

NOTICE

TO THE MEMBERS

NOTICE is hereby given that the **Third Annual General Meeting ("AGM")** of **BIRLA TYRES LIMITED** will be held at 3:00 P.M. (IST) on Tuesday, 31st day of August, 2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility 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, 2021 together with the Reports of the Board of Directors and the Auditors thereon;**

Special Business:

2. **To ratify the remuneration of Cost Auditors**

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 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), the Members do hereby confirm and ratifies a remuneration of ₹ 2.94 Lakhs (excluding applicable taxes and reimbursement of actual out of pocket expenses in performance of their duties) payable to M/s. Mani & Co., Cost Accountants (Firm Registration No. 000004) for conducting the audit of the Company's cost accounting records for the Financial Year 2021 - 22."

3. **Change in status of Directorship of Manjushree Khaitan (DIN: 00055898) as "Director liable to retire by rotation" in lieu of her present status "Director not liable to retire by rotation"**

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 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for changing the status of Directorship of Manjushree Khaitan (DIN: 00055898) as **"Director liable to retire by rotation"** in lieu of her present status **"Director not liable to retire by rotation."**

4. **Appointment of Uma Shankar Asopa (DIN: 00305010) as a Non-Executive and Non-Independent Director 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 Section 152 and all 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 based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Uma Shankar Asopa (DIN: 00305010), who was appointed as an Additional Director of the Company with effect from 30th November, 2020 under Section 161 of the Act read with Companies (Appointment and Qualification of Directors) Rules, 2014 and who is holding office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. **Appointment of Abhijit Ghosh (DIN: 06485209) as an Independent Director 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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI - LODR Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Abhijit Ghosh (DIN: 06485209), who was appointed as an Additional Director of the Company with effect from 12th January, 2021 under Section 161 of the Act and who has submitted a declaration that he meets the criteria for Independence as provided under the Act and the SEBI - LODR Regulations and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is holding office up to the date of this Annual General Meeting, 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 commencing from 12th January, 2021 till 11th January, 2026.”

6. Appointment of Anil Goenka (DIN: 00432647) as an Independent Director 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 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 read with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI - LODR Regulations”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Anil Goenka (DIN: 00432647), who was appointed as an Additional Director of the Company with effect from 12th January, 2021 under Section 161 of the Act and who has submitted a declaration that he meets the criteria for Independence as provided under the Act and the SEBI - LODR Regulations and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, and who is holding office up to the date of this Annual General Meeting, 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 commencing from 12th January, 2021 till 11th January, 2026.”

Registered Office:

9/1, R. N. Mukherjee Road,
8th Floor, Birla Building
Kolkata - 700 001
Date: 30th July, 2021

By Order of the Board
For Birla Tyres Limited
Saurabh Mantri
Company Secretary

Notes:

1. In view of the continuing restrictions on the movement of persons at several places in the Country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (**“MCA”**) has, vide its General Circulars No. 14/2020, No. 17/2020, No. 20/2020 and No. 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 respectively (hereinafter, collectively referred as the **“MCA Circulars”**) read with SEBI Circulars No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 respectively, permitted the holding of the Annual General Meeting (**“AGM”**) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the above mentioned MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM on Tuesday, the 31st day of August, 2021 at 3:00 P.M. (IST).
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (**“the Act”**) relating to the Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice. The Board of Directors have considered and decided to include the Item Numbers 2 to 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. The relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI - LODR Regulations**”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM are annexed to the Report on Corporate Governance.
4. Pursuant to the provisions of the Companies Act, 2013 (“**the Act**”) a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM are not annexed to this Notice.
5. Institutional / Corporate Members (i.e., other than Individuals, HUF, NRI etc.) 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 are requested to send a certified copy of the Board Resolution by e-mail to the Scrutinizer at rbajaj@rpaonline.in with a copy marked to evoting@nsdl.co.in. They 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.
6. 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.
7. 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.
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 Circulars No. 20/2020 dated 5th May, 2020 read with No. 01/2021 dated 13th January, 2021 and SEBI circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 respectively, the Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The Notice convening the 3rd AGM along with the Annual Report 2020-21 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.
11. **Members to register e-mail addresses to receive this Notice electronically:**

Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in dematerialized form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by providing Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN and AADHAAR (self-attested scanned copy of both PAN card and Aadhaar card) to the Company’s Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited at mcssta@rediffmail.com.
12. E-mail addresses of Members as advised to Registrar and Share Transfer Agent where shares are held in physical form or registered with Depositories where shares are held in the dematerialized form will be deemed to be the Member’s registered e-mail 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 are requested to intimate changes, if

any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in dematerialized form and to MCS Share Transfer Agent Limited at mcssta@rediffmail.com if the shares are held by them in physical form.

