



**MRL TYRES LIMITED**  
(Formerly known as MALHOTRA RUBBERS LIMITED)

Regd. & Head Office:

70/50A, Rama Road Industrial Area, Najafgarh Road,  
Moti Nagar, New Delhi 110 015, India

P : +(91)-(11)-49994999,

F : +(91)-(11)-49994997/98

E : info@mrltyres.com

CIN-U74899DL1978PLC009127

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING NO. MRL/EGM-01/2018-19 OF THE MEMBERS OF MRL TYRES LIMITED WILL BE HELD ON TUESDAY, THE 15<sup>th</sup> DAY OF MAY, 2018 AT 01:30 P.M. AT THE REGISTERED OFFICE 70/50A, 1ST FLOOR, RAMA ROAD, INDUSTRIAL AREA, NAJAFGARH ROAD, NEW DELHI - 110015 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

**Special Business**

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

"RESOLVED THAT pursuant to the provisions of section 188(1)(f) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted from time to time, the consent of the Members be and is hereby accorded to the revision in the remuneration of related parties holding office or place of profit, w.e.f 01st April 2018 as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT the Nomination & Remuneration Committee/Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013 to effect change in designation and responsibilities of the persons holding office or place of profit within the maximum limit approved by the shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing Resolution, Mr. G.K.Malhotra, Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things, as may be considered necessary, proper or desirable in the said regard including filling of returns with any authority."

**MRL TYRES LIMITED**

**BY ORDER OF THE BOARD**

Date : April 14, 2018

Place : Delhi

G.K.Malhotra

Managing Director

DIN: 00515546

B-20, Kirti Nagar, Delhi-11015



[www.mrltyres.com](http://www.mrltyres.com)

**NOTES:**

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

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

**Item No.1**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 14<sup>th</sup> day of April 2018 had consented for Increase of remuneration payable to Smt.Geeta Malhotra, Smt. Shubhra Malhotra, Smt. Samridhi Kohli and Smh. Sanah Malhotra (related parties holding office or place of profit) w.e.f 01st April, 2018, subject to approval of the Shareholders by way of an Ordinary Resolution.

**Related Party Transaction-(Remuneration to related parties holding office or place of profit)**

Name of Related Parties	Name of the director or KMP who is related	Nature of Relationship	Transaction defined U/S 188(1)(f) of the Companies Act, 2013 i.e Related Party holding office or place of profit.	
			Designation	Monthly Remuneration payable individually w.e.f 01st April 2018
Geeta Malhora	G.K. Malhotra	Wife	Executive- Head HR and Public	Salary: Rs 4,00,000/- (Rs. Four

			Relations	<p>Lacs Only) P.M. (Proposed Increase from Rs. 2,00,000/- P.M to 4,00,000/- PM)</p> <p>Telephone: Mobile/Telephone facility as per the Company's rules.</p> <p>Leave encashment as per the Company's rules</p>
Shubhra Malhotra	Monit Malhotra	Wife	Executive-Head Export Business	<p>Salary: Rs 4,00,000/- (Rs. Four Lacs Only) P.M. (Proposed Increase from Rs. 2,00,000/- P.M to 4,00,000/- PM)</p> <p>Telephone: Mobile/Telephone facility as per the Company's rules.</p>
Samridhi Kohli	G.K.Malhotra	Daughter	Executive- Head HR	<p>Salary: Rs 4,00,000/- (Rs. Four Lacs Only) P.M. (Proposed Increase from Rs. 2,00,000/- P.M to 4,00,000/- PM)</p> <p>Telephone: Mobile/Telephone facility as per the Company's rules.</p>
Sanah Malhotra	Raghav Malhotra	Wife	Executive-Head Export Marketing	<p>Salary: Rs 4,00,000/- (Rs. Four Lacs Only) P.M. (Proposed Increase from Rs. 2,00,000/- P.M to 4,00,000/- PM)</p> <p>Telephone: Mobile/Telephone</p>

				facility as per the Company's rules.
--	--	--	--	--------------------------------------

This above Maximum Remuneration shall be inclusive of perquisites and such other benefits which are payable or applicable to employees in similar senior management cadre and same position in the Company as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

Section 188(1)(f) of the Companies Act, 2013 read with applicable rules, the Company has sought and obtained the approval and consent of the Nomination and Remuneration Committee and the Board respectively for enhancement in prescribed limit of remuneration payable to related parties appointment to any office or place of profit in the company. The Audit Committee and Board considered the said Maximum Remuneration payable to the related parties appointment to any office or place of profit in the company, are in the ordinary course of business and at arms' length basis transaction.

Your Directors recommends the resolutions for your approval. Mr. G.K.Malhotra, Managing Director, Mr. Monit Malhotra, Whole Time Director and Mr. Raghav Malhotra, Whole Time Director, being relative are deemed to be interested or concerned in the respective offices.

Date : April 14, 2018  
Place : Delhi

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

  
G.K.Malhotra  
Managing Director  
DIN: 00515546  
B-20, Kirti Nagar, Delhi-11015