok Deshpande as a Whole Time Director designated as Chief Operating Officer of the Company, for a period of 5 (five) years with effect from 01st October, 2024 the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board)

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to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits during any financial year.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the scope and terms of remuneration, perquisites, benefits and amenities, as provided under the provisions of the Companies Act, 2013 and Schedule V of the Act, payable to Mr. Abhijeet Ashok Deshpande any time during the currency of his tenure, in such manner as may be agreed between the Board and Mr. Abhijeet Ashok Deshpande, without requiring to obtain any further approval from the Members of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

ITEM NO. 6 – TO APPOINT MR. JITENDRA RAMESH AGARWAL (DIN: 01962790), AS MANAGING DIRECTOR AND CHAIRMAN OF THE COMPANY DESIGNATED AS CHIEF VISION OFFICER AND MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the “Act”) and based on the recommendation and approval of the Board, consent of the Company be and hereby accorded to appoint Mr. Jitendra Ramesh Agarwal (DIN- 01962790) as an Managing Director & Chairman, Designated as Chief Vision Officer and Managing Director of the Company to hold the office for a period of 5 (Five) years effective from April 01, 2024, to March 31, 2029 on the terms and conditions including remuneration as set out in explanatory statement attached hereto and forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits during any financial year.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter, vary or modify the scope and terms of remuneration, perquisites, benefits and amenities, as provided under the provisions of the Companies Act, 2013 and Schedule V of the Act, payable to Mr. Jitendra Ramesh Agarwal any time during the currency of his tenure, in such manner as may be agreed between the Board and Mr. Jitendra Ramesh Agarwal, without requiring to obtain any further approval from the Members of the Company.”

“RESOLVED FURTHER THAT if in any financial year during the currency of the tenure, the Company has no profits or the profits of the Company are inadequate, the Company will pay to Mr. Jitendra Ramesh Agarwal the remuneration as specified in this resolution as and by way of minimum remuneration.

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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

ITEM NO. 7 – INCREASE IN BORROWING LIMITS TO RS. 50 CRORES OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER:

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

“RESOLVED THAT in supersession of all earlier resolutions passed and pursuant to the provisions of Section 179 (3) (d) and Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof as amended from time to time) and the Articles of Association of the Company consent of the member be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 50 Crores (Rupees Fifty Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolutions”

ITEM NO. 8 – CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS:

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

“RESOLVED THAT pursuant to the Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the member is be and hereby accorded to the Board of Directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares/ and/ or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for

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which the charge is to be created, shall not, at any time exceed Rs. 50 Crores (Rupees Fifty Crore only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

ITEM NO. 9 - APPROVAL FOR GIVING LOAN OR GUARANTEE OR PROVIDING SECURITY IN CONNECTION WITH LOAN AVAILED BY ANY OF THE COMPANY'S SUBSIDIARY(IES) OR ANY OTHER PERSON SPECIFIED UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the member is be and hereby accorded to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 50 Crores (Rupees Fifty Crore only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

ITEM NO. 10 - APPROVAL FOR INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS / BODIES CORPORATE.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise,

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the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 50 Crores (Rupees Fifty Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution”

ITEM NO. 11- TO INCREASE THE OVERALL LIMIT OF MAXIMUM REMUNERATION PAYABLE TO ALL THE DIRECTORS AND MANAGER:

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

“RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, (“the Act”) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ITEM NO. 12 DISBURSEMENT OF LOAN TO MR. JITENDRA AGARWAL, MANAGING DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Section 185 (3) of the Companies Act, 2013, and any other applicable provisions, including any statutory modifications or re-enactments thereof, and in accordance with the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to approve and ratify the disbursement of the following loan amounts to Mr. Jitendra Agarwal, Managing Director of the Company:

- Rs. 1.00 crore on 02/09/2024
- Rs. 6.60 crore on 04/09/2024

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RESOLVED FURTHER THAT The said loan amount of Rs. 7.60 Crores (Rupee Seven Crores and Sixty Lakh Only) receivable over a period of three (3) years by adjusting against the salary and commission earn and payable to Mr. Jitendra Ramesh Agarwal on a monthly or yearly basis, subject to full repayment of the loan amount on or before 30th September 2027.

RESOLVED FURTHER THAT the loan provided to Mr. Jitendra Agarwal shall be recoverable by the Company through deduction from his monthly salary and commission over the next three years. However, in the event that the loan is not fully recovered by 30th September 2027, Mr. Jitendra Agarwal shall be personally liable to repay the outstanding balance to the Company on or before the said date.