13. 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.
14. **Instructions for Remote e-Voting and for attending the AGM through VC/ OAVM are given below:**

I. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI - LODR Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting facility provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by NSDL, on all the Resolutions set forth in this Notice. The instructions for e-Voting are given herein below:

- i) The remote e-Voting period commences on Friday, 27th August, 2021 at 9:00 A.M. (IST) and ends on Monday, 30th August, 2021 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, 24th August, 2021 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the Resolutions using the remote e-Voting facility either during the period commences 27th August, 2021 to 30th August, 2021, or e-Voting during the AGM. Members who have voted on some of the Resolutions during the said voting period are also eligible to vote on the remaining Resolutions during the AGM.
- ii) The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such Resolutions again.
- iii) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- iv) Any person holding shares in physical form and non-individual Shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if s/he is already registered with NSDL for remote e-Voting then s/he can use her / his existing User ID and Password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **“Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”**

- v) The details of the process and manner for remote e-Voting are explained herein below:
Step 1: Access to NSDL e-Voting system
Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

A) Login method for remote e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting

process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on “Access to e-Voting” appearing on the left hand side under e-Voting services and you will be able to see the e-Voting page. 5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the Meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com. 2. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5. <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the Meeting.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration EasiRegistration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & e-mail ID as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual Meeting and e-Voting during the Meeting.

Important Note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
5. 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***

6. Password details for Shareholders other than Individual Shareholders 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 to 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 ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. 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 ID is not registered, please register it by following details mentioned in point number 11 above.
7. 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC / OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- 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.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: **1800 1020 990** and **1800 22 44 30** or send a request at evoting@nsdl.co.in.
- Members may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-Voting by providing demat account number / Folio number, client master or copy of Consolidated Account Statement, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained above.
- The instructions for members for e-Voting on the day of the AGM are mentioned in point number 14 (I).

II. Instructions for Members for attending the AGM through VC / OAVM are as under:

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of the AGM provided by NSDL at <https://www.evoting.nsdl.com> following the steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of VC / OAVM placed under Join General meeting menu against Company name. You are requested to click on VC / OAVM link placed under Join General Meeting menu.

Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-Voting system of NSDL.

- Members are encouraged to join the Meeting through Laptops for better experience. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Senior Manager / Ms. 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 at e-mail ID: evoting@nsdl.co.in.
 - Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / Folio Number, PAN, Mobile Number at corporate@brilatyre.com on or before Tuesday, 24th August, 2021 at 5:00 P.M. (IST). Those Members who have registered themselves as a speaker will only 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.
15. As per Regulation 40 of SEBI - LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In this regard, SEBI has clarified by a Press Release No PR/No: 12/2019 dated 27th March, 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. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrars and Transfer Agent, MCS Share Transfer Agent Limited at mcssta@rediffmail.com for assistance in this regard.
 16. 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 20th May, 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 28th March, 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 5th December, 2018 but the deadline was extended and the aforesaid requirement of transfer of securities only in demat form has come into force from 1st April, 2019. Hence, Members holding shares in the dematerialized 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.
 17. The Board of Directors have appointed **Ritu Bajaj**, Practicing Company Secretary (**FCS 9913 and CP No. 11933**), to act as the Scrutinizer, to scrutinize the entire e-Voting process in a fair and transparent manner.
 18. 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.
 19. The Scrutinizer shall after the conclusion of voting at the AGM, unblock the votes cast through e-Voting (votes cast through remote e-Voting and votes cast during the AGM) and shall submit, within the time stipulated under the applicable laws, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or any person authorized by her, who shall countersign the same and declare the results of the voting forthwith.

20. The Results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed and shall be simultaneously 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** and shall also be placed on the Company's website at www.birlatyre.com and on the website of NSDL at www.evoting.nsdl.com.
21. The Register of Members and Share Transfer Books in respect of the Equity Shares of the Company shall remain closed from Wednesday, 25th August, 2021 to Tuesday, 31st August, 2021 (both days inclusive) for the purpose of AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Number 2

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Mani & Co., Cost Accountants (Firm Registration No. 000004), to conduct the audit of the Company's cost accounting records for the Financial Year 2021-22.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company. Accordingly, consent of the Members is sought for the ratification of the remuneration payable to the Cost Auditors for the Financial Year 2021-22 as approved by the Board of Directors on the recommendation of the Audit Committee.

Item Number 2 of the Notice convening the Company's Third Annual General Meeting has accordingly been proposed and the Board commends this Ordinary Resolution to the Members for their approval.

None of the Directors or the Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item Number 3

Manjushree Khaitan (DIN: 00055898), was appointed as an Additional Director of the Company with effect from 13th November, 2019. Members at their First Annual General Meeting held on 2nd December, 2019, appointed her as a Director of the Company, not liable to retire by rotation.

Considering the present composition of the Board of Directors, consisting of Independent and Non-Independent Directors, and in order to comply with the provisions of Section 152 of the Companies Act, 2013 ("**the Act**") and the Rules made thereunder, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, the Board has recommended to change the status of Directorship of Manjushree Khaitan (DIN: 00055898) as 'Director liable to retire by rotation' in lieu of her present status 'Director not liable to retire by rotation'.

