

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 28<sup>th</sup> Annual General Meeting of the members of Innovative Tyres & Tubes Limited will be held on Friday, 29<sup>th</sup> December, 2023 through Video Conferencing('VC') / Other Audio-Visual Means ('OAVM') at 10.00 a.m. to transact the following business(es):

The Company has obtained extension for holding the 28<sup>th</sup> AGM upto 31<sup>st</sup> December, 2023 vide order dated 4<sup>th</sup> December, 2023 issued by Ministry of Corporate Affairs (MCA)

### ORDINARY BUSINESS:

#### Item No. 1: Adoption of financial Statements

To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31<sup>st</sup> March 2023, together with the Reports of the Board of Directors and Auditors thereon.

#### Item No. 2: Appointment of statutory auditors of the Company

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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 ('the Act') M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W/W100048), be and are hereby appointed as the Statutory Auditors of the Company, to hold the office from the conclusion of this meeting up to the conclusion of 32<sup>nd</sup> Annual General Meeting (for the balance four years in their Second term of five years), on such remuneration as may be determined by the Board of Directors based on the recommendation of Audit Committee"

### SPECIAL BUSINESS:

#### Item No. 3: Ratification of Appointment and approve Remuneration of Mr. Munish Chawla (DIN: 06454015) as Managing Director of the Company.

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Munish Chawla (DIN: 06454015), be and is hereby appointed as the as Managing Director ('MD') of the Company for a period of Five years commencing from August 9, 2023 made pursuant to the 'Resolution Plan' submitted by Ten on Ten Rubtech Private Limited (Resolution Applicant (RA), as approved by the Honourable National Company Law Tribunal, Ahmedabad Bench ("NCLT") via order dated 9<sup>th</sup> August, 2023 on the remuneration and on such terms and conditions as set out below with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any reenactment thereof as may be agreed to between the Board of Directors and Mr. Munish Chawla be and is hereby approved and ratified by the members of the Company.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Mr. Munish Chawla, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution."

#### Item No. 4: Ratification of Appointment of Mr. Robin Chawla (DIN: 10277507) as Director & CFO of the Company.

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

**"RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors ('COC') on December 31, 2022 and National Company Law Tribunal, Ahmedabad bench ('NCLT') vide its order dated August 09, 2023 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the applicable provisions of the Insolvency and bankruptcy Code, 2016 (including any statutory modification(s) or re- enactment thereof for the time being in force), consent of the members be and is hereby granted for ratification of appointment of Mr. Robin Chawla (DIN: 10277507), who was appointed as a Director of the Company with effect from 9<sup>th</sup> August 2023 and as Chief Financial Officer of the Company w.e.f 10<sup>th</sup> November 2023.

**"RESOLVED FURTHER THAT** pursuant to section 152, 160, 203 and other applicable provisions of The Companies Act 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as well as Listing Obligation and Disclosure requirement regulations 2015, Mr. Robin Chawla (DIN: 10277507) be and is hereby appointed and designated as a Director & CFO of the Company, who is liable to retire by rotation on the remuneration and on such terms and conditions as set out in the explanatory statement annexed hereto, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the

scope of provisions of the Companies Act, 2013, or any amendments thereto or any reenactment thereof as may be agreed to between the Board of Directors and Mr. Robin Chawla be and is hereby approved and ratified by the members of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.

**Item No. 5: Ratification of Appointment of Mr. Ramesh Chander Chawla (DIN: 08303533) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the Resolution Plan as approved by the Committee of Creditors (“COC”) on December 31, 2022 and National Company Law Tribunal, Ahmedabad bench (“NCLT”) vide its order dated August 09, 2023 and applicable provisions of the Companies Act, 2013 and rules made thereunder read with the applicable provisions of the Insolvency and bankruptcy Code, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ramesh Chander Chawla (DIN: 08303533) who was appointed as a Director of the Company, be and is hereby ratified by the members of the Company, who is liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above to settle all matters arising out of and incidental thereto and to sign and execute all documents and filing of requisite forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**Item No.6 : Appointment of Mr. Umesh Ved as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Umesh Ved (DIN 00003393) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (Five) consecutive years on the Board of the Company.

**Item No.7 : Appointment of Ms. Jasmin Doshi as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014, applicable provisions of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Jasmin Doshi (DIN 08686876) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of 5 (Five) consecutive years on the Board of the Company.

**Item No. 8 : Appointment of Mrs. Roshni Chawla (DIN-10276412) as Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mrs. Roshni Chawla (DIN-10276412), be and is hereby appointed as non-executive Director of the Company.”