RESOLVED FURTHER THAT the Company be and is hereby authorized to execute any necessary agreements or documents with Mr. Jitendra Agarwal to formalize the loan arrangement and recovery mechanism.

RESOLVED FURTHER THAT The Board of Director be and is hereby authorized to take all such actions, sign and execute all documents, and do all things as may be necessary to give effect to the foregoing resolution.

RESOLVED FURTHER THAT this resolution shall be deemed to have been passed as a Special Resolution in compliance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder."

ITEM NO. 13 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS (S) PROPOSED TO BE ENTERED INTO BY THE COMPANY DURING F.Y. 2024-25.

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

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board"), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with SKVA rubber solutions private limited a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), whether undertaken directly by the Company or along with its subsidiary(ies), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary

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the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 14 – APPOINTMENT OF MR. AMIT MALLAWAT (DIN: 07898743) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and based on the recommendation and approval of the Board, consent of the Company be and hereby accorded to appoint Mr. Amit Mallawat [DIN:-07898743], as an Independent Director for a term of five consecutive years with effect from 30th September, 2024 to 29th September, 2029, not liable to retire by rotation, and he submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, and the rules made thereunder and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of Board of Director
For Home Zone Solutions Limited


Deepak Vyas
Company Secretary
M- A46096



Place: Mumbai
Date: September 05, 2024

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES, IN ORDER TO BE VALID, MUST BE COMPLETELY FILLED, STAMPED, SIGNED AND RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING. THE MEMBERS ARE ALSO REQUESTED TO SHARE THE SCANNED COPY OF THE FORM AT REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE ENSUING ANNUAL GENERAL MEETING.
3. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% (TEN PERCENT) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
4. The statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed thereto and forms part of this notice.
5. Documents referred to in the notice, the necessary registers as may be required are available for inspection by members in electronic mode. Any member can inspect by sending an email at cs.deepak@homezone.co.in and the same shall be shared in electronic mode to the members to their respective email id's.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. Members are requested to notify any change of address or email id to the Company immediately.
8. The members can pose the questions during the course of the meeting. The queries can also be given in advance by mail at cs.deepak@homezone.co.in to enable the Company to provide the required information.
9. Route-map to the venue of the Annual General Meeting is enclosed at the end of the Notice.

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013.

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement set out all the material facts of the resolution:

Item No. 4:

Upon the recommendation by the Board of Directors, it is proposed to appoint Mrs. Sujata Chattopadhyay (DIN: 02336683) as the Independent Director.

Pursuant to the provisions of section 149,152 and other applicable provisions, if any of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mrs. Sujata Chattopadhyay (DIN: - 02336683), who has submitted a declaration that she meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be appointed as an Independent Director for a term of 5 years.

The Company has received a declaration to the effect that she is not disqualified to be appointed as director along with Consent of the director, to act as Director of the Company.

Further, as stipulated under Secretarial Standard-2, brief profile of Mrs. Sujata Chattopadhyay (DIN: - 02336683), is provided below:

Age	60 years
Qualifications	B. Com, FCWA, FCS
Experience	She is a registered Insolvency Professional with around 36 years post qualification experience. Starting her career as a Cost Accountant, she has worked across various industries and geographies. Presently in full time practice as a Company Secretary, she was a whole time director with Choice Capital Advisors Private Limited, a Merchant Banking company. She is Director at Vakrangee Limited, Steel Exchange India Limited, Industrial Investment Trust Limited , IITL Projects Limited and Resolve International Private Limited.
Terms and Conditions of appointment	As per the Item No. 4 of the Notice of the 4 th Annual General Meeting of the Company, read with explanatory statement thereto.
Details of remuneration	Not Applicable
Date of first appointment	15 th May, 2024

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Shareholding in the Company	Nil
Relationship with another director/Manager and other KMP	No Relationship
The number of Meetings of the Board attended during the year	Not attended during the F.Y. 2023-24
Directorships of other Board	1. Vakrangee Limited. 2. Steel Exchange India Limited. 3. Industrial Investment Trust Limited. 4. IITL Projects Limited and Resolve International Private Limited.

The Board considered that her association with the Company would be of immense benefit to the Company.

Therefore, the Director of the company recommend the resolution for approval as an **Ordinary Resolution** as set out.

Apart from Appointee, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned, financially or otherwise in the resolution.

