

BILSE/2023-24

28th November, 2023

BSE Ltd

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

National Stock Exchange of India Ltd

5th Floor, Exchange Plaza
Bandra Kurla Complex
Bandra (E), Mumbai 400 051

Scrip Name: BALKRISI

Scrip Code : 502355

Scrip Name/Code: BALKRISIND

Dear Sirs,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice.

Further to the outcome of meeting of the Board of Directors of the Company dated 25th November, 2023, please find attached the Postal Ballot Notice dated 25th November, 2023, seeking approval of the members of the Company, by way of remote e-voting process for:

- Re-appointment of Mr. Rajiv Poddar (DIN: 00160758) as Joint Managing Director of the Company for a period of five years w.e.f. 22nd January, 2024.
- Re-appointment of Mrs. Shruti Shah (DIN: 08337714) as Independent Director of the Company for a period of five years w.e.f. 8th February, 2024.
- Appointment of Mr. Laxmidas Merchant (DIN: 00007722) as an Additional Director (Independent Director) of the Company for a period of five years w.e.f. 28th March, 2024.
- Appointment of Mr. Rahul Dutt (DIN: 08872616) as an Additional Director (Independent Director) of the Company for a period of five years w.e.f. 28th March, 2024.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on Monday, the 27th November, 2023 (“Cut-off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Balkrishna Industries Ltd.

CIN No.: L99999MH1961PLC012185

Corporate Office : BKT House, C / 15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.

Tel: +91 22 6666 3800 Fax: +91 22 6666 3898/99 www.bkt-tires.com

Registered Office: B-66, Waluj MIDC, Waluj Industrial Area, Chhatrapati Sambhaji Nagar– 431 136, Maharashtra, India

: 2 :

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, as the agency to provide e-voting facility to all its members. The e-voting facility will be available during the following period:

Commencement of evoting	Thursday, the 30 th November, 2023 at 9:00 a.m. (IST)
End of e-voting	Friday, the 29 th December, 2023 at 5:00 p.m. (IST)

The Postal Ballot Notice is also available on the Company's website at www.bkt-tires.com and on website of KFinTech at <https://evoting.kfintech.com>. The result of the Postal ballot will be announced within two working days of the conclusion of e-voting.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Balkrishna Industries Limited**

Vipul Shah
Director & Company Secretary
And Compliance Officer
DIN: 05199526

Balkrishna Industries Ltd.

CIN No.: L99999MH1961PLC012185

Corporate Office : BKT House, C / 15, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.

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POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for the approval by the Members of Balkrishna Industries Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the SEBI Listing Regulations is also attached.

The Board of Directors has appointed Mr. G. B. B. Babuji (FCS 1182, CP 8131) Practicing Company Secretary as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited (KFinTech) for the purpose of providing e-voting facility to its Members. The instructions for e-voting are appended to this Notice.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting	End of e-voting
Thursday, 30 th November, 2023 at 9.00 A.M. (IST)	Friday, 29 th December, 2023 at 5.00 P.M (IST)

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman and Managing Director of the Company or any person authorized by him. The results of e-voting will be announced within two working days of conclusion of the e-voting and will be displayed on the Company's website at www.bkt-tires.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

(1) To re-appoint Mr. Rajiv Poddar (DIN: 00160758), as Joint Managing Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles

of Association of the Company and subject to such other consents, approvals and permissions, if any needed, and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC"), consent of the Company be and is hereby accorded for re-appointment of Mr. Rajiv Poddar (DIN: 00160758) as a Joint Managing Director of the Company for a period of 5 (Five) years, on expiry of his present term of office, i.e. with effect from 22nd January, 2024.

RESOLVED FURTHER THAT the approval of the Members to the re-appointment of Mr. Rajiv Poddar in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (Five) years upto 21st January, 2029.