Brief particulars of Smt. Khaitan in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is incorporated in the Report on Corporate Governance.

Item Number 3 of the Notice convening the Company's Third Annual General Meeting has accordingly been proposed and the Board commends this Ordinary Resolution to the Members for their approval.

Except Smt. Khaitan, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item Number 4

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) have appointed Uma Shankar Asopa (DIN: 00305010) as an Additional Director of the Company with effect from 30th November, 2020 under Section 161 of the Companies Act, 2013 ("**the Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds the office as an Additional Director only up to the date of this Annual General Meeting.

Mr. Asopa, being eligible has offered himself for appointment as a Director and the Company has received a declaration from him under Section 164 of the Act stating that he is not disqualified to act as a Director.

The Company has, in terms of Section 160(1) of the Act, received a valid notice in writing from a Member of the Company, proposing his candidature for the office of Director of the Company.

Brief particulars of Mr. Asopa in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is incorporated in the Report on Corporate Governance.

The Board of Directors is of the opinion that Mr. Asopa's vast knowledge and varied experience in the field of Accounts, Finance, Taxation and Audit will be of great value to the Company and accordingly commends this Ordinary Resolution under Item Number 4 of the Notice convening the Company's Third Annual General Meeting to the Members for their approval.

Except Mr. Asopa, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item Number 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) have appointed Abhijit Ghosh (DIN: 06485209) as an Additional Director (Independent) of the Company with effect from 12th January, 2021 under Section 161 of the Companies Act, 2013 ("**the Act**") read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds the office as an Additional Director only up to the date of this Annual General Meeting and subject to the approval of the Members in the ensuing AGM, as an Independent Director to hold the office for a term of five consecutive years commencing from 12th January, 2021 till 11th January, 2026.

Mr. Ghosh, being eligible has offered himself for appointment as a Director and the Company has received a declaration from him under Section 164 of the Act stating that he is not disqualified to act as a Director.

The Company has also received the requisite declaration from him confirming that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI - LODR Regulations**"). In the opinion of the Board, Mr. Ghosh fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Company has, in terms of Section 160(1) of the Act, received a valid notice in writing from a Member of the Company, proposing his candidature for the office of Director of the Company.

Brief particulars of Mr. Ghosh in terms of Regulation 36(3) of the SEBI - LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is incorporated in the Report on Corporate Governance.

The Board of Directors is of the opinion that Mr. Ghosh's vast knowledge and varied experience in the field of Corporate Accounts and Administration will be of immense value to the Company and accordingly commends this Ordinary Resolution under Item Number 5 of the Notice convening the Company's Third Annual General Meeting to the Members for their approval.

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. His 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) the Code of Business Ethics that the Company expects its Directors and employees to follow;

- (e) a list of actions that a Director should not do while functioning as such in the Company; and
- (f) 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 him 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 A.M. to 4:00 P.M., Monday to Friday, and shall also be posted on the Company's website.

Except Mr. Ghosh, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Item Number 6

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) have appointed Anil Goenka (DIN: 00432647) as an Additional (Independent) Director of the Company with effect from 12th January, 2021 under Section 161 of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014. He holds the office as an Additional Director only up to the date of this Annual General Meeting and subject to the approval of the Members in the ensuing AGM, as an Independent Director to hold the office for a term of five consecutive years commencing from 12th January, 2021 till 11th January, 2026.

Mr. Goenka, being eligible has offered himself for appointment as a Director and the Company has received a declaration from him under Section 164 of the Act stating that he is not disqualified to act as a Director.

The Company has also received the requisite declaration from him confirming that he meets the criteria of independence as prescribed both under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI - LODR Regulations"). In the opinion of the Board, Mr. Goenka fulfills the conditions specified in the Act and the Rules made thereunder and also under the Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Company has, in terms of Section 160(1) of the Act, received a valid notice in writing from a Member of the Company, proposing his candidature for the office of Director of the Company.

Brief particulars of Mr. Goenka in terms of Regulation 36(3) of the SEBI - LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) is incorporated in the Report on Corporate Governance.

The Board of Directors is of the opinion that Mr. Goenka's vast knowledge and varied experience in the field of Accounts, Finance, Taxation and Audit will be of immense value to the Company and accordingly commends this Ordinary Resolution under Item Number 6 of the Notice convening the Company's Third Annual General Meeting to the Members for their approval.

The Company and its Independent Directors will abide by the provisions specified in Schedule IV of the Companies Act, 2013, 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. His 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) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (e) a list of actions that a Director should not do while functioning as such in the Company; and

- (f) 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 him 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 A.M. to 4:00 P.M., Monday to Friday, and shall also be posted on the Company's website.

Except Mr. Goenka, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this Resolution.

Registered Office:

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

Date: 30th July, 2021

**By Order of the Board
For Birla Tyres Limited
Saurabh Mantri
Company Secretary**