Item no. 5

The Board of Directors, in its meeting held on September 05, 2024 approve and recommend to regularize Mr. Abhijeet Ashok Deshpande (DIN: 10760195) as Whole Time Director designated as Chief Operating Officer of the Company and the remuneration is to be decided by the Board of Directors, subject to the approval of the shareholders in the General Meeting.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Abhijeet Ashok Deshpande (DIN: 10760195) is provided below:

Age	51 Years
Qualifications	Bachelor of Engineering (Mechanical) from Government College of Engineering, Aurangabad
Experience	A seasoned projects / operations and maintenance professional with diverse and significant 16 years of experience in Automotive / Engineering / PEB / process industries and 13+ years' experience in recycling industries.

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Terms and Conditions of appointment	As per mentioned in the Resolution No. 5
Details of remuneration	Rs. 72 Lakh Per Annum
Date of first appointment	Augst 30, 2024
Shareholding in the Company	No Shareholding
Relationship with another director/Manager and other KMP	No Relationship
The number of Meetings of the Board attended during the year	Not attended
Directorships of other Board	Nil

The Board considered his association with the Company as a as a Whole Time Director designated as Chief Operating Officer of the Company would be of immense benefit to the Company.

The Director of the company recommends the resolution for approval as a **Special Resolution** as set out.

Apart from Appointee, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned, financially or otherwise in the resolution.

Item no. 6

The Board of Directors, in its meeting held on September 05, 2024 approve and recommend the appointment of Mr. Jitendra Ramesh Agarwal (DIN: 01962790) as Managing Director and Chairman designated as Chief Vision Officer and Managing Director and the remuneration is to be decided by the Board of Directors, subject to the approval of the shareholders in the General Meeting.

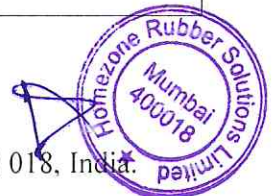
Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Jitendra Ramesh Agarwal (DIN: 01962790) is provided below:

Age	47 Years
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HOME ZONE RUBBER SOLUTIONS LIMITED

Qualifications	B. Com from Mumbai University
Experience	Mr. Jitendra Agarwal having overall experience of 20 yrs in Business Strategist, Development, Marketing, Sales, Manufacturing and Production , Finance & Accounts etc.
Terms and Conditions of appointment	As per mentioned in the Resolution No. 6
Details of remuneration	Rs. 2.40 Crores Per Annum
Date of first appointment	October 13, 2020
Shareholding in the Company	3956500 Equity Shares
Relationship with another director/Manager and other KMP	No Relationship with other Directors and KMP
The number of Meetings of the Board attended during the year	12 Meetings in FY. 23-24
Directorships of other Board	1. STEEL-X METALS PRIVATE LIMITED 2. NMRJ FOUNDATION 3. HOME ZONE METALS PRIVATE LIMITED 4. SAPPHIRE KITCHENWARE PRIVATE LIMITED 5. STAINLESS BAZAAR INDIA PRIVATE LIMITED 6. SRL RUBBER SOLUTIONS PRIVATE LIMITED

The Board considered his association with the Company as a as a Managing Director and Chairman would be of immense benefit to the Company.

The Director of the company recommends the resolution for approval as a **Special Resolution** as set out.

Apart from Appointee, none of the Directors, Key Managerial Personnel and their relatives are interested or concerned, financially or otherwise in the resolution.

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Item 7.

Under the provisions of Section 180(1)(c) of the Act, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the paid up capital and free reserves of the Company.

It is proposed to increase the borrowing limits to enable the Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.50 crores (Rupees Fifty Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Resolution no. 07 of the Notice for approval of the shareholders by a **Special Resolution.**

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item 8

Under the provisions of Section 180 (1) (a) of the Act, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long-term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ holders of securities / trustees for the holders of the said securities as mentioned in the Resolution.

As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/mortgages/hypothecations for an amount not exceeding Rs. 50 crores (Rupees Fifty Crores Only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

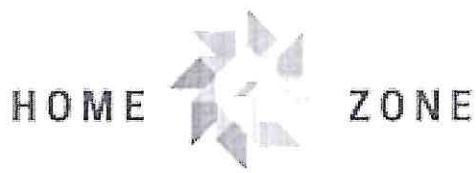
The Board recommends the Resolution no. 08 of the Notice for approval of the shareholders by a **Special Resolution.**

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None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item 9.