RESOLVED FURTHER THAT the terms and conditions of re-appointment including remuneration shall be as set out in the Statement annexed to this Notice with powers to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include NRC of the Board) to alter and vary the terms and conditions of said reappointment and / or remuneration as it may deem fit, including minimum remuneration (in case of absence or inadequacy of profits) in such manner as the Board may deem fit and is acceptable to Mr. Rajiv Poddar, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 and SEBI Listing Regulations, or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(2) To re-appoint Mrs. Shruti Shah (DIN: 08337714) as an Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and recommendation of Nomination and Remuneration Committee, Mrs. Shruti Shah (DIN: 08337714), who was appointed as an Independent Director for five consecutive years w.e.f. 8th February, 2019 and who holds office up to 7th February, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years, that is, from 8th February, 2024 upto 7th February, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(3) To appoint Mr. Laxmidas Merchant (DIN: 00007722) as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Laxmidas Merchant (DIN:00007722) who was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f 28th March, 2024 by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any modification, amendment or re-enactment thereof) and Articles of Association of the Company,

and who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Laxmidas Merchant who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of five years from 28th March, 2024 upto 27th March, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(4) To appoint Mr. Rahul Dutt (DIN: 08872616) as an Independent Director of the Company.

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

"RESOLVED THAT Mr. Rahul Dutt (DIN 08872616) who was appointed as an Additional Director (Non-Executive, Independent) of the Company w.e.f 28th March, 2024 by the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any modification, amendment or re-enactment thereof) and Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Rahul Dutt who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a period of five years from 28th March, 2024 upto 27th March, 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Vipul Shah
Company Secretary and
Compliance Officer

Date: 25th November, 2023
Place: Mumbai

Registered Office:
B-66, Waluj MIDC, Waluj Industrial Area,
Chattrapati Sambhaji Nagar,
431136, Maharashtra, India

Notes :

1. The explanatory statement pursuant to provisions of Section 102 read with Section 110 of the Act stating all material facts and the reasons/rationale for the proposal is annexed herewith and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on 27th November, 2023 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.bkt-tires.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.bkt-tires.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032.
5. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. 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.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023, as amended ("SEBI Master Circular"), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 29th December, 2023.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to shares@bkt-tires.com or on einward.ris@kfintech.com.
10. Procedure for E-voting:
 - (i) **E-voting Facility:**
 - a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.
 - b. The e-voting period commences from **9:00 a.m. (IST) on 30th November, 2023** and ends at **5:00 p.m. (IST) on 29th December, 2023**. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by Kfintech upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.





(ii) Information And Instructions Relating To E-Voting :

- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE: As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

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

Type of Member	Login Method
Individual Members holding equity shares in demat mode with NSDL	<p>A. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</p> <p>i. Visit the e-services website of NSDL https://eservices.nsd.com either on a personal computer or on a mobile.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on Company name or e-voting service provider i.e. KFinTech.</p> <p>v. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.</p>
	<p>B. Users not registered under IDeAS e-Services:</p> <p>i. Visit https://eservices.nsd.com for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.</p> <p>iv. After successful registration, please follow steps given under Point No. A above to cast your vote.</p>
	<p>C. By visiting the e-voting website of NSDL:</p> <p>i. Visit the e-voting website of NSDL https://www.evoting.nsd.com/.</p> <p>ii. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>iii. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p>

	<p>v. Click on company or e-voting service provider name i.e. KFinTech after which the Member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</p> <p>vi. Members can also download the NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on  App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Members holding equity shares in demat mode with CDSL	<p>A. Existing user who have opted for Electronic Access To Securities Information (“Easi / Easiest”) facility:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to MyEasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</p> <p>B. Users who have not opted for Easi/Easiest:</p> <p>i. Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p>C. By visiting the e-voting website of CDSL:</p> <p>i. Visit https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii. Provide demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFinTech.</p> <p>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</p>
Individual Members (holding equity shares in demat mode) logging through their depository participants	<p>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</p> <p>ii. Once logged-in, Members will be able to view e-voting option.</p> <p>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</p> <p>iv. Click on options available against Company’s name or KFinTech.</p> <p>v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding equity shares in demat mode for any technical issues related to login through NSDL / CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free number: 022-4886 7000 / 022-2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact on 1800 22 55 33.