**Item No. 9 : To approve Related Party Transactions to be entered into by the Company.**

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary and on the basis of the approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to enter into Related Party Contracts/Arrangements/ Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the below mentioned related parties being ‘Related Parties’ within the meaning of the Act and the SEBI Listing Regulations, in the course of sale, purchase or supply of any goods or materials (“Related Party Transactions”), on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related party and the Company, during a period of five years commencing from 1<sup>st</sup> January 2024:

Sr. No.	Name of Related Party	Name of Director/KMP, who is related and nature of their relationship	Nature of transactions	Aggregate Value of transactions during five years
1.	Ten on Ten Rubtech Private Limited	Mr. Munish Chawla & Mr. Ramesh Chander Chawla Nature of relationship: Common Directors	Internal purchase/sale of goods, Capital Goods and providing/availing Loans, services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise	Upto ₹ 600 Crores at prevailing market prices from time to time.
2.	TOT Tyres Private Limited	Mr. Munish Chawla & Mr. Ramesh Chander Chawla Nature of relationship: Common Directors	Internal purchase/sale of goods, Capital Goods and providing/availing Loans, services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise	Upto ₹ 600 Crores at prevailing market prices from time to time.
3.	Ten on Ten International Private Limited	Mr. Munish Chawla & Mr. Ramesh Chander Chawla Nature of relationship: Common Directors	Internal purchase/sale of goods, Capital Goods and providing/availing Loans, services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise	Upto ₹ 600 Crores at prevailing market prices from time to time.
4.	TOT Elastomers LLP	Mr. Munish Chawla Nature of relationship: Director is Designated Partner	Internal purchase/sale of goods, Capital Goods and providing/availing Loans, services/using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise	Upto ₹ 50 Crores at prevailing market prices from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to perform and execute all such acts, deeds, matters and things including delegation of authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**Place:** Halol

**Date:** 4<sup>th</sup> December, 2023

By order of the Board of Directors  
**For Innovative Tyres & Tubes Limited**

**Munish Chawla**  
DIN-06454015  
Director

**Registered Office:**

1201, 1202, 120 3, GIDC Halol,  
Panchmahal – 389350.

CIN: L25112GJ1995PLC086579

Website: [www.innovativetyres.com](http://www.innovativetyres.com)

E-mail: [investors@innovativetyres.co.in](mailto:investors@innovativetyres.co.in)

Tel: 02676 -220621

**NOTES:**

- Pursuant to the General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 9/2023 September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA”) and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P /2021/11, SEBI/HO/CFD/CMD2/CIR/P/ 2022/ 62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/POD2/P/CIR/2023/167 issued by The Securities and Exchange Board of India (“SEBI”) (hereinafter referred to as “the Circulars”), the Companies are allowed to hold AGM through video conference (“VC”) or other audio visual means (“OAVM”), without the physical presence of members at a common venue and also allowed to send notice and annual report through electronic mode only. Hence, in compliance with the aforesaid Circulars, the AGM of the Company is being held through VC. The deemed venue for AGM shall be the Registered Office of the Company.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Circular dated 15<sup>th</sup> January, 2021, SEBI Circular dated 13<sup>th</sup> May, 2022, Circular dated 5<sup>th</sup> January, 2023 and Circular dated 7<sup>th</sup> October, 2023 (hereinafter referred to as “SEBI Circulars”), the notice of the AGM alongwith the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company’s website [www.innovativetyres.com](http://www.innovativetyres.com), website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).

3. Since this AGM is being held through VC/ OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.**
4. Participation of members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting, are requested to send a certified copy of the Board Resolution / authorization letter to the Company or upload on the VC / OAVM portal / e-voting portal.
7. 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 the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM, based on the request being received on investors@innovativetyres.co.in.
8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to investors@innovativetyres.co.in
9. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 23<sup>rd</sup> December 2023 to Friday, 29<sup>th</sup> December, 2023** (both days inclusive) for the purpose of the Twenty-eighth AGM of the Company.
9. Members are requested to:
  - i) Register their correct email ID and correct Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

    - a) In the case of Shares held in physical mode: The shareholder may please email to RTA at rnt.helpdesk@linkintime.co.in or the Company at investors@innovativetyres.co.in.
    - b) In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
  - ii) Intimate the Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd. for consolidation into a single folio Members, if they have shares in physical form in multiple folios in identical names or joint holding in the same order of names.
  - iii) Convert their holdings in dematerialised form to eliminate risks associated with physical shares and better management of the securities. Members can write to the company's registrar and share transfer agent in this regard.
  - iv) Members may avail themselves of the facility of nomination in terms of Section 72 of the Companies Act, 2013 by nominating in the prescribed form a person to whom their shares in the Company shall vest in the event of their death. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar and Share Transfer Agent and Members holding shares in electronic form may obtain the Nomination forms from their respective Depository Participant(s).
10. In case of joint holders attending the meeting, 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.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Pvt. Ltd. at C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083.
12. All documents referred to in the accompanying Notice can be obtained for inspection by sending E-mail to Company on investors@innovativetyres.co.in. Electronic copies of necessary statutory registers and auditors' report/certificates will be available for inspection by the members at the time of AGM.
13. Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.

