



BIRLA TYRES LIMITED

Our Company was incorporated as “Birla Tyres Limited” as a public limited company on November 22, 2018 under the Companies Act, 2013, vide Certificate of Incorporation issued by the Registrar of Companies, West Bengal. For further details, see “History and Certain Corporate Matters”

Corporate Identification Number U25209WB2018PLC228915

Registered & Corporate Office: 9/1, R.N. Mukherjee Road, 8th Floor, Birla Building, Kolkata 700001, West Bengal, India.

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PROMOTER AND PROMOTER GROUP		
Late Basant Kumar Birla (deceased on 3 July 2019) Smt Manjushree Khaitan Mrs. Rajashree Birla Mr. Kumar Mangalam Birla Mrs. Vasavadatta Bajaj B.K. Birla Foundation Mrs. Jayashree Mohta	Mrs. Vidula Jalan Century Textile and Industries Ltd. Birla Education Trust Pilani Investment and Industries Corporation Ltd Birla Educational Institution	Birla Institute Of Technology and Science Prakash Education Society Padmavati Investment Ltd Aditya Marketing and Manufacturing Limited Manav Investment and Trading Co. Ltd
INFORMATION MEMORANDUM FOR LISTING OF 14,25,90,079 EQUITY SHARES OF RS. 10 EACH		
NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM		
RISKS IN RELATION TO THE FIRST ISSUE		
This being the first issue of the Company, there has been no formal market for the securities of the Company. The face value of the Equity Shares is Rs.10. The issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares of the Company nor regarding the price at which the Equity Shares will be traded after listing.		
GENERAL RISK		
Investment in equity and equity related securities involve a degree of risk and investors should not invest funds in the equity shares of our Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking a decision to invest in the shares of our Company. For taking an investment decision, Investors must rely on their own examination of our Company including the risks involved.		
COMPANY'S ABSOLUTE RESPONSIBILITY		
Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to our Company, which is material, that the information contained in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.		
LISTING		
The Equity Shares of our Company are proposed to be listed on the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”)(hereinafter collectively, referred to as the “Stock Exchanges”). For the purposes of this listing, the Designated Stock Exchange is BSE. Our Company has received in-principle approval for listing from the BSE and the NSE on and respectively. Our Company has submitted this Information Memorandum with BSE and NSE and would also be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com). The Information Memorandum is made available on our Company's website viz. www.birlatyre.com .		
REGISTRAR AND SHARE TRANSFER AGENT		
	MCS Share Transfer Agent Limited Address: 383, Lake Gardens, 1 st Floor, Kolkata 700 045 Telephone: 033 4072 4051 /54 Fax: 033 4072 4050 Investor Grievance Email: mcssta@rediffmail.com Website: http://www.mcsregistrars.com/ Contact Person: Mr. Shankar Ghosh SEBI Registration: INR000004108	

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SECTION I - GENERAL

DEFINITIONS AND ABBREVIATIONS

Definitions

In this Information Memorandum, unless the context otherwise requires, the terms defined and abbreviations expanded herein below shall have the same meaning as stated in this section.

In this Information Memorandum, unless otherwise indicated or the context otherwise requires, all references to “BIRLA TYRES LIMITED”, “Resulting Company”, the/our “Company”, “we”, “our”, “us”, “Resulting Company” or “Resulting Entity” are to BIRLA TYRES LIMITED or, as the context requires, and references to “you” are to the prospective investors in the Equity Shares.

Conventional and General Terms / Abbreviations

Term	Description
Act/Companies Act	The erstwhile Companies Act, 1956 and/or Companies Act, 2013, as applicable
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BTL or Resulting Company	Birla Tyres Limited
BSE	BSE Limited
CFO	Chief Financial Officer
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant/ DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extra-Ordinary General Meeting
EPS	Earnings per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 including the regulations framed thereunder
FIPB	Foreign Investment Promotion Board, Ministry of Finance, GoI
GAAP	Generally Accepted Accounting Principles
GDR	Global Depository Receipt
GoI	Government of India
ICAI	Institute of Chartered Accountants of India
IT Act	Income Tax Act, 1961
Indian GAAP	Generally accepted accounting principles followed in India
KIL or Demerged Company	Kesoram Industries Limited
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NAV	Net Asset Value
NRI	Non-Resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Body
p.a	Per annum
PAN	Permanent Account Number under the IT Act
RBI	The Reserve Bank of India
Rs. / Rupees / INR / ₹	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contract (Regulation) Rules, 1957

Term	Description
SEBI	Securities and Exchange Board of India
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Circular	Circular No. CIR/CFD/CMD/16/2015 issued by SEBI dated 30 November 2015 read with Circular no. CFD/DIL3/CIR/2017/26 dated 23 March 2017 read with Circular No CFD/DIL3/CIR/2018/2 dated 3 January 2018 issued by SEBI on Schemes of Arrangement.

Company Related and Industry Related Terms

Term	Description
Appointed Date for Demerger	Opening business hours of 1 January 2019
Capital / Share capital	Equity share capital of Birla Tyres Limited
CFO	The Chief Financial Officer of BTL
Corporate Office	9/1, R.N. Mukherjee Road, 8th Floor, Birla Building, Kolkata 700001, West Bengal, India
Director(s)	Director(s) of our Company, unless otherwise specified
Demerged Undertaking	Means all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and where so ever situated, of KIL, in relation to and pertaining to the Tyre Business on a going concern basis, along with all related assets, liabilities, intangible assets, employees, rights, powers, licences, statutory registrations, permissions and powers, leasehold rights and all its debts, outstandings, liabilities, duties, obligations as on the Appointed Date, along with all rights, title, interests and ownerships therein as a going concern and as defined in detail in the Scheme.
Designated Stock Exchange	BSE Limited
Effective Date	4 December 2019
Eligible Shareholder (s)	Shall mean eligible holder(s) of the Equity Shares of Kesoram Industries Limited as on the Record Date
Equity Share(s) or Share(s)	Equity shares of Birla Tyres Limited having a face value of Rs. 10 each unless otherwise specified in the context thereof.
Equity Shareholder / Shareholder	A holder of the Equity Shares
Financial Year/ Fiscal/ Fiscal Year/ FY	Any period of twelve months ended March 31 of that particular year, unless otherwise stated.
GDR	Global Depository Receipts
Group Companies	Unless the context otherwise required, shall mean Group Companies as enumerated in the chapter "Group Companies"
IT Act	The Income Tax Act, 1961 and amendments thereto
Key Managerial Personnel	Key management personnel of Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations and disclosed in "Management"
Information Memorandum	This document filed with the Stock Exchanges known as and referred to as the Information Memorandum or IM
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and amendments thereto.
Promoter	The promoter(s) of the Company, as identified and described in "Promoters, Promoter Group and Group Companies".
Promoter Group	Unless the context requires otherwise, the entities forming part of our promoter group in accordance with SEBI ICDR Regulations
Scheme/Scheme of Arrangement / Scheme of Arrangement for Demerger	Scheme of Arrangement for Demerger under Sections 230 to 232 of the Act and other applicable provisions of the Companies Act, 2013 amongst Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders and creditors, sanctioned by the National

Term	Description
	Company Law Tribunal, Kolkata Bench on 8 November 2019. The certified copy of the Order was received on 3 December 2019.
ROC	Registrar of Companies, Kolkata
Record Date	26 December 2019
Registrar and Transfer Agent	MCS Share Transfer Agent Limited
Share Certificate	The certificate in respect of the Equity Shares allotted to a folio
Stock Exchanges	BSE and NSE
Tyre Business	Manufacture and distribution of automotive tyre through the 'Birla Tyres' brand.
Articles/ Articles of Association / AoA	The articles of association of our Company, as amended
Auditor	The Statutory Auditors of our Company, Messrs Deloitte Haskins & Sells
Board/ Board of Directors	Board of Directors of our Company as described in " <i>General Information</i> ".
Memorandum/ Memorandum of Association	The memorandum of association of our Company, as amended

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Tax Benefits", and "Financial Statements", shall have the meanings given to such terms in these respective sections.

SECTION II –SUMMARY OF OFFER DOCUMENT

The following is a general summary of this IM. This summary should be read in conjunction with and is qualified in its entirety by the more detailed information appearing elsewhere in this IM.

1. SUMMARY OF BUSINESS

BTL is an Indian automotive tyre manufacturer , which started its operations in 1991 and produces a range of tyres for commercial segment (truck and bus, light commercial vehicle, farm, off the road vehicles) and consumer segment (2/3 wheeler) from an integrated tyre manufacturing facility located at Balasore, Odisha. BTL operates a pan-India distribution network, separately catering to both consumer and commercial segments

2. SUMMARY OF INDUSTRY

The tyre industry produces and markets a large range of automotive tyres, including tyres for commercial vehicles, passenger cars, 2/3 wheelers, tractors and off the road vehicles. Keeping pace with the leaps in technology, the tyre industry is progressively transitioning from cross ply (“Bias tyres”) to radials. Bias tyres will nevertheless continue to command a large portion of the Indian market. The tyre industry continues to innovate by engaging their research and development departments to search for more efficient and cost competitive products in view of fluctuating raw materials prices and availability. Nevertheless, the tyre business will continue to be an integral part of the automotive industry as one of its key suppliers.

3. NAME OF PROMOTER AND PROMOTER GROUP

- a. Late Basant Kumar Birla (deceased on 3 July 2019)
- b. Smt. Manjushree Khaitan
- c. Mrs. Rajashree Birla
- d. Mr. Kumar Mangalam Birla
- e. Mrs. Vasavadatta Bajaj
- f. Mrs. Jayashree Mohta
- g. Mrs. Vidula Jalan
- h. Century Textile and Industries Ltd
- i. Birla Education Trust
- j. Birla Educational Institution
- k. Birla Institute of Technology and Science
- l. Prakash Education Society
- m. Padmavati Investment Ltd
- n. Aditya Marketing and Manufacturing limited
- o. Manav Investment and Trading Co. Ltd
- p. B.K. Birla Foundation
- q. Pilani Investment and Industries Corporation Ltd

4. SIZE OF THE ISSUE

This Issue is for listing of 14,25,90,079 Equity Shares of Rs. 10 each by the Company, pursuant to the Scheme. No Equity Shares are proposed to be sold or offered pursuant to this Information Memorandum.

5. SUMMARY OF FINANCIAL INFORMATION (BASED ON RESTATED FINANCIAL STATEMENTS).

Sl No	Details	Amount as on 31 March 2019 (Rs in Crore)	Amount as on 30 June 2019 (Rs in Crore)
A.	Share Capital	0.01	142.59
B.	Net Worth	0	(51.55)
C.	Revenue	0	209.83
D.	Profit after Tax	(0.01)	(57.48)
E.	Earnings Per Share	(11.08)	(4.03)
F.	Net Asset Value per Equity Share	0	(3.61)
G.	Total Borrowings	0	854.63

6. AUDITORS QUALIFICATION NOT GIVEN EFFECT IN RESTATED FINANCIAL STATEMENTS

No qualification has been given by the Auditors in their Report.

7. SUMMARY OF OUTSTANDING LITIGATIONS

A summary of such legal proceedings, including material legal proceedings, is set out below:

Sl.	Name of Entity	Criminal Proceedings	Tax Proceedings (Direct Tax / Indirect Tax)	Material Civil Litigations	Statutory / regulatory Proceedings
1.	Company				
	By the Company	1	NIL	NIL	NIL
	Against the Company	4	3	1	NIL
2.	Directors	NIL	NIL	NIL	NIL
3.	Promoter Group Company	NIL	NIL	NIL	NIL
4.	Group Company, being KIL				
	By the Company	NIL	NIL	3	NIL
	Against the Company	NIL	3	Nil	NIL

Please refer to chapter titled “*Outstanding Litigations and Material Developments*” for further details.

8. SUMMARY OF RISK FACTORS

Please refer to chapter titled “*Risk Factors*” for further details.

9. SUMMARY OF CONTINGENT LIABILITIES

Particulars	30 June 2019 (Rs in Crore)
(a) Guarantees given - (i) by Banks on behalf of other companies	-
(b) Claims against the Company not acknowledged as debts : (i) Rates, Taxes, Duties etc. demanded by various authorities	271.70
(c) Income Tax matters	-
	271.70

For details, please refer to chapter titled “*Financial Information*”.

10. SUMMARY OF RELATED PARTY TRANSACTIONS

Nature of Transaction/ Relationship	Period ended 30 June 2019 (Rs in Crore)
Key Management Personnel Remuneration	0.16
Others Upkeep,Rent,Electricity ,Generator facility & others	0.01

(B) Outstanding balances

Particulars	Period ended 30 June 2019 (Rs in Crore)
Payable :	
Key Management Personnel	0.11
Others	0.03

11. ISSUANCE OF EQUITY SHARES MADE IN THE LAST ONE YEAR FOR CONSIDERATION OTHER THAN CASH

As per the Scheme, upon it becoming effective, the issued, subscribed and paid-up capital of our Company consisting of 10,000 Equity Shares aggregating to Rs.1,00,000 was cancelled. As per the terms of the Scheme, on 27 December 2019 our Company allotted 14,25,90,079 Equity Shares to the erstwhile shareholders of the Demerged Company.

SECTION III - RISK FACTORS

The risks described below and any additional risks and uncertainties not presently known to Company or that are currently deemed immaterial could adversely affect Company's business, financial condition or results of operations and the trading price of Equity Shares could decline. Unless specified or quantified in the relevant risk factors below, the Company is not in a position to quantify the financial or other implication of any of the risks described in this section. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

INTERNAL RISK FACTORS

- 1. Our business depends upon third party suppliers for a substantial portion of their rubber and other requirements, and our results of operating margins depend upon the market prices for such raw materials.***

The market prices of natural rubber and coal that we purchase from third parties have experienced volatility in the past, and any increase in the market prices of these raw materials are relative to the market prices of the tyres that we sell, which may ultimately adversely impact our results of operations and financial condition.

- 2. We are dependent on third party transportation providers for the supply of raw materials and delivery of our products.***

Disruption in transportation due to strikes could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials and products may be lost or damaged in transit for various reasons.. An increase in the freight costs or unavailability for transportation of products may have an adverse effect on our business.

- 3. Our Company requires various licences and approvals from various statutory authorities for undertaking commercial operations***

Our Company has obtained approvals / licenses from the statutory authorities for running its operations. However, there may be few licences and registrations for which approvals may be pending from the statutory authorities even though they have been applied by our Company.

- 4. Our manufacturing process involves the use of hazardous industrial chemicals which entails significant risks.***

Our business utilises various hazardous industrial chemicals in the production of tyre which may be harmful to humans and the environment.

- 5. If the transition from bias tyres to radial tyres in the domestic Indian commercial vehicle market occurs more rapidly than we anticipate, our tyre business may require further investments.***

Most of our truck and bus tyre sales comprise sales of traditional bias tyres. Bias tyres are less expensive than radial tyres but tend to wear out more rapidly and have a lower fuel efficiency. The Indian commercial vehicle tyre market has been relatively slow to embrace radial tyres due to cost considerations, overload practices, maintenance requirements and India's poor road infrastructure. If Indian commercial vehicle market transitions more rapidly to radial tyres than we anticipate, we may be unable to adjust our operations accordingly and our business, financial condition and results of operations may be adversely affected.

- 6. Our operations may be adversely affected if relations with employees were to deteriorate.***

Relations with employees could deteriorate due to disputes related to, *inter alia*, wage or benefit levels. We rely heavily on our employees for our operations. Shortage of skilled labour or stoppages caused by disagreements with employees could adversely affect our operations. Any dispute at our tyre unit may adversely affect our business, financial conditions and results of our operations.. All contract labourers engaged at our facilities are assured minimum wages that are fixed by the respective State Governments. Any upward revision of wages required by such State Governments to be paid to such contract labourers, or

offer of permanent employment or the unavailability of the required number of contract labourers, may adversely affect our business and results of our operations.

7. *We face significant competition in our tyre business and our market share could decline.*

Our Tyre Business operates under competitive conditions. We compete with other tyre manufacturers on the basis of, *inter alia*, product design, performance, price, reputation, warranty terms, customer service and consumer convenience. In India, we have several major competitors in tyre business, who are trying to maintain or improve their market share. Other global tyre manufacturers have entered or may enter the Indian market either directly or through joint ventures or partnerships. Moreover, the tyre business is exposed to increased competition from imported low-cost tyres from tyre manufacturers from other countries, such as China. Some of our competitors, in particular international companies, may have greater resources than those available to us. Our ability to compete successfully will depend, in significant part, on our ability to run our business efficiently. If we are unable to compete successfully, our market share may decline, which could have a material adverse effect on our results of operations and financial condition.

8. *We have no long-term sales contracts with any of our customers, as a result, such customers may terminate their respective relationships with us at any time without cause.*

We have framework contracts with some of our original equipment manufacturer and export customers that cover basic contract terms, but these contracts do not require purchase and sale of any goods until we and the customer agree on quantities and price. As a result, we cannot benefit from a fixed sale price for our products which would otherwise be provided for long-term contracts, and the sales prices for our products are adjusted from time to time in accordance with the market. In addition, our customers may terminate their respective relationship with us at any time without cause. If any of our customers were to materially reduce their orders with us or were to terminate entirely their business relationship with us, our business may be adversely affected as we may not have sufficient notice to locate alternative customers.

9. *Adverse publicity and costs associated with warranty, recall and liability due to defects in our products could affect our brand image.*

We depend on the continuing reputation and success of our brand, “Birla Tyres”. Our reputation and brand recognition depends primarily on the quality and consistency of our products as well as the success of our marketing and promotional efforts. If customers do not perceive our products to be of high quality or of competitive price our brand image may be impacted. We may be liable for any consumer claims on account of defects in our products. In defending such claims, we could incur substantial costs and be subject to adverse publicity. Our tyres are subject to warranties against manufacturing defects. Further, any warranty claims may reduce our profitability and in the event product recalls or warranty claims become more frequent, there may be an adverse effect on our operating results and financial condition. Additionally, defective product complaints may also cause damage to our brand name and may affect our reputation and brand image. Any negative publicity or customer disputes and complaints may harm the value of our “Birla Tyres” brand, and the business, revenue and growth prospects of our Company.

10. *We have entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favourable terms if such transactions had been entered into with independent third parties.*

We have entered into various related party transactions. Please refer to the Section titled “**Related Party Transactions**”, of this Information Memorandum for related party transactions entered into by our Company. We may in the future enter into additional related party transactions. There can be no assurance that we could not have achieved more favourable terms if such transactions had been entered into with independent third parties.

11. *We face various operational risks which, if realized, may disrupt our operations or otherwise adversely affect our business and operations.*

Our manufacturing operations could be disrupted for reasons beyond our control. These disruptions may include extreme weather conditions, fire, natural catastrophes or raw material supply disruptions. In addition, there is a risk that production difficulties such as capacity constraints, mechanical and systems failures, construction/upgrade delays or delays in the delivery of machinery may occur, causing suspension

of production and reduced output. Irregular or interrupted supply of power or water, electricity shortages or government intervention, particularly in the form of power rationing are factors that could adversely affect our daily operations. If there is an insufficient supply of electricity or water to satisfy our requirements or a significant increase in electricity prices, we may need to limit or delay our production, which could adversely affect our business, financial condition and results of operations.. The occurrence of any of these events could have a material adverse effect on the productivity and profitability of the manufacturing facility and on our business, financial condition and results of operations.

12. If we are unable to obtain the requisite approvals, licenses, registrations and permits to develop and operate our tyres manufacturing unit or are unable to renew them in a timely manner, our operations may be adversely affected.

If we fail to obtain or retain any applicable approvals, licenses, registrations or permits, or renewals thereof, in a timely manner, we may be unable to operate or expand our existing manufacturing units, which could affect our business and results of operations. Furthermore, the approvals and licenses we have received in relation to our tyre unit is subject to numerous conditions, some of which are onerous and require us to incur substantial expenditure. Any failure to renew the approvals that have expired or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may adversely affect our business, financial condition and results of operations.

13. Our success depends largely on our senior management and our ability to attract and retain our key managerial personnel.

Our success is, to a large extent, attributable to the vision, expertise and managerial skills of our directors and management team. In view of their experience in and knowledge of the tyre business, their combined involvement is important for our future prospects. Should any of our senior management cease to be involved in our operations, our business, financial condition and results of operations may be adversely affected. The success of our business will also depend on our ability to identify, attract, hire, train, retain and motivate skilled personnel. If we fail to retain and hire sufficient number of qualified personnel for functions such as manufacturing, technical, finance, marketing and sales operations and research and development, our business could be adversely affected.

14. We may not have adequate insurance to cover any and all losses incurred in our business operations.

Our business operations have the potential to cause personal injury and loss of life, damage to or destruction of property, plant and equipment and damage to the environment, and we are subject to risks such as fire, theft, flood, earthquakes and terrorism. Although we implement safety measures to reduce the risk of these occurrences, we cannot eliminate these risks completely. We maintain insurance coverage in such amounts and against such risks, including business interruption, which we believe are in accordance with industry practice. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, and we may, in the future, not be able to maintain insurance of the types or at levels which we deem necessary or adequate or at rates which we consider reasonable.

15. Our inability to service our debt in a timely manner may have an adverse effect on our results of operations and financial condition.

Our Company's inability to service its debt on time may have other consequences for our business results & operations, requiring our Company to dedicate a substantial portion of our cash flow from operations to servicing the indebtedness, limiting our Company's ability to borrow additional amounts and materially impacting our Company's ability to invest in future growth opportunities.

16. There are outstanding litigations involving our Company, Promoter & Promoter Group/ Group companies, Directors which, if decided adversely may affect the profitability and operations of our Company

In the ordinary course of our business, our Company, Promoter & Promoter Group/ Group Company are involved in certain legal proceedings, pending at varying levels of adjudication at different fora. In this Information Memorandum, outstanding criminal proceedings involving our Company, Directors, Promoter & Promoter Group/ Group Company, outstanding actions taken by statutory or regulatory authorities against our Company, Directors, Promoter & Promoter Group / Group Company, outstanding claims involving our

Company, Directors, Promoter& Promoter Group /Group Company for any direct and indirect tax liabilities and outstanding material civil litigationinvolving our Company, Directors, Promoter& Promoter Group/ Group Company are disclosed.

A summary of such legal proceedings, including material legal proceedings, is set out below:

Sl.	Name of Entity	Criminal Proceedings	Tax Proceedings (Direct Tax / Indirect Tax)	Maternal Civil Litigations	Statutory / regulatory Proceedings
1.	Company				
	By the Company	1	NIL	NIL	NIL
	Against the Company	4	3	1	NIL
2.	Directors	NIL	NIL	NIL	NIL
3.	Promoter Group Company	NIL	NIL	NIL	NIL
4.	Group Company, being KIL				
	By the Company	NIL	NIL	3	NIL
	Against the Company	NIL	3	Nil	NIL

For further details, please refer to the Section titled “*Outstanding Litigations and Material Developments*” of this Information Memorandum.

EXTERNAL RISK FACTORS

- 17. Communal disturbances, riots, terrorist attacks and other acts of violence or war involving India or other countries could adversely affect the financial markets, result in loss of client confidence, and adversely affect our business, financial condition and results of operations.**

India has from time to time experienced, and continues to experience, social and civil unrest and hostilities with neighboring countries. Armed conflicts, particularly between India and any of its neighboring countries, could disrupt communications and adversely affect the Indian economy. The consequences of any armed conflicts are unpredictable, and we may not be able to foresee events that could have an adverse effect on our business.

- 18. Any downgrading of India’s debt rating by an independent agency may harm our ability to raise debt financing.**

Any adverse revisions to India’s credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business, profitability and financial performance.

- 19. The operations of business may be affected by natural calamities**

The Company’s business and operations may be adversely affected by natural calamities such as flood, earthquake, fire, tempest etc.

Risk relating to Industry

- 20. Imposition of trade sanctions by other countries could dampen the economic conditions in India adversely affecting our business and operations.**

Indian economy may be impacted as a result of trade sanctions imposed by other countries with which India does substantial trade. This could in turn dampen the economic conditions in India adversely affecting our business and operations.

- 21. Slowdown in auto sector**

Presently, the auto sector is seeing an economic slow down due to lower sale of commercial and passenger vehicles. Tyre being an integral part of automobiles, such slowdown in auto sector may adversely affect our business and profitability.

22. *Increase in interest rate may increase borrowing costs*

Any upward revision in the interest rates will increase the borrowing costs and may impact our Company's profitability.

Risk relating to Equity Shares

23. *No history of trading in Equity Shares*

There is no certainty to the value of equity shares since it has not been traded previously. The prices of equity shares may get impacted by future performance, including expectations of market analysts.

24. *Conditions in the Indian securities markets may affect the price or liquidity of our Equity Shares.*

The governing bodies of the Indian stock exchanges have from time to time imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Future fluctuations in the Indian securities markets could have a material, and unpredictable, adverse effect on the price of our Equity Shares.

25. *Our ability to pay dividends will depend upon future earnings, financial conditions, cash flows, working capital requirements, and the relevant laws in India.*

There is no assurance as to whether we will pay dividends in the future and, if so, the level of such future dividends. Our declaration, payment and amount of any dividends is subject to the discretion of the Board, and will depend upon, among other factors, our revenues, financial position, cash requirements and availability of profits, as well as the provisions of relevant laws in India from time to time. This may affect the interest of the shareholders of our Company.

26. *Trade deficits could adversely affect our business and the price of our Equity Shares.*

India has trade deficit with many countries. If India's trade deficits increase or are no longer manageable then, the Indian economy may be adversely affected. Due to such adverse effect in Indian economy, our business, our financial performance, our shareholders' funds and the price of our Equity Shares could be adversely affected. A decline in India's foreign exchange reserves could affect the liquidity and result in higher interest rates in the Indian economy, which could adversely affect our business, our future financial performance, our shareholders' funds and the price of our Equity Shares.

