

Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. Name of Listed Entity:

BIRLA TYRES LIMITED

Annexure I

2. Quarter ending:

31st Dec, 2022

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	DOB	No. of Directorship in the listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in the Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mrs.	Manjushree Khaitan	PAN-AGFPK0198L	00055898	Chairman & Managing Director/ Executive	13-11-2019	18-06-2022	-	-	24-12-1955	2	0	0
Mr.	Kashi Prasad Khandelwal	PAN-AETPK9443E	00748523	Whole time Director/ Executive	13-11-2019	18-06-2022	-	38	04-03-1951	5	5	8
Mrs.	Rashmi Bihani	PAN-AQLPK9763D	07062288	Whole-time Director/ Executive	20-07-2020	29-09-2020	-	29	15-04-1980	1	1	2
Mr.	Uma Shankar Asopa	PAN-ACEPA4422C	00305010	Independent Director/ Non-Executive	30-11-2020	31-08-2021	-	-	16-10-1952	2	2	4
Mr.	Abhijit Ghosh	PAN-ACXPG9387K	06485209	Independent Director/ Non-Executive	12-01-2021	31-08-2021	-	24	08-10-1957	1	1	1
Mr.	Anil Goenka	PAN-ADYPG4536C	00432647	Independent Director/ Non-Executive	12-01-2021	31-08-2021	-	24	22-11-1963	1	1	1
Whether regular chairperson appointed							Yes					
Whether Chairperson is related to managing Director or CEO							Yes					

II. Composition of Committees					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr.Kashi Prasad Khandelwal	Chairperson/Independent Director/Non-Executive	04-12-2019	
		Mrs. Rashmi Bihani	Member/Independent Director/Non-Executive	04-12-2020	
		Mrs. Uma Shankar Asopa	Member/Non Independent Director/Non-Executive	04-12-2020	
		Mr. Abhijit Ghosh	Member/Independent Director/Non-Executive	08-03-2021	
		Mr .Anil Goenka	Member/Independent Director/Non-Executive	08-03-2021	
2. Nomination & Remuneration Committee	Yes	Mr.Kashi Prasad Khandelwal	Chairperson/Independent Director/Non-Executive	04-12-2019	
		Mrs. Rashmi Bihani	Member/Independent Director/Non-Executive	04-12-2020	
		Mrs. Uma Shankar Asopa	Member/Non Independent Director/Non-Executive	04-12-2020	
3. Risk Management Committee (if applicable)	NA				
4. Stakeholders' Relationship Committee	Yes	Mr.Kashi Prasad Khandelwal	Chairperson/Independent Director/Non-Executive	04-12-2019	
		Mrs. Rashmi Bihani	Member/Independent Director/Non-Executive	04-12-2020	
		Mrs. Uma Shankar Asopa	Member/Non Independent Director/Non-Executive	04-12-2020	
5. Corporate Social Responsibility Committee	NA				

III	Meeting of Board of Directors					
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)

IV	Meeting of Committees	Audit Committee				
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)

IV	Meeting of Committees	Nomination and Remuneration Committee				
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)

IV	Meeting of Committees	Stakeholders Relationship Committee				
	Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of quorum met	Number of Directors present	Number of Independent Directors present	Maximum gap between any two consecutive (in number of days)

* The order has been passed by NCLT under IBC code, due to which Board of Directors are suspended and the power of the Board is vested with Resolution Professional due to which no Board Meeting was held during the current quarter.

* The order has been passed by NCLT under IBC code, due to which all the committees are suspended and the power of the Committee is vested with Resolution Professional due to which no Audit Committee and SRC meetings was held during the current quarter.

IV	Related Party Transactions	
	Subject	Compliance Status (yes / No / NA)
	Whether prior approval of audit committee obtained	NA
	Whether shareholder approval obtained for material RPT	NA
	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

VI.	Affirmation
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
	a Audit Committee -Yes
	b Nomination & Remuneration Committee -Yes
	c Stakeholders' Relationship Committee -Yes
	d Risk Management Committee(applicable to top 500 listed entites) - NA
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. -Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - Yes

For Birla Tyres Limited

Sd/-

*Pratim Bayal
Compliance officer*

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Details of RPT entered into from 01.07.2022 to 30.09.2022 pursuant to omnibus approval will be reviewed by the Resolution Professional. Preceding Quarter transactions i.e. from 01.04.2022 to 30.06.2022 were reviewed by the Resolution Professional on 15.08.2022. Details of RPT entered into from 01.07.2022 to 30.09.2022 pursuant to omnibus approval will be reviewed by the Resolution Professional. Preceding Quarter transactions i.e. from 01.04.2022 to 30.06.2022 were reviewed by the Resolution Professional on 15.08.2022.

The order has been passed by NCLT under IBC code, due to which all the committees are suspended and the power of the Committee is vested with Resolution Professional due to which no Audit Committee and SRC meetings was held during the current quarter.

- * The Hon'ble National Company Law Tribunal, Kolkata Bench vide its Order no. CP (IB) No. 250/KB/2021 dated May 5, 2022 has been ordered for commencement of the Corporate Insolvency Resolution Process (CIRP) of Birla Tyres Limited under section 7 of the Insolvency and Bankruptcy Code, 2016. Also, Mr. Pratim Bayal having Registration No.: IBBI/IPA003/IPN00213/2018-2019/12385 has been appointed as the new Resolution Professional (RP) in place of Mr. Sheikh Abdul Salam having Registration No.: IBBI/IPA-003/IPN00250/2019-20/12966 on 18.11.2022. Subsequently the appointment of IRP has been confirmed as the Resolution Professional by the CoC