

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the **Second Annual General Meeting ("AGM") of BIRLA TYRES LIMITED** will be held at 3:00 P.M. on Tuesday, 29th Day of September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility without any physical presence of members to transact the following businesses:

General Business:

1. To consider and adopt the Audited Financial Statements of the Company for the Financial year ended 31st March, 2020 together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Kaushik Biswas (DIN: 06919774), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. Ratification of Remuneration of Cost Auditor

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 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, this Meeting hereby confirms and ratifies a remuneration of ₹ 2.94 Lakhs (excluding applicable Taxes and reimbursement of actual travelling and other out of pocket expenses) payable to Mani & Co. Cost Accountants for conducting the audit of the Company's cost accounting records for the Financial Year 2020 - 21."

4. Appointment of Indrani Chakraborty (DIN: 00545029) as an Independent Director

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 149, 152 read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the recommendations of the Nomination and Remuneration Committee, Indrani Chakraborty (DIN: 00545029), an existing Additional Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 3 (Three) consecutive years from the conclusion of the Company's Second Annual General Meeting till the conclusion of the Company's Fifth Annual General Meeting."

5. Appointment of Rashmi Bihani (DIN: 07062288) as an Independent Director

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 149, 152 read with Schedule IV of the Companies Act, 2013 and the Rules framed thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the recommendations of the Nomination and Remuneration Committee, Rashmi Bihani (DIN:07062288), an existing Additional Director, who is holding office up to this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of up to 3 (Three) consecutive years from the conclusion of the Company's Second Annual General Meeting till the conclusion of the Company's Fifth Annual General Meeting."

Registered Office:

9/1, R. N. Mukherjee Road,
8th Floor, Birla Building
Kolkata - 700 001

Date: 31st July, 2020

By Order of the Board
For Birla Tyres Limited

Rajat Arora
Company Secretary

Notes:

1. In view of the prevailing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circulars No. 14/2020, No. 17/2020 and No. 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (hereinafter, collectively referred as the “MCA Circulars”) read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, has allowed companies to conduct their annual general meetings through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), thereby, dispensing with the requirement of physical attendance of the members at their AGM and accordingly, the 2nd Annual General Meeting (the “AGM”) of Birla Tyres Limited (the “Company”) will be held through VC or OAVM on Tuesday, 29th September 2020 at 3:00 P.M. (IST) in compliance with the said circulars and the relevant provisions of the Companies Act, 2013 (as amended) (the “Act”) and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “LODR Regulations”).
2. In terms of SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, the requirement of sending proxy forms to holders of securities as per provisions of Section 105 of the Act read with Regulation 44(4) of SEBI LODR, has been dispensed. Therefore, the facility to appoint proxy by the Members will not be available and consequently, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice conveying the 2nd AGM of the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item nos. 3, 4 & 5 of the Notice is annexed hereto and forms part of this Notice. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI LODR and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/reappointment at this AGM are annexed to the Report on Corporate Governance.
4. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the National Securities Depository Limited’s (‘NSDL’) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a First come First served basis as per the MCA Circulars. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
5. No restrictions on account of FIFO entry into AGM, will apply in respect of large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional investors, Directors, Key Managerial Personnel, Auditors, etc.
6. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate authorization letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rbajaj@rpaonline.in with a copy marked to evoting@nsdl.co.in on or before Friday, 25th September 2020 at 5.00 P.M. IST.
7. As per the provisions of Clause 3.A.III. of the General Circular No. 20/2020 dated 5th May 2020, the matters of Special Business as appearing at Item Nos. 3 to 5 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
10. In accordance with the MCA Circular dated 5th May 2020 and SEBI circular dated 12th May 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 2nd AGM along with the Annual Report 2019-20 will also be available on the website of the company at www.birlatyre.com and may also be accessed from the relevant section of the websites of the stock exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. These will also be available on the website of NSDL at www.evoting.nsdl.com. Pursuant to the Circulars mentioned above, the Company has not printed the Annual Reports and hence no hard copies of the Annual Report will be provided.

11. Instructions for attending the AGM through VC/OAVM are given below:

The Company will hold the AGM through VC/OAVM facility without physical presence of the members. Members will be able to attend the AGM through VC/OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-Voting login credentials and selecting the EVEN for the AGM. The necessary details for joining the meeting are given below:

- i. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at www.evoting.nsdl.com under the Shareholders/Members login by using the remote e-Voting credentials, where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID/Password may retrieve the same by following the remote e-Voting instructions mentioned below to avoid a last-minute rush. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.
- ii. Members may join the Meeting through Laptops, Smartphones, Tablets, and iPads for a better experience. Further, Members will be required to use the Internet with good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- iii. Members who face any technical difficulty in accessing and participating in the meeting may contact toll free no. **1800-222-990**. After login, the members who face any technical difficulty in accessing the VC link may contact toll free no. **1800-222-990**.

