

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING NO. MRL/EGM-01/2020-21 OF THE MEMBERS OF MRL TYRES LIMITED WILL BE HELD ON MONDAY, THE 18<sup>TH</sup> DAY OF JANUARY, 2021 AT 3:30 P.M. AT THE REGISTERED OFFICE 70/50A, 1ST FLOOR, RAMA ROAD, INDUSTRIAL AREA, NAJAFGARH ROAD, NEW DELHI - 110015 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

**Issuing of Bonus Shares**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** upon recommendation of the Board of Directors of the Company, and pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014 and Article 134 of the Articles of Association of the Company and subject to the guidelines issued by Securities Exchange Board of India (SEBI) in this behalf and subject to such approvals, consents, permissions, and sanctions as may be necessary from appropriate authorities, consent of the members be and is hereby accorded to Board of Directors of the Company ('the Board' which term shall be deemed to include any committee thereof) for capitalizing a sum not exceeding Rs. 89,73,900/- (Rupees Eighty Nine Lakhs Seventy Three Thousand and Nine Hundred Only) out of the sum standing to the credit of Securities Premium Account/General Reserves or any other permitted reserves/surplus of the Company and the said amount be applied for allotment of new equity shares of face value of Rs. 10/- each of the company as fully paid-up “Bonus Shares” at par in proportion of 1 (one) such new Equity share for every 8 (eight) existing equity share, held by such members as on the Record Date, to be hereafter fixed by Board and the Bonus Shares so distributed shall for all purpose be treated as an increase in the paid-up share capital of the Company held by each such member, and not as income or in lieu of dividend.

**FURTHER RESOLVED THAT** the new Equity Shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall rank in all respects pari passu with the existing fully paid up Equity shares of the company and shall be entitled to participate in the dividend declared after the allotment.

**FURTHER RESOLVED THAT** no allotment letters shall be issued in respect of said Bonus Shares and the share certificates in respect of the Bonus Shares shall be dispatched, within such time frame as stipulated as per Companies Act, 2013 from the date of allotment thereof by the Board of Directors of the Company or a committee of directors, as the case may be with such extended time as may be allowed by appropriate authorities.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any of the Directors be and are hereby authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary to settle any question or difficulty whatsoever (including a question or difficulty in

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For MRL Tyres Limited

(Managing Director/Director)

connection with any deceased or insolvent Member or a member suffering from any disability) that may arise in regard to issue and distribution of new Equity Shares as they think fit and its decision shall be final and binding on all members and other interested persons.

## **2. DONATION / CONTRIBUTION**

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 181 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”) to contribute and /or donate, from time to time, to any bona fide charitable and other funds, either directly or in any other way considered appropriate by the Board, amount not exceeding in aggregate to all such funds taken together up to a sum of Rs.1,75,00,000 (Rupees One Crore Seventy Five Lakhs only) during the current financial year of the company.”

**BY ORDER OF THE BOARD  
MRL TYRES LIMITED**

For MRL Tyres Limited

G.K.Malhotra  
(Managing Director)  
DIN: 00515546

B-20, Kirti Nagar, Delhi-11015

Date : 25.12.2020  
Place : Delhi

### **NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The proxies in order to be effective should reach the company atleast 48 hours before the time of the meeting.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extra-ordinary General Meeting in respect of item no. 1 is annexed hereto and forms part of notice.
3. Members/proxies should bring the enclosed attendance slip duly filed in, for attending the meeting.
4. All documents referred in the accompanying notice are open for inspection at the registered office of the company on all working days between 11:00 a.m to 2:00 p.m up to the date of extraordinary general meeting, except on sundays and other holidays.

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

**Item No.1**

The Board of Directors of the Company in its meeting held on **December 25, 2020**, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the proportion of One bonus equity share of Rs.10/- for every Eight fully paid up equity shares of Rs.10/- each held by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 89,73,900 (Rupees Eighty Nine Lakhs Seventy Three Thousand and Nine Hundred Only), after capitalizing a sum not exceeding Rs. 89,73,900 (Rupees Eighty Nine Lakhs Seventy Three Thousand and Nine Hundred Only) from the Securities Premium Account, or any other permitted reserves/ surplus of the Company.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1(one) Bonus Share of Rs.10/- for every 8 (Eight) Equity Shares of Rs.10/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

Directors of your Company are interested in this Resolution to the extent of their respective shareholdings in the Company.

The Board of Directors of your Company recommends this Resolution for your approval.

**Item No.2**

It is proposed that the Board of Directors of the Company ("the Board") be authorized to contribute upto Rs.1.75 crores in the current financial year for charitable or other purposes, either directly or in any other way considered appropriate.

As per Section 181 of the Companies Act, 2013, the Board may contribute to bona fide charitable and other funds provided that prior permission of the Company in a general meeting is obtained for making contributions the aggregate of which, in any financial year, exceeds five percent of the average net profits of the Company for the three immediately preceding financial years.

In light of the above, as per the said section, prior permission of the members of the Company is sought to be obtained to enable the Company to make donations and contributions to various registered /bona fide charitable trusts Your Directors recommend the resolution for approval as an Ordinary Resolution.

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

**BY ORDER OF THE BOARD  
MRL TYRES LIMITED**

For MRL Tyres Limited

G.K. Malhotra  
Managing Director  
DIN: 00515546

B-20, Kirti Nagar, Delhi-11015

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