14. 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 not to leave their demat account(s) dormant long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Link Intime India Private Limited, Company's Registrar and Transfer Agent for assistance in this regard.
16. Consolidation of Shares under one folio The Company would urge shareholders holding shares of the Company under different folios to consolidate the shares under one folio. This would substantially reduce paperwork and transaction costs and benefit the shareholders and the Company. Shareholders can do so by writing to the Registrar with details on folio numbers, order of names, shares held under each folio, and the folio under which all shareholding should be consolidated. Share certificates need not be sent.
17. The Members who hold shares in physical mode and have not registered their e-mail address may register their email ids with the Company / Registrar and Transfer Agent (Link Intime India Private Limited) to enable the Company to send Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form).

18. Voting through electronic means (Remote E-voting):
  - i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the institute of Company Secretaries of India, the Company is pleased to provide to its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).
  - ii) The remote e-voting period commences on **Tuesday, December 26, 2023 (9:00 a.m. IST)** and ends on **Thursday, December 28, 2023 (5:00p.m. IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, 22<sup>nd</sup> December, 2023** may cast their vote electronically. The remote e-voting module shall be disabled by LI IPL e-voting platform for voting thereafter.
  - iii) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, 22<sup>nd</sup> December, 2023**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
  - iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - v) The facility for e-voting at the AGM will be available and the Members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through e-voting.
  - vi) The Company has appointed Mrs. Swati Bhatt, Proprietor of M/s. Swati Bhatt & Co., Practising Company Secretaries as Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
  - vii) The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, would first unblock the e-voting at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the company and make within a period not exceeding two (2) days from the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any and submit forth with to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
  - viii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.innovativetyres.com/> and on the website of LI IPL immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange ("NSE"), where the shares of the Company are listed.
  - ix) The Resolution shall be deemed to be passed on the date of AGM i.e. **December 29, 2023** subject to receipt of sufficient votes.

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.



Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility. Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ul style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li> <li>After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. 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>Visit the e-Voting website of NSDL. 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. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	<ul style="list-style-type: none"> <li>Existing user of 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 be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name 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/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. 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; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li>• Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -               <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> </ol> </li> <li>• Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above               <ul style="list-style-type: none"> <li>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>➤ Click “confirm” (Your password is now generated).</li> </ul> </li> </ul> </li> <li>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on ‘Submit’
  - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 022-48867000 and 022-24997000
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 toll free no.: 1800 22 55 33.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
  - > Select the "Company" and 'Event Date' and register with your following details: -
    - A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
      - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
      - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
    - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. **Mobile No.:** Enter your mobile number.
    - D. **Email ID:** Enter your email id, as recorded with your DP/Company.
      - > Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company mentioning their name, demat account no./folio no., email id, mobile no. at [investors@innovativetyres.co.in](mailto:investors@innovativetyres.co.in)
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**NOTE:** Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm"; else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>  
or
- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:  
Step 1: Enter your First Name, Last Name and Email ID and click on Join Now.  
1 (A): If you have already installed the Webex application on your device, join the meeting by clicking on Join Now  
1 (B): If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.  
Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now.

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

- I. A Member may participate in the AGM even after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the AGM.
- II. A person, whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, 22<sup>nd</sup> December, 2023, only shall be entitled to avail the facility of remote e-Voting as well as e-Voting at the AGM.  
  
Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian/ Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney, etc., together with attested specimen signature of the duly authorized representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- III. During the voting period, Shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- IV. Shareholders holding multiple folios / demat account shall choose the voting process separately for each of the folios / demat account.
- V. In case the Shareholders have any queries or issues regarding e-Voting, please refer the Frequently Asked Questions (FAQs) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us: - Tel: +91 (022) – 4918 6000.
- VI. The Chairman shall, during the AGM / at the end of discussion / after every business item for the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by way of eVoting system for the purpose of conducting a poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- VII. The Scrutinizer will submit his report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes casted through remote e-Voting), not later than 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to NSE and RTA and will also be displayed on the Company's website at [www.innovativetyres.com](http://www.innovativetyres.com) and on the RTA's website at <https://instavote.linkintime.co.in>.
- VIII. The voting results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.innovativetyres.com](http://www.innovativetyres.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange.

## ANNEXURE TO NOTICE

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

**Item No. 2**

M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W/W100048), were appointed as Statutory Auditors of the Company at the previous Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September 2022, to hold the office till the conclusion of 28<sup>th</sup> AGM. The said appointment was the first year in their Second term of five years. Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Company is required to appoint the Statutory Auditor for a term of 5 consecutive years. Therefore, it is proposed to appoint M/s Haribhakti & Co. LLP, Chartered Accountants, (Firm Registration No. 103523W/W100048), as Statutory Auditors of the Company for the balance period of four years in their second term of five years i.e. to hold the office till the conclusion of 32<sup>nd</sup> AGM.

The Board of Directors recommends the resolution at Item No. 2 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolution at Item No. 2 of this Notice.

**Item No. 3**

Pursuant to the 'Resolution Plan' (RP) submitted by Ten-on-Ten Rubtech Private Limited (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide order dated 9<sup>th</sup> August 2023, the Company has appointed Mr. Munish Chawla (DIN.: 06454015) as a Managing Director of the Company w.e.f. 9<sup>th</sup> August, 2023 for a period of five years from the date of appointment, pursuant to schedule V of the Act, and on such terms and conditions as set out in the proposed resolution.