12. Procedure to Raise Questions / Seek Clarifications:

- a. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 2nd AGM, from their registered e-mail address, mentioning their Name, DP ID and Client ID Number/Folio Number and Mobile Number, to reach the Company's e-mail address at corporate@birlatyre.com before 3.00 p.m. (IST) on Wednesday, 23rd September, 2020. Such questions by the Members shall be suitably replied by the Company.
- b. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at corporate@birlatyre.com between Wednesday, 23rd September 2020 (9.30 a.m. IST) and Friday, 25th September, 2020 (5.00 p.m. IST). Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

13. As per Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility of casting votes through the electronic voting system from a place other than the venue of the Meeting ("remote e-Voting") under an arrangement with The National Securities Depository Limited ("NSDL") as specified more fully in the instructions provided in the Notice below.

14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the "cut-off date" i.e. **Tuesday, 22nd September, 2020**, shall be entitled to avail the facility of remote e-Voting at the Annual General Meeting ("AGM"). The procedure for remote e-Voting and e-Voting during the AGM is the same. A person who is not a Member on the cut-off date should treat this Notice for information purposes only.

15. Instructions for Members for Remote e-Voting (before and during the AGM) are as under:

Members are requested to attend the AGM through VC/OAVM Facility, and voting through remote e-Voting (before and during the AGM) will be available, the process and manner of remote e-Voting will be as follows:

A. The voting period begins from **9.00 A.M. IST on Saturday, 26th September, 2020** and ends at **5.00 P.M. IST on Monday, 28th September, 2020**. During this period, Members of the Company, holding Shares either in physical form or in dematerialised form, as on the **cut-off date (“record date”)** i.e. **Tuesday, 22nd September, 2020**, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. The facility for voting through Ballot Paper is unavailable as the meeting is being held through VC/OAVM facility.

B. Instructions and information relating to e-voting are as follows:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

- i) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii) Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholders**’ section.
- iii) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v) Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - I. If your e-mail address is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - II. If your e-mail address is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ids are not registered.

- vi) If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- vii) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii) Now, you will have to click on “Login” button.
- ix) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

- i) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii) Select “EVEN” of company for which you wish to cast your vote.
- iv) Now you are ready for e-Voting as the Voting page opens.
- v) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi) Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders for voting

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - b. In case of any query / grievance with respect to remote e-Voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available under the Downloads section of NSDL’s e-voting website or contact **Amit Vishal**, Senior Manager / **Pallavi Mhatre**, Manager, NSDL, Trade World, “A” Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai 400 013 at telephone no. **022-24994360 / 022-24994545** or toll free no. **1800-222-990** or e-mail evoting@nsdl.co.in.
16. The facility for voting through e-Voting at the AGM shall also be made available to the Members attending the Meeting, who have not already cast their vote by remote e-Voting, shall be permitted to exercise their rights at the Meeting through e-Voting. The procedure for remote e-Voting and e-Voting during the AGM is the same
17. Members who have cast their vote by remote e-Voting prior to the Meeting may attend the Meeting but shall not be entitled to cast their vote again.
18. Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. Voter Identity Card, Aadhaar Card, Electric/Telephone Bill, Driving License, Passport and Bank Statement to the Registrar and Share Transfer Agent. In case the shares are held in dematerialised form, then this information should be passed on to the respective Depository Participant(s) and not to the Registrar and Share Transfer Agent.