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013 ('the Act'), the Company was unable to extend financial assistance by way of loan to such Entities.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended time to time) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities for the capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for the expansion of its business activities and other matters connected and incidental thereon for their principal business activities.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The Board recommends the Resolution no. 9 of the Notice for approval of the shareholders by a **Special Resolution.**

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item 10.

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act. The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

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Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

In view of the above and considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limits.

The Board recommends the Resolution no. 10 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

Item 11.

As per Section 197 of the Companies Act, 2013, ("the Act") read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) total managerial remuneration payable by company to its directors, including managerial director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profit of the company computed as per the Sections 198 of the Companies Act, 2013, provided that the same approved by the shareholder of the company by way of resolutions in general meeting.

The Board recommends the Resolution no. 11 of the Notice for approval of the shareholders by a Special Resolution.

All Directors of the Company or any of their relatives, are concerned or interested in the above proposed resolutions.

Item 12.

The Board of Directors of the Company at their meeting held on August 30, 2024 approved the disbursement of a loan of Rs. 7.60 crore to Mr. Jitendra Agarwal, Managing Director of the Company. The loan was provided as part of the remuneration package (Scheme) , repayable by adjusting the salary and commission payable to Mr. Jitendra Agarwal over a period of three years. The loan is to be fully recovered by 30th September 2027.

Since this transaction involves the Managing Director, the Board of Directors seeks the approval of the shareholders as per the requirements of the Companies Act, 2013, and other applicable

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provisions. The proposed resolution is in the interest of the Company and is recommended for approval by the shareholders.

None of the Directors or Key Managerial Personnel of the Company, other than Mr. Jitendra Agarwal, is in any way concerned or interested in this resolution.

Item 13.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Board has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 05, 2024, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item No. 13 of this Notice.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is provided herein below:

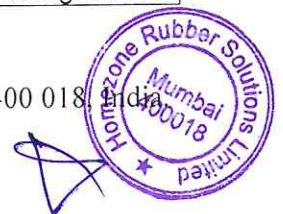
Material Related Party Transactions by the Company Resolution Item No. 13: Particulars of material related party transactions between Home Zone Rubber Solutions Limited and SKVA rubber solutions private limited.

Sr. No.	Particulars Details	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	SKVA rubber solutions private limited,
2.	Type, tenure, material terms and particulars	Type: Purchase and Sales of Scraped Tyres Tenure: for Next 3 Financial Year commencing from F.Y. 24- 25. Material Terms and Particulars: All the Transactions of sales and purchases of scrap tyres on arm Lenth basis and as per the prevailing market

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		in ordinary course of business from time to time during the next 3 financial year commencing from F.Y. 24- 25.
3.	Value of the transaction	Rs. 25 (Twenty-Five) Crores Per year.
4.	The percentage of the entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	Not Applicable
5.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
6.	Justification as to why the RPT is in the interest of the entity	Such transactions are necessary in the business operation of the company.
7.	Any valuation or other external report relied upon by the entity in relation to the transactions	No



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Item No. 14:

Upon the recommendation by the Board of Directors, it is proposed to appoint Mr. Amit Mallawat (DIN: - 07898743) as the Independent Director.

Pursuant to the provisions of section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Amit Mallawat (DIN: - 07898743), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be appointed as an Independent Director for a term of 5 years.

The Company has received a declaration to the effect that he is not disqualified to be appointed as director along with Consent of the director, to act as Director of the Company.

Further, as stipulated under Secretarial Standard-2, brief profile of Mr. Amit Mallawat (DIN: - 07898743), is provided below:

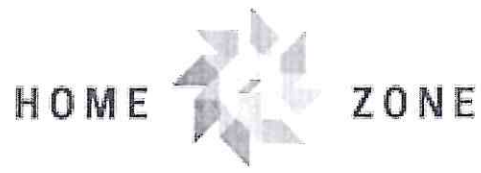
Age	37 years
Qualifications	Chartered Accounts, Company Secretary and B. Com.
Experience	Having more than 10 years of experience in Finance and Banking Advisory, with and experience in corporate Finance, Trade Finance, Working Capital Management and Banking etc.
Terms and Conditions of appointment	As per the Item No. 14 of the Notice of the 4 th Annual General Meeting of the Company, read with explanatory statement thereto.
Details of remuneration	Not Applicable
Date of first appointment	Not Applicable
Shareholding in the Company	Nil
Relationship with another director/Manager and other KMP	No Relationship
The number of Meetings of the Board attended during the year	Not attended during the F.Y. 2023-24
Directorships of other Board	No

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The Board considered that his association with the Company would be of immense benefit to the Company.