Pursuant to the NCLT order and based on NCLT order, the Approval of Members is considered as deemed, the Board has appointed Mr. Munish Chawla (DIN.: 06454015) as a Managing Director of the Company w.e.f. 9<sup>th</sup> August, 2023 for a period of five years in compliance of Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the same was intimated to exchange.

The Board on account of good corporate governances and initiative, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Munish Chawla (DIN.: 06454015) as a Managing Director of the Company w.e.f. 9<sup>th</sup> August, 2023 for a period of five years and approval of his remuneration and to comply with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a term of five years as under:

**Broad particulars of the terms of re-appointment of, and remuneration payable to Mr. Munish Chawla are as under:**

1. Salary ₹ 1,87,500/- per month.
2. Perquisites: Car with Driver, telephone.
3. Subject to overall ceiling on remuneration, the Managing Director may be given other allowances, benefits and perquisites, as may be decided by the Board of Directors from time to time. However, the overall amount of salary and perquisites shall not exceed an amount equal to the annual salary of ₹ 22.50 Lakhs.

Accordingly, the Board recommends passing of the resolution as set at Item No. 3 of the Notice as a Special Resolution.

Except Mr. Munish Chawla, Mr. Robin Chawla, Mrs. Roshni Chawla and Mr Ramesh Chander Chawla Directors, no one or their relatives are concerned or interested in the said resolution.

**Item No 4 :**

Pursuant to the 'Resolution Plan' (RP) submitted by Ten-on-Ten Rubtech Private Limited (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide order dated 9<sup>th</sup> August, 2023, the Company has appointed Mr. Robin Chawla (DIN.: 10277507) as a Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

Pursuant to the NCLT order, the Approval of Members is considered as deemed, for the ratification of appointment of Mr. Robin Chawla (DIN.: 10277507) as Non-Executive Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

Subsequent to that he was Re-designated as Director & CFO as on 10th November, 2023.

The Board, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Robin Chawla (DIN.: 10277507) as Non-Executive Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

Accordingly, the Board recommends passing of the resolution as set at Item No. 4 of the Notice as an Special Resolution.

Except Mr. Munish Chawla, Mr. Robin Chawla, Mrs. Roshni Chawla and Mr. Ramesh Chander Chawla, being appointee Directors, none of the Key Managerial Personnel or their relatives, are interested or concerned in the resolutions.

The Board recommends the Special Resolution set out at item No. 4 of the accompanying Notice in the interests of the Company.

**Item No 5 :**

Pursuant to the 'Resolution Plan' (RP) submitted by Ten-on-Ten Rubtech Private Limited (Resolution Applicant (RA), as approved by the National Company Law Tribunal, Ahmedabad Bench ("NCLT") vide order dated 9<sup>th</sup> August, 2023, the Company has appointed Mr. Ramesh Chander Chawla (DIN.: 08303533) as a Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

Pursuant to the NCLT order, the Approval of Members is considered as deemed, for the ratification of appointment of Mr. Ramesh Chander Chawla (DIN.: 08303533) as Non-Executive Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

He has around ten years of experience in import of rubber material that will improve Company's performance.

The Board, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Ramesh Chander Chawla (DIN.: 08303533) as Non-Executive Director of the Company w.e.f. 9<sup>th</sup> August, 2023, liable to retire by rotation.

Accordingly, the Board recommends passing of the resolution as set at Item No. 5 of the Notice as a Special Resolution.

Except Mr. Munish Chawla, Mr. Robin Chawla, Mrs. Roshni Chawla and Mr. Ramesh Chander Chawla, none of the Key Managerial Personnel or their relatives, are interested or concerned in the resolutions.

The Board recommends the Special Resolution set out at item No. 5 of the accompanying Notice in the interests of the Company.

**Item No.6:**

The Board proposed to appoint Mr. Umesh Ved as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Obligation and Disclosure Requirement Regulation 2015 to hold office for a period of five years consecutive years.

The Company has received consent in writing from Mr. Umesh Ved to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mr. Umesh Ved that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Obligation and Disclosure Requirement Regulation 2015. In the opinion of the Board Mr. Umesh Ved fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013.

Further, Mr. Umesh Ved is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given his intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at item No. 6 of the accompanying Notice in the interests of the Company.

The Board decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of Mr. Umesh Ved who is a qualified Company Secretary and commerce graduate and having experience of more than 3 decades as a practicing professional in Ahmedabad, w.e.f 10<sup>th</sup> November 2023.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between working hours on any working day upto the date of the AGM. Item No. 6 of the Notice with regard to their respective appointments.

Except Mr. Umesh ved, being appointee Director, none of the Directors and Key Managerial Personnel or their relatives, are interested or concerned in this resolution.

**Item No.7:**

The Board proposed to appoint CS Jasmin Doshi (DIN 08686876) as independent director in terms of Section 149 and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Obligation and Disclosure Requirement Regulation 2015 to hold office for a period of five years consecutive years.