27. *Political instability or changes in the policies formulated by the Government of India from time to time could affect the liberalization of the Indian economy and adversely affect our business, results of operations and financial condition.*

We are incorporated in India and all our fixed assets and human resources are located in India. Our business, and the market price and liquidity of the Equity Shares may be adversely affected by changes in foreign exchange rates and regulations, interest rates, government policy, taxation, social and civil unrest and other political, economic or other developments affecting India. Any significant change in liberalisation and deregulation of policies in India could adversely affect the business and economic conditions in India generally and our business, operations and profitability in particular.

SECTION IV –SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial statements derived from audited financial information for the three months period ended 30 June 2019 and for Fiscal 2019. These financial statements have been prepared in accordance with Ind-AS and the Companies Act and are presented in the chapter titled “*Financial Information*”

The summary financial statements presented below should be read in conjunction with audited Financial Statements, the notes and annexures thereto and the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”.

SUMMARY OF STATEMENT OF ASSETS AND LIABILITIES

Details	30June2019	22 November 2018-31 March 2019
ASSETS		
(1) Non-current assets		
(a) Property, plant and equipment	541.03	-
(b) Capital work-in-progress	772.40	
(c) Right of use asset	12.21	
(d) Other intangible assets	0.03	
(e) Financial assets		
(i) Other financial assets	5.53	-
(f) Deferred tax asset (net)	-	-
(g) Other non-current assets	67.76	-
Total non-current assets	1,398.96	
(2) Current assets		
(a) Inventories	139.32	-
(b) Financial assets		
(i) Trade receivables	156.28	-
(ii) Cash and cash equivalents	12.42	0.01 -
(iii) Other bank balances	23.87	-
(iv) Loans	0.24	
(v) Other financial assets	1.01	-
(c) Other current assets	73.50	-
Total current assets	406.64	0.01
Total assets	1,805.60	0.01
EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital	-	0.01
(b) Share Capital Suspense	142.59	-
(c) Other equity	(194.14)	(0.01)
Total equity	(51.55)	(0.00)
Liabilities		
(1) Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	650.54	-
(ii) Lease liability	8.87	
(iii) Other financial liabilities	156.89	-
(b) Provisions	12.35	-
(c) Deferred tax liabilities (net)	-	-

Details	30 June 2019	22 November 2018-31 March 2019
Total non-current liabilities	828.65	-
(2) Current liabilities		
(a) Financial liabilities		
(i) Borrowings	204.09	-
(ii) Lease Liability	3.57	
(iii) Trade payables		
Total outstanding dues of micro enterprises and small enterprises	13.53	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	441.46	
(iv) Other financial liabilities	230.70	-
(b) Provisions	60.07	-
(c) Other current liabilities	75.08	0.01
Total current liabilities	1,028.50	0.01
Total liabilities	1,857.15	0.01
Total equity and liabilities	1,805.60	0.01
Notes forming part of the Special Purpose Interim Condensed Financial Statements		

SUMMARY OF STATEMENT OF PROFIT AND LOSS

Particulars	Period ended 30 June 2019	22 November 2018- 31 March 2019
I Revenue from operations	209.83	-
II Other income	1.72	-
III Total Income (I+II)	211.55	-
IV Expenses:		
(a) Cost of materials consumed	130.99	-
(b) Purchases of stock-in-trade	17.15	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(11.40)	-
(d) Employee benefit expense	32.39	-
(e) Depreciation and amortisation expense	9.70	
(f) Finance costs	34.87	
(g) Other expenses	55.33	0.01
Total Expenses	269.03	0.01
V Loss before exceptional items and tax (III-IV)	(57.48)	(0.01)
VI Tax expense:		
(1) Current tax charge / (credit) (in respect of earlier year)	-	-
(2) Deferred tax charge / (credit)	-	-
Total tax expense	-	-
VII Loss for the year (V-VI)	(57.48)	(0.01)
VIII Other Comprehensive Income		
Items that will not be reclassified to Profit or Loss		
Remeasurement of post-employment benefit plans	0.01	-
Income tax relating to items that will not be reclassified to the statement of Profit and Loss		

Particulars	Period ended 30 June 2019	22 November 2018- 31 March 2019
Total other comprehensive income	0.01	-
IX Total comprehensive loss for the year (VII+VIII)	(57.47)	(0.01)
X Earnings per share		
Basic (Rs.)	(4.03)	(11.08)
Diluted (Rs.)	(4.03)	(11.08)
Notes forming part of the Special Purpose Interim Condensed Financial Statements		

SUMMARY OF STATEMENT OF CASH FLOWS

Particulars	Period ended 30 June 2019	22 November 2018- 31 March 2019
A. Cash Flow From Operating Activities		
Net Loss before tax	(57.48)	(0.01)
Adjustments for:		
Depreciation and amortisation	9.70	
Provision for bad and doubtful debts charged / (written back)	2.56	
Provision for warranty	2.43	
Finance costs	34.87	
Liabilities/Provision no longer required written back	(0.01)	
Interest income	(0.79)	
Operating loss before working capital changes	(8.72)	(0.01)
Changes in Working Capital:		
Increase / (decrease) in Non-Current / Current financial and other liabilities/provisions	81.97	-
(Increase) / decrease in Non-Current / Current financial and other assets	22.65	0.01
(Increase) / decrease in inventories	8.87	
Cash Generated from Operations	104.77	(0.00)
Direct Taxes paid (net of refunds)	-	-
Net cash generated from operating activities	104.77	(0.00)
B. Cash flow from Investing Activities:		
Purchase of property, plant and equipment/capital advance given	(0.51)	-
Interest received	0.79	
Deposit made with bank	(0.43)	-
Net cash used in investing activities	(0.15)	-
C. Cash flow from Financing Activities		
Proceeds from issue of share capital		0.01
Finance cost paid	(33.12)	
Payment of Lease obligations	(1.16)	
Proceed (net) from:		
- Short term borrowings	43.34	
Repayment of:		
- Long term borrowings	(12.35)	
Net cash generated from financing activities	(3.29)	0.01

Net decrease in cash and cash equivalents	101.33	0.01
Cash and cash equivalents at the beginning of the year	0.01	-
Cash and cash equivalents acquired pursuant to the scheme of demerger (refer note 39)	8.98	
Less: Cash credits at the beginning of the year	-	
Less: Cash credits transferred pursuant to the scheme of demerger	(213.27)	
Adjusted cash & cash equivalents at the beginning of the year	(204.28)	0.01
Cash & cash equivalents at the end of the year	(102.95)	0.01

Particulars	30 June, 2019	22 November 2018- 31 March 2019
Cash and Cash Equivalents comprise:		
Cash on hand	0.04	-
Balances with banks on current account	12.38	0.01
Cash credits at the end of the year	(115.37)	-
	(102.95)	0.01

SECTION V - INTRODUCTION

ISSUE DETAILS IN BRIEF

The National Company Law Tribunal, Kolkata Bench, vide its order dated 8th November 2019 (the certified copy whereof was received on 3rd December 2019) has approved the Scheme of Arrangement between KIL and BTL and their respective shareholders and creditors. Pursuant to the Scheme, the Demerged Undertaking of KIL is transferred to and vested with BTL. In accordance with the said Scheme, the Equity Shares of BTL issued pursuant to the Scheme, shall be listed and admitted to trading on BSE and NSE. This Issue is for listing of 14,25,90,079 Equity Shares of Rs. 10 each by our Company. No Equity Shares are proposed to be sold or offered pursuant to this Information Memorandum.

GENERAL INFORMATION

Our Company was incorporated as Birla Tyres Limited as a public limited company on 22 November 2018 under the Companies Act, 2013, vide certificate of incorporation issued by the Registrar of Companies, West Bengal.

Corporate Identification Number: U25209WB2018PLC228915

PAN: AAICB1281B.

Address of the Registered & Corporate Office:

9/1, R.N. Mukherjee Road, 8th Floor, Birla Building, Kolkata 700001, West Bengal, India.

Tel: +91 3322624354

Fax: +91 33 22624359

Email: cs@birlatyre.com

Website: www.birlatyre.com

Address of the Registrar of Companies:

The Company is registered with Registrar of Companies, Kolkata, located at the following address:

Registrar of Companies, West Bengal

Nizam Palace

2nd MSO Building

2nd Floor, 234/4, A.J.C.B. Road

Kolkata - 700020

Tel: +91 33 2287 7390

Fax: +91 33 2290 3795

Email: roc.kolkata@mca.gov.in

Board of Directors:

The Board of Directors as on the date of filing of the Information Memorandum are:

Sl. No.	Name of Directors	DIN	Address	Designation
1.	Smt. Manjushree Khaitan	00055898	Birla Park, 18, Gurusaday Road, Kolkata 700019	Non Executive Chairperson
2.	Mr. Kashi Prasad Khandelwal	00748523	24A Shakespeare Sarani, Circus Avenue, Kolkata- 700017	Independent Director
3.	Mr. Prabal Sarkar	03124712	52B Hindustan Park, Gariahat P.S., Sarat Bose Road, Kolkata 700029	Independent Director
4.	Mr. Radhakrishnan Padmalochanan	08284551	55, Lake Place, Maya Apartments, 1 st Floor, Kolkata- 700105	Non Executive Director
5.	Mr. Kausik Biswas	06919774	P 36, SEC A, Metropolitan Co Op Hsg. Society Ltd., Pragati Maidan, Kolkata- 700105	Non Executive Director
6.	Mr. Bharat Damodar Vasani	00040243	F-601, Ashoka Gardens- Tower II, Tokersey Jivraj Road, Near Dosti Flamingo, Sewri, Mumbai- 400015	Independent Director
7.	Mrs. Mangala Radhakrishna Prabhu	06450659	04, 2 nd floor, Plot No 768, Krishna Niwas, Dr Ghanti Road, Parsi	Independent Director

Sl. No.	Name of Directors	DIN	Address	Designation
			Colony Dadar[E], Mumbai 400014	

For further details of the Board of Directors of our Company, please refer to the Section titled “*Management*”.

Company Secretary & Compliance Officer:

Name: Rajat Arora
Address: P270 CIT Road Scheme VI M, Kolkata 700054
Tel: +91 8336845839
Email: cs@birlatyre.com

Legal Advisor

Name: Khaitan & Co LLP
Address: Emerald House, 1B Old Post Office Street, Kolkata 700001
Tel: +91 33 2248 7000
Fax: +91 33 2248 7656
Email Id: arvind.jhunjunwala@khaitanco.com

Bankers to Company:

Please find below the names of the bankers to the Company. Such names include both term lenders and working capital lenders.

- State Bank of India
- Axis Bank Limited

Auditors of our Company

Name: Messrs Deloitte Haskins & Sells
Address: Bengal Intelligent Park, Block EP & GP, Sector V, Salt Lake Electronic Complex, Kolkata -700091
Tel: +91 3366121000
Fax: +91 33 66121001
Email Id: babhijit@deloitte.com
Registration number: 302009E

Registrar and Share Transfer Agent of our Company

MCS Share Transfer Agent Limited
Address: 383, Lake Gardens, 1st Floor, Kolkata 700 045
Tel: +91 033 4072 4051 /54
Fax: +91 033 4072 4050
Investor Grievance Email: mcssta@rediffmail.com
Website: <http://www.mcsregistrars.com/>
Contact Person: Mr. Shankar Ghosh
SEBI Registration: INR000004108

Authority for Listing

The National Company Law Tribunal, Kolkata Bench, *vide* its order dated 8th November 2019 (the certified copy whereof was received on 3rd December 2019) has approved the Scheme of Arrangement between KIL and BTL and their respective shareholders and creditors. Pursuant to the Scheme, the Demerged Undertaking of KIL is transferred to and vested with BTL with the appointed date of 1st January 2019 in accordance with Sections 230 to 232 of the Companies Act, 2013. The Scheme was made effective on 4th December 2019. In accordance with the said Scheme, the Equity Shares of BTL issued pursuant to the Scheme shall be listed and admitted to trading on BSE and NSE. Such admission and listing is not automatic and will be subject to fulfillment by our Company of the listing criteria of BSE and NSE for such issues and also subject to such other terms and conditions as may

be prescribed by BSE and NSE at the time of the application by our Company seeking listing. Our Company has received in-principle approvals from BSE and NSE in relation to listing of Equity Shares issued pursuant to the Scheme vide their letter dated and respectively. Application has been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares and BSE is the Designated Stock Exchange. Our Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of the Equity Shares. Our Company shall ensure that all steps are taken for the completion of necessary formalities for listing and commencement of trading at the BSE and NSE.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018 are not applicable. SEBI has vide its circular SEBI/CFD/DIL3/CIR/2017/21 dated 10 March 2017; CFD/DIL3/CIR/2017/26 dated 23rd March 2017 and CFD/DIL3/CIR/2018/2 dated 3 January 2018 (the “SEBI Circular”) has subject to certain conditions permitted unlisted issuer companies to make an application for relaxing from the strict enforcement of clause (b) to sub-rule (2) of Rule 19 thereof by making an application to SEBI under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957. Our Company has submitted the Information Memorandum, containing information to BSE and NSE and making disclosures of such information available in line with disclosure requirement to public through their websites www.bseindia.com and www.nseindia.com. Our Company has made the said Information Memorandum available on its website www.birlatyre.com. Our Company shall publish an advertisement in the newspapers before commencement of trading as per the SEBI Circular No SEBI/CFD/DIL3/CIR/2017/21 dated 10th March 2017.

Prohibition by SEBI

Our Company, its Promoter & Promoter Group, its Directors, and other companies promoted by Promoter & Promoter Group or Group Companies and natural persons behind corporate Promoter & Promoter Group and companies with which the directors of our Company are associated, as directors or promoters, have not been prohibited from accessing the capital market under any order or directions passed by SEBI.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of SEBI Circular No SEBI/CFD/DIL3/CIR/2017/21 dated 10th March 2017 and CFD/DIL3/CIR/2018/2 dated 3rd January 2018 or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

CAPITAL STRUCTURE

SHARE CAPITAL

A. Share Capital of our Company Pre-Scheme of Arrangement

Particulars	Amount (Rs.)
Authorized Capital 1,00,000 Equity Shares of Rs 10 each	10,00,000
Issued, Subscribed And Paid-Up Share Capital 10,000 Equity Shares of Rs 10 each fully paid up	1,00,000

B. Share Capital of our Company Post-Scheme of Arrangement

Particulars	Amount (Rs.)
Authorized Capital 54,99,00,000 Equity Shares of Rs 10 each 1,50,00,000 Preference Share of Rs 100 each	549,90,00,000 150,00,00,000
Issued, Subscribed And Paid-Up Share Capital 14,25,90,079 Equity Shares of Rs 10 each fully paid up	142,59,00,790

Notes to the Capital Structure

1. Authorised Equity Share Capital History of our Company

Sl No	Date of Meeting	Nature of Increase / Change	No of Equity Shares Increased (in Rs)	Cumulative No of Equity Shares (in Rs)	Face Value (in Rs)	Cumulative Authorised Share Capital (Rs)	AGM/EGM
1.	Incorporation		1,00,000	1,00,000	10	10,00,000	
2.	13 November 2019	Increase	54,98,00,000	54,99,00,000	10	549,90,00,000	EGM – 4 December 2019

2. Authorised Preference Share Capital History of our Company

Sl No	Date of Meeting	Nature of Increase / Change	No of Preference Shares Increased (in Rs)	Cumulative No of Preference Shares (in Rs)	Face Value (in Rs)	Cumulative Authorised Share Capital (Rs)	AGM/EGM
1.	13 November 2019	Increase	1,50,00,000	1,50,00,000	100	150,00,00,000	EGM – 4 December 2019

3. Equity share capital history of our Company

Sl No	Date of Allotment	No. of Equity Shares allotted	Face Value (Rs)	Issue Price (in Rs)	Cumulative No. of Shares Allotted	Nature of Allotment	Nature of Consideration	Cumulative Share Premium (inRs.)
1.	29 November 2018	10,000	10	10	10,000	Subscribers to MOA & AOA	Cash	Nil
2.	27 December 2019	(10,000)	N A	N A	-	Cancelled pursuant to the Scheme of Arrangement with Kesoram Industries Limited	N A	Nil
3.	27 December 2019	14,25,90,079	10	N A	14,25,90,079	Refer to Note below	N A	Nil

As per the Scheme of Arrangement, upon the Scheme becoming effective, the issued, subscribed and paid-up capital of our Company consisting of 10,000 Equity Shares aggregating to Rs.1,00,000 was cancelled. On 27 December 2019 our Company allotted 14,25,90,079 Equity Shares to the erstwhile shareholders of KIL. Please refer to Clause 8.1 of the Scheme for further details.

4. The details of the Scheme and share entitlement ratio are given in the Section titled “***Scheme of Arrangement***” of this Information Memorandum.

5. **Details of lock-in**

In terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 as amended by SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3rd January 2018, no shares shall be subject to lock-in in as much as the pre-scheme share capital of our Company are being cancelled under the Scheme and the post scheme shareholding pattern of our Company shall be exactly same as the shareholding pattern of KIL.

6. **Details of shareholding of Promoter and Promoter Group as on the date of this Information Memorandum is as under:**

Name of Shareholder	No of Shares	% of holding
Late Basant Kumar Birla(deceased on 3 July 2019)	4,02,496	0.28
Mrs. Manjushree Khaitan	7,20,158	0.51
Mrs.Rajashree Birla	3,250	0.00
Mrs.Vasavadatta Bajaj	5,750	0.00
Mr. Kumar Mangalam Birla	300	0.00
Mrs.JayashreeMohta	0	0.00
Mrs.VidulaJalan	1,15,377	0.08
Century Textiles and Industries Ltd.	51,16,800	3.59
Birla Education Trust	9,54,171	0.67
Birla Educational Institution	3,62,643	0.25
Birla Institute of Technology and Science	15,15,806	1.06
Prakash Educational Society	9,10,922	0.64
Padmavati Investment Ltd.	18,99,115	1.33
Aditya Marketing and Manufacturing Industries Ltd.	24,49,111	1.72
Manav Investment and Trading Co. Ltd	3,39,59,679	23.82
B K Birla Foundation	7,012	0.00
Pilani Investment and Industries Corporation Ltd.	2,73,38,750	19.17
TOTAL	7,57,61,340	53.13

7. **Details of shareholding of directors of our Promoter and Promoter Group as on the date of this Information Memorandum is as under:**

Name of the Shareholder	No of Shares	% of holding
Smt. Manjushree Khaitan	720158	0.51

8. The Promoter, Promoter Group, directors of our Promoter and Promoter Group, the Directors and their immediate relatives have not purchased or sold or financed, directly or indirectly, purchase of equity shares of the Company within six months immediately preceding the date of this Information Memorandum.
9. Promoter and Promoter Groups’ Contribution
10. The Company, the Directors or Promoter and Promoter Group have not entered into any buy-back, standby or similar arrangements to purchase equity shares of the Company from any person.
11. Equity Shares being issued in the Scheme are fully paid up at the time of allotment.

12. Equity Capital Built up of Promoter and Promoter Group in our Company

Sl No	Date of Allotment of fully paid up shares	No. of Equity Shares allotted	Cumulative No. of Shares Allotted	Issue Price (In Rs)	Face Value (Rs)	Cumulative Share Premium (Rs.)	Cumulative Paid-up Capital (Rs)	Nature of Allotment	Nature of Consideration
1.	27 December 2019	7,57,61,340	7,57,61,340	NA	10	NA	7,57,61,340	Refer to Note below.	Others

Note: Pursuant to the Scheme of Arrangement, each Shareholder of Kesoram Industries Limited was allotted one Equity Share of Face Value Rs. 10/- each for each share held by the equity shareholders of KIL

13. Shareholding Pattern of the Company before and after the Scheme (as on date of this Information Memorandum):

The shareholding pattern of our Company prior to the allotment of shares under the Scheme is as under:

Category Code	Category of Shareholders	No. of Shareholders	Total No. of shares	No. of shares held in dematerialised form	Total shareholding As a % of total number of shares		Shares pledged or otherwise encumbered	
					(A+B) ¹	(A+B+C)	No. of	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(A)	Shareholding of Promoter and Promoter Group							
(1)	Indian	7	10,000	NIL	100.00	100.00	NIL	NIL
(a)	Individuals/H.U.F	7	10,000	NIL	100.00	100.00	NIL	NIL
(b)	Central/State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Financial Institutions/Banks	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (A)(1)	7	10,000	NIL	100.00	100.00		NIL
(2)	Foreign						NIL	NIL
(a)	Non Resident Individuals/Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(e)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub Total (A)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	7	10,000	NIL	100.00	100.00	NIL	NIL
(B)	Public Shareholding							
(1)	Institutions							
(a)	Mutual Fund/UTI	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Financial Institutions/Banks	NIL	NIL	NIL	NIL	NIL		
(c)	Central/State Government(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Venture Capital Funds	NIL	NIL	NIL	NIL	NIL		
(e)	Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(f)	Foreign Institutional Investors	NIL	NIL	NIL	NIL	NIL		
(g)	Foreign Venture Cap. Inv	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(h)	Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL		
(i)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (B)(1)	NIL	NIL	NIL	NIL	NIL		
(2)	Non Institutions							
(a)	Bodies Corporate	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(b)	Individuals	NIL	NIL	NIL	NIL	NIL		
	i) Holding nominal share capital upto Rs. 2 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	ii) Holding nominal share capital in excess of Rs. 2 lakh	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(c)	Qualified Foreign Investor	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d)	Any Other (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d-i)	Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(d-ii)	Non Resident Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Category Code	Category of Shareholders	No. of Shareholders	Total No. of shares	No. of shares held in dematerialised form	Total shareholding As a % of total number of shares		Shares pledged or otherwise encumbered	
					(A+B) ¹	(A+B+C)	No. of	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX) = (VIII)/(IV)*100
(d-iii)	Foreign National	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Sub-Total (B)(2)	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total Public shareholding (B)=(B)(1)+(B)(2)	0.00	0.00	0.00	0.00	0.00	NIL	NIL
	TOTAL (A)+(B)	7	10,000	NIL	100.00	100.00	NIL	NIL
(C)	Shares held by Custodians and against which Depository Receipts have been issued	NIL	NIL	NIL	NIL	NIL	NIL	NIL
1	Promoter and Promoter Group	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	Public	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	GRAND TOTAL (A)+(B)+(C)	7	10,000	NIL	100.00	100.00	NIL	NIL

The shareholding pattern of our Company post allotment of shares under the Scheme

TABLE - I SUMMARY STATEMENT HOLDING OF SPECIFIED SECURITIES
NAME OF COMPANY BIRLA TYRES LIMITED
CLASS OF SECURITY : EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 27TH DECEMBER, 2019

Category (I)	Category of the Shareholders (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights			Total as a % (A+B+C)							
								Class eg: X	Class eg: Y	total			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
A	PROMOTER & PROMOTER GROUP	17	75761340	0	0	75761340	53.1324	75761340	0	75761340	53.1324	0	0.0000	17821429	12.4984	33959679	23.8163	75761340
B	PUBLIC	88291	59786864	0	7041875	66828739	46.8676	66828739	0	66828739	46.8676	0	0.0000	0	0	0	0.0000	65926889
C	NON PROMOTER NON PUBLIC	0	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0
C1	SHARES UNDERLYING CDRS																	
C2	SHARES HELD BY EMPLOYEE TRUST																	
	TOTAL	88308	135548204	0	7041875	142590079	100	142590079	0	142590079	100	0	0	17821429	12.4984	33959679	23.8163	141688229



TABLE -II STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PROMOTER AND PROMOTER GROUP
NAME OF COMPANY: BIRLA TYRES LIMITED
CLASS OF SECURITY: EQUITY
SCRIP CODE/NAME OF THE SCRIP:
REPORT AS ON 27TH DECEMBER,2019

Category & Name of the Shareholders (I)	PAN	(II)	No. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights			Total as a % of Total Voting rights							
									Class: x	Class: y	TOTAL								
														No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
A	Promoter and Promoter Group																		
(1)	Indian			7	1247331	0	0	1247331	0.8748	1247331	0	1247331	0.8748	0	0	0	0	0.0000	1247331
(2)	Individuals/Hindu undivided Family																		
	RAJASHREE BIRLA	AAFPB1583L		3250	0	0	3250	0.0023	3250	0	3250	0.0023	0	0.0023	0	0	0	0.0000	3250
	VASAVADATTA RAJAI	ADTPB8366		5750	0	0	5750	0.0040	5750	0	5750	0.0040	0	0.0040	0	0	0	0.0000	5750
	KUMAR MANGALAM BIRLA	AEFPB5926H		300	0	0	300	0.0002	300	0	300	0.0002	0	0.0002	0	0	0	0.0000	300
	WASANT KUMAR BIRLA	AEKPB3110L		402496	0	0	402496	0.2823	402496	0	402496	0.2823	0	0.2823	0	0	0	0.0000	402496
	MANJUSHREE KHAITAN	AGFPK0198L		720158	0	0	720158	0.5051	720158	0	720158	0.5051	0	0.5051	0	0	0	0.0000	720158
	VIDULA JALAN	AFVFK1058A		115377	0	0	115377	0.0809	115377	0	115377	0.0809	0	0.0809	0	0	0	0.0000	115377
	JAYASHREE MOHTA	AFAPM4903M		0	0	0	0	0.0000	0	0	0	0	0.0000	0	0	0	0	0.0000	0

Rajat Arora


TABLE - II STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PROMOTER AND PROMOTER GROUP
NAME OF COMPANY
CLASS OF SECURITY : EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 27TH DECEMBER, 2019
BIRLA TYRES LIMITED

REPORT AS ON 27TH DECEMBER, 2019																			
Category & Name of the Shareholders (I)	PAN (II)	No. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+ (V)+ (VI)	Shareholdin g as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities(ncluding Warrants) (X)	Shareholdin g, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+ (X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in demateriali sed form (XIV)		
								No of Voting Rights			Total as a % of Total Voting rights								
								Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)			
(b)	Central Government/ State Government(s)		0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	
(c)	Financial Institutions/ Banks		0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0	
(d)	Any Other (specify)																		
	Bodies Corporate		10	74514009	0	0	74514009	52.2576	74514009	0	74514009	52.2576	0	52.2576	17821429	12.498365	33959679	23.8163	74514009
	Century Textile and industries Ltd	AAACC26590		5116800	0	0	5116800	3.5885	5116800	0	5116800	3.5885	0	3.5885	0	0	0	0.0000	5116800
	Birla Education Trust	AAAT84584C		954171	0	0	954171	0.6692	954171	0	954171	0.6692	0	0.6692	0	0	0	0.0000	954171
	Birla Educational Institution	AAAT83103B		362643	0	0	362643	0.2543	362643	0	362643	0.2543	0	0.2543	0	0	0	0.0000	362643
	Birla Institute Of Technology and science	AAAT82599R		1515806	0	0	1515806	1.0631	1515806	0	1515806	1.0631	0	1.0631	0	0	0	0.0000	1515806
	Prakash Education Society	AAATP1227G		910922	0	0	910922	0.6388	910922	0	910922	0.6388	0	0.6388	0	0	0	0.0000	910922
	Padmavati Investment Ltd	AAACF8632M		1899115	0	0	1899115	1.3319	1899115	0	1899115	1.3319	0	1.3319	0	0	0	0.0000	1899115
	Aditya Marketing and Manufacturing limited	AACCA8224F		2449111	0	0	2449111	1.7176	2449111	0	2449111	1.7176	0	1.7176	0	0	0	0.0000	2449111
	Manav Investment and Trading Co. Ltd	AACCM0875E		33959679	0	0	33959679	23.816299	33959679	0	33959679	23.8163	0	23.8163	17821429	12.498365	33959679	23.8163	33959679
	R.K.birla foundation	AACCB3092J		7012	0	0	7012	0.0049	7012	0	7012	0.0049	0	0.0049	0	0	0	0.0000	7012
	Pilani Investment and Industries Corporation Ltd	AARCP7642R		27338750	0	0	27338750	19.1730	27338750	0	27338750	19.1730	0	19.1730	0	0	0	0.0000	27338750

Rajat Arora


TABLE - II STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PROMOTER AND PROMOTER GROUP
BIRLA TYRES LIMITED

NAME OF COMPANY:
CLASS OF SECURITY: EQUITY
SCRIP CODE/NAME OF THE SCRIP:
REPORT AS ON 27TH DECEMBER, 2019

REPORT AS ON 27TH DECEMBER,2019																	
Category & Name of the Shareholders (I)	PAN	(II) Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. Of Shares Underlying Outstanding convertible securities(including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of Total Voting rights						
								Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
		Sub-Total (A)(1)	17	75761340	0	0	75761340	53.1324	75761340	0	75761340	53.1324	53.1324	17821429	12.498365	33959679	75761340
(2)		Foreign	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
(a)		Individuals (NonResident Individuals/ Foreign Individuals)	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
(b)		Government	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
(c)		Institutions	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
(d)		Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
(e)		Any Other (specify)	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
		Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000
		Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	17	75761340	0	0	75761340	53.1324	75761340	0	75761340	53.1324	53.1324	17821429	12.498365	33959679	75761340

DETAILS OF SHARES WHICH REMAIN UNCLAIMED MAY BE GIVEN HERE ALONG WITH DETAILS SUCH AS NUMBER OF SHARE HOLDER, OUTSTANDING SHARES HOLD IN DEMAT/UNCLAIMED SUSPENSE ACCOUNT VOTING RIGHT WHICH ARE FROZEN ETC. N.A.