Therefore, the Director of the company recommend the resolution for approval as an **Ordinary Resolution** as set out.

Apart from Appointee, None of the directors and Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution

For Home Zone Rubber Solutions Limited

DEEPAK VYAS
COMPANY SECRETARY
M-46096



Place : Mumbai
Date: September 05, 2024

CIN : U51909MH2020PTC347814

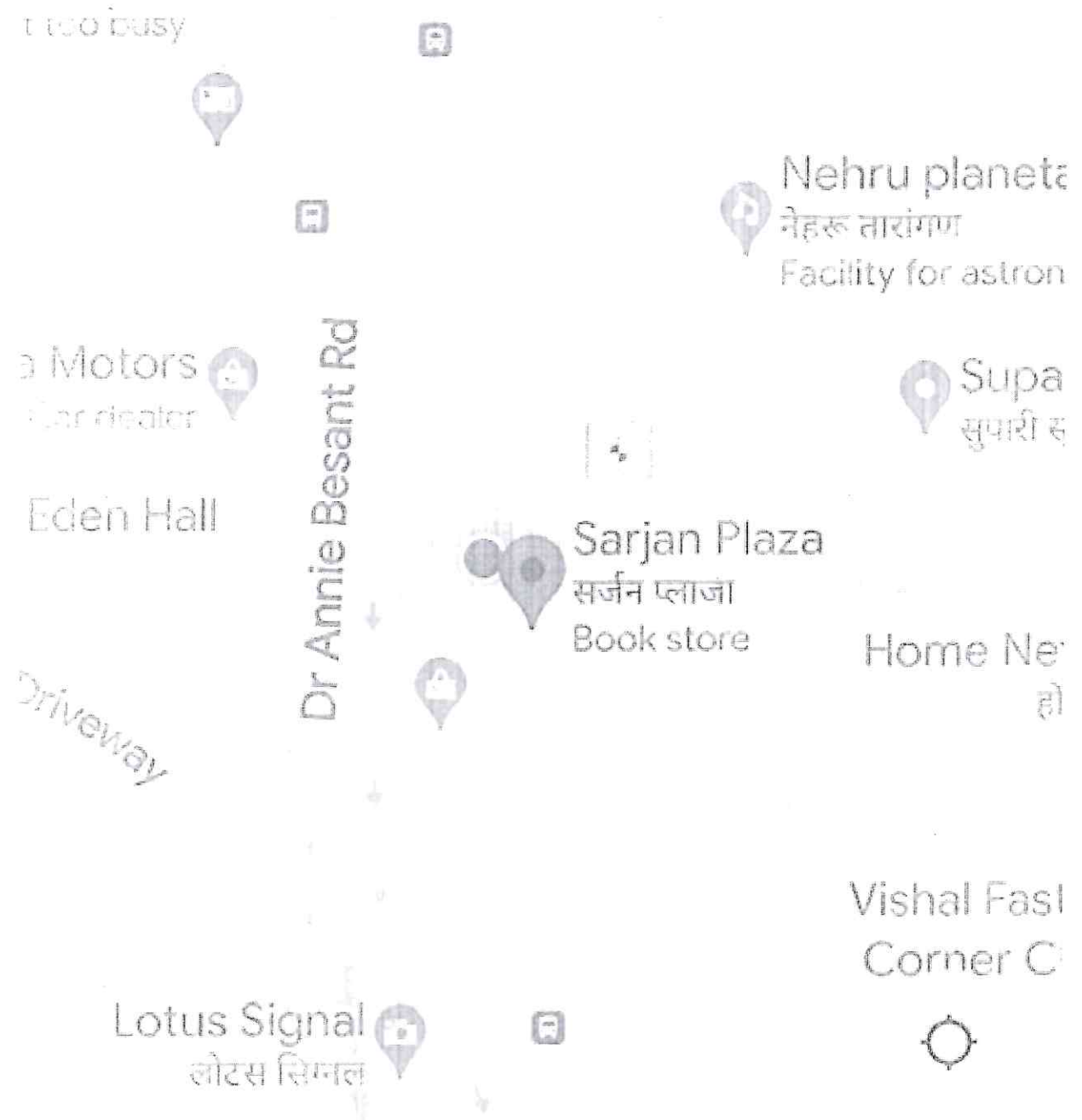
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