The Company has received consent in writing from CS Jasmin Doshi (DIN 08686876) to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from CS Jasmin Doshi (DIN 08686876) that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Obligation and Disclosure Requirement Regulation 2015. In the opinion of the Board CS Jasmin Doshi (DIN 08686876) fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Further, CS Jasmin Doshi (DIN 08686876) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at item No. 7 of the accompanying Notice in the interests of the Company.

The Board, decided to seek the approval of members of the company by passing of special resolution at ensuing Annual General Meeting for ratification of appointment of CS Jasmin Doshi (DIN 08686876) who is a qualified Company Secretary and commerce graduate, w.e.f 10<sup>th</sup> November 2023.

Copy of the draft letters for his appointment as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between working hours on any working day up to the date of the AGM. Item No. 7 of the Notice with regard to their respective appointments.

Except Ms. Jasmin Doshi, being appointee Director, none of the Directors and Key Managerial Personnel or their relatives, are interested or concerned in this resolution.

**Item No. 8 :**

As per sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mrs. Roshni Chawla (DIN-10276412), who is eligible for appointment, be and is hereby appointed as non-executive additional Director of the Company to hold the office up to the conclusion of ensuing Annual General meeting of the Company."

The Board, decided to seek the approval of members of the company by passing of ordinary resolution at ensuing Annual General Meeting for ratification of appointment of Mrs. Roshni Chawla as Non-Executive Director of the company w.e.f. 10th November 2023 liable to retire by rotation." Accordingly, The Board recommends passing of resolution as set at Item No.9 of the Notice as Ordinary Resolution.

The Company has received consent in writing from Mrs. Roshni Chawla (DIN-10276412) to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has received a declaration from Mrs. Roshni Chawla (DIN-10276412) that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Obligation and Disclosure Requirement Regulation 2015. In the opinion of the Board Mrs. Roshni Chawla (DIN-10276412) fulfill the conditions for appointment as Independent Director as specified in the Companies Act, 2013. Further, Mrs. Roshni Chawla (DIN-10276412) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they are not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

The Board, decided to seek the approval of members of the company by passing of ordinary resolution at this Annual General Meeting for ratification of appointment of Mrs. Roshni Chawla (DIN-10276412), She is a graduate in Arts. Mrs. Roshni Chawla has decades of experience in international business while managing SME operations in countries such as USA and Canada. She has insightful information and network for global materials sourcing, w.e.f 10th November 2023.

Copy of the draft letters for his appointment as setting out the terms and conditions are available for inspection by members at the Registered Office of the Company between working hours on any working day up to the date of the AGM.

Except Mrs. Roshni Chawla, Mr. Munish Chawla, Mr. Robin Chawla and Mr. Ramesh Chander Chawla, none of the Directors and Key Managerial Personnel or their relatives, are interested or concerned in this resolution.

**Item No 9 :**

**TO APPROVE RELATED PARTY TRANSACTIONS TO BE ENTERED BY THE COMPANY:**

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), other applicable provisions of the Act, the Companies (Meetings of Board and its Powers), Rules 2014, other applicable rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), it is provided that in case of a company having paid-up share capital of ten crore rupees or more, no contract or arrangement shall be entered into except with the approval of the members by a resolution, other than any transaction entered into by the company in its ordinary course of business and are at arm's length. According to the Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and amendments thereof, all related party transactions to be entered by listed entity being material in nature (i.e. A transaction shall be considered as material if transactions entered into individually or taken together during a financial year exceeds ten percent of the annual consolidated turnover of the listed entity as per last audited financial statements of the listed entity) shall be approved by members of the Company.

Pursuant to the rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the name of related party, nature of relationship and type of transactions with the related parties, to be entered during a period of five years commencing from 1<sup>st</sup> January, 2024, are mentioned herein below:

These transactions will be entered in the ordinary course of business and on arm's length basis Further as per the provisions of Section 188 (1) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and provisions of Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as recommended and approved, defined as material related party transaction by the Audit Committee, prior approval of the shareholders of the Company is required for entering into contracts or agreements with related party transaction(s).

Other details of the transactions, pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/ 662 dated 22<sup>nd</sup> November, 2021, and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are given hereunder:

1	Name of the related party	Ten on Ten Rubtech Private Limited, TOT Tyres Private Limited, Ten on Ten International Private Limited, TOT Elastomers LLP
2	Name of Director and KMP who is related, if any	Mr. Munish Chawla, Mr. Ramesh Chander Chawla and Mrs. Roshni Chawla
3	Nature of relationship with the Company including nature of its concern or interest (financial or otherwise)	Directors and their relatives are Directors and Designated Partners in the Company (ies)/ entities
4	Type/nature, material terms, monetary value and particulars of the proposed transaction	Internal purchase/sale of goods and providing/availing Loans, services/ using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise
5	Tenure	Duration of five years for a period from January 01, 2024 to December 31, 2028
6	Monetary Value	Internal purchase/sale of goods and providing/availing Loans, services/ using resources/entering into agreement for use of properties, providing corporate Guarantee, Providing Securities to third party for any Borrowing or otherwise: Ten on Ten Rubtech Private Limited upto ₹ 600 crore. , TOT Tyres Private Limited- upto ₹ 600 crore, Ten on Ten International Private Limited upto ₹ 600 crore, TOT Elastomers LLP upto ₹ 50 crore
7	Any advance paid	No
8	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	Generally accepted in the market
9	Justification as to why the related party transaction is in the interest of the Company	The Company and Related Parties have been engaged in rubber business. The entities are having vast experience and strategic capabilities that it has developed in this field. The proposed transactions will aid the growth of the Company's business.
10	Valuation Report on which the Company has relied upon	Not Applicable
11	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	As the Company was under IBC the Company was not having adequate turnover in last financial year.