NOTE 1. PAN WOULD NOT BE DISPLAYED ON WEBSITE OF STOCK EXCHANGE(S).

2. THE TERM "ENCUMBRANCE" HAS THE SAME MEANING AS ASSIGNED UNDER 28(3) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKE OVERS) REGULATIONS, 2011

Rajat Arora
Birla Tyres Limited
Kolkata

TABLE - (II) STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER
NAME OF COMPANY: BIRLA TYRES LIMITED
CLASS OF SECURITY: EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 31TH DECEMBER, 2019

REPORT AS ON 31 ST DECEMBER 2019																		
Category & Name of the Shareholders (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting rights held in each class of securities (IX)			No. of Shares Underlying outstanding convertible securities (excluding Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)		
								Class: x	Class: y	TOTAL								
B1	Public shareholding:																	
(1)	Institutions																	
(a)	Mutual Funds		11	20138	0	0	20138	0.0141	20138	0	20138	0.0141	0	0	0	0.0000		
(b)	Venture Capital Funds		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0	0.0000		
(c)	Alternate Investment Funds		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0	0.0000		
(d)	Foreign Venture Capital Investors		0	0	0	0	0.0000	0	0	0	0.0000	0	0.0000	0	0	0.0000		
(e)	Foreign Portfolio Investors		5	114553	0	0	114553	0.0803	114553	0	114553	0.0803	0	0	0	0.0000		
(f)	Financial Institutions/ Banks		37	240432	0	0	240432	0.1686	240432	0	240432	0.1686	0	0	0	0.0000		

Rajat Desai



TABLE - (I) STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER
NAME OF COMPANY: BIRLA TYRES LIMITED
CLASS OF SECURITY: EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 27TH DECEMBER 2019

REPORT AS ON 27TH DECEMBER 2019																
Category & Name of the Shareholders (I)	PAN (II)	No. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C3)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)	
								No of Voting Rights		Total as a % of Total Voting rights						
								Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)
(a)	INSURANCE COMPANIES		5	5034087	0	0	5034087	3.3304	5034087	0	5034087	3.3304	3.3304	0	0	0.0000
	LIFE INSURANCE CORPORATION OF INDIA	AAACLO582H		4983817	0	0	4983817	3.4952	4983817	0	4983817	3.4952	3.4952	0	0	0.0000
	PROVIDENT FUND/PENSION FUND			0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0
(b)	Any Other (specify)			0	0	0	0	0.0000	0	0	0	0.0000	0	0	0.0000	0
(c)	Sub-Total (B)(1)		56	5409210	0	0	5409210	3.7934	5409210	0	5409210	3.7934	3.7934	0	0	0.0000
(d)	Central Govt./State Govt(s) (IEPF4 AUTHORITIES)		1	340251	0	0	340251	0.2386	340251	0	340251	0.2386	0.2386	0	0	0.0000
(e)	Sub-Total (B)(2)		1	340251	0	0	340251	0.2386	340251	0	340251	0.2386	0.2386	0	0	0.0000

Rajat Sen


TABLE - III STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER
NAME OF COMPANY
CLASS OF SECURITY - EQUITY
BIRLA TYRES LIMITED
SCRP CODE/NAME OF THE SCRP
REPORT AS ON 27TH DECEMBER, 2019

REPORT AS ON 30TH DECEMBER 2019																		
Category & Name of the Shareholders (I)	PAN (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)		
								No of Voting Rights			Total as a % of Total Voting rights							
								Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
B3 Non-institutions:																		
(i)(f)(i)	Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs		86365	24729577	0	0	24730377	17.3501	24729577	0	24729577	17.3501	37.3501	0	0	0	0.0000	23922563
(i)(f)(ii)	Individuals - ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs		121	11094141	0	0	11094141	7.7299	11094141	0	11094141	2.7299	3.7299	0	0	0	0.0000	11063310
	HARDIK BHARAT PATEL	AHIPP1407H		2516600	0	0	2516600	1.7649	2516600	0	2516600	1.7649	1.7649	0	0	0	0.0000	2516600
	MINAL BHARAT PATEL	AACPP5126G		1511654	0	0	1511654	1.0601	1511654	0	1511654	1.0601	1.0601	0	0	0	0.0000	1511654
(b)	NBFCs registered with RBI		2	167280	0	0	167280	0.1173	167280	0	167280	0.1173	0.1173	0	0	0	0.0000	167280
(c)	Co-operative Societies		1	25000	0	0	25000	0.0175	25000	0	25000	0.0175	0.0175	0	0	0	0.0000	25000
(g)	Insurance Depositories (holding DRs) (balancing figure)		1	0	0	0	7041875	4.9385	7041875	0	7041875	4.9385	4.9385	0	0	0	0.0000	7041875
	DEUTSCHE BANK TRUST COMPANY AMERICAS	AACCD4898E		0	0	0	7041875	4.9385	7041875	0	7041875	4.9385	4.9385	0	0	0	0.0000	7041875

Rajat A. Bhatia


TABLE - III STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER
NAME OF COMPANY
CLASS OF SECURITY : EQUITY
SCBP CODE/NAME OF THE SCBP
REPORT AS ON 27TH DECEMBER, 2019

Category & Name of the Shareholders (I)	PAN (II)	No. of Shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No. of Voting Rights		Total as a % of Total Voting Rights							
								Class: x	Class: y	TOTAL							
													No. (a)	As a % of total Shares held (b)	No. (c)	As a % of total Shares held (d)	
(a)	Any Other (specify)		0	0	0	0	0	0	0	0	0	0.0000	0	0	0	0.0000	0
i	OTHER BODIES CORPORATE		994	13407771	0	0	13407771	9.4043	13407771	0	13407771	9.4043	0	0	0	0.0000	13386708
	EUSTON INDUSTRIES LIMITED	AABCE7731H		7163225	0	0	7163225	5.0251	7163225	0	7163225	5.0251	0	0	0	0.0000	7163225
ii	NON RESIDENT INDIVIDUAL		774	856809	0	0	856809	0.6009	856809	0	856809	0.6009	0	0	0	0.0000	851235
iii	TRUST		5	3579	0	0	3579	0.0025	3579	0	3579	0.0025	0	0	0	0.0000	3579
iv	UNCLAIMED SUSPENSE A/C		1	5	0	0	5	0.0000	5	0	5	0.0000	0	0	0	0.0000	0
v	ENEMY PROPERTY		5	1296	0	0	1296	0.0009	1296	0	1296	0.0009	0	0	0	0.0000	0

Rajat



TABLE -III STATEMENT SHOWING SHAREHOLDING PATTERN OF THE PUBLIC SHAREHOLDER
NAME OF COMPANY
CLASS OF SECURITY : EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 27TH DECEMBER 2019

Category & Name of the Shareholders (I)	PAN (II)	No. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)			
								No of Voting Rights		Total as a % of Total Voting Rights								
								Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
vi	OCB		2	3741945	0	0	3741945	2.6243	3741945	0	3741945	2.6243	0	0	0	0.0000	3741945	
	DEVI INVESTMENT AND DEVELOPMENT FOREIGN COMPANIES	AACCD1757E		3441945	0	0	3441945	2.4139	3441945	0	3441945	2.4139	0	0	0	0.0000	3441945	
vii	Sub Total (B)(3)		80222	54037463	0	7041875	61079278	43.8335	61079278	0	61079278	43.8335	0	0	0	0.0000	60210944	
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)		80291	59786864	0	7041875	66828739	46.8677	66828739	0	66828739	46.8677	0	0	0	0.0000	65926889	
	TOTAL (A+B)		80308	135548204	0	7041875	142590079	100.0000	142590079	0	142590079	100.0000	0	17821429	12498365	33959679	23.8163	141688229

DETAILS OF THE SHAREHOLDERS ACTING AS PERSONS IN CONCERT INCLUDING THEIR SHAREHOLDING (NO. AND %): N.A.

DETAILS OF SHARES WHICH REMAIN UNCLAIMED MAY BE GIVEN HERE ALONG WITH DETAILS SUCH AS NUMBER OF SHARE HOLDER ,OUTSTANDING SHARES HOLD IN DEMAT/UNCLAIMED SUSPENSE ACCOUNT VOTING RIGHT WHICH ARE FROZEN ETC.

NO OF SHARE HOLDER	SHARES HELD
1	5

- NOTE
- PAN WOULD NOT BE DISPLAYED ON WEBSITE OF STOCK EXCHANGE(S).
 - The above form needs to be disclosed along with the name of following persons /institution /non institution holding more than 1% of total number of shares.
 - W.R.T the information pertaining to depository receipt the same may be disclosed in the respective column to the extent information available and the balance to be disclosed as held by custodian.

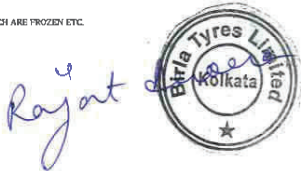


TABLE - IV STATEMENT SHOWING SHAREHOLDING PATTERN OF THE NON PROMOTER - NON PUBLIC SHAREHOLDER
NAME OF COMPANY: BIRLA TYRES LIMITED
CLASS OF SECURITY: EQUITY
SCRIP CODE/NAME OF THE SCRIP
REPORT AS ON 27TH DECEMBER 2019

REPORT AS ON 27TH DECEMBER 2019																			
	PAN	(I)	No. Of shareholders (II)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No. Of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI) = (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)	Number of Shares pledged or otherwise encumbered (XIII)	Number of equity shares held in dematerialized form (XIV)			
									No of Voting Rights			Total as a % of Total Voting rights							
									Class: x	Class: y	TOTAL			No. (a)	As a % of total Shares held (b)	No. (c)	As a % of total Shares held (b)		
C	NONPROMOTER NON PUBLIC																		
(1)			0						0	0		0.0000		0	0.0000	0	0.0000		
(a)																			
(2)																			
Total Non Promoter- Non Public Shareholding																			
(C) = (C1)+(C2)																			
Total (A+B+C)																			
			88308	135548204	0	7041875	142590079	100.00	142590079	0	142590079	100.00		100.0000	17821429	23.8163	33959679	23.8163	141688229

NOTE
1. PAN WOULD NOT BE DISPLAYED ON WEBSITE OF STOCK EXCHANGE(S).
2. The above format needs to be disclosed along with the name of following persons /institutions /non institution holding more than 1% of total number of shares.
3. W.R.T the information pertaining to depository receipt the same may be disclosed in the respective columns to the extent information available and the balance to be disclosed as held by custodian.



Major Shareholders of our Company two years prior to date of this Information Memorandum

Serial No.	Name of the shareholder	Number of equity shares held	% to total capital
1.	Not Applicable	N.A.	N.A.
Total		N.A.	N.A.

Major Shareholders of our Company one year prior to the date of this Information Memorandum

Serial No.	Name of the shareholder	Number of equity shares held	% to total capital
1.	Gautam Ganguli	1600	16%
2.	ChandramauliBalan	1400	14%
3.	PadmalochananRadhakrishnan	1400	14%
4.	Prithiraj Mukherjee	1400	14%
5.	Uma Shankar Asopa	1400	14%
6.	Sanjay Kumar Sinha	1400	14%
7.	Ganesh Mandal	1400	14%
Total		10,000	100

Major Shareholders of our Company 10 days prior to the date of this Information Memorandum

Serial No.	Name of the shareholder	Number of equity shares held	% to total capital
1.	Gautam Ganguli	1600	16%
2.	ChandramauliBalan	1400	14%
3.	PadmalochananRadhakrishnan	1400	14%
4.	Prithiraj Mukherjee	1400	14%
5.	Uma Shankar Asopa	1400	14%
6.	Sanjay Kumar Sinha	1400	14%
7.	Ganesh Mandal	1400	14%
Total		10,000	100

Major Shareholders of our Company as on the date of this Information Memorandum

Serial No.	Name of the shareholder	Number of equity shares held	% to total capital
2	Manav Investment And Trading Company Limited	3,39,59,679	23.81
1	Pilani Investment And Industries Corporation Ltd.	2,73,38,750	19.17
3	Euston Industries Ltd	71,65,325	5.02
4	Deutsche Bank Trust Company Americas	70,41,875	4.93
5	Century Textiles And Industries Ltd	51,16,800	3.58
6	Life Insurance Corporation Of India	37,16,952	2.60
7	Devi Investment And Development Inc.	34,41,945	2.41
8	Hardik Bharat Patel	25,16,600	1.76
9	Aditya Marketing And Manufacturing Private Limited	24,49,111	1.71
10	Padmavati Investment Limited	18,99,115	1.33
11	Birla Institute Of Technology And Science	15,15,806	1.06
12	Minal Bharat Patel	15,11,654	1.06
Total		9,76,73,612	68.12%

14. Details of Equity Shares held by our Directors and Key Managerial Personnel

Except as stated below, there are no other Directors who hold Equity Shares in our Company as on the date of this Information Memorandum:

Name of director	Number of shares
Manjushree Khaitan	7,20,158
Total	7,20,158

15. Share built – up of Promoter and Promoter Group

Name of Shareholder	No of Shares	% of holding	Date of Allotment
Late Basant Kumar Birla(deceased on 3 July 2019)	4,02,496	0.28	27December 2019
Mrs Manjushree Khaitan	7,20,158	0.51	
Mrs.Rajashree Birla	3,250	0.00	
Mrs.Vasavadatta Bajaj	5,750	0.00	
Mr. Kumar Mangalam Birla	300	0.00	
Mrs.JayashreeMohta	0	0.00	
Mrs.VidulaJalan	1,15,377	0.08	
Century Textiles and Industries Ltd.	51,16,800	3.59	
Birla Education Trust	9,54,171	0.67	
Birla Educational Institution	3,62,643	0.25	
Birla Institute of Technology and Science	15,15,806	1.06	
Prakash Educational Society	9,10,922	0.64	
Padmavati Investment Ltd.	18,99,115	1.33	
Aditya Marketing and Manufacturing Industries Ltd.	24,49,111	1.72	
Manav Investment and Trading Co. Ltd	3,39,59,679	23.82	
B K Birla Foundation	7,012	0.00	
Pilani Investment and Industries Corporation Ltd.	2,73,38,750	19.17	
TOTAL	7,57,61,340	53.13	

16. Employee Stock Options

Not Applicable.

17. As on the date of this Information Memorandum, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares. Our Company however is in the process of issuing GDRs in terms of the Scheme as approved by the Hon'ble NCLT vide its order dated 8th November 2019. The certified copy of the Order was received on 3rd December 2019.
18. Except, the allotment of the Equity Shares pursuant to the Scheme, no Equity Shares have been issued pursuant to a scheme approved under Sections 230 to 232 of the Companies Act, 2013.
19. There shall be only one denomination of Equity Shares of our Company, subject to applicable regulations. Our Company shall comply with such disclosure and accounting norms, specified by SEBI from time to time.
20. Our Company and Directors have not entered into any buy-back, standby and/or any other similar arrangements for the purchase of Equity Shares from any person.
21. Our Company has not issued any Equity Shares out of its revaluation reserves.
22. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as of the date of filing this Information Memorandum.

23. At least 25% of the post-scheme paid up share capital of our Company comprises of Equity Shares allotted to the public shareholders of our Company.

24. **The Equity Shares held by the members of the Promoter and Promoter Group that are pledged or otherwise encumbered:**

Please refer to the Section titled “*Capital Structure*” of this Information Memorandum for details on the Equity Shares held by the members of the Promoter and Promoter Group that are pledged or otherwise encumbered.

25. Our Company has 88308 Equity Shareholders as on date of filing of this Information Memorandum.

STATEMENT OF TAX BENEFITS

STATEMENT OF TAX BENEFITS
STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE
COMPANY AND ITS SHAREHOLDERS

The Board of Directors
Birla Tyres Limited
9/1, R.N. Mukherjee Road
Kolkata, West Bengal
India 700 001

Dear Sirs,

Subject: Statement of possible special tax benefits available to Birla Tyres Limited (“the Company”) and its shareholders prepared in accordance with the requirement of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended

We refer to the Draft Information Memorandum or Information Memorandum (collectively called the “IM”) proposed to be filed by the Company with the Securities Exchange Board of India (“SEBI”), National Stock Exchange of India Limited (the “NSE”) and the BSE Limited (the “BSE”, and together with the NSE, the “Stock Exchanges) for the listing of the equity shares (pursuant to scheme of arrangement approved by National Company Law Tribunal, Kolkata) of Birla Tyres Limited (“the Company”). We enclose herewith the Statement stating the possible special tax benefits available to the Company and to its shareholders as per the provisions of the Income-tax Act, 1961 and Goods and Service Tax Act, 2017 (as applicable to the assessment year 2020-2021 relevant to the financial year 2019-20) presently in force in India, for inclusion in the IM.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act, 1961 and Goods and Service Tax Act, 2017. Hence, the ability of the Company or its shareholders to derive these direct and indirect tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed Statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This Statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of listing of equity shares of the Company.

We do not express any opinion or provide any assurance whether:

- The Company or its shareholders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been/ would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed Statement regarding the tax benefits available to the Company and to its shareholders in the Information memorandum which the Company intends to submit to the Securities and Exchange Board of India and Stock Exchanges, provided that the below Statement of limitation is included in the IM.

LIMITATIONS

Our views expressed in the Statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the Statement is on the express understanding that we do not assume responsibility towards the investors who are relying on the Statement.

This Statement has been prepared solely in connection for inclusion in the IM by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No: 302009E)

XXXXXXXXXX
Partner
(Membership Number: xxxxxx)

Kolkata, December 31, 2019

**ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO BIRLA TYRES LIMITED
("COMPANY") AND ITS SHAREHOLDERS**

The information provided below sets out the possible direct and indirect tax benefits available to the Company and its shareholders in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of the equity shares of the Company ("Equity Shares"), under the current tax laws presently in force in India. Several of these benefits are dependent on the Company and its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a shareholder faces, may or may not choose to fulfill. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX CONSULTANT WITH RESPECT TO THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.

Our views expressed in this Statement are based on the facts and assumptions as indicated in the Statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this Statement is on the express understanding that we do not assume responsibility towards the investors who are relying on this Statement.

This Statement has been prepared solely in connection with the offering of Equity Shares by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**STATEMENT OF POSSIBLE DIRECT AND INDIRECT TAX BENEFITS
AVAILABLE TO THE COMPANY AND TO ITS SHAREHOLDERS**

I. Special tax benefits available to the Company

Under the Income-tax Act, 1961 ('the IT Act')

The tax benefits listed below are the possible special tax benefits available under the provisions of Income-tax Act, 1961 ('the IT Act') presently in force in India.

Expenditure incurred on voluntary retirement scheme

As per Section 35DDA, the company is eligible for deduction in respect of payments made to its employees in connection with their voluntary retirement in accordance **with any scheme or schemes** of an amount equal to 1/5th of such payments over 5 successive AYs subject to conditions and limits specified in that section.

Under the Goods and Service Tax Act, 2017

There are no special tax benefits available the Company under the Goods and Service Tax Act, 2017.

II. Special tax benefits available to the shareholders of the Company

There are no special tax benefits available to the shareholders of the Company under the Income-tax Act, 1961 and Goods and Service Tax Act, 2017.

NOTES:

1. The above is position as per the current tax law as amended by the Finance Act, 2019.
2. This Statement does not discuss any tax consequences in the country outside India of an investment in the Equity Shares. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible Income tax consequences that apply to them.

SECTION VI ABOUT US

INDUSTRY OVERVIEW

Overview of Indian Economy:

Industry Overview:

The tyre industry produces and markets a large array of automotive tyres including tyres for commercial vehicles, passenger cars, 2/3 wheelers, tractors and off the road vehicle tyres. Keeping pace with the leaps in technology, the tyre industry is progressively transitioning from cross ply (“Bias tyres”) to radials. The passenger car tyre market, for example, has been almost entirely radialised. Radials have certain distinct advantages. They are for instance, lighter in weight making them more fuel efficient than Bias tyres. Bias tyres have latent benefits too. They possess, for example, higher load carrying capacity because of a higher presence of natural rubber and are generally effective on poor road conditions, a phenomenon still endemic in India. Growing radialisation notwithstanding Bias tyres will continue to command a significant share of the Indian market and other similar overseas markets. Sales of tyres manufactured or imported into India are conducted through an established network of dealers and related intermediaries for reaching the ultimate consumer. Dealers typically stock multiple brands though some companies have set up exclusive retailing outlets.

Tyre Industry

Indian Tyre Industry-Present Scenario

The Indian Tyre Industry is engaged in continuous growth despite challenges in raw materials procurement and auto industry slowdown. In the expectation of an uptake in radialisation, the Indian tyre industry has been operating smartly and driving a robust risk-elimination strategy by focusing on non-auto segments like off-highway and off the road tyres among other avenues. The tyre industry continuously innovates by engaging their research & development departments to search for more efficient and cost competitive products in view of fluctuating raw materials and availability challenges.

In spite of ongoing slowdown in the Indian auto industry, the Indian tyre industry has performed reasonably well. The tyre industry is bringing agility and flexibility into its operations by focusing on the changes affecting each and every segment in the automotive space, including the increase in number of vehicles like quadricycles, e-rickshaws and electric buses. The industry is constantly developing its expertise in the domestic as well as export markets. The Indian tyre industry is utilising its capabilities to continue to perform by closely monitoring any scope for further radialisation in the passenger vehicles segment, the growth in the two wheeler segment and the changes in preference as well as usage of tyres in the commercial vehicles segment.

Market Assessment and Outlook

With improving road conditions India is today a growing market for vehicles. There has been a material move towards concretising road surfaces in urban agglomerations as well as in state and national highways. The progressive upgradation in road conditions and their geographical spread across the country has been a fillip to road transport. As the Indian economy expands in size, so will road transport and therefore the demand for tyres. And this market need will not be for commercial vehicles alone. There will be a demand boost for tyres of all types of automotive vehicles including passenger car vehicles. Moreover, as the size of the Indian middle class accelerates so will the requirement for four wheelers. Sales of tyres therefore to original equipment manufacturers as well as to those in the replacement market will see a substantial rise.

Market growth enablers

Tyres are complex products that require large number of individual raw materials. Tyre makers are looking to achieve significant savings in raw materials costs. World fuel prices impact the use of tyre materials as well. Various factors such as growth in GDP fuelled by rapid urbanization, mounting income levels and rising population leads to increase in sales of commercial and passenger vehicles. Strong growth in the automotive industry is directly influential to the sales of tyres across the world. Similarly, increase in investments in the construction sector, prospering tourism industry and rising vehicle motorization rates positively impacts the production of commercial vehicles, thereby boosting the demand for tyres as well.

(A) Gross domestic product (GDP):

The economy of India is characterized as a developing market economy. In India, the growth rate in GDP measures the change in the seasonally adjusted value of the goods and services produced by the Indian economy during the quarter.

(B) Government spending:

Government spending or expenditure includes all government consumption, investment, and transfer payments. Steps have been taken to boost infrastructure in sectors like roads, waterways, metro and rail.