(b) **Login method for remote e-voting for Members other than Individual's holding shares in demat mode and Members holding equity shares in physical mode.**

(I) **Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password. They will have to follow the following process:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.
- v. Members would need to login again with the new credentials.
- vi. On successful login, the system will prompt the Member to select the "EVEN" i.e., 7775 and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- ix. Voting has to be done for each item of the notice separately. In case a Member does not desire to cast their vote on any specific item, it will be treated as abstained.
- x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution (s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(II) **Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may get their email address and mobile number submitted with KFinTech by following the below steps:

Procedure for Registration of email and Mobile securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default>.

Aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- i) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
 - ii) Through hard copies which are self-attested, which can be shared on the address below; or
Name KFIN Technologies Limited
Address Selenium Building, Tower-B,
Plot No 31 & 32, Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy, Telangana
India - 500 032.
 - iii) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html> For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.
- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com / shares@bkt-tires.com.
 - iii. Alternatively, Members may send an e-mail request at the email id einward.ris@kfintech.com/shares@bkt-tires.com along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal ballot Notice and the e-voting instructions.
 - iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
 - v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

11. Contact details for addressing e-voting grievances:

Mr. Ganesh Chandra Patro, Assistant Vice President, M/s KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Telangana Phone No.:+ 91 40 67161630 Toll-free No.: 1800-309-4001 E-mail: einward.ris@kfintech.com; shares@bkt-tires.com.

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item No. 1.

Mr. Rajiv Poddar has been re-appointed as Joint Managing Director of the Company for a period of five years with effect from 22nd January 2019 to 21st January 2024. Mr. Rajiv Poddar, aged 38, graduated in Business Management from Kingston University, UK. He holds 5,35,77,010 equity shares in the Company and doesn't hold any Directorship in any other Listed / Public Company.

Mr. Rajiv Poddar's term as Joint Managing Director will be expiring on 21st January, 2024, and in recognition of his contributions to the Company's strong performance and increase in shareholder value over the years, succession planning and leadership, and other key factors as enumerated below, the Board at its meeting held on 25th November, 2023, based on the recommendation of the Nomination and Remuneration Committee, approved the re-appointment of Mr. Rajiv Poddar as Joint Managing Director of the Company for a period of 5 (Five) years w.e.f 22nd January, 2024 to 21st January, 2029 (both days inclusive) and terms thereof (including remuneration) and recommended the same to the Members for their approval.

Under joint Leadership of Mr. Rajiv Poddar's, the Company has witnessed continued strength and resilience in its core products, undertaken extensive diversification and innovation initiatives in the domestic and international businesses, made ahead-of-the curve investments in modernization, automation and technology upgradation and strategic investment, delivered sustained profitable growth in the Export and Domestic Business, exhibited leading vision and execution of ESG, fostered diversity and inclusion at the workplace and maintained agility in execution even during unprecedented events such as COVID-19 pandemic and volatility in International markets, each of which have been drivers of significant long-term shareholder value creation.

Under his stewardship, Research and Development (R&D) and new product development assumed paramount importance in the Company and his areas of expertise further encompass Strategic Planning, Project conception and oversight, Marketing, Customer engagement, and Board Collaboration.

As a backward integration plan, in year 2018, the Company had initiated to set up carbon black project of 60,000 MTPA. Mr. Rajiv Poddar led the establishment of an in-house Carbon Black production plant, a key material for tires. Under leadership of Mr. Rajiv Poddar's, the Company has successfully enhanced the installed capacity of carbon black from an achievable capacity of 1,15,000 MTPA to 2,00,000 MTPA (which include 30,000 MTPA of high value advanced carbon black which is expected to be completed by H2 FY 2023-24).