19. **Procedure for registering e-mail addresses to receive this Notice electronically and cast votes electronically:**
- a) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited at mcssta@rediffmail.com.
 - b) E-mail addresses of Members as advised to Registrar and Share Transfer Agent where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered email address for serving Company documents / notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs until and unless otherwise informed. Members intending to refresh / update their e-mail addresses should do so as soon as possible.
 - c) Alternatively, Members may also send an e-mail request to evoting@nsdl.co.in along with the following documents for procuring user id and password and registration of e-mail addresses for e-Voting for the resolutions set out in this Notice:
 - In case shares are held in physical form, please provide Folio No., Name of the shareholder, scanned copy of the share certificate (front and back), self- attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card
 - In case shares are held in Demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card.
20. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Registrar and Share Transfer Agent enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for their own convenience.
21. Pursuant to the amendments in the SEBI LODR and subsequent notification issued by SEBI, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In this regard, SEBI has clarified by a Press Release No PR/No: 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical form and the investor has the option of holding shares in physical form even after 1st April, 2019. However, any investor who is desirous of transferring shares (which are held in physical form) after 1st April, 2019 can do so only after the shares are dematerialized. However, requests for transfer of shares held in physical mode, as filed in Form SH-4, prior to April 01, 2019 and returned to the investors due to deficiency in the documents, may be re-submitted for transfer even after April 01, 2019 provided it is submitted along with the necessary documents including PAN card details. In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/HO/MIRSD/DOS3/CIR/P/2018/139 dated November 6, 2018.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter, it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for transferee(s) to furnish a copy of PAN Card to the Registrar and Share Transfer Agent for registration of such transfer of shares. SEBI on March 28, 2018, decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. This measure was to come into effect from December 5, 2018 but the deadline was extended and the aforesaid requirement of transfer of securities only in demat form has come into force from April 1, 2019. Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participant(s) with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Registrar and Share Transfer Agent.
23. As per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, particulars relating to appointment and re-appointment of Directors are annexed to the Report on Corporate Governance.

24. Persons, who have acquired Shares and become Members of the Company after despatch of the Notice for the AGM, but before the **cut-off date**, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **mcssta@rediffmail.com**. However, Members already registered with NSDL for remote e-Voting can use their existing user ID and passwords for casting their votes. If a Member has forgotten her / his password, she can reset her / his password by using "Forgot User Details / Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free No. **1800-222-990**.
 25. Voting rights of Members shall be in proportion to their share in the Company's Paid-up Equity Share Capital as on the **cut-off date**.
 26. **Ritu Bajaj, (ICSI CP No. 11933)**, Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting during the AGM and remote e-Voting processes to be conducted in a fair and transparent manner.
 27. The Chairman shall, at the end of discussion on the Resolutions on which voting are to be held, allow e-Voting for those Members present at the AGM but have not cast their votes through the remote e-Voting facility.
 28. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorised by him / her in writing, who shall countersign the same and declare the results of the voting forthwith.
 29. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company **www.birlatyre.com** and on the website of NSDL **www.evoting.nsdl.com** immediately after the declaration of result by the Chairman of the Meeting or the person authorised by him / her in writing. The results shall also be simultaneously communicated to the Stock Exchanges and displayed on the Notice Board of the Company at the Registered Office at **8th Floor, Birla Building, 9/1 R N Mukherjee Road, Kolkata - 700001**.
 30. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Number 3

Upon the recommendation of the Audit Committee, the Board had appointed Mani & Co., Cost Accountants, to audit the Company's cost accounting records for the Financial Year ending 31st March, 2021 at a total remuneration of ₹ 2.94 lakhs excluding taxes and reimbursement of actual out of pocket expenses, in respect of the Company's Tyre Business.

As required under Section 148(3) of the Companies Act, 2013 ("the Act") the remuneration payable to the Cost Auditors requires ratification by Shareholders.

Item No. 3 of the Notice convening the Company's Second Annual General Meeting ("AGM") has accordingly been proposed and the Board commends this Ordinary Resolution to Shareholders for acceptance.

No Director or Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolution.

The passing of this Resolution does not and will not relate to or effect any other company.

Item Number 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Indrani Chakraborty (DIN: 00545029) as an Additional Director of the Company under Section 161(1) of the Act and as per the Articles of Association, with effect from 31st July, 2020 is eligible for appointment as an Independent Director.

Indrani Chakraborty, aged around 57 years, is a Practicing Chartered Accountant. She is a Fellow member of the Institute of Chartered Accountants of India (FCA) and a Post Graduate in Commerce from Calcutta University. She qualified as a Chartered Accountant in 1991 and joined Price Waterhouse (Legacy Lovelock & Lewes) as a qualified Assistant and thereafter became the Director (Worked from Feb 1992 to Feb 2019). She has more than 25 years of experience in auditing with PWC network firm and has considerable experience in serving large entities (mostly listed). She has Extensive experience in managing audits of companies engaged in different industries such as automotive, infrastructure and construction, industrial manufacturing, paints & chemicals, manufacturing, etc. Indrani Chakraborty is presently engaged with A. Dasgupta & Co, Chartered Accountants as a Partner.