(C) Rural Economy growth:

The Government of India has planned various initiatives to provide and improve the infrastructure in rural areas which can have a multiplier effect in increasing movements of goods, services and thereby improve earnings potential of rural areas subsequently improving consumption.

(D) Growth of 2 Wheeler market in India:

Increase in rural income would support motorcycle demand and on the other hand, scooters' demand is expected to be led by rapid urbanization, increased affordability and greater penetration through targeted product launches.

(E) Growth of EV market in India:

Indian car manufacturers, and Indian app-based transportation network companies are working on making electric cars more common over the next two decades. Apart from this, various start-up companies are also working on making electric three wheelers more common over the coming years..

KEY REGULATIONS AND POLICIES IN INDIA

The following description is an indicative summary of certain sector specific key laws and regulations in India, which are applicable to us. The information detailed in this section has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities available in the public domain. The regulations, as amended, set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed as nor intended to be a substitute for professional legal advice. Set forth below are an indicative list of certain significant legislations and regulations that generally govern the tyre industry in India:

- Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
- Legal Metrology Act, 2009
- Public Liability Insurance Act, 1991
- Sale of Goods Act, 1930
- The Factories Act, 1948
- The Explosives Act, 1884
- The Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the Securities Contracts (Regulation) Rules, 1957
- The Insolvency and Bankruptcy Code, 2016
- Shops and Establishments Legislations
- The Indian Contract Act, 1872
- Transfer of Property Act, 1882
- The Indian Stamp Act, 1899
- The Environment (Protection) Act, 1986
- Water Prevention and Control of Pollution Act, 1974
- Air Prevention and Control of Pollution Act, 1981
- Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
- Income Tax Act, 1961
- Goods & Services Tax
- Contract Labour (Regulation and Abolition), 1970
- Employees’ Provident Funds and Miscellaneous Provisions Act, 1952
- Employees’ State Insurance Act, 1948
- Equal Remuneration Act, 1976
- Industrial Disputes Act, 1947
- Industrial Employment (Standing Orders) Act, 1946
- Minimum Wages Act, 1948
- Payment of Gratuity Act, 1972
- Trade Unions Act, 1926
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- BIS (Bureau of Indian Standards).

Foreign Investment Regulations

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 (“FEMA 20”)

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications thereunder, and the policy prescribed by the Department of Industrial Policy and Promotion (“DIPP”), GoI which is regulated by the relevant ministries of the GoI. The RBI, in exercise of its power under the FEMA, has notified FEMA 20 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. FEMA 20 lays down that no prior consent and approval is required from the RBI for FDI under the “automatic route” within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the relevant ministry of the Government and/or the RBI.

Foreign Direct Investment (“FDI”)

FDI in an Indian company is governed by the provisions of the FEMA read with FEMA 20 and the FDI Policy. FDI is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which FDI is sought to be made. Under the automatic route, no prior Government approval is required for the issue of securities by Indian companies/acquisition of securities of Indian companies, subject to the sectoral caps and other prescribed conditions.. Under the approval route, prior approval from the relevant ministry/ministries of the Government or RBI is required. FDI for the items/activities that cannot be brought in under the automatic route (other than in prohibited sectors) may be brought in through the approval route. Foreign investment in Indian securities is regulated through the Consolidated FDI Policy and FEMA. The government bodies responsible for granting foreign investment approvals are the concerned ministries/ departments of the Government of India and the RBI..

Contract Labour (Regulation and Abolition), 1970 (“CLRAA”)

CLRAA regulates the employment of contract labour in certain establishments provides for its abolition in certain circumstances and for matters connected therewith. It is primarily aimed at regulating the role of the principal employers and contractors in factories and other places of establishment.

Industrial Employment (Standing Orders) Act, 1946 (“Standing Orders”)

The Standing Orders Act requires employers in industrial establishments to formally define conditions of employment under them and to require employers in industrial establishments to define with sufficient precision the conditions of employment under them and to make the said conditions known to workmen employed by them.

Payment of Gratuity Act, 1972 (“Gratuity Act”)

The Gratuity Act provides for a scheme for the payment of gratuity to employees engaged in *inter alia* in factories, and other establishments and for matters connected therewith.

Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“PF Act”)

The PF Act provides for payment of provident funds for employee. A scheme is paid for the establishment of the fund for the benefit of employees.

Employees’ State Insurance Act, 1948 (“ESI Act”)

The ESI Act provides for certain benefits to employees in case of sickness, maternity and ‘employment injury’ to make provision for certain other matters in relation thereto.

Equal Remuneration Act, 1976 (“Equal Remuneration Act”)

The Equal Remuneration Act, provides for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto.

Industrial Disputes Act, 1947 (“ID Act”)

The ID Act makes provision for the investigation and settlement of industrial disputes, and for certain other purposes.

Minimum Wages Act, 1948 (“Minimum Wages Act”)

The Minimum Wages Act, provides for An Act fixation minimum rates of wages in certain employments.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH”).

POSH provides protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for the matters connected therewith.

Trade Unions Act, 1926 (“Trade Unions Act”)

The Trade Unions Act provides for registration of trade unions and to define the law relating to registered trade unions.

Legal Metrology Act, 2009 (“Legal Metrology Act”)

The Legal Metrology Act has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

Public Liability Insurance Act, 1991

The Public Liability Insurance Act, 1991 (the “Public Liability Act”), imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of ‘hazardous substances’ covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the Environment Relief Fund, a sum equal to the premium paid on the insurance policies. This amount is payable to the insurer.

Sale of Goods Act, 1930

The Sale of Goods Act, 1930 (the “Sale of Goods Act”) governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for the sale of goods.

The Factories Act, 1948 (“Factories Act”)

The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 months, 10 or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 or more workmen are employed at any day during the preceding 12 months and in which any manufacturing process is carried on without the aid of power. State Governments have issued rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act requires the ‘occupier’ of a factory to ensure the health, safety and welfare of all workers in the factory premises. Further, the “occupier” of a factory is also required to ensure (i) the safety and proper maintenance of the factory such that it does not pose health risks to persons in the factory premises; (ii) the safe use, handling, storage and transport of factory articles and substances; (iii) provision of adequate instruction, training and supervision to ensure workers’ health and safety; and (iv) cleanliness and safe working conditions in the factory premises. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both.

The Explosives Act, 1884 (the “Explosives Act”)

The Explosives Act regulates the manufacture, possession, use, sale, transport and importation of explosives and provides for rules to be made thereunder. The Explosives Act requires persons engaged in the business of manufacture, sale, transport, import or export of any explosives to obtain a licence for the same from the Central Government. Under the provisions of the Explosives Act, the Central Government has the power to prohibit the manufacture, possession or importation of dangerous explosives.

The Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”)

The SCRA regulates securities transactions and other related matters. The SCRA governs all grants of recognition for Indian stock exchanges by the central government, corporatisation and demutualisation of stock exchanges and regulation of the stock exchanges, including the regulatory framework governing bylaws of stock exchanges and the circumstances governing withdrawal of recognition. The SCRA also establishes the legal framework governing contracts and options in securities, conditions for listing, delisting and dealing in securities. Additionally, the SCRA has an appeal process that provides for the right to appeal any determination to the securities appellate tribunal, which precludes the jurisdiction of civil courts in India. The SCRR sets forth the rules of procedure with respect to the listing of securities, the grounds for delisting of securities, continuous listing requirements, qualifications for membership of recognised stock exchanges and the submission of periodical returns by recognised stock exchanges with SEBI.

The Insolvency and Bankruptcy Code, 2016 (“IBC”)

The IBC was enacted and notified in the Gazette of India on May 5, 2016. The IBC became a single law that deals with insolvency and bankruptcy; consolidating and amending various laws relating to reorganisation and insolvency resolution. The IBC provides for a clear, coherent and speedy process for early identification of financial distress and resolution of companies and limited liability entities if the underlying business is found to be viable. The National Company Law Tribunal and the Debt Recovery Tribunal are designated as the adjudicating authorities for corporate persons and firms and individuals, respectively, for resolution of insolvency, liquidation and bankruptcy. It also provides for establishing the Insolvency and Bankruptcy Board of India for regulation of insolvency professionals, insolvency professional agencies and information utilities. Insolvency professionals will assist in the completion of insolvency resolution, liquidation and bankruptcy proceedings envisaged in the IBC. Insolvency professional agencies will develop professional standards, code of ethics and will be first level regulators for insolvency professionals leading to the development of a competitive industry for such professionals.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Contract Act

The Indian Contract Act, 1872 (the "Contract Act") lays down general principles relating to formation, performance and enforceability of contracts, including provisions as to circumstances under which contracts are considered void, voidable, illegal or void ab initio. The Contract Act also contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, contingent, and agency.

The rights and duties of parties and the specific terms of agreement are decided by the contracting parties, under the general principles set forth in the Contract Act.

Transfer of Property Act, 1882 (“T.P. Act”)

The T.P. Act deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. This mode of transfer between individuals, firms etc is governed by the provisions of the T.P. Act, as opposed to the transfer of property or interest by the operation of law. The transfer of property as provided under the T.P. Act, can be through the mode of sale, gift and exchange while an interest in the property can be transferred by way of a 'lease' or 'mortgage'. The T.P. Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

The Indian Stamp Act, 1899 (“Stamp Act”)

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the Union list, is governed by the provisions of the Stamp Act which is enacted by the Central Government. The applicable rates for stamp duty on the instruments chargeable with duty are prescribed in the schedule to the Indian Stamp Act, 1899 and the relevant stamp legislations enacted by each State. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in a court of law as evidence of the transaction contained therein. The stamp enactments also provide for impounding of instruments that are not sufficiently stamped or not stamped at all.

The Environment (Protection) Act, 1986 (“EPA”)

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emitted any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Water Prevention and Control of Pollution Act, 1974 (“Water Act”)

The Water Act aims to prevent and control water pollution and to maintain or restore wholesomeness of water. The Water Act provides for one Central Pollution Control Board, as well as State Pollution Control Boards, to be formed to implement its provisions. Any person intending to establish any industry, operation or process or any treatment and disposal system likely to discharge sewage or other pollution into a water body, is required to obtain the consent of the relevant state pollution control board by making an application.

Air Prevention and Control of Pollution Act, 1981 (“Air Act”)

The Air Act aims to prevent, control and abate air pollution, and stipulates that no person shall, without prior consent of the relevant State Pollution Control Board, establish or operate any industrial plant which emits air pollutants in an air pollution control area. They also cannot discharge or cause or permit to be discharged the emission of any air pollutant in excess of the standards laid down by the State Boards. The Central Pollution Control Board and the State Pollution Control boards constituted under the Water Act perform similar functions under the Air Act as well.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (“Hazardous Waste Rules”)

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. Every occupier and operator of a facility generating hazardous waste must obtain authorization from the relevant State Pollution Control Board. Further, the occupier, importer or exporter is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

Goods & Services Tax (GST)

GST imposes tax on sale of goods or services.

BIS (Bureau of Indian Standards)

A certification from the Bureau of Indian Standards (BIS) is mandatory for all types of automotive tyres and tubes. The certification would help check quality of tyres and tubes in the market to ensure customer safety.

BUSINESS OVERVIEW

Overview

Our Company is an Indian automotive tyre manufacturer, which started its operations in 1991 and produces a range of tyres for commercial segment (truck and Bus, light commercial vehicles, farm, off the road vehicle tyres) and consumer segment (2/3 wheeler) from an integrated tyre manufacturing facility located at Balasore, Odisha. Our Company operates a pan-India distribution network, separately catering to both consumer and commercial segments. It exports to several countries including Bangladesh, Philippines, Sri Lanka and Vietnam, as well as many other countries across Africa, Asia, Middle East and South America.

Our Company's strengths are, that we are an established brand name, having a pan India distribution network, innovative technology and strong after sales services and experienced senior management. Our Company is committed to health and safety of its employees and to the protection of the environment.

Our Company strives to meet and exceed our customers' requirements and to deliver quality products which give customer satisfaction. We have a research and development facility which is primarily used for development of new products, benchmark analysis, new compound development and product validation. Our Company believes that the brand 'Birla Tyres' is strongly associated with the quality and reliability of our products. Our Company is constantly investing in upgrading its equipment and technology.

Product Portfolio:

- **The Platina range**

Premium bias tyres for Commercial & Farm vehicles. Platina is an innovative new tyre that applies advanced technology to create a stronger casing. This is capable of carrying higher loads and is more cut and tear resistant, thus giving a longer life, higher mileage and more retreads than other commercial tyres.

Ultra Drive Platina: For higher mileage and heavier payloads with maximum tread mass in mileage zone.

Ultra Miler Platina: High-performance front axle tyres with a continuous central rib for better handling.

Farm Haul Platina Front: High performance front farm tyre. Suitable for both haulage and agriculture.

Farm Haul Platina Rear: High performance rear farm tyre. Longer hours in field & more mileage on road.

- **The Kalapatthar range**

Premium bias tyres for Mining & off the road. Kalapatthar is a tough and reliable tyre for mining and OTR vehicles. This premium high-technology tyre offers higher load carrying capacity and better traction while being less prone to cuts – ideal for the most demanding environments. It also has Kalapatthar Plus range for the roughest off-the-road conditions.

- **The MAXX range of tyres for Motorcycles and Scooters**

Utilising new technology to provide a safer, more comfortable ride. Giving great control at high speed for a safer ride, and are extremely durable, guaranteeing a longer life and therefore better value.

Our Strengths:

Established "Birla" brand name: We have been present in the tyre industry for several decades, which has helped us develop 'Birla Tyres' as a brand synonymous with 'quality' and 'reliability'.

Large established channel network: We have established a pan India network of direct distribution channel partners enabling our products to reach our customers easily.

Superior Technology: We have our own research and development centre. Our in-depth technical knowledge allows us to always stay ahead of the curve and bring new customers and relevant products into the market at the appropriate time.

Strong after sales service: Our Company has a dedicated team of sales engineers at major locations across India to provide service to our customers through more than 100 depots spread all over India.

Experienced senior management

Our senior management team consists of individuals with strong academic backgrounds and experience in the requisite fields of business management, engineering and commerce.

Strategy:

A. Brand Excellence

1. To be established as the brand of choice for Heavy and Light Vehicles

Our Company manufactures a range of tyres for truck & bus, light commercial vehicles, small commercial vehicles, industrial & off the road applications. Our products have proven their quality & performance across the geographies.

2. Improve brand visibility

Our Company intends to invest in branding to create awareness and preference for our products in the market. We believe that these investments will help scale up the pace of our growth in the coming years.

B. Portfolio Excellence

We are integrating our core strategy and execution via portfolio management. Crafting such a portfolio requires leaders to develop a thorough understanding of potential pockets of market growth. Our portfolio excellence is focused on product positioning and concept development and our high-performing product development concentrate on integrating design to-value techniques into all of our products and in all steps of the product development process.

C. Operational Excellence

In our Company, various shop floor initiatives in line with industry benchmarks such as 5S, Kaizen, overall equipment effectiveness improvement, lean six sigma productivity improvement projects have been implemented in our journey towards achieving operational excellence. Our operational excellence activities are also deployed in other verticals such as: sales, marketing, commercial, supply-chain, customer service, procurement, production, research & development and quality assurance.

D. Organizational Excellence

Our Company intends to build capabilities across the length, breadth and depth of our organization and build a high performance culture.

Our competition:

Our Company faces competition from various Indian tyre manufacturers and foreign tyre manufacturers in our business.

Quality Assurance:

We have implemented quality assurance management systems and procedures that are aimed at ensuring consistency in the standard of our products across various product categories. Our facilities operate in strict accordance with ISO certifications. Our products are rigorously inspected, tested and certified for quality.

Employees:

Our employees contribute significantly to the success of our business. We have about 2000 permanent employees at our manufacturing facility and offices. We conduct training sessions for all of our employees to upgrade their knowledge and skills from time to time.

Health, safety and environment:

We are committed to the health and safety of our employees and to the protection of the environment. Our goal is to provide an injury and accident free work environment by applying leading safety management systems.

Intellectual property:

To provide value to customer and society, we are targeting to move forward with comprehensive intellectual property covering every aspect of value chain like tyre design, tyre patterns, tyre construction, compound formulation and trade mark.

Property:

We own our manufacturing facility located at Balasore, Odisha with total land area of 184.9 acres (7,40,575.2sqmt), which includes factory built-up area of 1,97,324.9 sqmt and Offices built-up area of 6,509.1 sqmt. We also have 94 leased properties, which include 45 carry forwarding agents godown, 46 selling agents godown and 3 standalone state offices. These leased properties are well spread across pan India.

Insurance:

Our Company has obtained various insurance covers, insuring us against loss or damage to buildings, plant & machinery, tools, instruments and accessories, furniture, fixtures and fittings, stocks in trade including work in progress, etc due to fire, Act of God perils, machinery breakdown and loss of profit resulting from fire and allied perils. Further, our Company is insured against all marine transit related losses/damages cargo on a warehouse to warehouse basis. Our Company has also obtained insurance against claims of legal liability for third party bodily injury, property damage, and personal injury both in the declared business premises and away from our business premises.

Corporate social responsibility:

Being newly incorporated, our Company is in the process of defining the CSR policy and forming a CSR committee.

HISTORY AND CERTAIN CORPORATE MATTERS

Corporate Profile and Brief History

Our Company was incorporated as a public limited company on 22 November 2018 under the Companies Act, 2013 vide certificate of incorporation issued by the Registrar of Companies, West Bengal bearing Corporate Identification Number U25209WB2018PLC228915 and having registered office at 9/1, R.N. Mukherjee Road, 8th Floor, Birla Building, Kolkata 700001, West Bengal, India.

The objects for which our Company has been established are set out in the Memorandum of Association. The main objects is set out hereunder:

1. To carry on the business of makers, manufacturers, processors, producers, importers, exporters, buyers, sellers, dealers, stockists, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires of all kinds of rubber, tyres, tubes, flaps, tyre cords, vehicles, wheels, automobile parts and components, automobile accessories, automobile consultants and the compounds, substances, derivatives, substitutes and by-products of the aforesaid materials and to prepare, press, vulcanize, repair and retreat such of them as are considered expedient.

The Authorised Share Capital of our Company is Rs 6,99,90,00,000/- (Rupees Six Hundred Ninety Nine Crore and Ninety Lakh only) divided into 54,99,00,000 (Fifty Four Crore and Ninety Nine Lakh) Equity Shares of Rs 10/- (Rupees Ten) each and 1,50,00,000 (One Crore and Fifty Lakh) Preference Shares of Rs. 100/- (Rupees One Hundred).

The amendment to Authorised Share Capital was made on 4th December, 2019 vide an Extra-ordinary General Meeting of the Company held on 4th December, 2019.

Major Events in the history of the Company

The Company has been recently incorporated. As such, there are no significant events in the history of the Company.

Significant Financial or Strategic Partnerships and Other Material Contracts

Currently BTL does not have any significant strategic or financial partnerships except for the following strategic outsourcing contracts:

Birla Tyres branded 2/3 wheeler tyres contract manufacturing with Exel Rubber Limited and Birla Tyres branded TBR Tyres Contract Manufacturing with Danang Rubber Joint Stock Company, Vietnam.

Time / cost overrun in setting up the Project

Since BTL is a new inception, hence this section is not applicable

Location of Plant:

Chhanpur, Via- Kuruda,
Dist-Balasor, Orissa, Chhanapur,
Balasore - 756056, Near N H 5

Capacity/ Facility:

Main Bias Factory:

Installed Capacity	: 340 Metric Tons Per Day
Achievable Capacity	: 304 Metric Tons Per Day
Licensed Capacity	: 295 Metric Tons Per Day
New LTS Capacity	: 287 Metric Tons Per Day

PCR Tyre Factory:

Installed Capacity	: 90 Metric Tons Per Day
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Launch of Products or Services, Entry in new geography or exit from existing markets

Recently, BTL has launch its new product in truck and bus bias tyre segment branded as “Fuel Mile”. The new product comes with both rib and lug variants. The typical features and benefits are improved fuel efficiency, low rolling resistance, good mileage & low heat generation

Entry in new geography or exit from existing market:

BTL intends to enter into domestic radial business and expand into international markets. BTL also wants to expand its current geography within India, while engaging strategic sourcing partners for both passenger car radial and truck bus radial tyres. In international market, BTL indents to deploy its market approach in selected markets mainly focusing on high value segments.

Certifications, Awards and Recognitions

We have obtained the following Certifications, as mentioned below:

- a. ISO – IATF 16949:2016 and ISO – 9001:2015 by IRQS (Indian Register Quality Systems).
- b. OHSAS 18001 : 2007.
- c. EMS ISO 14001 : 2015
- d. Social Accountability 8000 : 2014.
- e. Testing Certificates lifting Tools Tackles, Lifts
- f. Testing Certificates for Air Pressure Vessels

Changes in activities of Company during the last five years

Our Company was incorporated on 22 November 2018. There have been no changes in the activities of our Company since its incorporation, which may have had a material effect on profits or loss, including discontinuance of lines of business, loss of agencies or markets and similar factors.

Strike and lock-outs

We have not observed any Labour unrest and lockouts since our incorporation.

The Subsidiaries

As on date, our Company does not have any subsidiaries.

Defaults or rescheduling of borrowings with financial institutions/banks, conversion of loans into equity by

Not Applicable

Injunctions or Restraining Order against Company

Not Applicable

Shareholders Agreement and other Agreements

Not Applicable

OBJECTS AND RATIONALE OF THE SCHEME

Composite Scheme of Arrangement under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 amongst Kesoram Industries Limited (“KIL”) and Birla Tyres Limited (“BTL”) and their respective shareholders and creditors (“Scheme”).

The Scheme, interalia, envisages (i) transfer and vesting of the Tyres Business of KIL into BTL and the consideration thereof; (ii) reduction and cancellation of the existing shares of BTL; and (iii) listing of the shares to be issued by BTL.

A. “Demerged Undertaking” means all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and where so ever situated, of the Demerged Company, in relation to and pertaining to the Tyre Business on a going concern basis, as on the Appointed Date, together with all its assets and liabilities and shall include (without limitation):

- (i) all the movable and immovable properties, tangible or intangible, including all computers and accessories, software, applications and related data, related investments, plant and machinery, equipment, furniture, fixtures, vehicles, stocks and inventory, leasehold assets and other properties, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, assets including cash in hand, amounts lying in the banks, investments, escrow accounts, claims, powers, authorities, allotments, approvals, consents, letters of intent, registrations, contracts, engagements, arrangements, rights, credits, titles, interests, benefits, advantages, freehold, brands, goodwill, other intangibles, industrial and other licenses, approvals, permits, authorisations, trademarks, trade names, patents, patent rights, copyrights, and other industrial and intellectual properties and rights of any nature whatsoever including know-how, websites, portals, domain names, or any applications for the above, assignments and grants in respect thereof, import quotas and other quota rights, right to use and avail of telephones, facsimile, email, internet and other communication facilities, connections, installations and equipment, utilities, electricity and electronic and all other services of every kind, nature and description whatsoever, provisions, funds, and benefits (including all work-in progress), of all agreements, arrangements, deposits, advances, recoverable and receivables, whether from government, local authorities or any other person including customers, contractors or other counter parties, etc., all earnest monies and/or deposits, privileges, liberties, easements, advantages, benefits, exemptions, privileges and approvals of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession or control of or vested in or granted in favour of or enjoyed by the Demerged Company in relation to the Tyre Business as on the Appointed Date;
- (ii) all receivables, loans and advances, including accrued interest thereon, all advance payments, earnest monies and/or security deposits, payment against warrants, if any, or other entitlements of the Demerged Company pertaining to the Tyre Business as on the Appointed Date;
- (iii) all employees of the Demerged Company engaged in or in relation to the Tyre Business along with all benefits under employment including gratuity, superannuation, pension benefits and the provident fund or other compensation or benefits of such employees;
- (iv) all the debts, liabilities and apportioned liabilities as per the provisions of the Income Tax Act, 1961, duties and obligations including contingent liabilities of the Demerged Company in relation to the Tyre Business as on the Appointed Date; and
- (v) all books, records, files, papers, engineering and process information, records of standard operating procedures, computer programs along with their licenses, drawings, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information and other records whether in physical or electronic form, in connection with or relating to the Tyre Business of the Demerged Company as on the Appointed Date.

Any question that may arise as to whether a specific asset (tangible or intangible) or any liability pertains or does not pertain to the Tyre Business or whether it arises out of the activities or operations of the Tyre Business or not, shall be decided by the Board of the Demerged Company or any committee thereof.

B. Rationale as provided in the Scheme:

- (i) The Demerged Company is engaged in 2 (two) distinct lines of business namely:
 - a. manufacture and distribution of cement through its “Birla Shakti” brand (collectively referred to as the “Cement Business”); and
 - b. manufacture and distribution of automotive tyre through its Birla Tyres brand (collectively referred to as the “Tyre Business”).
- (ii) The nature of risk and competition involved in each of the Cement Business and Tyre Business is distinct, necessitating different management approaches and focus. Moreover, the competitive dynamics of these businesses are also different.
- (iii) The separation of the Tyre Business, by way of this Scheme from the Demerged Company would lead to significant benefits for both businesses including:
 - a. enable a dedicated management focus and to accelerate growth of the Tyre Business and Cement Business unlocking significant value for the shareholders of Kesoram Industries Limited; and
 - b. access to varied sources of funds for the rapid growth of both businesses.
- (iv) With a view to achieve the aforesaid growth potential, the Demerged Company proposes to re-organise and segregate, by way of the Scheme, its business, undertaking and investments in the Tyre Business.
- (v) The Scheme does not have any adverse effect on either the shareholders or the employees or the creditors of the Demerged Company.

C. Share Entitlement Ratio / Consideration

Upon the effectiveness of this Scheme and in consideration of the transfer and vesting of the Demerged Undertaking into BTL pursuant to provisions of this Scheme, BTL shall, without any further act or deed, issue and allot to each shareholder of the Demerged Company, whose name is recorded in the register of members and records of the depository as members of the Demerged Company, on the Record Date, (1) one equity share of Rs 10 (Rupees Ten) each of BTL credited as fully paid up for every equity share of Rs 10 (Rupees Ten) each held by such shareholder in the Demerged Company (“**New Equity Shares**”) such that the shareholding in BTL on such issuance of shares is the mirror image of the shareholding in the Demerged Company.