Further, revenue of the Company grew from ₹ 5,428 crores (FY 2018-19) to ₹ 10,106 crores (FY 2022-23) at a CAGR of 16.81% and net profit increased from ₹ 773 crores to ₹ 1,057 crores, at a CAGR of 8.14%. The performance on both counts has been comparatively healthy and was delivered despite severe uncertainties and challenges in the operating environment since the onset of COVID-19 pandemic. The Company has delivered improved performance on the back of strong strategy jointly led by Mr. Rajiv Poddar, the key pillars of which were strengthening and scaling new Growth, expanding Distribution reach, building a Future Ready Workplace and creating shared value, which have resulted in consistent performance and stronger competitive position in a highly volatile and unpredictable operating environment.

The Company's market capitalization grew from ₹ 19,226 crores (FY 2018-19) to ₹ 37,729 crores (FY 2022-23).

On Company's Corporate Social Responsibility initiatives, amount grew from ₹ 18.93 crores (FY 2018-19) to ₹ 28.89 crores (FY 2022-23).

Mr. Rajiv Poddar controls the affairs of the Company under the direction of the Chairman & Managing Director of the Company and under the guidance / supervision of Board of Directors.

Mr. Rajiv Poddar is also heading Company Global sport sponsorship as he firmly believes that not only business, but sports can also be used to promote positive values in society, allow Company to reach end-users, and increasing Company Brand awareness worldwide. Under his leadership and passion, Company has become prominent brand associated with various sports sponsorships globally, ranging from football in Europe to cricket in Australia and India, and various regional sports in India, such as Kabaddi.

In terms of Article 125 A of the Articles of Association of the Company, Mr. Rajiv Poddar is not liable to retire by rotation. Regulation 17(1D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") provides that in such cases, the continuation of the director shall be subject to the approval by the shareholders in a general meeting once in every five years. Accordingly, approval of the Members to the appointment of Mr. Rajiv Poddar in terms of the resolution at Item No.1 shall be deemed to be their approval in terms of Regulation 17(1D) of the SEBI Listing Regulations for his continuation as a director not liable to retire by rotation for 5 (Five) years upto 21st January, 2029.

Broad particulars of the terms of re-appointment and remuneration payable to Mr. Rajiv Poddar are as under:

A. Salary:

₹ 20,00,000/- p.m. with such increments as may be approved by the Board of Directors from time to time.

B. Perquisites, Allowances and other benefits:

Mr. Rajiv Poddar shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, reimbursement of expenses or allowances for gas, electricity, water, furnishings & repairs, society charges, servant salary, property tax, medical reimbursement, leave travel concession for himself and his family, club fee, medical/accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed between Board of Directors and Mr. Rajiv Poddar.

C. Remuneration based on Net Profits:

In addition to the salary, perquisites and allowances as set out above, Mr. Rajiv Poddar shall be entitled to receive remuneration based on Net profits of the Company ("Commission") as per Section 198 of the Companies Act 2013, as may be determined by the Board of the Company at the end of each financial year. The aggregate annual remuneration including Salary, perquisites, and Commission shall not to exceed 2.50% of the net profits of the Company.

D. Reimbursement of Expenses:

Mr. Rajiv Poddar be entitled to reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication facilities expenses at residence shall be reimbursed at actuals and not considered as perquisites. The Company shall arrange to provide security, if any, to Mr. Rajiv Poddar and his family members, and the expenses borne by the Company for the same shall not be considered as perquisites.

The above perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

The Company's contribution to Provident Fund, Superannuation Fund and /or Annuity Fund, to the extent these singly or put together are not taxable under Income Tax law, gratuity payable (which shall not exceed one half month's salary for each completed year of Service) and earned leave with full pay or encashment of leave, as per Rules of the Company or as may be agreed between Board of Directors and Mr. Rajiv Poddar, and to the extent not taxable under Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

E. General:

a. The Joint Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.

- b. The Joint Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- c. The Joint Managing Director shall adhere to the Company's Code of Conduct for Board Members and Senior Management Executives.
- d. The office of Joint Managing Director may be terminated by the Company or by him by giving the other 1 (one) month prior notice in writing.
- e. The above may be treated as a written memorandum setting out the terms of re-appointment of the Joint Managing Director under Section 190 of the Act.
- f. The Joint Managing Director shall not be entitled to sitting fees for attending the meetings of the Board or any Committee thereof.
- g. No severance fees to be paid or payable by the Company.

