

# NOTICE

## TO THE MEMBERS

NOTICE is hereby given that the **Fourth Annual General Meeting (“AGM”)** of **BIRLA TYRES LIMITED** will be held at 11:30 A.M. (IST) on Saturday, June 18, 2022 at “Kala-Kunj” (within the premises of Kala Mandir), 48, Shakespeare Sarani, Kolkata – 700 017 and also 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 March 31, 2022 together with the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Manjushree Khaitan (DIN: 00055898), who retires by rotation and being eligible, offers herself for re-appointment.

### Special Business:

3. 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 confirms and ratifies a remuneration of ₹ 2.94 Lakh (excluding applicable taxes and reimbursement of actual out of pocket expenses in performance of their duties) payable to Messrs. Mani & Co., Cost Accountants (Firm Registration No. 000004) for conducting the audit of the Company’s cost accounting records for the Financial Year 2022 - 23.”

4. To approve Material Related Party Transaction(s) to be entered into during the Financial Year 2022-23

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 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Regulation 23 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI - LODR Regulations”), the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and pursuant to the consent of the Audit Committee and the consent of the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter into contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) (including any modifications, alterations or amendments thereto), in the ordinary course of business and on arm’s length basis with the following related parties of the Company within the meaning of the Act and the SEBI - LODR Regulations, as more particularly enumerated in the explanatory statement to the Notice during the Financial Year 2022-23 on and for the amount stated hereunder and on such terms and conditions as may be agreed between the Company and them:

Sl. No.	Name of the Related Party	Up to Amount (₹ In Crore)
1	Manav Investment and Trading Company Limited	50.00
2	KICM Gratuity Fund	15.00

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. for transactions with the aforesaid related parties, within the aforesaid limits;

**RESOLVED FURTHER** that the Board of Directors of the Company (which includes any Committee of the Board) be and are hereby authorized to do all necessary acts, deeds, things and execute all such documents, undertakings as may be necessary in this regard from time to time to give effect to the above Resolution.”

**5. Re-appointment of Kashi Prasad Khandelwal (DIN: 00748523) as an Independent Director of the Company for a second term of five years**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 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, Kashi Prasad Khandelwal (DIN: 00748523), who was appointed as an Independent Director of the Company at the First Annual General Meeting and who holds office up to the conclusion of Fourth Annual General Meeting and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for Independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI - LODR Regulations, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years from the conclusion of Company’s Fourth Annual General Meeting to the conclusion of Company’s Ninth Annual General Meeting.”

**Registered Office:**

9/1, R. N. Mukherjee Road,  
8<sup>th</sup> Floor, Birla Building  
Kolkata - 700 001  
Date: April 11, 2022

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

## Notes:

### A. General Instructions:

1. Since this AGM will be conducted physically as well as through VC/ OAVM, the facility to appoint proxy by the Members will be available and consequently, the proxy form, attendance slip and route map of the AGM are annexed to this Annual Report. A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/ herself and a proxy need not be a Member of the Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting. A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 per cent of the total Share Capital of the Company. Proxies submitted on behalf of Companies/ Association of Persons (AoP) must be supported by an appropriate Resolution/ Authority, as applicable.
2. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), relating to Special Businesses as set out under Item Numbers 3 to 5, to be transacted at the Fourth Annual General Meeting (“AGM”) of the Company and which the Board of Directors have considered and decided to include as Special Business which are unavoidable in nature, are annexed hereto and forms part of this Notice convening the 4th AGM of the Company (“the Notice”). The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI - LODR Regulations”).
3. Additional details pursuant to Regulation 36(3) of the SEBI - LODR Regulations and SS-2, in respect of the Directors seeking appointment/ re-appointment at this AGM, as set out under Item Numbers 2 and 5, are given in the Corporate Governance section of this Annual Report.
4. The 4<sup>th</sup> AGM of the Company will be held physically as well as through VC/ OAVM facility on Saturday, June 18, 2022 at 11:30 A.M. (IST).
5. National Securities Depository Limited (“NSDL”) will be providing facility for voting through remote e-Voting, participation in the AGM through VC/ OAVM facility and e-Voting during the AGM. Further, the facility for voting through Ballot Paper shall also be made available at the Meeting venue and Members attending the Meeting who have not already casted their votes by remote e-Voting, shall be permitted to exercise their rights at the Meeting. In case, if the Shareholder have casted his/ her vote both through remote e-Voting and e-Voting or through Ballot Paper, the vote casted through remote e-Voting will prevail.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and maximum 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.nsd.com](http://www.evoting.nsd.com). The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Members on a first come first served basis as per the MCA Circulars. The restrictions on account of first come first serve basis will not apply to Large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, etc. The detailed instructions for joining the meeting through VC/ OAVM forms part of the Notes to this Notice.
7. The attendance of the Members attending the AGM in person or through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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.
9. **Dispatch of the Annual Report and the Notice through Electronic Mode:** In compliance with the MCA Circulars, the Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Registrar and Share Transfer Agent/ Depositories. Members may note that the Notice along with the Annual Report 2021-22 will also be available on the website of the Company at [www.birlatyre.com](http://www.birlatyre.com), websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, on the website of the Company’s Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited (“MCS”) at [www.mcsregistrars.com](http://www.mcsregistrars.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). Interested Members may download the Notice and Annual Report from the websites as stated above. The physical copy of the Notice along with Annual Report shall be made available to the Member(s) who may request for the same in writing to the Company.