D. Salient Features of the Scheme:

- (i) Scheme of Arrangement (“Scheme”) involving demerger of Tyre Business of Kesoram Industries Limited (“KIL”) into Birla Tyres Limited (“BTL”).
- (ii) Tyre Business means the entire undertaking of KIL pertaining to its Tyre Business and includes all assets (whether moveable or immoveable) and liabilities pertaining to Tyre Business.
- (iii) The proposed Scheme envisages creation of an independent listed company in the business of manufacturing of tyre by demerger of the Tyre Business of KIL into BTL.
- (iv) BTL will constitute the Tyre Business of KIL and KIL will continue to carry on the Cement Business.
- (v) BTL would achieve listing and all the existing shareholders of KIL would be allotted shares in BTL in the same proportion in which they hold shares in existing KIL.
- (vi) Post implementation, KIL and BTL will be listed on BSE and NSE with mirror shareholding.
- (vii) The appointed date for the demerger of the Tyre Business of the Demerged Company into the Resulting Company means 1st January 2019.

(viii) The effective date of the Scheme is 4th December 2019.

MANAGEMENT

Presently, our Company has 7 (Seven) Directors out of which 4 (Four) are Independent Directors. The provisions of the Companies Act and the Listing Regulations and norms of code of corporate governance applicable to listed companies in India govern the composition of the Board of Directors of our Company.

The following table sets forth details of the Board of Directors as of the date of filing of this Information Memorandum with the Stock Exchanges:

Name, Designation, Age, DIN, Nationality, Term and Occupation	Date of Appointment-	Address	Directorship in other companies
Smt. Manjushree Khaitan Age: 65 Years DIN: 00055898 Nationality: Indian Term: Non-Executive Chairman, Not liable to retire by rotation Occupation: Industrialist	13November 2019	Birla Park, 18, Gurusaday Road, Kolkata 700019	• Kesoram Industries Limited • Manjushree Plantations Limited • Manju Shree Plantation Limited • Zenith Distributors & Agents Limited • Usinara Trading and Services Private Limited • Arbela Trading and Services Private Limited
Mr. Radhakrishnan Padmalochanan Age: 51 Years DIN: 08284551 Nationality: Indian Term: Non-Executive Director, Liable to Retire by Rotation Occupation: Service	22 November 2018	55, Lake Place, Maya Apartments, 1 st Floor, Kolkata 700029	• Kesoram Industries Limited
Mr. Kaushik Biswas Age: 50 Years DIN: 06919774 Nationality: Indian Term:Non-Executive Director, Liable to Retire by Rotation Occupation: Service	25 October 2019	P 36, SEC A, Metropolitan Co-Operative Housing Society Limited, Kolkata - 700105	• Cygnet Industries Limited
Mr.Kashi Prasad Khandelwal Age: 68 Years DIN: 00748523 Nationality: Indian Term: Independent Director, for a term of 3Years Occupation: Service	13November 2019	Parijaat, Flat No. 91, 9 th Floor, 24A Shakespeare Sarani, Circus Avenue, Kolkata 700017	• Kesoram Industries Limited • GPT Infraprojects Limited • Balasore Alloys Limited • LIC Housing Finance Limited • Cygnet Industries Limited
Mr.Prabal Kumar Sarkar Age: 62 Years	13November 2019	52B Hindustan Park, Gariahat P.S., Sarat Bose Road, Kolkata	• Standard Trust Company Pvt Ltd • Partner Support Management (India) Private

Name, Designation, Age, DIN, Nationality, Term and Occupation	Date of Appointment-	Address	Directorship in other companies
DIN: 03124712 Nationality: Indian Term: Independent Director, for a term of 3Years Occupation: Service		700029	Limited
Mr. Bharat DamodarVasani Age: 61 Years DIN: 00040243 Nationality: Indian Term: : Independent Director, for a term of 3Years Occupation: Lawyer	29 November2019	F-601, Ashoka Gardens- Tower II, TokerseyJivraj Road, NearDosti Flamingo, Sewri, Mumbai- 400015	• Tata Capital Markets Limited
Mrs.MangalaRadhakrishnaPrabhu Age: 64 Years DIN: 06450659 Nationality: Indian Term: : Independent Director, for a term of 3Years Occupation: Service	29 November2019	04, 2 nd floor, Plot No 768,Krishna Niwas, Dr Ghanti Road, Parsi Colony Dadar [E], Mumbai 400014	• SiyaramSilk Mills Limited • LadderupFinance Limited • AspiraPathlab&Diagnostics Limited • Bharat Oman Refineries Ltd • Star AgriinfrastructurePrivate Limited • Star Agriwarehousing and Collateral Management Limited • AnandHousing Finance Private Limited • StaragriFinance Limited • Upwards Capital Private Limited • Fort Finance Limited • LadderupCorporate Advisory PrivateLimited • National Multicommodity Exchange of India Limited.

None of our Directors hold current and/ or past directorship(s) for a period of five years in listed companies whose shares have been or were suspended from being traded on the BSE or the NSE or in listed companies who have been / were delisted from stock exchanges.

Relationship between Directors

None of the Directors are related to each other.

Brief Profile of Directors

Name	Brief Profile
Smt. Manjushree Khaitan	Smt. Manjushree Khaitan (65), holds a post graduate degree in English Literature from Calcutta University and has attended Executive Development Programmes at the London Business School, U.K. and IMD, Switzerland. Smt. Manjushree Khaitan as an industrialist has been associated with the chemicals industry, tea and coffee plantations, and information technology for more than 20 years. Smt. Manjushree Khaitan is the chairperson of Manjushree Plantations Limited and Kesoram Industries Limited. Smt. Manjushree Khaitan is also a member of the board of governors of Birla Institute of Technology and Science, Pilani. Smt. Manjushree Khaitan is closely associated with several educational and cultural trusts, including Birla Education Trust. Smt. Manjushree Khaitan has more than 20 years of experience in various manufacturing units. Besides Birla Tyres Limited. Smt. Manjushree Khaitan is also on the board of several other companies like Zenith Distributors & Agents Limited, Usinara Trading and Services Private Limited and Arbela Trading and Services Private Limited.
Mr. Radhakrishnan Padmalochanan	Mr. Radhakrishnan Padmalochanan (51) is a qualified Chartered Accountant and a Cost and Management Accountant, with over twenty five years of rich experience in the accounts, finance and treasury function in Industry. Mr. Radhakrishnan Padmalochanan is also on the board of Kesoram Industries Limited as a Chief Financial Officer and Whole-time Director.
Mr. Kaushik Biswas	Mr. Kaushik Biswas (50), M.Com, an Associate Member of Institute of Company Secretaries of India, is also a qualified Cost Accountant. He has completed his Executive MBA from IIM, Calcutta and holds a Post Graduate Diploma in Personal Management from National Institute of Personal Management. Mr. Kaushik Biswas possess around 27 years of experience in Corporate Sector. Mr. Kaushik Biswas was also associated with Tata Advanced Systems Limited, a wholly owned subsidiary of Tata Sons Private Limited, as Vice President (Corporate Affairs) and Company Secretary. Mr. Kaushik Biswas is the Company Secretary of Kesoram Industries Limited and is also a Non-Executive Director of Cygnet Industries Limited.
Mr. Kashi Prasad Khandelwal	Mr. Kashi Prasad Khandelwal is a practicing Chartered Accountant having a professional standing of over four decades. Mr. Kashi Prasad Khandelwal has been associated with the International Bank for Reconstruction and Development ("World Bank") as a Consultant. A former Chairman of the Eastern India Regional Council of The Institute of Chartered Accountants of India ("ICAI"), Mr. Kashi Prasad Khandelwal has spent three consecutive terms as well in the ICAI Central Council. Mr. Kashi Prasad Khandelwal is also an Independent Director on the Boards of Balasore Alloys Ltd., GPT Infraprojects Ltd, LIC Housing Finance Limited and Kesoram Industries Limited and is also a member of Audit Committees of all these Companies. Mr. Kashi Prasad Khandelwal is also a Non-Executive Director on the Board of Cygnet Industries Limited.
Mr. Prabal Kumar Sarkar	Mr. Prabal Kumar Sarkar is a Chartered Accountant and a retired (2018) partner of the firms Price Waterhouse and Lovelock & Lewes. Mr. Prabal Kumar Sarkar graduated from St. Xavier's College, Kolkata, in 1977 and completed Chartered Accountancy from the Institute of Chartered Accountants of India, New Delhi, in 1984. In the same year Mr. Prabal Kumar Sarkar joined the Assurance practice of Lovelock & Lewes, a member firm of Coopers & Lybrand. Mr. Prabal Kumar Sarkar was made a partner in the firm in 1995. Post merger of Price Waterhouse and Coopers & Lybrand, Mr. Prabal Kumar Sarkar became an Assurance partner in Price Waterhouse as well. He also headed the GRMS (Global Risk Management Solutions) practice in East for 2 years. Mr. Prabal Kumar Sarkar was a

Name	Brief Profile
	member of the Partnership Oversight Committee for 4 years. The committee had pan India governance responsibility of all member firms of PwC (Pricewaterhouse Coopers) in India. Mr.Prabal Kumar Sarkar has a vast experience in various industries which includes consumer products like cement, paints, tyres, tea etc.; utilities like electricity generation, power supply, solar power generation and coal mining; industrial products like petrochemicals, yeast; infrastructure etc.
Mr. Bharat DamodarVasani	Mr. Bharat DamodarVasani is a Corporate Partner at Cyril AmarchandMangaldas' Mumbai Office. Mr. Bharat DamodarVasani has over 35 years of experience at senior management level, and has been at the helm of and steered several large key M&A transactions pursued by the Tata Group in the last 17 years. Mr. Bharat DamodarVasani's areas of specialization includes company law, corporate and commercial laws, securities law, capital market, mergers & acquisitions, joint ventures, competition law, employment law and property matters. Mr.Bharat DamodarVasani has successfully completed his 'Leadership in Corporate Counsel Course' from the Harvard Law School in 2010 and the M&A Training Course in 2017 from the Harvard Business School. Mr. Bharat DamodarVasani also holds a First Class Bachelor's degree in Commerce and First Class First Bachelor's degree in Law from the Mumbai University. Mr. Bharat DamodarVasani is member of the Institute of Company Secretaries of India and was awarded the President's Medal for securing the First Rank in the Company Secretaries examination.
Mrs.MangalaRadhakrishnaPrabhu	Mrs.MangalaRadhakrishnaPrabhu is an experienced Banking Professional with 41 years of expertise in the NBFC, Banking and Finance, Corporate Advisory across multiple roles spanning corporate credit, foreign exchange, HR and Branch Banking along with leading the large corporate credit portfolio as General Manager in its Mumbai Branch. Mrs.MangalaRadhakrishnaPrabhu is M.Com, LLB and CAIIB and currently is an executive Director of Ladderup Corporate Advisory Pvt. Ltd. Further, Mrs.MangalaRadhakrishnaPrabhu has an extensive experience in entire value chain of large value credit proposals.

Details of Equity Shares held by our Directors

Except as stated below, there are no other Directors who hold Equity Shares in our Company as on the date of this Information Memorandum.

S No.	Name of director	Number of shares
1	Smt. Manjushree Khaitan	7,20,158
	Total	7,20,158

Borrowing Powers of the Board

Our Articles, subject to the provisions of the Act, authorise our Board, at its discretion, to generally raise or borrow or secure the payment of any sum or sums of money for the purposes of our Company. Pursuant to members resolution dated 6thDecember, 2019,our Board has been authorised to borrow money from bank, financial institution or any other lending institutions or persons or such other corporates /entities as the Board may deem fit, notwithstanding that the money to be borrowed, together with the money already borrowed by our Company will exceed aggregate of our paid up share capital and free reserves, apart from temporary loans obtained from our Company's bankers in the ordinary course of business, up to a limit not exceeding in the aggregate Rs6,000 Crore (Rupees Six Thousand CroreOnly).

Details of remuneration - Remuneration to Non-Executive Directors and Independent Directors

Each of the Non-Executive Director of our Company is entitled to a sitting fee of Rs1,00,000per Board Meeting, Rs1,00,000per Audit Committee meeting, Rs40,000per Nomination and Remuneration Committee Meeting and Rs. 40,000per Stakeholders' Relationship Committee Meeting attended by him/her.

Minimum Remuneration:The remuneration as specified above, subject to the approval of the Shareholders shall continue to be paid as and by way of minimum remuneration, notwithstanding the loss or inadequacy of profit during the tenure of office of such Non-Executive Director.

Corporate Governance

The provisions with respect to corporate governance will be applicable upon listing of the Equity Shares on the stock exchanges. Our Company administers corporate governance through the Board and the Committees of the Board. In compliance with the requirement under Regulation 17 of the Listing Regulations, our Company has constituted the following Board Level Committees:

Audit Committee

Composition:

SlNo	Name	Designation in the Committee	Nature of Directorship
1	Kashi Prasad Khandelwal	Chairman	Independent Director
2	Prabal Kumar Sarkar	Member	Independent Director
3	Radhakrishnan Padmalochanan	Member	Non- Independent Director

Terms of reference:

The following are some key terms of reference of Audit Committee

- Overseeing our Company's financial reporting process and disclosure of its financial information;
- Recommending to the Board, the appointment, re-appointment, and replacement, remuneration, and terms of appointment of the statutory auditor and the fixation of audit fee;
- Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of our Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances and monitoring such vigil mechanism;
- Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Approval of appointment of the chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the functioning of the whistle blower mechanism, in case the same is existing;
- Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations and other applicable laws; and
- To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time.

The powers of the Audit Committee will include the following:

- To investigate activity within its terms of reference;

- To seek information from any employees;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- To have full access to the information contained in the records of the Company.

The Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and result of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Details of all material transactions with related parties to be disclosed every quarter along with the compliance report on corporate governance;
- On a quarterly basis, the details of related party transactions entered into by the Company pursuant to each omnibus approval given;
- Whether the policy dealing with related party transactions is placed on the website of the Company;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor; and
- Statement of deviations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms Listing Regulations; and
 - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Listing Regulations.

Stakeholders Relationship and Share Transfer Committee

Composition:

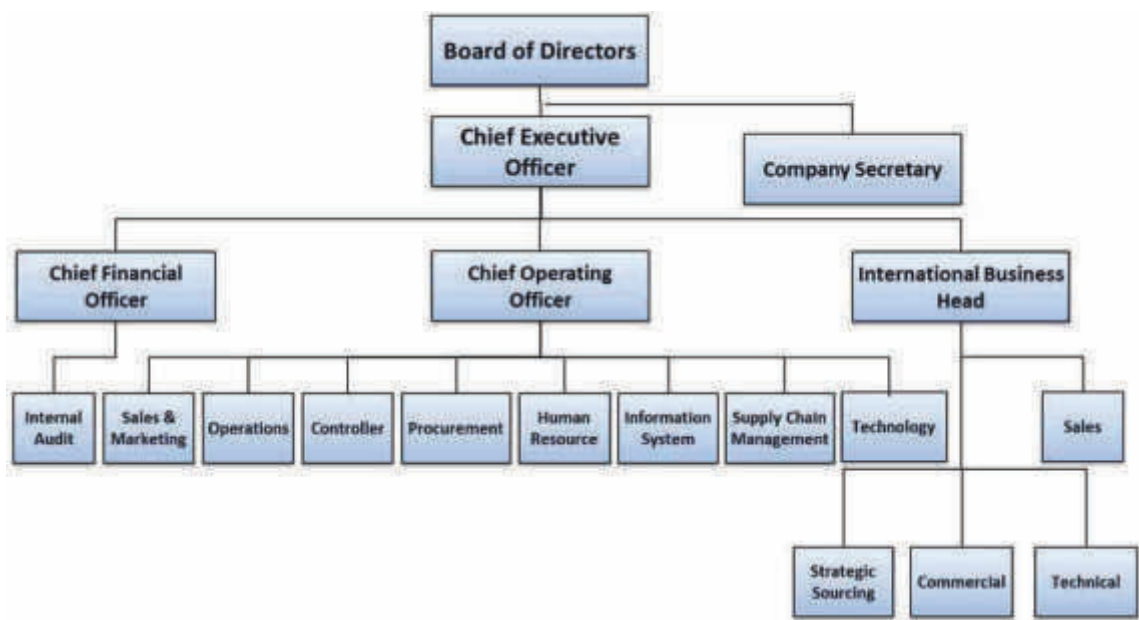
SINo	Name	Designation in the Committee	Nature of Directorship
1	Kashi Prasad Khandelwal	Chairman	Independent Director
2	Radhakrishnan Padmalochanan	Member	Non Independent Director
3	Kaushik Biswas	Member	Non Independent Director

Terms of reference:

The following are some key terms of reference of Stakeholders Relationship and Share Transfer Committee

- Redressal of grievances of shareholders, debenture holders and other security holders, including complaints related to the transfer of shares;
- Collecting and analysing reports received periodically from the Registrar and the Share Transfer Agent on various issues.
- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of our Company, annual report or any other documents or information to be sent by our Company to its shareholders;
- Carrying out any other function as prescribed under Listing Regulations, Companies Act, 2013 and the rules and regulations made thereunder, each as amended or other applicable law.

Management Organization



Nomination and Remuneration Committee

Composition:

Sl no	Name	Designation in the Committee	Nature of Directorship
1	Kashi Prasad Khandelwal	Chairman	Independent Director
2	Prabal Kumar Sarkar	Member	Independent Director
3	Radhakrishnan Padmalochanan	Member	Non-Independent Director
4	Kaushik Biswas	Member	Non-Independent Director

Terms of reference:

The following are some key terms of reference of Nomination and Remuneration Committee

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of independent directors and the Board;
- Devising a policy on Board diversity;
- Identify persons who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.;
- Analysing, monitoring and reviewing various human resource and compensation matters;
- Determine compensation levels payable to the senior management personnel and other staff ;
- Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India .
- Evaluating the current composition, organization and governance of the Board and its committees as well as determining future requirements and making recommendations to the Board for approval;
- Evaluation and recommendation of termination of membership of individual directors in accordance with the Board's governance principles for cause or for other appropriate reasons;
- Making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel as such level(s);
- Reviewing, amending, modifying and approving all other human resources related policies of our Company from time to time;
- Reviewing and recommending to the Board, manpower plan/budget and sanction of new senior management positions from time to time in the future;
- Reviewing and recommending to the Board, matters relating to revision of compensation/salary and long term wage settlement;
- Consideration and approval of employee stock option schemes and to administer and supervise the same;
- Decision on matters such as quantum of and milestones for grant, eligibility of employees who shall be entitled to grant of options, vesting period and conditions thereof, termination policies etc.;
- Developing a succession plan for our Board and senior management and regularly reviewing the plan;
- Consideration and determination of the nomination and remuneration policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate;
- Perform such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by such committee.

Change in Board of Directors since incorporation

Name of Director	Date of Appointment	Date of Cessation	Reason
Mr. Gautam Ganguli	22 November 2018	25 October, 2019	Resigned
Mr. Prithiraj Mukherjee	22 November 2018	13 November, 2019	Resigned
Mr. Radhakrishnan Padmalochanan	22 November 2018	Not Applicable	Appointment
Mr. Kaushik Biswas	25 October, 2019	Not applicable	Appointment
Smt. Manjushree Khaitan	13 November 2019	Not applicable	Appointment
Mr. Kashi Prasad Khandelwal	13 November 2019	Not applicable	Appointment
Mr. Prabal Kumar Sarkar	13 November 2019	Not applicable	Appointment
Mr. Bharat Damodar Vasani	29 November 2019	Not applicable	Appointment
Mrs. Mangala Radhakrishna Prabhu	29 November 2019	Not applicable	Appointment

Key Managerial Personnel

Name	Designation	Date of appointment	Date of cessation
Mr. Herve Frederic Richert	Chief Executive Officer	04 December 2019	-
Mr. Anirban Moulik	Chief Financial Officer	29 November 2019	-
Mr. Rajat Arora	Company Secretary & Compliance Officer	24 December 2019	-

Brief Profiles of the Key Managerial Personnel

Mr. Herve Richert, Chief Executive Officer: Mr. Herve Frederic Richert (55), is a senior executive with our Company having extensive international automotive experience in Asia, Europe and the USA. Mr. Hervé Richert has worked for 20 years at Michelin Group, a global leading tyre manufacturer, in various corporate roles. In Michelin Group, Mr. Herve Frederic Richert was in particular responsible for the development and implementation of Michelin's external growth strategy in Asia-Pacific from 1998 to 2007. From 2008 to 2014, Mr. Herve Frederic Richert served as Executive Director, International Sales & Marketing for Giti Tire Group, a Singaporean based emerging tyre manufacturer with factories in China, Indonesia and the USA. From 2015 to 2017, Mr. Herve Frederic Richert also served as President and CEO of Lohr Group, a global leader in vehicle transportation equipment and provider of innovative railway and urban mobility solutions. In August 2017, Mr. Herve Frederic Richert joined KIL as President of its tyre division, a post he continued to hold till June 2018. Mr. Herve Frederic Richert returned to KIL in the context of the demerger of BTL from Kesoram Industries. He presently serves as the Chief Executive Officer of BTL. Mr. Herve Frederic Richert holds a masters in Law from the University of Strasbourg, France and a graduate degree in Economy and Finance from the Institute of Political Sciences of Strasbourg. He has served on the Board of Directors of Apollo Tyres, India, on the Board of Commissioners of PT Gajah Tunggal, an Indonesian tyre manufacturer and as Independent Director of Starco A/S, Denmark, a European leader of specialty wheels and tyres

Mr. Anirban Moulik, Chief Financial Officer: Mr. Anirban Moulik joined Birla Tyres Limited in last April as Chief Financial officer. Prior to joining Birla Tyres Limited Mr. Anirban Moulik worked for Ajanta Shoes for about 2 years as Chief Financial officer, 8 years with Linde India Limited as Asst. Vice President and Mr. Anirban Moulik was also associated with organisations like TATA BlueScope Steel Limited, ABB, Aditya Birla Group, Khadims India Limited. Mr. Anirban Moulik has 20 years work experience. Mr. Anirban Moulik has extensive experience of corporate governance, business partnering, mergers and acquisitions, treasury and funding, cost management, financial operations, taxation, financial accounting, reporting & Information Technology. Mr. Anirban Moulik is a Bachelor of Commerce (Hons.) from Calcutta University and is also a Chartered Accountant.

Mr. Rajat Arora, Company Secretary: Mr. Rajat Arora, an Associate member of the ICSI, Chartered Accountant and a Law graduate from a reputed College in India having total experience of around 7 years. Mr. Rajat Arora was previously appointed as Company Secretary in Steer Overseas Private Limited and also with a Listed Entity. Mr. Rajat Arora has exposure in core areas like corporate and other related laws with acumen in field of finance and taxation

Shareholding of KMPs

None of our KMPs hold any Equity Shares in the Company.

Relationship between KMPs

None of the KMP is related to each other.

Bonus or profit sharing plan for the KMPs

Our Company does not have any performance linked bonus plan for the KMPs.

Employee Stock Option Plan / Employee Stock Purchase Scheme

Currently, our Company does not have any scheme of employee stock option or employee stock purchase.

Loans taken by Directors / KMPs

Our Company has not granted any loans to the Directors and/ or KMP.

Interest of KMPs

Apart from what is mentioned in this Information Memorandum, the KMP of our Company do not have any interest in our Company other than the extent of the remuneration, rent or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of the business.

Confirmations

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors were appointed on the Board.

Our Directors may be regarded as interested in the Equity Shares held by them. All of our Directors may also be deemed to be interested to the extent of any dividends payable to them and other distributions in respect of the Equity Shares. No loans have been availed by our Directors or the Key Management Personnel from our Company.

Interest of Directors

All of the Directors may be deemed to be interested only to the extent of fees, if any, payable to them for attending meetings of the Board of Directors or committees thereof as well as to the extent of reimbursement of expenses payable to them under the Articles of Association and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company.

The Directors may also be regarded as interested in the equity shares held by them or to the companies, firms and trusts, in which they are interested as directors, members, partners and or trustees. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations.

Further, the Directors are interested to the extent of Equity Shares that they are holding and are allotted to them pursuant to the Scheme, and also to the extent of any dividend payable to them and other distributions in respect of the equity shares.

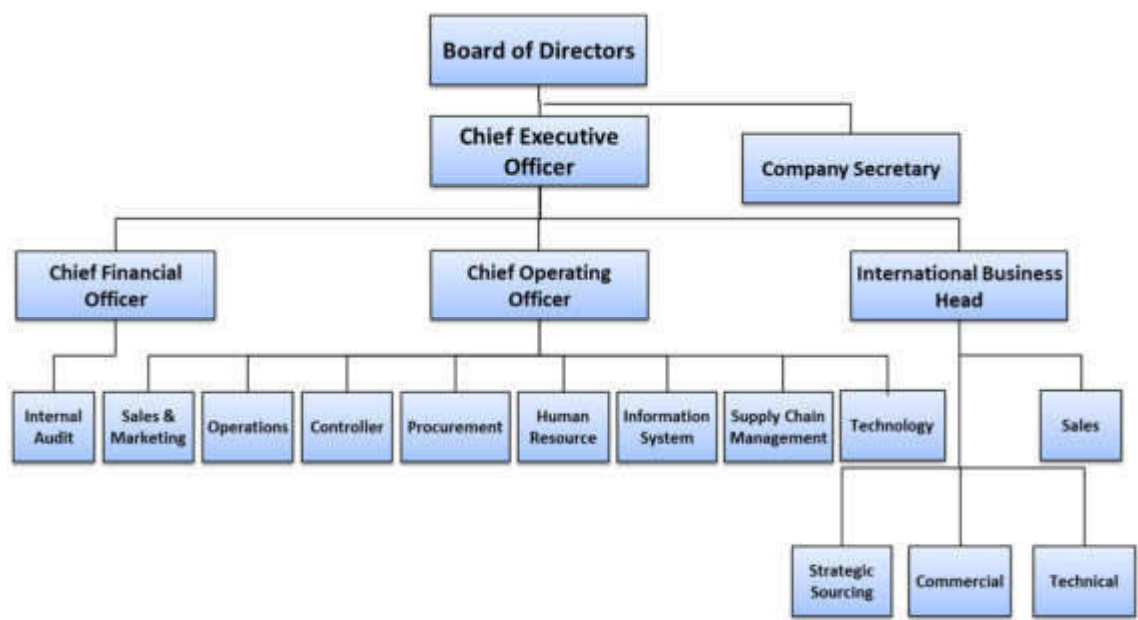
Except as stated otherwise in this Information Memorandum, our Company has not entered into any contract, agreement or arrangement during the preceding two years from the date of the Information Memorandum in which the Directors are directly or indirectly interested.