Minimum remuneration:

Notwithstanding anything to the contrary contained herein, in the event of absence or inadequacy of profits in any financial year during the tenure of his appointment, the Joint Managing Director shall be paid remuneration by way of salary, perquisites and allowances as specified above subject to compliance specified in Schedule V of the Act or any amendment thereto.

As required under Regulation 36 of the SEBI Listing Regulations and/or Secretarial Standard on General Meetings ("SS-2"), issued by Institute of Companies Secretaries of India his brief profile and other requisite details is furnished and forms a part of this Notice.

Mr. Rajiv Poddar is interested in the resolution as set out in Notice. Mr. Arvind Poddar and Mrs. Vijaylaxmi Poddar, being related to Mr. Rajiv Poddar may be deemed to be interested in the said resolution. The other relatives of Mr. Rajiv Poddar may be deemed to be interested in the said resolution, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of other Directors or Key Managerial Personnel of the Company or their relatives, are in, any way concerned or interested, financially or otherwise, in this resolution.

In terms of notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Resolution is required. The overall Remuneration payable to Mr. Rajiv Poddar shall not be exceeding 2.50% of the net profit of the company being member of promoter and promoter group and the overall remuneration payable to more than one such director shall not be exceeding 5% of the net profit of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Item No. 2

At the 57th Annual General Meeting held on 13th July, 2019, the Members of the Company had approved the appointment of Mrs. Shruti Shah (DIN: 08337714) as an Independent Director on the Board of the Company for the first term of 5 (Five) consecutive years w.e.f 8th February, 2019. Her current term ends on 7th February, 2024 ("first term").

The Nomination & Remuneration Committee ("the NRC") of the Company, while considering the proposal for re-appointment of Mrs. Shruti Shah as an Independent Director of the Company, took note of positive outcome of her performance evaluation for the last 5 (Five) years. NRC also took note of the significant contributions by Mrs. Shah to the discussions of the Board and the Committee of which she is a member, which in turn enhanced the value of such discussions.

Based on above factors, the NRC has recommended the re-appointment of Mrs. Shruti Shah, as Independent Director for a second term of 5 (Five) consecutive years. Based on the performance evaluation and recommendation of the NRC, and considering the skills, background, experience, knowledge and contributions made by Mrs. Shruti Shah during her tenure as an Independent Director of the Company, the Board believes that her continued association as an Independent Director on the Board of the Company would be of immense benefit to the Company. Therefore, it is proposed to re-appoint Mrs. Shruti Shah as an Independent Director of

the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years with effect from 8th February, 2024.

Mrs Shruti Shah is a Chartered accountant and a Law Graduate. She possesses expertise in the field of Income-Tax / Advisory for Corporates, Estate Planning, etc. Mrs. Shruti Shah is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director. She also possesses skills in strategic planning, financial, regulatory / legal matters, risk management, corporate governance, etc.

The Board noted that Mrs. Shruti Shah's skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as Independent Director.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board of the Company, and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in its Board's report. Further, Section 149(11) of the Act provides that an Independent Director may hold office for up to two consecutive terms.

Mrs. Shruti Shah has provided her consent to act as Director and declaration of independence certifying that she meets all the criteria of independence as prescribed under the Act, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and is not disqualified from being re-appointed as a director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. In the opinion of the Board, she has fulfilled the conditions for re-appointment as Independent Director and is independent of the Management.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing candidature of Mrs. Shruti Shah for the office of Independent Director. The brief profile of Mrs. Shruti Shah, in terms of Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI"), is annexed to this Notice.

A copy of the draft letter of appointment, setting out the terms and conditions of her appointment is available for inspection by the members at the Registered Office of the Company and the same is also available on the website of the Company at www.bkt-tires.com.

Mrs. Shruti Shah does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

Except Mrs. Shruti Shah and her relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Members.