10. Pursuant to the MCA's Circular, the Company had earlier published newspaper advertisements urging its Members (who have not registered their e-mail IDs) to register their e-mail IDs at the earliest. The Company had earlier sent letters to all the Members in this regard. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:
- Members holding shares in physical mode and who have not registered/ updated their e-mail address with the Company are requested to register/ update the same by submitting duly filled and signed Form ISR-1 with MCS.
  - Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participant.

11. Relevant documents as required by the Act and referred to in the accompanying Notice and in the Statement shall be available for inspection through electronic mode. Members may write to the Company on [corporate@birlatyre.com](mailto:corporate@birlatyre.com) for inspection of said documents and the same will also be available for inspection by the Members during the AGM, upon Log-in at NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act will be kept at the venue of the Meeting and shall also be made available for inspection by the Members through electronic mode during the AGM.

**12. Important dates for Members:**

**Book Closure Date:** The Register of Members and Share Transfer Books in respect of the Equity Shares of the Company shall remain closed from Friday, June 10, 2022 to Saturday, June 18, 2022 (both days inclusive) for the purpose of AGM.

**Cut-Off Date:** The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the AGM through e-Voting system is Saturday, June 11, 2022.

A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.

**Remote e-Voting Period** commences on Tuesday, June 14, 2022 from 9:00 A.M. (IST) and ends on Friday, June 17, 2022 at 5:00 P.M. (IST). Remote e-Voting will be disabled after 5:00 P.M. (IST) on Friday June 17, 2022.

**E-Voting Facility at the AGM** will also be provided on the date of the AGM i.e., on Saturday, June 18, 2022 to eligible Members who have not cast their votes through remote e-Voting and who attends the AGM through VC/ OAVM facility.

**13. Dematerialisation of physical shares:**

On and from April 01, 2019, requests for effecting transfer of securities is not processed unless the securities are held in the dematerialised form. In addition to that, as per the recent amendments to SEBI - LODR Regulations effective from January 24, 2022 and SEBI's Circular dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/ Exchange of securities certificate; (d) Endorsement; (e) Sub-division/ Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI. In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/ claimant. Such 'Letter of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

**14. 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 RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

15. 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 Company's RTA at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) if the shares are held by them in physical form.
16. 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.

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

**I. General Instructions on e-Voting:**

- i) In compliance with the provisions of Section 108 and all other applicable provisions 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, SS-2, and in terms of MCA Circulars read with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated December 09, 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.
- ii) The Notice calling the AGM has been uploaded on the website of the Company at [www.birlatyre.com](http://www.birlatyre.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - Members are requested to attend and participate in the ensuing AGM in person or through VC/ OAVM facility and cast their vote either through remote e-Voting facility or through Ballot Paper or e-Voting facility to be provided during the AGM.
  - Members who would have cast their vote by remote e-Voting may attend the Meeting in person or through VC/ OAVM facility but shall not be able to vote at the Meeting. Such a Member will also not be allowed to change or cast vote again. The facility of voting through Ballot paper as well as through electronic means will be available during the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to cast their vote during the Meeting with either of the two options stated above.
- iii) The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM in person or through VC/ OAVM facility but shall not be entitled to cast their vote on such Resolutions again.
- iv) 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 i.e. Saturday, June 11, 2022.
- v) Persons 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 are also holding shares as of the cut-off date i.e. Saturday, June 11, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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.