The Directors have no interest in any property acquired or proposed to be acquired by the Company within the two years preceding the date of this this Information Memorandum.

None of the Directors have any interest in the promotion of the Company other than in the ordinary course of the business.

For further details, please see the Section entitled “**Related Party Transactions**” of this InformationMemorandum.

Management Organization



PROMOTER AND PROMOTER GROUP AND GROUP COMPANIES

Our Promoter and Promoter Group together hold 7,57,61,340 equity shares, equivalent to 53.13% of our paid-up equity share capital as on the date of filing of the Information Memorandum

PROMOTER & PROMOTER GROUP

Unless the context requires otherwise, the entities forming part of our promoter group in accordance with SEBI ICDR Regulations.

1. Individual/Hindu Undivided Family

- Late Basant Kumar Birla(deceased on 3 July 2019)
- Smt. Manjushree Khaitan
- Mrs.Rajashree Birla
- Mr. Kumar Mangalam Birla
- Mrs.Vasavadatta Bajaj
- Mrs.JayashreeMohta
- Mrs.VidulaJalan

2. Body Corporate

- Century Textile and Industries Ltd
- Padmavati Investment Ltd
- Aditya Marketing and Manufacturing limited
- Manav Investment and Trading Co. Ltd
- B.K.BirlaFoundation
- Pilani Investment and Industries Corporation Ltd

3. Trusts/Societies

- Birla Education Trust
- Birla Educational Institution
- Birla Institute Of Technology and Science
- Prakash Education Society

Common Pursuits

Further except as disclosed in the Information Memorandum, the Promoter and Promoter Group does have any interest in any venture that is involved in any activities similar to those conducted by Company.

Interests of the Promoter and Promoter Group

The Promoter and the Promoter Group is interested in our Company to the extent of the Equity Shares held by them and any dividend or other distributions thereon, which may be made by our Company in the future. For more information pertaining to Promoter and Promoter Groups' shareholding, see the Section titled "**Capital Structure**" of this Information Memorandum.

Except as otherwise disclosed in this Information Memorandum, Promoter and Promoter Group are not interested as a member of any firm or any company and no sum has been paid or agreed to be paid to Promoter and Promoter Group or to such firm or company in cash or shares or otherwise by any person for services rendered by Promoter and Promoter Group or by such firm or company in connection with the promotion or formation of our Company. The Promoter and Promoter Group do not have any business interest in any venture that is or could be involved in any activities similar to those conducted by our Company. Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situation, in the event or as and when a conflict arises.

Related Party Transactions

Except as disclosed in “*Related Party Transactions*”

- (i) Our Company has neither entered into any contract, agreements or arrangements since its date of incorporation which are not in the ordinary course of business nor proposes to enter into any such contract in which Promoter and Promoter Group are directly or indirectly interested.
- (ii) The Promoter and Promoter Group do not have any interest in any property acquired by our Company since its date of incorporation or proposed to be acquired by it, or any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.

Payment of benefits to the Promoters& Promoter during the date of incorporation

Other than the benefits disclosed in “*Related Party Transactions*” there has been no payment of any amount of benefits to Promoter& Promoter Group during the date of its incorporation nor is there any intention to pay or give any benefit to Promoter and Promoter group as on the date of this Information Memorandum.

GROUP COMPANIES

The following table enumerates our group companies and brief description of the business:

SI No	Name of the Company	Country of incorporation	Nature of business activity
1	Kesoram Industries Limited	India	Cement and Rayon

Kesoram Industries Limited

Brief History

KIL is a public company, limited by shares, incorporated under the name and style of “Kesoram Cotton Mills Limited” under the provisions of the Companies Act, 1913 as a public company limited by shares on 18 October 1919. Thereafter, the name of KIL was changed to “Kesoram Industries & Cotton Mills Limited” with effect from 30th August, 1961 and thereafter to its existing name with effect from 9 July, 1986. The Corporate Identity No of KIL is L17119WB1919PLC003429 and its registered office is situated at 8th Floor, Birla Building, 9/1 R N Mukherjee Road Kolkata 700 001. The equity shares of KIL are listed on BSE Limited, the National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited.

Corporate Information

Current Nature of Activities

KIL is presently engaged in the business of manufacture and distribution of cement through its “Birla Shakti” brand. It is also engaged in the business of manufacture of rayon.

Board of Directors

SI No	Name
1	Smt. Manjushree Khaitan
2	Mr. Amitabha Ghosh
3	Mr. Kashi Prasad Khandelwal
4	Mr. Sudip Banerjee
5	Mr. Lee Seow Chuan
6	Ms. Jikyeong Kang
7	Mr. Siddhartha Mohanty
8	Mr. Bhaskar Niyogi

Capital Structure

Share Capital			
	31 March 2019 (In Crore)	31 March 2018 (In Crore)	31 March 2017 (In Crore)
Authorised Share Capital			
55,00,00,000 Equity Shares of Rs. 10 each	550	550	550
1,50,00,000 Preference Shares of Rs. 100 each	150	150	150
Total	700	700	700
Issued, subscribed and paid-up Share Capital			
14,25,90,079 Equity Shares of Rs. 10 each	142.59	137.34	117.27
(31st March, 2018: 13,73,40,079 Equity Shares of Rs. 10 each)			

	31 March 2019 (In Crore)	31 March 2018 (In Crore)	31 March 2017 (In Crore)
Reserves (excluding revaluation reserves)	387.60	636.36	729.00
Sales	3,878.66	3,704.57	4,137.42
Profit after Tax	(254.25)	(463.51)	(154.87)
Earnings per share and Diluted Earnings Per Share	(17.84)	(37.66)	(13.21)
Net Asset Value Per share	37.18	56.35	72.15

Highest & Lowest Market price of Shares during the preceding six months.

Lowest Market Price of Shares: Rs. 47.40 per share

Highest Market Price of Shares: Rs. 70.65 per share

Details of public or rights issue in the preceding three years, the issue price of the security, the current market price :

There has been no Public / Right Issue in preceeding three years.

Litigations of Group Company having Material Impact on the Company

Please refer to the Section titled “*Outstanding Litigations, Defaults and Material Developments*” of this Information Memorandum for litigation of Group Company which has a material impact on our Company.

Information regarding significant adverse factors related to the Group Company

Details of loss incurred by KIL in the immediately preceding three years.

	31 March 2019	31 March 2018	31 March 2017
Profit after Tax (Amt. in Cr.)	(254.25)	(463.51)	(154.87)

Financial Information (Standalone)

Particulars	31 March, 2019	31 March, 2018	31 March, 2017
Total Revenue	3988.31	3,933.03	4243.44
Profit/(Loss) before Interest, Depreciation, Tax and other	305.33	159.19	129.69

Particulars	31 March, 2019	31 March, 2018	31 March, 2017
Amortizations (“EBIDTA”)			
Add : Exceptional (Expense)/Income	-	(75.23)	121.35
Less : Depreciation and Amortization Expenses (Net of transfer from Revaluation Reserve)	133.08	128.23	123.05
Finance Costs	438.45	421.24	282.10
Tax Expenses – Net	(11.95)	(2.00)	0.76
	559.58	547.47	405.91
Profit/(Loss) for the year from continuing operations	(254.25)	(463.51)	(154.87)
Other Comprehensive Income (net of tax expense)			
Remeasurement of post-employment benefit obligations	0.11	(7.67)	(0.04)
Fair valuation of equity investments	1.44	7.93	7.88
Income tax relating to these items that will not be reclassified subsequently to the statement of profit and loss	-	(2.00)	(1.57)
	1.55	(1.74)	6.27
Total comprehensive income/(loss) for the year	(252.70)	(465.25)	(148.60)

Interest of Promoter and and Promoter Group

Since there will be mirror Image Shareholding, the Promoters of Kesoram Industries Limited will be same that of Birla Tyres Limited.

Shareholding pattern as on 30 September 2019

Category of the Shareholders (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. Of Partly paid-up equity shares held (V)	No. Of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)
Promoter & Promoter Group	17	75761340	0	0	75761340	53.13
Public	86377	59786864	0	7041875	66828739	46.87
Non Promoter Non Public	0	0	0	0	0	0
Shares underlying GDRs						
Shares held by Employee Trust						
Total	86394	135548204	0	7041875	142590079	100

Interests and common pursuits of the Group Companies

Except as otherwise disclosed in this Information Memorandum, Group Companies do not have any interest in the promotion or formation of Company. There are no common pursuits between the Group Companies and Company.

Related Party Transactions

Except as disclosed in “*Related Party Transactions*”:

- (i) The Group Companies do not have any interest in any property acquired by our Company from the date of its incorporation or proposed to be acquired by our Company, or any interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery, etc.
- (ii) The Group Companies do not have any commercial business interest in our Company except for business conducted on an arm's length basis. Further, our Company does not have any sales or purchase with its Group Companies exceeding, in the aggregate, 10% of the total sales or purchases of Company. For more information on business transactions with Group Companies and its significance on financial performance, please refer the Section titled "**Financial Statements**" of this Information Memorandum.

Other confirmations/disclosures

The Group Companies have not been declared as wilful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings for violation of securities laws are pending against Group Companies. As on the date of this Information Memorandum, Group Companies have not been prohibited by SEBI or any other regulatory or governmental authorities, from accessing the capital markets for any reason.

Defunct Companies

The Group Companies have not become defunct and no application has been made in respect of them, to the respective registrar of companies where they are situated, for striking off their names, in the five years immediately preceding the date of this Information Memorandum. There are no defaults in meeting any statutory / bank / institutional dues. No proceedings have been initiated for economic offences against any of group companies.

Significant sale/purchase between Group Companies and Company

None of the Group Companies are involved in any sales or purchases with Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of Company. As on the date of this Information Memorandum, none of the Group Companies have an outstanding unsecured loan taken from Company which is repayable on demand

RELATED PARTY TRANSACTIONS

Nature of Transaction/ Relationship	Period ended 30 June 2019
Key Management Personnel Remuneration	0.16
Others Upkeep,Rent,Electricity ,Generator facility & others	0.01

(B) Outstanding balances

Particulars	30 June 2019
Payable :	
Key Management Personnel	0.11
Others	0.03

DIVIDEND POLICY

The Company was incorporated in 22 November 2018. Since its incorporation, our Company has not declared or paid any dividend. Our Company has no formal dividend policy.

SECTION VII FINANCIAL INFORMATION
FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Members of Birla Tyres Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Birla Tyres Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its loss and its cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance and conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



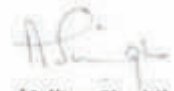
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014;
 - (e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report
 - (g) According to the information and explanations given by the management, the managerial remuneration has been paid/provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act, 2013.
 - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. Based on audit procedure and as per explanation has been given by the management, the Company did not have any pending litigations on its financial position in its financial statements;
 - ii. The Company did not have any material foreseeable losses on long term contracts including derivative contracts;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Dated: 28th May, 2019



For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E


(Aditya Singhi)

Partner
Membership No.305161

ANNEXURE-1 TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the period ended 31st March 2019, we report that:

- i. The Company does not possess any fixed assets and accordingly the Clause 3(i) of the Order is not applicable.
- ii. The Company has not yet commenced its commercial operation and accordingly does not have any inventory. Hence, paragraph 3(ii) of the order is not applicable.
- iii. In our opinion and according to the information & explanation given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, paragraph 3(iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loan, nor made any investment and have not provided any guarantee or security during the period ended 31st March 2019. Accordingly, paragraph 3(iv) of the order is not applicable.
- v. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- vi. The Company is not required to maintain Cost Records as prescribed by the Central Government under section 148 (1) (d) of the Companies Act, 2013.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Goods & Service Tax, Duty of Customs, Duty of Excise, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed dues as above were outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and GST which have not been deposited on account of any dispute as on 31st March 2019.
- viii. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the period ended 31st March 2019. Accordingly, paragraph 3(viii) of the Order is not applicable.
- ix. Based on our audit procedures and according to the information and explanations given to us, the company did not raise any money by way of initial public offer or further public offer (including debt instruments) or term loans during the period ended 31st March 2019.
- x. To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period ended 31st March 2019.
- xi. According to the information and explanations given by the management, the Company did not have any whole time director or manager during the period ended 31st March 2019. Accordingly, paragraph 3 (xi) of the Order is not applicable.
- xii. In our opinion and according to the information and explanation provided to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.



- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, the company has neither entered into any transactions with the related parties during the period nor any balances are lying outstanding with the related parties as on the period ended 31st March 2019 and accordingly the compliance with sections 177 and 188 of the Act is not required.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period ended 31st March 2019.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kolkata

Dated: 28th May, 2019



For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E

(Aditya Singhi)

Partner

Membership No.305161

ANNEXURE - 2 TO THE INDEPENDENT AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Birla Tyres Limited** ("the Company") as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata

Dated: 28th May, 2019



For Singhi & Co.
Chartered Accountants
Firm's Registration No. 302049E


(Aditya Singhi)

Partner

Membership No. 305161

BIRLA TYRES LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2019

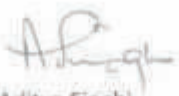
		<i>In Rupees</i>
	Notes	As at 31st March, 2019
I. EQUITY AND LIABILITIES		
(1) SHAREHOLDERS' FUND		
(a) Share capital	2	1,00,000
(b) Reserves and surplus	3	(1,10,786)
		<u>(10,786)</u>
(2) NON CURRENT LIABILITIES		
Long term borrowings:		-
(3) CURRENT LIABILITIES		
(a) Short term borrowings		-
(b) Other current liabilities	4	1,00,000
TOTAL		<u><u>89,214</u></u>
II. ASSETS		
(1) NON CURRENT ASSETS		
(a) Non current investments		-
(b) Other non current assets		-
(2) CURRENT ASSETS		
(a) Cash and bank balances	5	89,214
(b) Short term loans and advances		-
(c) Other current assets		-
TOTAL		<u><u>89,214</u></u>

Significant Accounting Policies

1

The accompanying notes are an integral part of the Balance Sheet.
This is the Balance Sheet referred to in our report of even date

For SINGHI & CO.
Chartered Accountants
Firm Registration Number: 302049E


Aditya Singhi
Membership No. 305161

Place: Kolkata
Date: 28/05/2019



For, Birla Tyres Limited

Director Gautam Ganguli
DIN : 871416

Director Prithiraj Mukherjee
DIN : 7089538

Director Radhakrishnan Padmalochanan
DIN : 8284551

BIRLA TYRES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2019.

Particulars	Notes	In Rupees
		For the Period 22nd November, 2018 to 31st March, 2019
INCOME		
Other Income		-
Total Revenue (I)		-
EXPENSES		
Employee benefits expense		-
Finance costs		-
Depreciation and amortization expenses		-
Other expenses	6	1,10,786
Total Expenses (II)		1,10,786
Profit/(Loss) before exceptional item and tax		(1,10,786)
Exceptional item		-
Profit/(Loss) before tax [I - II]		(1,10,786)
Tax Expenses:		
Current Tax		-
Deferred tax		-
Profit/(Loss) for the period		(1,10,786)
Earnings per equity share		
[Nominal Value per share: Rs 10]		
(a) Basic - Rs		(11.08)
(b) Diluted - Rs		(11.08)

Significant Accounting Policies

1

The accompanying notes are an integral part of the Statement of Profit & Loss.
This is the Statement of Profit and Loss referred to in our report of even date

For, Birla Tyres Limited

For SINGHI & CO.

Chartered Accountants

Firm Registration Number: 302049E

Director

DIN :

Gautam Ganguly

871416

Director

DIN :

Prithiraj Mukherjee

7089538

Aditya Singhi

Membership No. 305161

Place: Kolkata

Date: 28/05/2019

Director

DIN :

Radhakrishnan Padmalochanan

8284551

BIRLA TYRES LIMITED**CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2019**

For the Period 22nd
November, 2018 to
31st MARCH, 2019.

A. Cash Flow From Operating Activities:

Net Profit/(Loss) before tax

(1,10,786)

Operating profit/(loss) before working capital changes

(1,10,786)

Changes in Working Capital:

Increase / (decrease) in trade and other payables

1,00,000

(Increase) / decrease in trade and other receivables

-

Cash Generated from Operations

(10,786)

Taxes paid (net of refunds)

-

Net cash generated from operating activities**(10,786)****B. Cash flow from Investing Activities:**

Interest Received

-

Change in Other bank balances

-

Dividend Received

-

Net cash flow from / (used in) investing activities**-****C. Cash flow from Financing Activities**

Issue of Share Capital

1,00,000

Net cash flow from / (used in) financing activities**1,00,000**

Net increase in cash and cash equivalents

89,214

Cash and cash equivalents at the beginning of the period

-

Cash and cash equivalents at the end of the period

89,214

Notes:

1. The above cash flow statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements.
2. Cash and Cash Equivalents represents cash and bank balances.

This is the Cash Flow Statement referred to in our report of even date.

For SINGHI & CO.

Chartered Accountants

Firm Registration Number: 302049E



Aditya Singhi
Membership No. 305161

Place: Kolkata

Date: 28/05/2019

**For, Birla Tyres Limited**

Director

DIN :

Gautam Ganguli

871416

Director

DIN :

Prithiraj Mukherjee

7089538

Director

DIN :

Radhakrishnan Padmalochanan

8284551

1. Summary of Significant Accounting Policies**1.1 General Information**

Birla Tyres Limited (the Company) is a public company limited by shares domiciled in India and incorporated on 22nd November, 2018 under the provisions of the Companies Act, 2013. The Core businesses of the company as per the 'Memorandum of Association' are manufacturing and trading of tyres.

1.2 Basis of preparation

These financial statements have been prepared in accordance with the generally accepted accounting principles (GAAP) in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with relevant rules issued thereunder, till the standards of accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply.

Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 2013.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.3 Tangible Fixed assets and Depreciation

- (a) Fixed Assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalisation criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. The cost also comprises of exchange differences arising on translation /settlement of long term foreign currency monetary items pertaining to acquisition of such depreciable assets. Any trade discounts and rebates are deducted in arriving at the purchase price.
- (b) Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.
- (c) Capital work in progress is stated at cost, incurred during construction/ installation/ pre-operative period relating to items or projects in progress.
- (d) Losses arising from the retirement of and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the Statement of Profit and Loss.
- (e) Depreciation is provided on pro-rata basis using straight line method over the estimated useful lives of assets and are same as the lives prescribed under Schedule II to the Companies Act, 2013.



1.4 Intangible fixed assets and Amortisation

Intangible fixed assets are capitalised where it is expected to provide future enduring economic benefits and amortised on a straight line basis over a period of three years from the date of capitalisation. Capitalisation costs include license fees and the cost of implementation/ system integration services. The Costs are capitalised in the year in which the relevant intangible asset is implemented for use.

1.5 Impairment

Cash generating units/ assets are assessed for possible impairment at Balance Sheet date based on external and internal sources of information. Impairment losses, if any, are recognised as an expenses in Statement of Profit and Loss.

1.6 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of the investments, such reduction being determined and made for each investment individually.

1.7 Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined on weighted average / first-in, first-out (FIFO) basis, as considered appropriate by the Company. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Provision is made for obsolete/slow moving/defective stocks, wherever necessary.

1.8 Foreign Currency Translation /Transaction

Income & expenses in foreign currencies are converted at exchange rates prevailing on the date of transaction. The foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date. Exchange differences are recognised in the Statement of Profit & Loss.



1.9 Borrowing Cost

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

1.10 Revenue Recognition

Revenue is recognised to the extent that can be reliably measured and has reasonable certainty that the economic benefits will flow to the Company. Both income and expenditure are recognised on accrual basis unless otherwise stated.

Sales of goods

Sales are recognised when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts/allowance, sales return and sales taxes/GST.

1.11 Other Income

Interest: Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend: Dividend income is recognised when the right to receive dividend is established.

1.12 Cash and Cash Equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

1.13 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit/(loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit/(loss) for the period after deducting any attributable tax thereto for the period. For the purpose of calculating diluted earnings per share, the net profit/(loss) for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.



1.14 Provisions and Contingent liabilities

Provisions: Provisions are recognised when there is a present legal and statutory obligation as a result of past events and where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

Contingent Liabilities: Contingent liabilities are recognised only when there is a possible obligation arising from the past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate

Contingent Assets: Contingent assets are not recognised or disclosed in the financial statement.

1.15 Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961.

Deferred taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years.

Deferred taxes is measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

As at the Balance Sheet date, unless there is an evidence to the contrary, deferred tax assets pertaining to business loss are only recognised to the extent that there are deferred tax liabilities offsetting them.

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is a convincing evidence that the Company will pay normal income tax in excess of MAT during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.16 Use of estimates

The preparation and presentation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that effect the reported amounts of assets and liabilities and the disclosure of contingent liabilities, as at the end of the reporting period and the amounts of revenue and expenses during the reported period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in the future periods.



2. SHARE CAPITAL

In Rupees

AUTHORISED

1,00,000 Equity Shares of Rs. 10 each

31st March 2019

10,00,000

10,00,000

ISSUED, SUBSCRIBED AND PAID-UP

10,000 Equity Shares of Rs 10 each fully paid up

1,00,000

1,00,000

(a) Reconciliation of the number of shares outstanding as at 31st March, 2019 is set out below:

Particulars	31st March 2019
Number of shares outstanding at the beginning of the period	-
Add: Shares issued during the period	10,000
Number of shares outstanding at the end of the period	10,000

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. All equity shareholders are entitled to one vote per share.

The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders at the annual general meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company.

Sl no.	Name of the shareholders	No. of shares	% age
1	Chandramauli Balan	1,400	14
2	Geutam Ganguli	1,600	16
3	Ganesh Mandal	1,400	14
4	Prithiraj Mukherjee	1,400	14
5	Radhakrishnan Padmalochanan	1,400	14
6	Sanjay Kumar Sinha	1,400	14
	Uma Shankar Asopa	1,400	14
		10,000	100



BIRLA TYRES LIMITED**NOTES TO FINANCIAL STATEMENTS FROM THE PERIOD ENDED 31st MARCH , 2019.**

	<i>In Rupees</i>
	<u>31st March 2019</u>
3. Reserves and surplus	
Opening Reserve	-
Profit / (Loss) for the year	(1,10,786)
Closing Reserve	<u>(1,10,786)</u>
	<u>31st March 2019</u>
4. Other Current Liabilities	
Audit fees Payable	1,00,000
	<u>1,00,000</u>
5. Cash and Bank Balances	
Cash & Cash Equivalents	
Balances with banks:	
Current accounts	89,214
	<u>89,214</u>
6. Other expenses	
	<u>For the period 22nd November, 2018 to 31st March, 2019</u>
Auditor's Remuneration	1,00,000
Miscellaneous Expenses	10,786
	<u>1,10,786</u>

7 There are no contingent liabilities and capital commitment as on 31st March, 2019.

8 The Company operates in single segment of manufacturing and dealing in tyres, hence segment reporting is not required to be provided.

9 There are no related party transactions and outstanding balances as on 31st March, 2019.

10. Pursuant to the Scheme of Arrangement between Kesoram Industries Limited ("Demerged Company") and Birla Tyres Limited ("Resulting Company") and their respective Shareholders and Creditors (under Section 230 and 232 of the Companies Act, 2013), Birla Tyres Limited is incorporated to carry out the Tyre Business of Kesoram Industries Ltd. The application has been filed with National Company Law Tribunal for their necessary approval. Post approval, necessary accounting adjustments will be incorporated.

11 The Company is a newly incorporated entity with effect from 22.11.2018. As this is the first financial statement from incorporation date 22.11.2018, figures of previous year are not applicable.

For SINGHI & CO.

Chartered Accountants

Firm Registration Number: 302049E

Aditya Singhi

Membership No: 305161



Place: Kolkata

Date: 29/03/2019

For, Birla Tyres Limited

Director Gautam Ganguli
DIN: 871416

Director Prithiraj Mukherjee
DIN: 7089538

Director Radhakrishnan Padmalochanan
DIN: 8284551

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION

**To the Board of Directors of
Birla Tyres Limited**

1. We have examined the attached Restated Financial Information of Birla Tyres Limited (the "Company" [or the "Issuer"]), comprising the Restated Statement of Assets and Liabilities as at June 30, 2019 and March 31, 2019, the Restated Statement of Profit and Loss (including other comprehensive income), the Restated Statement of Changes in Equity, the Restated Cash Flow Statement for the three months period ended June 30, 2019 and for the period from November 22, 2018 to March 31, 2019, the Summary of Significant Accounting Policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on December 31, 2019 for the purpose of inclusion in the Information Memorandum prepared by the Company in connection with its proposed listing of shares with National Stock Exchange of India Limited and BSE Limited prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Information Memorandum to be filed with National Stock Exchange of India Limited and BSE Limited in connection with its proposed listing of shares. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2.1 to the Restated Financial Information. The Board of Directors of the Company responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Financial Information taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 18, 2019 in connection with the listing of shares with National Stock Exchange of India Limited and BSE Limited of the Company;
 - b) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations.
4. These Restated Financial Information have been compiled by the management from:
 - a) Audited special purpose interim condensed financial statements of the Company as at and for the three month period ended June 30, 2019 prepared in accordance with the recognition and measurement principles of Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Ind AS Financial Statements") after giving effect of demerger of Tyre Business Undertaking from Kesoram Industries Limited ("Demerged Company") to the Company ("Resulting Company"), pursuant to the approval of the Scheme of Arrangement by the National Company Law Tribunal, Kolkata ("NCLT")

which have been approved by the Board of Directors at their meeting held on December 4, 2019.