The Board recommends the **Special resolution** set out in Item No. 9 of the Notice for approval by the members.



## Annexure A

Details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard- 2 on “General Meetings” issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM:

Particulars	Mr. Munish Chawla (DIN 06454015)
Age	52 Years
Date of Appointment	09-08-2023
Designation	Managing Director
Qualifications	Post Graduate
Experience (including expertise in specific functional area)/Brief Resume	<p>A natural businessman, Munish Chawla has been conducting business his whole life. Born to a businessman father who dealt with garments and boutique timepieces, he had gravitated to this line of work from an early age. He graduated with an engineering degree from Maharashtra University in Aurangabad. After working his first post-grad job for merely a few days, he quit and started his first manufacturing plant in plastics at just the age of 22. With bigger aspirations, he left India behind to pursue the American dream with just a couple hundred dollars to his name. From gas station attendant to restaurant owner, to truck stop owner, he has been able to apply his natural business acumen to various types of industries and succeed. In 2011, he began Ten on Ten International Private Limited, an India-based business specializing in trading off-grade polymers by exporting material to India from manufacturing plants in US and Canada. After finding great potential in this untapped business model, and with a key focus on forward and backward integration, he made his way from trader, to dealer, to distributor, and eventually to manufacturer of his own state-of-the-art developed rubber compound with his second India-based company Ten on Ten Rubtech Pvt Ltd, within the span of a few short years.</p> <p>Apart from manufacturing, Munish Chawla is an avid investor with ventures across various industries such as real estate and IT. With a key focus on real estate, he has amassed various real-estate assets in India and Canada and that too with reputed tenants such as Incuspaze Solutions, State Bank of India, ICICI Bank, Domino's Pizza, Burger King, Alcorg. He also has 22% equity in Incuspaze Solutions, which specializes in providing office space solutions to start-ups, SMEs and large enterprises.</p> <p>Today, Munish Chawla is running 9 companies across 3 countries, with suppliers spanning across 4 continents and customers spanning across the entire globe.</p> <p>With his vast experience and spot on business acumen, Munish Chawla also brings on vast network of suppliers, customers and most importantly his technical know-how in rubbers and rubber compounds, which shall absolutely critical to the turnaround of the Company.</p>
Terms and conditions of appointment/re-appointment	<p>Compensation ₹ 22,50,000/-per annum.</p> <p>Period five years. Not liable to retire by rotation.</p>
Relationship with other directors or Key Managerial Personnel	<p>Mr. Robin Chawla (Son)</p> <p>Mr. Ramesh Chander Chawla (Father)</p> <p>Mrs. Roshni Chawla (Wife)</p>
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Total shares held by him in the company	Nil

<b>Particulars</b>	<b>Mr. Robin Chawla (DIN-10277507)</b>
Date of Appointment	09-08-2023
Designation	Director & CFO (w.e.f. 10.11.2023)
Age	24 years
Qualifications	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	A graduate in Data Science from the University of Toronto, Robin Chawla has forgone several opportunities to work high-paying tech jobs in Silicon Valley to join the TOT Group. He is currently heading the Tyre division. With the spirit of youth and knowledge of engineering technology, his commitment to the Group's growth is unwavering. His youthful energy and knowledge of the latest technology will be critical in achieving a restart and upscaling and upskilling of the operations of the he turnaround of the Company.
Terms and conditions of appointment/re-appointment	Compensation ₹ NIL per annum. He shall be liable to retire by rotation
Relationship with other directors or Key Managerial Personnel	Mr. Munish Chawla (Father) Mr. Ramesh Chander Chawla (Grand Father) Mrs. Roshni Chawla (Mother)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Total shares held by him in the company	Nil

<b>Particulars</b>	<b>Mr. Ramesh Chander Chawla (DIN- 08303533)</b>
Date of Appointment	09-08-2023
Designation	Director
Age	81 Years
Qualifications	High School
Experience (including expertise in specific functional area)/ Brief Resume	Importer of Raw Rubber Materials from last 10 years
Terms and conditions of appointment/re-appointment	Compensation ₹ Nil per annum. Period three years.
Relationship with other directors or Key Managerial Personnel	Mr. Munish Chawla (Son) Mr. Robin Chawla (Grand Son) Mrs. Roshni Chawla (Daughter-in-law)
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Total shares held by him in the company	Nil