Individual Shareholders holding shares in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and are holding shares as of the cut-off date i.e. Saturday, June 11, 2022, may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

- vi) Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto: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, 4<sup>th</sup> 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](mailto:evoting@nsdl.co.in).
- vii) The Board of Directors have appointed Messrs. RP & Associates, Company Secretaries (Firm Registration Number: S2014WB427000), to act as the Scrutinizer, to scrutinize the entire e-Voting process in a fair and transparent manner.
- viii) Pursuant to the provisions of Sections 112 and 113 of the Act and Rules framed thereunder, the Institutional/ Corporate Members (i.e., other than Individuals, HUF, NRI etc.) are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM through VC/ OAVM and are required to send a 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 and/or attend the Meeting, to the Scrutinizer through e-mail at [rbajaj@rpaonline.in](mailto:rbajaj@rpaonline.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, they can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login. Further, if the Corporate Members intending to send their authorized representatives to attend the Meeting in person, they are requested to send the certified Board Resolution/ Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) authorizing the representative to attend and vote on their behalf at the Meeting.
- ix) 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](http://www.evoting.nsdl.com) to reset the password.
- x) 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](http://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](mailto:evoting@nsdl.co.in).

## II. Instructions for Remote e-Voting and e-Voting during the AGM

The remote e-Voting period commences on Tuesday, June 14, 2022 at 9:00 A.M. (IST) and ends on Friday, June 17, 2022 at 5:00 P.M. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, June 11, 2022 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 from June 14, 2022 to June 17, 2022, or e-Voting facility 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.

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 December 09, 2020 on "**e-Voting facility provided by Listed Entities**", 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p><b>If you are already registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. On the e-Services home page, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open which will prompt you to enter existing User ID and Password.</li> <li>3. After successful authentication, you will be able to see e-Voting services under Value added services.</li> <li>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.</li> <li>5. Click on Company name or e-Voting service provider i.e. NSDL and you will be re-directed 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.</li> </ol> <p><b>If you are not registered, follow the below steps:</b></p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>2. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol> <p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.</li> <li>2. On the e-Voting system home page, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>3. A new screen will open which will prompt you to enter existing User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. 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.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;">   </div> <div style="display: flex; justify-content: center; gap: 20px;">   </div>

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/ Easiest the user will also be 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.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/RegistrationEasiRegistration">https://web.cdslindia.com/myeasi/RegistrationEasiRegistration</a>.  Alternatively, the user can directly access e-Voting page by providing demat account number and PAN number from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility.</li> <li>Upon logging-in, you will be able to see e-Voting option.</li> <li>Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on Company name or <b>e-Voting service provider i.e. NSDL</b> 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.</li> </ol>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and/or “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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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?**

- Visit the e-Voting website of NSDL. Open web browser and enter the URL: <https://www.evoting.nsdl.com>



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. Enter your User ID, Password/ OTP 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 eservices, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. 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***.

5. 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 15 above.
6. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. 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 Birla Tyres Limited to cast your vote during the remote e-Voting period or during the AGM. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join 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. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

#### **General Guidelines for Shareholders**

- Members may send a request to [evoting@nsdl.co.in](mailto: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 B (II).

#### **III. 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 Meeting" menu against Company name. You are requested to click on that link.

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 fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members seeking any information or clarifications on the Annual Report or any other matter to be placed at the AGM can submit their questions in advance from their registered e-mail address mentioning their name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at [corporate@birlatyre.com](mailto:corporate@birlatyre.com) on or before by 5:00 P.M. (IST) on Saturday, June 11, 2022. This would enable the Company to compile the information and provide the replies at the meeting.
- 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@birlatyre.com](mailto:corporate@birlatyre.com) on or before by 5:00 P.M. (IST) on Saturday, June

11, 2022. 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.

**C) Other Information:**

1. **Mandatory update of PAN, KYC and Nomination details and linking of PAN and Aadhaar by holders of physical shares:** SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination in the prescribed forms to the RTA of the Company. In case of failure to provide required documents and details as per the aforesaid Circular, all folios of such shareholders shall be frozen on or after April 01, 2023 by the RTA. Further, such frozen securities shall be referred by the RTA or the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as of December 31, 2025.

In compliance with the above stated Circular, the Company has sent individual communication to its shareholders holding shares in the physical form requesting them to update their PAN, KYC details and Nomination. In order to avoid freezing of folios, such members are requested to furnish details in the prescribed form as mentioned in the aforesaid SEBI circular along with the supporting documents, wherever required, to our RTA i.e. MCS, for immediate action. A copy of such forms can be downloaded from the website of the Company at [www.birlatyre.com](http://www.birlatyre.com) or from the website of our RTA at [www.mcsregistrars.com](http://www.mcsregistrars.com).

In case of any query / assistance, members are requested to contact our RTA, at MCS Share Transfer Agent Ltd., 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700045, Phone: 033-40724051-52, Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com).

2. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant ('DP') and holdings should be verified from time to time.
3. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Registrar and Share Transfer Agetnet having address at MCS Share Transfer Agent Ltd., 383, Lake Gardens, 1<sup>st</sup> Floor, Kolkata – 700045, Phone: 033-40724051-52, Email: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com), in case the shares are held by them in physical form.
4. The Chairman shall, at the end of discussion on the Resolutions on which voting are to be held, allow voting through Ballot paper for those Members present at the AGM in person or e-Voting for those Members present at the AGM through VC/ OAVM facility but have not cast their votes through the remote e-Voting facility.
5. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and thereafter unblock the votes cast through remote e-Voting and e-Voting and shall, n within a period not exceeding two working days from the conclusion of the AGM, submit a consolidated Report on the total votes cast in favour or against, if any, by the Shareholders, to the Chairman of the Meeting or to any person authorized by her, who shall countersign the same and declare the results of e-Voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final.
6. The results of the e-Voting declared along with the Scrutinizer's Report will be communicated to the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited, and will be simultaneously displayed on the Notice Board of the Company at the Registered Office and will also be available on the website of the Company at [www.birlatyre.com](http://www.birlatyre.com), on the website of the Company's RTA at [www.mcsregistrars.com](http://www.mcsregistrars.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ TOGETHER WITH REGULATION 17(11) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Item Number 3

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment 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 2022-23 at a remuneration of ₹ 2.94 lakh excluding applicable taxes and reimbursement of actual out of pocket expenses in performance of their duties.

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 2022-23 as approved by the Board of Directors on the recommendation of the Audit Committee.

Item Number 3 of the Notice convening the Company's Fourth 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 4

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the Ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or ₹ 1000 Crore whichever is lower.

All the Related Party Transactions entered into by the Company are on arm's length basis and in the ordinary course of business and approval of the Audit Committee / Board is obtained, wherever required.

The transaction(s) entered into by the Company, together with the transactions to be entered into with Manav Investment and Trading Company Limited (MITCL) & KICM Gratuity Fund qualifies to be a Material Related Party transaction under SEBI – LODR Regulations.

The particulars of the contract / arrangement with MITCL & KICM Gratuity Fund are as under:

<b>Name of Related Parties</b>	Manav Investment and Trading Company Limited	KICM Gratuity Fund
<b>Nature of Relationship</b>	Promoter Group Company	Group Entity
<b>Nature of contract</b>	Sales/ Purchase/ Service/ Advance/ Guarantee/ Security	Sales/ Purchase/ Service/ Advance/ Guarantee/ Security
<b>Duration of contract</b>	2 years	2 years
<b>Features of contract</b>	Normal trade/transaction under ordinary course of business and on arm's length basis	Normal trade/transaction under ordinary course of business and on arm's length basis

<b>Date of Approval of the Board / Audit</b>	11/04/2022	11/04/2022
<b>Value of Transaction for the year ended March 31, 2022 (including C/F transaction of previous year)</b>	₹ 3.96 Crore	₹ 1.86 Crore
<b>Estimated Value of Transactions for the FY 2022-23 &amp; 2023-24</b>	Up to ₹ 50 Crore	Up to ₹ 15 Crore

Based on past trends, the transactions as described above are likely to exceed 10% of the Annual Turnover as per last audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the SEBI – LODR Regulations.

The Directors commends this Ordinary Resolution under Item Number 4 of the Notice convening the Company's Fourth AGM 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 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company proposes the re-appointment of Kashi Prasad Khandelwal (DIN: 00748523) as Independent Director, for a second term of five years from the conclusion of the Company's Fourth Annual General Meeting ("AGM") till the conclusion of the Company's Ninth AGM, not liable to retire by rotation.

Mr. Khandelwal was appointed as an Independent Director at the First AGM of the Company and holds office up to the conclusion of the Fourth AGM. The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("the Act") received in writing a notice from a Member, proposing his candidature for the office of Director.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his vast knowledge, background, varied experience and valuable contributions given, the continued association of Mr. Khandelwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and accordingly commends this Special Resolution under Item Number 5 of the Notice convening the Company's Fourth AGM to the Members for their approval.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI – LODR Regulations"). In terms of Regulation 25(8) of SEBI - LODR Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI – LODR Regulations for appointment as an Independent Director and is independent of the Management of the Company.

Brief particulars of Mr. Khandelwal 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) are incorporated in the Report on Corporate Governance.

The Company and its Independent Directors will abide by the provisions specified in Section 149 of the Act read with 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 re-appointment once made at the Meeting shall be formalised through a letter of re-appointment, which will set out amongst others:

- (a) the term of re-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 re-appointment will be issued to him upon the general body agreeing to the re-appointment. The terms and conditions of such re-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. Khandelwal, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

**Registered Office:**

9/1, R. N. Mukherjee Road,  
8<sup>th</sup> Floor, Birla Building  
Kolkata - 700 001  
Date: April 11, 2022

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