- b) Audited special purpose condensed financial statements of the company as at March 31, 2019 and for the period from November 22, 2018 to March 31, 2019, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on December 4, 2019. The previously issued audited financial statements as at March 31, 2019 and for the period November 22, 2018 to March 31, 2019 prepared in accordance with the accounting standards notified under Section 211(3C) read with Companies (Accounting Standards) Rules, 2006 and other relevant provisions of the Companies Act, 2013 ("Indian GAAP") which was approved by the Board of Directors at their meeting held on May 28, 2019 have been restated to comply with Ind AS.
5. We have audited the special purpose condensed financial statements of the Company for the period November 22, 2018 to March 31, 2019 prepared by the Company in accordance with the Ind AS for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed information memorandum. We have issued our report dated December 31, 2019 on these special purpose condensed financial statements to the Board of Directors who have approved these in their meeting held on December 31, 2019.
6. For the purpose of our examination, we have relied on:
 - a) Auditors' reports issued by us dated December 31, 2019 on the special purpose interim condensed financial statements of the company as at and for the three months ended June 30, 2019 and on the special purpose condensed financial statements of the company as at March 31, 2019 and for the period November 22, 2018 to March 31, 2019 referred in Paragraph [4] above.
7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information:
 - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial statements for the period November 22, 2018 to March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the three months ended June 30, 2019;
 - b) do not contains any modifications which requires adjustments to the restated financial information; and
 - c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
8. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim condensed financial statements and audited condensed financial statements mentioned in paragraph [4] above.
9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for the purpose set forth in the first paragraph of this report. Our report should not be used, referred to, or distributed for any

other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 302009E)

xxxxxxxxxx
Partner
(Membership No. xxxxxx)

Kolkata, December 31, 2019

Birla Tyres Limited
Restated Statement of Assets and Liabilities

(All amounts in Rupees crores, unless otherwise stated)

Particulars	Notes	30 June, 2019	31 March, 2019
ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	3	541.03	-
(b) Capital work-in-progress		772.40	-
(c) Right of use asset	32	12.21	-
(d) Other intangible assets	4	0.03	-
(e) Financial assets			
(i) Other financial assets	6	5.53	-
(f) Deferred tax asset (net)	16	-	-
(g) Other non-current assets	7	67.76	-
Total non-current assets		1,398.96	-
(2) Current assets			
(a) Inventories	8	139.32	-
(b) Financial assets			
(i) Trade receivables	9	156.28	-
(ii) Cash and cash equivalents	10	12.42	0.01
(iii) Other bank balances	11	23.87	-
(iv) Loans	5	0.24	-
(v) Other financial assets	6	1.01	-
(c) Other current assets	7	73.50	-
Total current assets		406.64	0.01
Total assets		1,805.60	0.01
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	12 (a)	-	0.01
(b) Share Capital Suspense	12 (b)	142.59	-
(c) Other equity	12 (c)	(194.13)	(0.01)
Total equity		(51.54)	(0.00)
Liabilities			
(1) Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	650.54	-
(ii) Lease liability	32	8.87	-
(iii) Other financial liabilities	14	156.89	-
(b) Provisions	15	12.35	-
(c) Deferred tax liabilities (net)	16	-	-
Total non-current liabilities		828.65	-
(2) Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	204.09	-
(ii) Lease Liability	32	3.57	-
(iii) Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises		13.53	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		441.46	-
(iii) Other financial liabilities	14	230.69	-
(b) Provisions	15	60.07	-
(c) Other current liabilities	17	75.08	0.01
Total current liabilities		1,028.49	0.01
Total liabilities		1,857.14	0.01
Total equity and liabilities		1,805.60	0.01
Notes forming part of the Financial Information	1 - 39		

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.302009E)

Manjushree Khaitan
Chairperson

Anirban Moulik
Chief Financial Officer

P Radhakrishnan
Director

XXXXXXXXXX
Partner

Place: Kolkata
Date :

Rajat Arora
Company Secretary

Kaushik Biswas
Director

1 Birla Tyres Limited
Restated Statement of Profit and Loss

(All amounts in Rupees crores, unless otherwise stated)

Particulars	Note No.	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
I Revenue from operations	19	209.83	-
II Other income	20	1.72	-
III Total Income (I+II)		211.55	-
IV Expenses:			
(a) Cost of materials consumed	21	130.99	-
(b) Purchases of stock-in-trade		17.15	-
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	-11.40	-
(d) Employee benefit expense	23	32.39	-
(e) Depreciation and amortisation expense	24	9.70	-
(f) Finance costs	25	34.87	-
(g) Other expenses	26	55.33	0.01
Total Expenses		269.03	0.01
V Loss before exceptional items and tax (III-IV)		(57.48)	(0.01)
VI Tax expense:	27		
(1) Current tax charge / (credit) (in respect of earlier year)		-	-
(2) Deferred tax charge / (credit)		-	-
Total tax expense		-	-
VII Loss for the year (V-VI)		(57.48)	(0.01)
VIII Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss			
Remeasurement of post-employment benefit plans		0.01	-
Income tax relating to items that will not be reclassified to the statement of Profit and Loss			
Total other comprehensive income		0.01	-
XI Total comprehensive loss for the year (IX+X)		(57.47)	(0.01)
X Earnings per share	28		
Basic (Rs.)		(4.03)	(11.08)
Diluted (Rs.)		(4.03)	(11.08)
Notes forming part of the Financial Information	1 - 39		

In terms of our report attached

For and on behalf of the Board of Directors

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.302009E)

Manjushree Khaitan
Chairperson

XXXXXXXXXX
Partner

Anirban Moulik
Chief Financial Officer

P Radhakrishnan
Director

Place: Kolkata
Date :

Rajat Arora
Company Secretary

Kaushik Biswas
Director

Birla Tyres Limited
Restated Cash Flow Statement

(All amounts in Rupees crores, unless otherwise stated)

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
A. Cash Flow From Operating Activities		
Net Loss before tax	(57.48)	(0.01)
Adjustments for:		
Depreciation and amortisation	9.70	-
Provision for bad and doubtful debts charged / (written back)	2.56	-
Provision for warranty	2.43	-
Finance costs	34.87	-
Liabilities/Provision no longer required written back	(0.01)	-
Interest income	(0.79)	-
Operating loss before working capital changes	(8.72)	(0.01)
Changes in Working Capital:		
Increase / (decrease) in Non-Current / Current financial and other liabilities/provisions	81.97	0.01
(Increase) / decrease in Non-Current / Current financial and other assets	22.65	-
(Increase) / decrease in inventories	8.87	-
Cash Generated from Operations	104.77	(0.00)
Direct Taxes paid (net of refunds)	-	-
Net cash generated from operating activities	104.77	(0.00)
B. Cash flow from Investing Activities:		
Purchase of property, plant and equipment/capital advance given	(0.51)	-
Interest received	0.79	-
Deposit made with bank	(0.43)	-
Net cash used in investing activities	(0.15)	-
C. Cash flow from Financing Activities		
Issue Of Share Capital	-	0.01
Finance cost paid	(33.12)	-
Payment of Lease obligations	(1.16)	-
Proceed (net) from:		
- Short term borrowings	43.34	-
Repayment of:		
- Long term borrowings	(12.35)	-
Net cash generated from financing activities	(3.29)	0.01
Net decrease in cash and cash equivalents	101.33	0.01
Cash and cash equivalents at the beginning of the year	0.01	-
Cash and cash equivalents acquired pursuant to the scheme of demerger (refer note 39)	8.98	-
Less: Cash credits at the beginning of the year	-	-
Less: Cash credits transferred pursuant to the scheme of demerger	(213.27)	-
Adjusted cash & cash equivalents at the beginning of the year	(204.28)	
Cash & cash equivalents at the end of the year	(102.95)	0.01

Particulars	30 June, 2019	31st March, 2019
Cash and Cash Equivalents comprise:		
Cash on hand	0.04	-
Balances with banks on current account	12.38	0.01
Cash credits at the end of the year	-115.37	-
	-102.95	0.01

Notes:

1. The above cash flow statement has been prepared under the Indirect Method as set out in Ind AS - 7 "Statement of Cash Flows".

The accompanying notes are an integral part of the restated financial information.

In terms of our report attached

For and on behalf of the Board of Directors

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.302009E)

Manjushree Khaitan
Chairperson

XXXXXXXXXX
Partner

Anirban Moulik
Chief Financial Officer

P Radhakrishnan
Director

Place: Kolkata
Date :

Rajat Arora
Company Secretary

Kaushik Biswas
Director

Birla Tyres Limited
Restated Statement of Changes in Equity

(All amounts in Rupees crores, unless otherwise stated)

A. Equity share capital

Particulars	Notes	Amount
As at 22 November 2018		-
Issued during the period		0.01
As at 31 March 2019	12 (a)	0.01
Less: Shares cancelled pursuant to Scheme of Arrangement (Refer note 39)		(0.01)
As at 30 June 2019	12 (a)	-

B. Share Capital Suspense

Particulars	Notes	Amount
As at 22 November 2018		-
Changes during the year		-
As at 31 March 2019	12(b)	-
Arisen pursuant to scheme of arrangement		142.59
Changes during the year		-
As at 30 June 2019	12(b)	142.59

B. Other equity

Particulars	Capital reserve	Retained earnings	Total other equity
As on 1st April 2019	-	(0.01)	(0.01)
Created pursuant to the scheme of arrangement (Refer Note 39)	(60.86)	(75.80)	(136.66)
Created pursuant to the cancellation of the shares as scheme of arrangement (Refer Note 39)	0.01	-	0.01
Loss for the period	-	(57.48)	(57.48)
Other comprehensive income [net of tax]	-	0.01	0.01
Balance as at 30 June 2019	(60.85)	(133.28)	(194.13)
Particulars	Capital reserve	Retained earnings	Total other equity
As on 22nd November, 2018	-	-	-
Loss for the period	-	(0.01)	(0.01)
Other comprehensive loss [net of tax]	-	-	-
Balance as at 31 March 2019	-	(0.01)	(0.01)

The accompanying notes are an integral part of the restated financial information.

In terms of our report attached

For and on behalf of the Board of Directors

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No.302009E)

Manjushree Khaitan
Chairperson

XXXXXXXXXX
Partner

Anirban Moulik
Chief Financial Officer

P Radhakrishnan
Director

Place: Kolkata
Date :

Rajat Arora
Company Secretary

Kaushik Biswas
Director

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

1. Company Information

Birla Tyres Limited (the Company) is a public company limited by shares domiciled in India and incorporated on 22nd November 2018, under the provisions of Companies Act, 2013. The Core businesses of the company are manufacturing and trading of tyres. The Company markets its automobile tyres under the brand name "Birla Tyres".

The restated financial information as at 30 June 2019 present the revised financial position of the Company.

1.1 Composite Scheme of Arrangement

The Board of Directors of the Birla Tyres Limited ("the Company") at its meeting held on 4 December 2018, had approved the Scheme of Arrangement amongst Kesoram Industries Limited ("KIL" / "Demerged Company"), Birla Tyres Limited ("BTL" / "Resulting Company") and their respective shareholders, under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("Scheme") which inter-alia, envisages the demerger of the Tyre Business Undertaking ("Demerged Undertaking") (as defined in the Scheme) of the Demerged Company into Resulting Company.

The Appointed Date for the amalgamation of Tyre Business with the Company is January 01, 2019. The shareholders of the Company have approved the Scheme on 6 August 2019. The National Company Law Tribunal Bench at Kolkata (Tribunal) has approved the aforementioned Scheme on 8 November 2019 under the applicable provisions of the Companies Act, 2013. Certified copy of the said order of the Tribunal was received by the "Company" on 3 December 2019 and filed with the Registrar of Companies on 4 December 2019.

On the record date each shareholder of the Demerged Company will be entitled to additional 1 fully paid up equity share of Rs. 10 each in BTL for every 1 share held in the KIL for the demerger of Tyre Business Undertaking.

In accordance with the said Scheme of Arrangement, on the effective date:

- a) All assets and liabilities of Tyre Business Undertaking will be transferred to the Resulting Company at their respective book values with effect from January 01, 2019, the appointed date
- b) The resulting Company will issue shares to the shareholders of the Demerged Company as stated above and these shares will be issued and recorded at face value and in the books of Resulting Company
- c) The difference, i.e. the excess or shortfall, as the case may be, of the value of the assets and liabilities pertaining to the Demerged Undertaking and received from the Demerged Company pursuant to the Scheme after taking into account the face value of the shares issued by Resulting Company will be credited or debited to the reserves of the Resulting Company. (Refer Note 39)

2. Summary of significant accounting policies

2.1 Basis of preparation

(i) Purpose and Basis of Accounting and Preparation of restated financial information

These restated financial information have been prepared by Management for the limited purpose of inclusion in the Information Memorandum with respect to listing of the equity shares as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("ICDR Regulations"), to be filed with the National Stock Exchange of India Limited and the BSE Limited in accordance with underlying audited special purpose interim condensed financial statement for the period ended June 30, 2019 and special purpose condensed financial statement year ended March 31, 2019.

(ii) Compliance with Ind AS

These restated financial information have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013. The restated financial information have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

(iii) Historical cost convention

The restated financial information have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

2.2 Property, plant and equipment

a) Property, plant and equipment are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase cost, borrowing costs if capitalisation criteria are met and other directly attributable cost of bringing the assets to its working condition for intended use. The cost also comprises of exchange differences arising on translation /settlement of long term foreign currency monetary items pertaining to acquisition of such depreciable assets. Any trade discounts and rebates are deducted in arriving at the purchase price.

b) Subsequent expenditure related to an item of property, plant and equipment is added to its carrying amount only if it increases the future benefits from the existing assets beyond its previously assessed standard of performance.

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

c) Capital work in progress is stated at cost, [including borrowing cost, where applicable and adjustment for exchange difference referred to in Note 2.14 below] incurred during construction/installation period relating to items or projects in progress.

d) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of profit and loss.

e) Depreciation methods, estimated useful lives and residual value

2.2 Property, plant and equipment

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Class of assets	Estimated useful life (in years)
Buildings	5-60 years
Plant and Equipment	1-40 Years
Furniture and Fixtures	1-16 Years
Office Equipment	1-20 years
Vehicles	8-10 Years

2.3 Intangible assets

Intangible property, plant and equipment are capitalised where it is expected to provide future enduring economic benefits and amortised on a straight line basis. Capitalisation costs include license fees and the cost of implementation/ system integration services. The Costs are capitalised in the year in which the relevant intangible asset is implemented for use.

Class of assets	Estimated useful life (in years)
Software	3 Years

2.4 Impairment

Property, plant and equipment are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.5 Lease

The Company has applied Ind AS 116 using the Simplified Modified approach and therefore comparative information has not been restated and is presented under Ind AS 17.

The Company as a lessee-

The Company assesses whether a contract is or contains a lease, at inception of the contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the lessee uses its incremental borrowing rate.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset.

The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Company applies Ind AS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in the 'Property, Plant and Equipment' policy.

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

2.6 Inventories

Inventories are stated at lower of cost and net realisable value. Cost is determined on weighted average / first-in, first-out (FIFO) basis, as considered appropriate by the Company. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. Provision is made for obsolete/slow moving/defective stocks, wherever necessary.

2.7 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. The transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

Other bank balances

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at 'Fair value through other comprehensive income' (FVOCI) if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at 'Fair value through the statement of profit and loss' (FVPL).

Impairment of financial assets

The Company assesses on a forward looking basis the 'Expected credit losses' (ECL) associated with its assets carried at amortised cost and FVOCI debt instruments. The Company recognises loss allowance for expected credit losses on financial asset.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

2.7 Financial Instruments

(b) Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

De-recognition of financial liabilities

The Company de-recognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire.

Derivative financial instruments

In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.8 Employee Benefits

Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

Defined benefit plans

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at each balance sheet date. Re-measurement gains and losses of the net defined benefit liability/ (asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/ (asset) is treated as a net expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value plan assets.

Compensated absences

Accumulated compensated absences which are expected to be availed or encashed within twelve months from the year end are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlements as at the year end.

Accumulated compensated absences which are expected to be availed or encashed beyond twelve months from the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial loss/gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Short-term Employee Benefits (i.e. benefits payable within one year) are recognised in the period in which employee services are rendered.

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

2.9 Government Grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

2.10 Provision and Contingent Liabilities

Provisions: Provisions are recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provision for warranty

The estimated liability for warranty is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of obligations and management estimates regarding possible future incidence based on corrective actions on product failure. The timing of outflows will vary as and when the obligation will arise - being typically up to five years.

2.10 Provision and Contingent Liabilities

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.11 Non-current assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

2.12 Taxes on Income

Taxes on income comprises of current taxes and deferred taxes. Current tax in the Statement of Profit and Loss is provided as the amount of tax payable in respect of taxable income for the period using tax rates and tax laws enacted during the period, together with any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period. Deferred tax assets are recognised for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilised.

Deferred tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

2.13 Revenue Recognition

The Company derives revenues primarily from sale of Tyres.

Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.

Sales of goods

Revenue from contract with customers is recognised when the Company satisfies performance obligation by transferring promised goods and services to the customer. Performance obligations may be satisfied at a point of time or over a period of time.

Performance obligations satisfied over a period of time are recognised as per the terms of relevant contractual agreements/ arrangements. Performance obligations are said to be satisfied at a point of time when the customer obtains controls of the asset.

Revenue is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A contract liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due, which are otherwise recorded as contract assets.

Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

Dividend income

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Rental income

Rental income from investment properties and subletting of properties is recognised on a time proportion basis over the term of the relevant leases.

Warranty obligations

The Company generally provides for warranties which are assurance-type warranties under Ind AS 115, and are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

Unfulfilled performance obligations

The Company provides certain benefits to customers for purchasing products from the Company. These provide a material right to customers that they would not receive without entering into a contract. Therefore, the promise to provide such benefits to the customer is a separate performance obligation. The transaction price is allocated to the product and the benefit to be provided on a relative stand-alone selling price basis. Management estimates the stand-alone selling price per point on the basis of the on the basis of providing cost of such benefits. These estimates are established using historical information on the nature, frequency and average cost of obligations and management estimates regarding possible future incidence. To the extent these benefits are not settled/disbursed till the end of a reporting period these are recorded.

A contract liability is recognised until the benefit is provided.

2.14 Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Premium in the form of fees paid on refinancing of loans are accounted for as an expense over the life of the loan using effective interest rate method. All other borrowing costs are recognised in the Statement of profit and loss in the period in which they are incurred.

2.15 Foreign currency transactions and translations

Functional and presentation currency

The restated financial information of the Company are presented in Indian rupees (INR), which is the functional currency of the Company and the presentation currency for the restated financial information.

Birla Tyres Limited
Notes to Restated Financial Information for the period ended 30 June 2019

Transactions and balances

Transactions in foreign currency are accounted for at the exchange rates prevailing on the date of transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end exchange rates. Gains/losses arising out of fluctuations in the exchange rates are recognised in the statement of profit and loss in the period in which they arise.

2.16 Research and Development Expenditure

Revenue Expenditure on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred and Capital Expenditure relating to Research and Development are included in property, plant and equipment.

2.17 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors has been identified as the chief operating decision maker. Refer note 37 for segment information presented.

2.19 Use of estimates and critical accounting judgements

In preparation of the restated financial information, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

(All amounts in Rupees crores, unless otherwise stated)

Note 3: Property, plant and equipment

Particulars	GROSS BLOCK - AT COST					DEPRECIATION					NET BLOCK As at 30 June 2019
	As at 1 April 2019	Transferred pursuant to the scheme of arrangement (Note 40)	Additions during the period	Deletion during the period	As at 30 June 2019	Upto 1 April 2019	Transferred pursuant to the scheme of arrangement (Note 40)	Provided during the Period	Deletion during the Period	Upto 30 June 2019	
Land :											
- Freehold	-	256.67	-	-	256.67	-	-	-	-	-	256.67
Buildings	-	142.12	-	-	142.12	-	35.25	2.36	-	37.61	104.51
Plant and Equipments	-	257.86	-	-	257.86	-	74.64	6.13	-	80.77	177.09
Furniture and Fixtures	-	2.60	-	-	2.60	-	1.05	0.08	-	1.13	1.47
Office Equipment	-	2.58	-	-	2.58	-	1.80	0.03	-	1.83	0.75
Vehicles	-	1.35	-	-	1.35	-	0.72	0.09	-	0.81	0.54
Total	-	663.18	-	-	663.18	-	113.46	8.69	-	122.15	541.03

Particulars	GROSS BLOCK - AT COST					DEPRECIATION					NET BLOCK As at 31 March, 2019
	As at 22 November 2018	Transferred pursuant to the scheme of arrangement (Note 40)	Additions during the period	Deletion during the period	As at 31 March, 2019	Upto 22 November 2018	Transferred pursuant to the scheme of arrangement (Note 40)	Provided during the Period	Deletion during the Period	Upto 31 March, 2019	
Land :											
- Freehold	-	-	-	-	-	-	-	-	-	-	-
Buildings	-	-	-	-	-	-	-	-	-	-	-
Plant and Equipments	-	-	-	-	-	-	-	-	-	-	-
Furniture and Fixtures	-	-	-	-	-	-	-	-	-	-	-
Office Equipment	-	-	-	-	-	-	-	-	-	-	-
Vehicles	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

(i) Refer note 13 for Property, plant and equipment pledged as security.

(ii) Contractual obligations

Refer to note 30 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(iii) The above balance includes-

Particulars	30 June 2019
Cost of assets lying with third parties - plant & equipments	11.50

(iii) The Company is in the process of getting all the above properties registered / transferred in its name pursuant to the Scheme of Arrangement (Refer Note 39).

(All amounts in Rupees crores, unless otherwise stated)

Note: 4 Other Intangible Assets

Particulars	GROSS BLOCK - AT COST					AMORTISATION					NET BLOCK
	As at 1 April 2019	Transferred pursuant to the scheme of arrangement (Note 40)	Additions during the period	Deletions during the period	As at 30 June 2019	Upto 1 April 2019	Transferred pursuant to the scheme of arrangement (Note 40)	Provided during the Year	Deletion during the Year	Upto 30 June 2019	As at 30 June 2019
Software	-	0.30	-	-	0.30	-	0.27	-	-	0.27	0.03
	-	0.30	-	-	0.30	-	0.27	-	-	0.27	0.03

[illegible]

Birla Tyres Limited**Notes forming part of Restated Financial Information**

(All amounts in Rupees crores, unless otherwise stated)

Note: 5 Loans

Particulars	30 June, 2019	31 March, 2019
A. Current		
<i>Unsecured, considered good</i>		
(a) Loan to employees	0.24	-
	0.24	-

Note: 6 Other financial assets

Particulars	30 June, 2019	31 March, 2019
Non-current		
Deposit with original maturity for more than 12 months	0.39	
Security deposits	5.14	-
	5.53	-
Current		
Security deposits	1.00	-
Interest accrued on deposits	0.01	-
	1.01	-

Note: 7 Other assets

Particulars	30 June, 2019	31 March, 2019
Non-Current		
Capital advances	16.14	
Balance with statutory/government authorities	51.55	-
Prepaid expenses	0.07	-
	67.76	-
Current		
Balance with statutory/government authorities	13.46	-
Prepaid expenses	0.98	-
Advance to vendors	84.89	-
Less: Allowances for doubtful advances	(26.05)	-
Others	0.22	-
	73.50	-

Note: 8 Inventories

Particulars	30 June, 2019	31 March, 2019
Raw materials	30.23	-
Work-in-progress	10.33	-
Finished goods	82.64	-
Stores and spare parts	16.12	-
Total*	139.32	-
Included above, goods-in-transit:		
Raw materials	5.68	-
Finished goods	2.83	-
	8.51	-

*The Company has made provision of Rs. 27.37 crores for writing down the value of inventories towards slow moving, non-moving and obsolete inventory. The above figures are net of provisions

Note: 9 Trade receivables

Particulars	30 June, 2019	31 March, 2019
Current		
Trade Receivables		
(a) Secured, considered good	108.60	-
(b) Unsecured, considered good	47.68	-
(c) Credit impaired	163.22	-
	319.50	-
Allowance for credit losses	(163.22)	-
	156.28	-

Note: 10 Cash and cash equivalents

(All amounts in Rupees crores, unless otherwise stated)

Particulars	30 June, 2019	31 March, 2019
Cash and cash equivalents		
Cash on hand	0.04	-
Cheques on hand	-	-
Balances with bank		
In Current accounts	12.38	0.01
	12.42	0.01

Note: 11 Other bank balances

Particulars	30 June, 2019	31 March, 2019
Deposit with original maturity for more than three months but less than twelve months	23.87	-
	23.87	-

(a) Deposits more than three months includes:-

- Deposits Lien marked against bank guarantee
- Deposits Lien marked against letter of credit

<u>30 June, 2019</u>	<u>31 March, 2019</u>
0.63	-
17.01	-

Note 12: Equity share capital and other equity

Note 12 (a): Equity share capital

Authorised equity share capital

Particulars	30 June, 2019	31 March, 2019
1,00,000 Equity Shares of Rs. 10 each	0.10	0.10
	0.10	0.10

* The Authorised Share Capital has been subsequently increased to 69,99,00,000 shares of Rs 10 each on basis of information provided to registrar pursuant to the approval of scheme of arrangement by National Company Law Tribunal, Kolkata (Refer Note 39).

Issued, subscribed and paid-up equity share capital

Particulars	30 June, 2019	31 March, 2019
10,000 Equity Shares of Rs. 10 each fully paid up @	-	0.01

@ Shares cancelled pursuant to Scheme of Arrangement (Refer Note 39)

Particulars	30 June, 2019		31 March, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Opening balance	10,000	0.01	-	-
Issued during the period	-	-	10,000	0.01
Shares cancelled pursuant to Scheme of Arrangement (Refer Note 39)	(10,000)	(0.01)	-	-
Closing balance	-	-	10,000	0.01

Terms and rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. All equity shareholders are entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in ensuing Annual General Meeting except in the case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in the proportion to their shareholdings.

