

NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA-ORDINARY GENERAL MEETING NO. – MRL/EGM-01/2022-2023 OF THE MEMBERS OF MRL TYRES LIMITED WILL BE HELD ON TUESDAY, 31ST DAY OF MAY 2022 AT 11.000 A.M. AT THE REGISTERED OFFICE 70/50A, RAMA ROAD INDUSTRIAL AREA, NAJAFGARH ROAD, NEW DELHI – 110 015 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS

SPECIAL BUSINESS:-

ITEM NO 1. - AMENDMENT OF ANCILLARY OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of Companies Act, 2013 including any amendment thereto or re-enactment thereof, subject to necessary approval(s) if any, from the competent authorities, the following new clause be added to the existing clause of incidental or ancillary clause of Memorandum of Association of the Company.

“(III) (B) 34. To borrow, raise or secure the payment of money or to receive money as a loan at interest for any object of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundis, bill of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening account or over-draft accounts with any person, firm, bank or company whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture-stock so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem or pay off such securities provide that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.”

RESOLVED FURTHER THAT any Director of the company be and is hereby authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to give effect to aforesaid resolution, including but not limited to filing of necessary forms with Ministry of Corporate Affairs and to comply with all necessary requirements in this regard.



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ITEM NO 2. – TO CREATE MORTGAGE/CHARGE ON UNDER SECTION 180(1)(a) of the Companies Act, 2013

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

RESOLVED THAT the consent of the Shareholders, be and is hereby, accorded, under provision of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force), to the Board of Directors of the Company to create such mortgages, charges and hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company, on all or any of the immovable and movable properties of the Company whose so ever situated, both present and future, and the whole or any part of the undertaking of the Company, in such manner as the Bank may deem fit , to or in favour of all or any of the financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and/ or the issues of debentures, bonds or other financial instruments.

RESOLVED FURTHER THAT any Director of the company be and is hereby authorised to do all such acts, matter, deeds and things necessary or desirable in connection with or incidental to give effect to aforesaid resolution, including but not limited to filing of necessary forms with Ministry of Corporate Affairs and to comply with all necessary requirements in this regard.

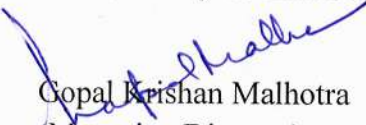
ITEM NO 3. – RE-APPOINTMENT OF MR. MUNISH ARORA (DIN - 07585626) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provision of Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) read with Schedule IV to the Companies Act, 2013, the approval of member of the company be and is hereby accorded for Mr. Munish Arora (DIN – 07585626), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment, be and is hereby re-appointed for second term of five (5) consecutive years effective 01.06.2022, not be liable to retire by rotation.”

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

**BY ORDER OF THE BOARD
For MRL Tyres Limited**


Gopal Krishan Malhotra
(Managing Director)

DIN 00515546

B-20, Kirti Nagar, Delhi-110015

Date: 04/05/2022

Place: New Delhi

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **Proxies in order to be effective, should be completed, stamped and signed and must reach the registered office of the company atleast forty-eight hours before the time fixed for meeting.**
3. **All the statutory registers and related documents as per the notice shall be availablefor inspection at the EGM and are also available at the registered office of the Company between 9.00 a.m. to 6.00 p.m on all working days between Monday to Friday.**

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

ITEM NO 1. –

The Company need to alter and add ancillary Object clause to ANCILLARY OBJECT CLAUSE in order to ensure that company has the borrowing powers in its object clause.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 1 of the notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. – 2

Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 2 of the notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM NO. - 3

The Board of Directors at its meeting held on June 02, 2017 had appointed Mr. Munish Arora as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members appointed Mr. Munish Arora as an Independent Director to hold office for a term of 5 years w.e.f. June 02, 2017. Accordingly, the tenure of Mr. Munish Arora, as an Independent Director is due for expire on June 01, 2022.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely

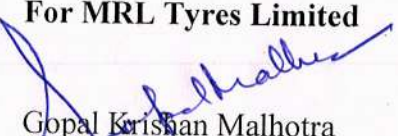
acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Munish Arora to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act. After taking into account the performance evaluation, during his first term of five years and considering the knowledge, expertise and experience in respective fields and the substantial contribution made by Mr. Munish Arora during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 03.05.2022 has considered, approved and recommended the re-appointment of Mr. Munish Arora as an Independent Directors for a second term of five years with effect from June 01, 2022 to the Board of Directors for their approval. The Board of Directors at its meeting held on May 4, 2022 has approved the proposal for reappointment of Mr. Munish Arora as an Independent Director for a second term of five consecutive years with effect from June 01, 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 3 of the notice.

Except Mr. Munish Arora, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

**BY ORDER OF THE BOARD
For MRL Tyres Limited**


Gopal Krishan Malhotra
(Managing Director)

DIN 00515546

B-20, Kirti Nagar, Delhi-110015

Date: 04/05/2022

Place: New Delhi