Item No. 3

Mr. Laxmidas Merchant was appointed as a Independent Director of the Company w.e.f 22nd January, 2009. Pursuant to Section 149(10) of the Companies Act, 2013 Mr. Laxmidas Merchant was re-appointed as an Independent Director for period of five consecutive years from 2nd August, 2014 to 1st August, 2019. Due to expiration of his term, he was ceased to be Independent Director w.e.f 1st August, 2019. Since the expiration of term, Mr. Laxmidas Merchant has not had any financial / fiduciary relationship with the Company.

Mr. Laxmidas Merchant, 64 years, holds a Degree of Bachelor of Commerce. He is qualified fellow member of the Institute of Chartered Accountants of India. He is an academically astute financial leader with over three decades of experience in the field of Corporate Accounts, SAP accounting, Finance, Treasury, Taxation and MIS functions. He manifested strengths in Financial analysis, Tax structuring, Due diligence, Funding, regulatory processes and negotiations.

Presently he in on the Board of various Private Limited Company.

The Nomination and Remuneration Committee (the "NRC") on the basis of contribution made by Mr. Laxmidas Merchant in the Board and Committee meetings during his tenure as an Independent Director in the Company and based on performance evaluation, skills, competence and expertise in understanding, of global business dynamics, financial, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, has recommended appointment of Mr. Laxmidas Merchant as an Additional Director in the capacity of Independent Director, for term of 5 (Five) consecutive years, on the Board of the Company.

Considering the recommendation of the NRC and pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 25th November, 2023 appointed Mr. Laxmidas Merchant as an Additional Director in the capacity of Independent Director of the Company not liable to retire by rotation and to hold office for a term of five (5) years with effect from 28th March, 2024 upto 27th March, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received:

- (i) Consent in writing from Mr. Laxmidas Merchant to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 pursuant to Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Laxmidas Merchant to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.
- (iv) The Company has, received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Mr. Laxmidas Merchant has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As required under Regulation 36 of the SEBI Listing Regulations and/or Secretarial Standard on General Meetings ("SS-2"), issued by Institute of Companies Secretaries of India his brief profile and other requisite details is furnished and forms a part of this Notice.

A copy of the draft letter of appointment, setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company and the same is also available on the website of the Company at www.bkt-tires.com.

Mr. Laxmidas Merchant does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

Except Mr. Laxmidas Merchant and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

The Nomination and Remuneration Committee ("the NRC") on the basis of skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic

choices and experience in guiding and leading management teams, developing governance practices, has recommended appointment of Mr. Rahul Dutt as an Additional Director in the capacity of Independent Director, for term of 5 (Five) consecutive years, on the Board of the Company.

Considering the recommendation of the NRC and pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on 25th November, 2023 appointed Mr. Rahul Dutt as an Additional Director in the capacity of Independent Director of the Company not liable to retire by rotation and to hold office for a term of five (5) years with effect from 28th March, 2024 upto 27th March, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

Mr. Rahul Dutt, age 47 years, is a legal professional with Bachelor's Degree in Law from Government Law College, Mumbai (2000). He has a Master's degree with distinction in Law from UK (University of Leicester, 2001). He is a member of the Bar Council of Maharashtra & Goa, and a partner in the Mumbai office of the law firm Khaitan & Co. He was recognized as a Notable Practitioner for expertise in Corporate M&A by Asia Law Profile.

He has over 20 years' work experience with focus on mergers and acquisitions, joint ventures, infrastructure, technology licensing and business contracts across various sectors such as petrochemicals, petro-marketing, telecommunications, retail, and sports.

The Company has received :

- (i) Consent in writing from Mr. Rahul Dutt to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules');
- (ii) Intimation in Form DIR 8 pursuant to Rule 14 of Companies (Appointment & Qualification of Directors) Rules, 2014 from Mr. Rahul Dutt to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.
- (iv) The Company has, received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director.

Mr. Rahul Dutt has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

As required under Regulation 36 of the SEBI Listing Regulations and/or Secretarial Standard on General Meetings ("SS-2"), issued by Institute of Companies Secretaries of India his brief profile and other requisite details is furnished and forms a part of this Notice.