<b>Particulars</b>	<b>Mrs. Roshni Chawla (DIN-10276412)</b>
Age	48 years
Qualifications	Graduate
Experience (including expertise in specific functional area)/ Brief Resume	She is a graduate in arts. Roshni Chawla has decades of experience in international business while managing SME operations in countries such as USA and Canada. She has insightful information and network for global materials sourcing.
Terms and conditions of appointment/re-appointment	Compensation Rs. NIL per annum.
Remuneration last drawn (including sitting fees if any) {For FY 2022-23}	Rs. NIL lakhs p.a.
Relationship with other directors or Key Managerial Personnel	Spouse of Mr. Munish Chawla, Managing Director Mother of Mr. Robin Chawla Director & CFO Daughter in law of Mr Ramesh Chander Chawla, Director
Date of Appointment	10/11/2023
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Total shares held by him in the company	Nil

Particulars	Ms. Jasmin Doshi (DIN 08686876)	Mr. Umesh Ved (DIN 00003393)
Age	35 Years	57 Years
Date of Appointment	10-11-2023	10-11-2023
Designation	Independent Director	Independent Director
Qualifications	B.Com., ACS	B.Com, LL.B., FCS, Insolvency Professional
Experience (including expertise in specific functional area)/Brief Resume	A profession exposure of over 9 years of experience as a professional. Presently serving in M/s prime Fresh Limited	<p>A Practicing Company Secretary from Ahmedabad is having a post-qualification experience of almost three decades. He is proprietor of Umesh Ved &amp; Associates, a leading Practising Company Secretaries Firm of Western India, specializing in Mergers, Amalgamations, Takeovers, Restructuring of companies, IBC, Securities Laws and Foreign Exchange Management, etc. and providing value added services to corporate clients in the field of legal, compliances and Appearance before the Quasi-Judicial Bodies</p> <p>An active member of the ICSI, Mr. Ved was a member of the Central Council of the ICSI for the term 2011-14. He was also the Chairman of Ahmedabad Chapter of Western India Regional Council in the year 2000 and Chairman of Western India Regional Council of the ICSI in the year 2008. He is a regular speaker at Seminars, Workshops organized by the professional bodies and a visiting faculty at Professional Institutes of repute. Mr. Ved is actively associated with various Religious and Charitable Trusts. Widely travelled Mr. Ved is a avid reader, prolific writer and has contributed several papers and articles in prestigious professional Journals, magazines and leading financial dailies.</p> <p>He is having professional experience of more than 25 years in Company Law, FEMA and other Legislations focusing mainly in Mergers and Acquisitions, Corporate Restructuring, Joint Ventures and Foreign Collaborations, Due Diligence Audits, Capital Market Issues, etc. He has also served and continues to serve as advisor to the Board of Directors / Management Council of number of listed / unlisted companies in India He has been actively engaged in dealing with company law matters and obtaining approvals and registrations with various governmental, statutory, regulatory and administrative authorities like Registrar of Companies, NCLT, Regional Directors, and Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges, SEBI and other statutory Authorities and representing before the said Authorities on behalf of clients.</p>
		<p>He is having professional experience of more than 25 years in Company Law, FEMA and other Legislations focusing mainly in Mergers and Acquisitions, Corporate Restructuring, Joint Ventures and Foreign Collaborations, Due Diligence Audits, Capital Market Issues, etc. He has also served and continues to serve as advisor to the Board of Directors / Management Council of number of listed / unlisted companies in India He has been actively engaged in dealing with company law matters and obtaining approvals and registrations with various , statutory, regulatory and administrative authorities like Registrar of Companies, NCLT, Regional Directors, and Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges, SEBI and other statutory Authorities and representing before the said Authorities on behalf of clients.</p>
Terms and conditions of appointment/re-appointment	Compensation NIL. Appointment for 5 years	Compensation NIL. Appointment for 5 years
Relationship with other directors or Key Managerial Personnel	None	None

Particulars	Ms. Jasmin Doshi (DIN 08686876)	Mr. Umesh Ved (DIN 00003393)
Names of Companies in which the person also holds the directorship.	Independent Director- TGB Banquets and Hotels Limited	Director in Reni Consultants Private Limited, Adani Solar Energy Four Limited, Adani Solar Energy Chitrakoot One Limited Adani Solar Energy Kutchh One Limited, Mbiz Solutions Private Limited, Vishwam Advisory Private Limited, Adani Solar Energy Ap Six Private Limited, Adani Solar Energy Jodhpur Three Private Limited, Adani Solar Energy Jodhpur Four Limited, Adani Solar Energy Ap Seven Private Limited, Adani Solar Energy Jodhpur Five Private Limited, Adani Solar Energy Ka Nine Private Limited, Anamaya (India) Private Limited, Umesh Ved Advisors Private Limited.
Membership of Committees of the Board	Member in Audit Committee, N.R.C and Stackholder Relationship Committee of above.	
Total shares held by him in the company	Nil	Nil