The other details of Indrani Chakraborty in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to the Report on Corporate Governance. She is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Indrani Chakraborty fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Indrani Chakraborty's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to the appointment of her as an "Independent Director", not liable to retire by rotation for a period of three consecutive years from the conclusion of the Company's Second Annual General Meeting till the conclusion of the Company's Fifth Annual General Meeting, for the your approval.

The Company has received the requisite declaration confirming that the above person meet the criteria of Independence as per Section 149(6) of the Act and the applicable SEBI Regulations, having given her consent to act as Independent Director, if appointed.

In the opinion of the Board, She fulfills the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Non-Executive Director and is Independent of the management.

The Company and its Independent Directors will abide by the provisions specified in Schedule IV of the Act, and be governed and guided by the guidelines of Professional conduct, Role and Functions, Duties, Manner of Appointment, Re-appointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, Her appointment once made at the Meeting shall be formalised through a letter of appointment, which will set out amongst others:

- (a) the term of appointment;
- (b) the expectation of the Board from the concerned person; the Board-level Committee(s) in which he is expected to serve and its tasks;

- (c) the fiduciary duties that come with such appointments along with accompanying liabilities;
- (d) provision for Directors and Officers (D & O) insurance, if any;
- (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) a list of actions that a Director should not do while functioning as such in the Company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board and other Meetings and profit related commissions, if any.

Formal letter of appointment will be issued to her upon the general body agreeing to the appointment. The terms and conditions of such appointment shall be open for inspection at the Registered Office of the Company by any Member during 11.00 AM to 4.00 PM, Monday to Friday, and shall also be posted on the Company's website.

She should be deemed concerned or interested in the particular Resolution seeking to appoint herself. No other Director / Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolutions.

The passing of this Resolution does not and will not relate to or affect any other company.

Item Number 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has appointed Rashmi Bihani (DIN: 07062288) as an Additional Director of the Company under Section 161(1) of the Act and as per the Articles of Association, with effect from 20th July, 2020 is eligible for appointment as an Independent Director.

Rashmi Bihani, aged around 40 years, is a Practicing Chartered Accountant. She is a Fellow member of the Institute of Chartered Accountants of India (FCA) and a Graduate from Calcutta University. She is proficient in the field of Audit, Assurance and Accountancy and has an experience of more than 15 years. She is also serving as consultant in various listed esteemed organisations in India. She also has expertise in International Taxation and Foreign Exchange Management.

The other details of her in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to the Report on Corporate Governance. She is not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that She fulfils the conditions specified in the Act for her appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that her vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.5 of this Notice relating to the appointment of her as an "Independent Director", not liable to retire by rotation for a period of three consecutive years from the conclusion of the Company's Second Annual General Meeting till the conclusion of the Company's Fifth Annual General Meeting, for the your approval.

The Company has received the requisite declaration confirming that the above person meet the criteria of Independence as per Section 149(6) of the Act and the applicable SEBI Regulations, having given her consent to act as Independent Director, if appointed.

In the opinion of the Board, She fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Independent Non-Executive Director and is Independent of the management.

The Company and its Independent Directors will abide by the provisions specified in Schedule IV of the Act, and be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein, Her appointment once made at the Meeting shall be formalised through a letter of appointment, which will set out amongst others:

- (a) the term of appointment;
- (b) the expectation of the Board from the concerned person; the Board-level Committee(s) in which he is expected to serve and its tasks;
- (c) the fiduciary duties that come with such appointments along with accompanying liabilities;
- (d) provision for Directors and Officers (D & O) insurance, if any;
- (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) a list of actions that a Director should not do while functioning as such in the Company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board and other Meetings and profit related commissions, if any.

Formal letter of appointment will be issued to her upon the general body agreeing to the appointment. The terms and conditions of such appointment shall be open for inspection at the Registered Office of the Company by any Member during 11.00 AM to 4.00 PM, Monday to Friday, and shall also be posted on the Company's website.

She should be deemed concerned or interested in the particular Resolution seeking to appoint herself.

No other Director / Key Managerial Personnel or any relative of the Directors or Key Managerial Personnel have any concern or interest in the Resolutions.

The passing of this Resolution does not and will not relate to or affect any other company.

Registered Office:

9/1, R. N. Mukherjee Road,
8th Floor, Birla Building
Kolkata - 700 001

Date: 31st July, 2020

**By Order of the Board
For Birla Tyres Limited**

**Rajat Arora
Company Secretary**