A copy of the draft letter of appointment, setting out the terms and conditions of his appointment is available for inspection by the members at the Registered Office of the Company and the same is also available on the website of the Company at www.bkt-tires.com.

Mr. Rahul Dutt does not hold any equity shares of the Company, including on a beneficial basis for any other person and is not related to any of the Directors or Key Managerial Personnel of the Company.

Except Mr Rahul Dutt and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

PARTICULARS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. Rajiv Poddar	Mrs. Shruti Shah	Mr. Laxmidas Merchant	Mr. Rahul Dutt
DIN	00160758	08337714	00007722	08872616
Qualification	B.A Hons Business Management from Kingston University	B.Com, Chartered Accountant, Law Graduate	B.Com, Chartered Accountant	Bachelor's degree in Law from the Government Law College, Mumbai (2000). He has a master's degree with distinction in Law from the UK (University of Leicester, 2001).
Date of Birth (Age)	22 nd December, 1984 (38 years)	5 th June, 1980 (43 years)	14 th November, 1959 (64 years)	24 th August, 1976 (47 years)
Date of first appointment on the Board	22 nd January 2009	8 th February, 2019	28 th March, 2024	28 th March, 2024
Experience and Expertise	He is an industrialist having varied experience of over 18 years, in tire industry.	She has experience of more than 15 years in the field of Income-Tax / Advisory for Corporates, Estate Planning, etc.	He has more than three decades of rich experience in accounts, finance and taxation.	He has over 20 years work experience with focus on mergers and acquisitions, joint ventures, infrastructure, technology licensing and business contracts across various sectors such as petrochemicals, petro-marketing, telecommunications, retail, and sports.
No. of Meetings of the Board attended during the year	3 out of 3	3 out of 3	Not Applicable	Not Applicable
List of Directorship/ Membership/ Chairmanship of Committees of other Board in Listed Companies	NIL	Directorship: i. Kalyani Steels Limited ii. Kalyani Investment Company Limited iii. Jai Corp Limited Membership/ Chairmanship of Committees of Other Board: i. Kalyani Steels Limited - Member of Audit Committee ii. Jai Corp Limited - Member of Nomination and Remuneration Committee	NIL	Directorship: i. Alok Industries Limited. ii. Den Networks Limited Membership/ Chairmanship of Committees of Other Board: i. Alok Industries Limited - Chairman of Nomination and Remuneration Committee and Member of Audit Committee ii. Den Networks Limited - Member of Audit Committee
No. of shares held in the Company	5,35,77,010	NIL	NIL	NIL
Disclosure of relationship between Directors and Key Managerial Personnel of the Company	He is son of Mr. Arvind and Mrs Vijaylaxmi Poddar. He is not related to any other director or Key Managerial Personnel of the Company.	She is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.	He is not related to any of the Director or Key Managerial Personnel of the Company.
Terms & Conditions of appointment / re-appointment	As per the resolution set out at the Item No. 1 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 2 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 3 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 4 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.
Details of remuneration/sitting fees last drawn by such person for Financial Year 2022-23	₹ 3741.69 Lakhs	₹ 7.50 Lakhs	Not Applicable	Not Applicable
Details of remuneration proposed to be paid	As per the resolution set out at the Item No. 1 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 2 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 3 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.	As per the resolution set out at the Item No. 4 of the Postal Ballot Notice read with Statement pursuant to Section 102 of the Act.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Statement pursuant to Section 102 of the Act.	Please refer to Statement pursuant to Section 102 of the Act.	Please refer to Statement pursuant to Section 102 of the Act.	Please refer to Statement pursuant to Section 102 of the Act.
Listed Entities from which the Director has resigned in past three years	NIL	NIL	NIL	NIL

By Order of the Board of Directors

Vipul Shah
Company Secretary and
Compliance Officer

Date: 25th November, 2023
Place: Mumbai

Registered Office:
B-66, Waluj MIDC, Waluj Industrial Area,
Chattrapati Sambhaji Nagar,
431136, Maharashtra, India