#### Annexure-B

#### STATEMENT IN TERMS OF ITEM (IV) OF THIRD PROVISIO OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013

##### I. General Information

Sr.No.	Particulars	Remark																														
1.	Name of Industry	Tyre and Tube Manufacturing Industry																														
2.	Date or expected date of commercial production	The Company was incorporated on 28 <sup>th</sup> November 1995 and commenced commercial production thereafter.																														
3.	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable																														
4.	Financial Performance	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-23 Rs. In lakhs</th> <th>2021-22 Rs. In lakhs</th> </tr> </thead> <tbody> <tr> <td>Turnover including other income</td> <td>186.83</td> <td>5,361.50</td> </tr> <tr> <td>EBIDTA</td> <td>-5,313.74</td> <td>-4,824.25</td> </tr> <tr> <td>Depreciation</td> <td>818.32</td> <td>780.28</td> </tr> <tr> <td>Finance Cost</td> <td>8.77</td> <td>306.50</td> </tr> <tr> <td>Profit Before Tax</td> <td>-6,140.83</td> <td>-5,911.03</td> </tr> <tr> <td>Tax</td> <td>-847.18</td> <td>-17.02</td> </tr> <tr> <td>Profit After Tax</td> <td>-5,293.65</td> <td>-5,894.01</td> </tr> <tr> <td>Paid up Capital</td> <td>1,799.16</td> <td>1,799.16</td> </tr> <tr> <td>Reserves &amp; Surplus</td> <td>-6,221.3</td> <td>-927.64</td> </tr> </tbody> </table>	Particulars	2022-23 Rs. In lakhs	2021-22 Rs. In lakhs	Turnover including other income	186.83	5,361.50	EBIDTA	-5,313.74	-4,824.25	Depreciation	818.32	780.28	Finance Cost	8.77	306.50	Profit Before Tax	-6,140.83	-5,911.03	Tax	-847.18	-17.02	Profit After Tax	-5,293.65	-5,894.01	Paid up Capital	1,799.16	1,799.16	Reserves & Surplus	-6,221.3	-927.64
Particulars	2022-23 Rs. In lakhs	2021-22 Rs. In lakhs																														
Turnover including other income	186.83	5,361.50																														
EBIDTA	-5,313.74	-4,824.25																														
Depreciation	818.32	780.28																														
Finance Cost	8.77	306.50																														
Profit Before Tax	-6,140.83	-5,911.03																														
Tax	-847.18	-17.02																														
Profit After Tax	-5,293.65	-5,894.01																														
Paid up Capital	1,799.16	1,799.16																														
Reserves & Surplus	-6,221.3	-927.64																														
5.	Foreign Investments or collaboration, if any	There is no direct foreign investment in the Company except to the extent shares held by Foreign Company. There is no foreign collaboration in the company.																														

##### II. Information about the Managing Director:

Sr.No.	Particulars	Shri Munish Chawla
1.	Background details	Please refer Item No. 3 of statement pursuant to Section 102(1) of the Act of this notice.
2.	Past Remuneration	NA
3.	Recognition and Awards	Nil
4.	Job Profile and his suitability	Given in the body of this statement

Sr.No.	Particulars	Shri Munish Chawla
5	Remuneration proposed	Since the same have been already explained in detail in the statement, the same are not repeated. It is to be informed that it is same as earlier term.
6	Comparative remuneration profile with respect to industry, size of company, profile of the position and person.	Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is commensurate with the industry standards and Board level positions held in similar sized and similarly positioned businesses.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial Personnel, if any.	Apart from receiving managerial remuneration and holding directorship in Resolution Applicant company, he does not have any other pecuniary relationship with the Company.

### III. Other Information

1. Reasons of loss or inadequate profits:

There were no operations in the company during Current financial year being it in CIRP.

2. Steps taken or proposed to be taken for improvement:

The new resolution applicant has taken over the charge in August 2023. The new management is taking efforts to ramp up the business volumes of the Company by way of infusion of adequate Working Capital in the Company and the management is hopeful of a turnaround in the fortunes of the Company in the coming years.

3. Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current year.

### IV. Disclosures:

Disclosure as required under sub clause IV of clause (iv) of Section II of Part II of Schedule V are mentioned in the Board's Report under the heading "Corporate Governance".

The above explanatory statement (together with Annexure-A and Annexure-B thereto) shall be construed to be memorandum setting out the terms of the re-appointment as specified under Section 190 of the Companies Act, 2013.

**Place:** Halol

**Date:** 4<sup>th</sup> December, 2023

By order of the Board of Directors  
**For Innovative Tyres & Tubes Limited**

**Munish Chawla**  
DIN-06454015  
Director

### Registered Office:

1201, 1202, 1203, GIDC Halol,

Panchmahal – 389350.

CIN: L25112GJ1995PLC086579

Website: [www.innovativetyres.com](http://www.innovativetyres.com)

E-mail: [investors@innovativetyres.co.in](mailto:investors@innovativetyres.co.in)

Tel: 02676 -220621