Note 12 (b): Share Capital Suspense

Particulars	30 June, 2019	31 March, 2019
14,25,90,079 Shares to be issued to the shareholders of the demerged company pursuant to scheme of arrangement (Refer Note 39)	142.59	-
Total Share Capital Suspense	142.59	-

Note 12 (c): Other Equity

Particulars	30 June, 2019	31 March, 2019
Capital Reserve	(60.85)	-
Retained earnings	(133.28)	(0.01)
Total reserves and surplus	(194.13)	(0.01)

(i) Retained earning

Particulars	Capital Reserve	Retained earnings	Total other equity
As on 1st April, 2019	-	(0.01)	(0.01)
Created pursuant to the scheme of arrangement (Refer Note 39)	(60.86)	(75.80)	(136.66)
Created pursuant to the cancellation of the shares as scheme of arrangement (Refer Note 39)	0.01	-	0.01
Loss for the period	-	(57.48)	(57.48)
Other comprehensive income [net of tax]	-	0.01	0.01
Balance as at 30 June 2019	(60.85)	(133.28)	(194.13)

Particulars	Capital Reserve	Retained earnings	Total other equity
Opening Balance	-	-	-
Loss for the period	-	(0.01)	(0.01)
Other comprehensive loss [net of tax]	-	-	-
Balance as at 31 March 2019	-	(0.01)	(0.01)

Financial Liabilities

Note 13: Borrowings (measured at amortised cost)

Particulars	30 June, 2019	31 March, 2019
Non-Current		
(a) Secured		
Term Loans:		
From Bank		
Indian rupee loan [Refer note (a) below]	650.33	-
From others		
Indian rupee loan [Refer note (b) below]	49.56	-
	699.89	-
Less: Current maturities of long term borrowings (Refer Note 14)	-53.88	-
Add: Interest accrued on long term borrowings	4.53	-
	650.54	-
Current		
(a) Secured		
Working Capital Loan		
From Bank [Refer note (c) below]		
Indian rupee loan	2.73	-
Overdraft / Cash Credit	115.37	-
Working capital demand loan	85.99	-
	204.09	-

Net debt reconciliation

This section sets out an analysis of debt and the movements in net debt for the current period

Particulars	30 June, 2019	31 March, 2019
Cash and cash equivalents	12.42	0.00
Non-current borrowings	-704.42	0.00
Current borrowings	-204.09	0.00
Total	-896.09	0.00

Particulars	Other assets	Liabilities from financing activities		Total
	Cash and cash equivalents	Non-current borrowings	Current borrowings	
Net debt as at 1 April 2019	0.01	-	-	0.01
Transferred pursuant to the scheme of arrangement (Refer Note 39)	8.98	(715.38)	(276.25)	(982.65)
Cash flows	101.33	12.35	(43.34)	70.34
Change in cash credit considered as cash and cash equivalent for statement of cash flows	(97.90)		97.90	-
Interest expenses		(20.77)	(13.73)	(34.50)
Interest paid		19.19	13.93	33.12
Net debt as at 30 June 2019	12.42	-704.61	-221.49	-913.68

(a) Repayment terms and nature of securities given for Indian rupee term loans from banks are as follows:

Bank	30 June, 2019	Nature of Security	Repayment Terms
Axis Bank Ltd.	426.08	First pari passu charge on all movable and immovable property, plant and equipment (both present and future, including property, plant and equipment of Cygnet Industries Limited - subsidiary of Demerged Company, excluding assets related to Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division and land at Solapur) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company.	Repayment in 40 unequal quarterly instalments starting from 30th April 2018 in the following manner:(a) first eight instalments of 1.25% each (b) next eight instalments of 1.875% each (c) next 8 instalments of 2.50% each (d) next 8 instalments of 3.125% each (e) next 8 instalments of 3.75% each. Interest payable monthly @ 6 month MCLR plus 2.50% p.a.
The South Indian Bank Ltd.	130.92	First pari passu charge on all movable and immovable property, plant and equipment (both present and future, including property, plant and equipment of Cygnet Industries Limited - subsidiary of Demerged Company, excluding assets related to Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division and land at Solapur) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company.	Repayment in 40 unequal quarterly instalments starting from 30th April 2018 in the following manner:(a) first eight instalments of 1.25% each (b) next eight instalments of 1.875% each (c) next 8 instalments of 2.50% each (d) next 8 instalments of 3.125% each (e) next 8 instalments of 3.75% each. Interest payable monthly @ 1 Year MCLR plus 0.75% p.a.

The Karur Vysya Bank Ltd.	32.78	First pari passu charge on all movable and immovable property, plant and equipment (both present and future, including property, plant and equipment of Cygnet Industries Limited - subsidiary of Demerged Company, excluding assets related to Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division and land at Solapur) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company.	Repayment in 40 unequal quarterly instalments starting from 30th April 2018 in the following manner:(a) first eight instalments of 1.25% each (b) next eight instalments of 1.875% each (c) next 8 instalments of 2.50% each (d) next 8 instalments of 3.125% each (e) next 8 instalments of 3.75% each. Interest payable monthly @ 1 Year MCLR plus 0.40% p.a.
The Lakshmi Vilas Bank Ltd.	32.78	First pari passu charge on all movable and immovable property, plant and equipment (both present and future, including property, plant and equipment of Cygnet Industries Limited - subsidiary of Demerged Company, excluding assets related to Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division and land at Solapur) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company.	Repayment in 40 unequal quarterly instalments starting from 30th April 2018 in the following manner:(a) first eight instalments of 1.25% each (b) next eight instalments of 1.875% each (c) next 8 instalments of 2.50% each (d) next 8 instalments of 3.125% each (e) next 8 instalments of 3.75% each. Interest payable monthly @ 1 Year MCLR plus 0.65% p.a.
IndusInd Bank Ltd	27.77	First pari passu charge on all movable and immovable property, plant and equipment (including Solapur Land) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company (excluding assets related to Corporate office, Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division).	Repayment in 16 equal quarterly instalments commencing from the 13th month from the date of disbursement. Interest is payable monthly @ 1 year MCLR with annual reset.
	650.33		

(b) Repayment terms and nature of securities given for Indian rupee term loans from others are as follows:

Financial Institution	30 June, 2019	Nature of Security	Repayment Terms
West Bengal Infrastructure Development Finance Corporation Ltd.	32.78	First pari passu charge on all movable and immovable property, plant and equipment (both present and future, including property, plant and equipment of Cygnet Industries Limited - subsidiary of Demerged Company, excluding assets related to Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division and land at Solapur) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company.	Repayment in 40 unequal quarterly instalments starting from 30th April 2018 in the following manner:(a) first eight instalments of 1.25% each (b) next eight instalments of 1.875% each (c) next 8 instalments of 2.50% each (d) next 8 instalments of 3.125% each (e) next 8 instalments of 3.75% each. Interest payable monthly @ Axis Bank 6 month MCLR plus 1% p.a.
West Bengal Infrastructure Development Finance Corporation Ltd.	16.78	First pari passu charge on all movable and immovable property, plant and equipment (including Solapur Land) of the Demerged Company. Second pari passu charge on all current assets of the Demerged Company (excluding assets related to Corporate office, Hindustan Heavy Chemicals & Kesoram Spun Pipes & Foundries Division).	Repayment in 16 equal quarterly instalments starting from 30th June 2019. Interest payable monthly @ IndusInd Bank 1 year MCLR plus 1.25% p.a..
	49.56		

(c) Repayment terms and nature of securities given for short term borrowings

Secured by way of hypothecation, first pari passu charge on current assets and second charge on movable and immovable property, plant and equipment, of the demerged Company. Pledge of 10% of promoter's shareholding i.e. 75,82,642 equity shares of Kesoram Industries Limited in favour of Working Capital Consortium.

1

2 The cash credit and working capital demand loans are repayable on demand.

(d) The Company is in the process of getting the securities of above loans transferred on assets of the Company against the above borrowings which are presently secured by assets pertaining to the demerged Company i.e. Kesoram Industries Limited

Birla Tyres Limited
Notes forming part of Restated Financial Information

(All amounts in Rupees crores, unless otherwise stated)

Note 14: Other financial liabilities

Particulars	30 June, 2019	31 March, 2019
Non-Current		
Security deposits	156.89	
	156.89	-
Current		
Current maturities of long-term debt (Refer Note 13)	53.88	
Interest accrued but not due on others deposits	1.73	
Capital creditors	17.28	
Retention & earnest deposits	7.19	
Payable to Demerged company	150.22	
Other payables	0.39	
	230.69	-

Note 15: Provisions

Particulars	30 June, 2019	31 March, 2019
Non-Current		
(a) Provision for employee benefits		
Provision for leave encashment (unfunded)	6.90	-
(b) Others		
Warranties	5.45	-
Total non-current provisions	12.35	-
Current		
(a) Provision for employee benefits		
Provision for gratuity	2.51	-
Provision for leave encashment (unfunded)	2.01	-
(b) Others		
Warranties	14.19	-
Provision for contingencies	41.36	-
Total current provisions	60.07	-

(i) Movement in provisions

Movements in each class of provision during the financial year, are set out below:

Particulars	Warranties	Provision for Contingencies
As at 1 April 2019	-	-
Transferred pursuant to scheme of demerger (Refer Note 39)	20.69	41.36
Charged/(credited) to profit or loss:		
Additional provision recognised	2.43	-
Unused amounts reversed	-	-
Amounts used during the year	-4.37	-
Unwinding of discount	0.88	-
As at 30 June 2019	19.63	41.36

Particulars	Provision for Contingencies	Warranties
As at 22nd November 2018	-	-
Charged/(credited) to profit or loss:		
Additional provision recognised	-	-
Unused amounts reversed	-	-
Amounts used during the period	-	-
Unwinding of discount	-	-
As at 31 March 2019	-	-

Note 16: Deferred tax liabilities

(All amounts in Rupees crores, unless otherwise stated)

Particulars	30 June, 2019	31 March, 2019
Deferred Tax Liabilities		
Timing Difference - Property, plant and equipment	114.86	-
Other	0.51	-
Gross Deferred Tax Liability	115.37	-
Deferred Tax Assets		
Items allowable for tax purpose on payment basis	29.71	-
Provisions	70.34	-
Others	15.32	-
Gross Deferred Tax Asset	115.37	-
Net Deferred Tax Liability / (Asset)	-	-

Note 17: Other liabilities

Particulars	30 June, 2019	31 March, 2019
Current		
Deferred revenue	2.35	-
Advance from customers	6.13	-
Statutory dues	63.97	-
Audit Fees Payable	-	0.01
Other payables	2.63	-
	75.08	0.01

Note 18: Trade payables

Particulars	30 June, 2019	31 March, 2019
Current		
(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note 31)	13.53	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		
(i) Acceptances	130.52	-
(ii) Others	299.49	-
(c) Employee benefits payable	11.44	-
	454.98	-

(All amounts in Rupees crores, unless otherwise stated)

Note 19: Revenue from operations

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Revenue from contracts with customers #		
Sale of Products	209.25	-
Other operating revenue	0.58	-
	209.83	-

The entire revenue is being recorded at a point in time.

A. Revenue from contracts with customers disaggregated on the basis of geographical region and product lines is presented below:
Period ended 30 June, 2019

Particulars	India	Outside India	Total
Tyre	189.18	20.65	209.83

B. The Company has recognised the following revenue-related contract liabilities and receivables from contract with customers.

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Contract liabilities – Deferred revenue	2.35	-
Contract liabilities - Advance from customers	6.13	-
	8.48	-
Particulars	30 June, 2019	31 March 2019
Trade Receivables - Gross	319.50	-
Less: Allowance for doubtful debt	(163.22)	-
	156.28	-

(i) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were not satisfied in a prior year.

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Revenue recognised that was included in the contract liability balance at the beginning of the period:		
Contract liabilities – Deferred revenue	-	-
Contract liabilities - Advance from customers	7.93	-
	7.93	-

Note 20: Other Income

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Interest income:		
On financial instruments measured at amortised cost	0.79	-
Liabilities no longer required written back	0.01	-
Insurance claims	-	-
Miscellaneous income	0.92	-
	1.72	-

Note 21: Cost of Materials Consumed

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Raw Material Consumed		
Opening inventory	54.15	-
Add : Purchases	107.07	-
Less : Inventory at the end of the year	30.23	-
	130.99	-

Particulars	Quantity	Amount	Quantity	Amount
	Period ended 30 June 2019	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019	Period ended 22 November 2018 to 31 March 2019
(b) Purchase of stock-in-trade comprise:				
Tyre	Nos	7,888	8.95	-
Tubes	Nos	70,610	5.28	-
Flaps	Nos	1,13,860	2.92	-
		17.15		-

Note 22: Changes in inventories of finished goods, work-in-progress and stock in trade

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Inventories at the beginning of the year		
- Work - in - progress	18.53	-
- Finished Goods	63.03	-
Less: Inventories at the end of the year		
- Work - in - progress	10.32	-
- Finished Goods	82.64	-
	(11.40)	-

Note 23: Employee benefits expense

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Salaries, wages and bonus	29.14	-
Contribution to provident fund	1.80	-
Gratuity	0.51	-
Contribution under Employees State Insurance Scheme	0.08	-
Staff welfare expenses	0.86	-
Total employee benefits expense	32.39	-

(i) Compensated absences

Compensated absences cover the Company's liability for sick and earned leave.

(ii) Defined benefit plan

Gratuity

The Company operates a gratuity plan through the "KICM Gratuity Fund". Every employee is entitled to a benefit equivalent to fifteen days salary last drawn for each completed year of service in line with the Payment of Gratuity Act, 1972. The same is payable at the time of separation from the Company or retirement, whichever is earlier. The benefits vest after five years of continuous service.

(iii) Defined contribution plan

Provident fund

The Company provides provident fund benefits for eligible employees as per applicable regulations wherein both employees and the Company make monthly contributions at a specified percentage of the eligible employee's salary. The Company pays provident fund contributions to publically administered local fund as per the local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

Birla Tyres Limited
Notes forming part of Restated Financial Information

(All amounts in Rupees crores, unless otherwise stated)

Note 24: Depreciation and amortisation expense

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Depreciation on tangible assets	8.68	-
Amortisation of intangible assets	-	-
Depreciation on Right to use assets	1.02	-
	9.70	-

Note 25: Finance cost

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Interest expenses	34.87	-
	34.87	-

Note 26: Other expenses

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Consumption of stores and spare parts	0.51	-
Power and fuel	15.93	-
Rent	1.52	-
Repairs and Maintenance		-
Building	0.09	-
Plant and Machinery	1.47	-
Others	0.22	-
Insurance	0.76	-
Rates and Taxes	0.47	-
Job working charges	1.13	-
Packing, Carriage and Shipping	10.68	-
Commission to selling agents	2.82	-
Sales Promotion	0.09	-
Debts/ Advances/ Deposits written off	2.72	-
Legal & Professional Expenses	6.68	-
Provision for doubtful debts	(0.16)	-
Payments to the auditor [refer Note (a) below]	0.28	-
Loss On Claim - Warranty	2.43	-
Foreign currency translation loss (net)	(0.43)	-
Miscellaneous expenses	8.12	0.00
Auditor's Remuneration	-	0.01
	55.33	0.01

(a) Details of auditors' remuneration and out-of-pocket expenses are as below:

Auditors remuneration and out-of-pocket expenses:

Fees for issuing various certificates/ Other services

0.28
0.28

Birla Tyres Limited
Notes forming part of Restated Financial Information

Note 27: Income tax expense

This note provides an analysis of the Company's income tax expense, shows amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
(a) Income tax expense		
<i>Current tax</i>		
Current tax on profits for the year	-	-
Total current tax expense	-	-
<i>Deferred tax</i>		
Decrease (increase) in deferred tax assets	115.37	-
(Decrease) increase in deferred tax liabilities	(115.37)	-
Total deferred tax expense/(benefit)	-	-
Income tax expense	-	-

(b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Profit before tax	(57.48)	-
Tax at the rate of 34.944%	(20.55)	-
Deferred tax asset not recognised	23.48	-
Others (including difference in tax rates)	(2.93)	-
Total income tax expense/(credit)	-	-

(c) Tax losses

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Unused tax losses for which no deferred tax has been recognised:		
Tax losses		
Business loss	368.86	-
Unabsorbed tax depreciation	461.96	-
Potential tax benefit @ 34.944% on Unabsorbed Business loss/Tax Depreciation (FY 2018-19 @34.944%)	290.32	-
Total	290.32	-

(a) Unabsorbed depreciation does not have any expiry period.

(b) Business losses have an expiry ranging from 1 to 8 years as at the reporting date.

Birla Tyres Limited
Notes forming part of Restated Financial Information

Note 28: Earnings per share

(All amounts in Rupees crores, unless otherwise stated)

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
(i) Basic		
Number of equity shares at the beginning of the year	14,25,90,079	-
Number of equity shares at the end of the quarter	14,25,90,079	10,000
Weighted average number of equity shares outstanding during the quarter	(A) 14,25,90,079	3,562
Nominal value of each equity Share (Rs.)	10	10
Profit / (Loss) for the year (Rs. in crore)	(B) (57.48)	(0.01)
Earnings per share (Basic) (Rs.)	(B/A) (4.03)	(31.11)
(i) Diluted		
Weighted average number of equity shares outstanding during the quarter	14,25,90,079	10,000
Earnings per share (Diluted) (Rs.)	(4.03)	(31.11)

Note 29: Contingent liabilities

Particulars	30 June 2019	31 March 2019
(a) Guarantees given -		
(i) by Banks on behalf of other companies	-	-
(b) Claims against the Company not acknowledged as debts :		
(i) Rates, Taxes, Duties etc. demanded by various Authorities	271.70	-
(c) Income Tax matters	-	-
	271.70	-

In the opinion of the management, no provision is considered necessary for the disputes mentioned above on the ground that there are fair chances of successful outcome of appeals.

Note 30: Capital and other commitments

Particulars	30 June 2019	31 March 2019
(a) Capital Commitments		
Estimated value of contracts in capital account remaining to be executed [net of advances Rs. 5.53 crore]	52.23	-
	52.23	-

Note 31: The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	30 June 2019	31 March 2019
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at quarter end	13.53	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0.18	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

The above information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company

Note 32: leases**Right-of-use assets:**

Cost	Buildings
At 1 April 2019	-
Additions	13.23
At 30 June 2019	13.23
Accumulated depreciation	
At 1 April 2019	-
Charge for the quarter	1.02
At 30 June 2019	1.02
Carrying amount	
At 30 June 2019	12.21

Amounts recognised in profit and loss	Period ended 30th June 2019
Depreciation expense on right-of-use assets	1.02
Interest expense on lease liabilities	0.36
Expense relating to short-term leases	1.52
Expense relating to leases of low value assets	-
Expense relating to variable lease payments not included in the measurement of the lease liability	-
Income from subleasing right-of-use assets	-

Lease liabilities:

Analysed as:	30 June 2019
Non-current	8.87
Current	3.57

Maturity analysis	30 June 2019
Year 1	8.03
Year 2	5.27
Year 3	2.36
Year 4	0.81
Year 5	0.81
Onwards	3.74

The Company does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Company's treasury function. All lease obligations are denominated in currency units.

Birla Tyres Limited**Notes forming part of Restated Financial Information****(All amounts in Rupees crores, unless otherwise stated)****Note 33: Capital management****(a) Risk management**

The capital structure of the Company consists of debt, cash and cash equivalents and equity attributable to equity shareholders of the Company which comprises issued share capital, share capital reserve and accumulated reserves disclosed in the Statement of Changes in Equity.

The Company's capital management objective is to achieve an optimal weighted average cost of capital while continuing to safeguard the Company's ability to meet its liquidity requirements (including its commitments in respect of capital expenditure) and repay loans as they fall due.

Note 34 : Fair value measurements

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments. The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

Financial instruments by category

Particulars	30 June 2019			Total Carrying Value	Total Fair Value
	FVPL	FVOCI	Amortised cost		
Financial assets					
Cash and cash equivalents	-	-	12.42	12.42	12.42
Other bank balances	-	-	23.87	23.87	23.87
Trade receivables	-	-	156.28	156.28	156.28
Loans	-	-	0.24	0.24	0.24
Other financial assets	-	-	6.54	6.54	6.54
Total financial assets	-	-	199.35	199.35	199.35
Financial liabilities					
Borrowings	-	-	903.98	903.98	903.98
Trade and other payables	-	-	454.98	454.98	454.98
Lease liabilities	-	-	12.44	12.44	12.44
Other financial liabilities	-	-	333.71	333.71	333.71
Total financial liabilities	-	-	1,705.11	1,705.11	1,705.11

Particulars	31 March 2019			Total Carrying Value	Total Fair Value
	FVPL	FVOCI	Amortised cost		
Financial assets					
Cash and cash equivalents	-	-	0.01	0.01	0.01
Other bank balances	-	-	-	-	-
Trade receivables	-	-	-	-	-
Loans	-	-	-	-	-
Other financial assets	-	-	-	-	-
Total financial assets	-	-	0.01	0.01	0.01
Financial liabilities					
Borrowings	-	-	-	-	-
Trade and other payables	-	-	-	-	-
Lease liabilities	-	-	-	-	-
Other financial liabilities	-	-	0.01	0.01	0.01
Total financial liabilities	-	-	-	-	-

(i) Valuation technique used to determine fair value-

- Fair value of borrowings is estimated by discounting expected future cash flows. The carrying amounts of other borrowings with floating rate of interest are considered to be close to the fair value.
- The carrying amounts of remaining financial assets and liabilities are considered to be the same as their fair values.
- Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(All amounts in Rupees crores, unless otherwise stated)

Note 35: Financial risk management

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

- (i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
- (ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

(A) Credit risk

The Company takes on exposure to credit risk, which is the risk that counterparty will default on its contractual obligations resulting in financial loss to the company. Maximum exposure to credit risk of the Company has been listed below:

Particulars	30 June 2019	31 March 2019
Trade receivables	156.28	-
Loan	0.24	-
Other financial assets	6.54	-
Total	163.06	-

Other receivables as stated above are due from the parties under normal course of the business and as such the Company believes exposure to credit risk to be minimal.

i) Trade and other receivables

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Where credit risk is high, domestic trade receivables are backed by security deposits. Export receivables are backed by letters of credit.

In determining the allowances for credit losses of trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

The Company's exposure to customers is diversified and there is no significant credit exposure on account of any single customer as at 30 June 2019.

The company is making provisions on trade receivables based on Expected Credit Loss (ECL) model. The reconciliation of ECL is as follows:

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Opening balance	-	-
Transferred pursuant to the scheme of arrangement (Refer Note 39)	163.38	-
Charge/(Release) to statement of profit and loss	1.53	-
Utilised during the year	-	-
Reversed during the quarter	(1.69)	-
Balance at the end of the year	163.22	-

Birla Tyres Limited
Notes forming part of Restated Financial Information

(All amounts in Rupees crores, unless otherwise stated)

(B) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements.

The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit / mutual funds, which carry no or low market risk.

(i) Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities

The amounts disclosed in the table are the contractual undiscounted cash flows.

Contractual maturities of financial liabilities 30 June 2019	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	257.97	139.19	153.78	372.48	923.42
Other financial liabilities	176.81	-	-	156.89	333.70
Lease liability	8.03	7.63	1.62	3.74	21.02
Trade payables	454.98	-	-	-	454.98
Total non-derivative financial liabilities	897.79	146.82	155.40	533.11	1,733.12

Contractual maturities of financial liabilities 31 March 2019	Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	-	-	-	-	-
Other financial liabilities	0.01	-	-	-	0.01
Lease liability	-	-	-	-	-
Trade payables	-	-	-	-	-
Total non-derivative financial liabilities	0.01	-	-	-	0.01

Birla Tyres Limited
Notes forming part of Restated Financial Information

(C) Market risk

(All amounts in Rupees crores, unless otherwise stated)

(i) Foreign currency risk

The Company deals with foreign currency loan, trade payables etc and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies. Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

Foreign currency risk exposure

The company's exposure to foreign currency risk at the end of the reporting period expressed in INR (foreign currency amount multiplied by closing rate), are as follows:-

30 June 2019

	USD (in millions)		EUR (in millions)		GBP (in millions)		JPY (in millions)	
	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency
Financial assets								
Trade receivables	25.13	173.45	0.00	0.00	0.00	0.00	0.00	0.00
Financial liabilities								
Trade payables	6.07	41.87	0.25	1.99	0.00	0.01	0.05	0.00
Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net exposure to foreign currency risk	19.06	131.58	-0.25	-1.99	-0.00	-0.01	-0.05	-0.00

31 March 2019

	USD (in millions)		EUR (in millions)		GBP (in millions)		JPY (in millions)	
	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency	Amount in foreign currency	Amount in local currency
Financial assets								
Trade receivables	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Financial liabilities								
Trade payables	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Net exposure to foreign currency risk	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on profit before tax	Impact on profit before tax
	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
USD sensitivity		
INR/USD appreciates by 5% (30 June 2019 - 5%)@	(6.58)	-
INR/USD depreciates by 5% (30 June 2019 - 5%)@	6.58	-
EUR sensitivity		
INR/EUR appreciates by 5% (30 June 2019 - 5%)@	0.10	-
INR/EUR depreciates by 5% (30 June 2019 - 5%)@	(0.10)	-
GBP sensitivity		
INR/GBP appreciates by 5% (30 June 2019 - 5%)@	0.00	-
INR/GBP depreciates by 5% (30 June 2019 - 5%)@	0.00	-
JPY sensitivity		
INR/JPY appreciates by 5% (30 June 2019 - 5%)@	0.00	-
INR/JPY depreciates by 5% (30 June 2019 - 5%)@	(0.00)	-

@ Holding all other variables constant

Birla Tyres Limited
Notes forming part of Restated Financial Information

(All amounts in Rupees crores, unless otherwise stated)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company's main interest rate risk arises from borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 30 June 2019, the Company's borrowings at variable rate were mainly denominated in INR.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(a) Interest rate risk exposure

On Financial Liabilities:

The exposure of the Company's financial liabilities to interest rate risk is as follows:

Particulars	30 June 2019	31-Mar-19
Variable rate borrowings	923.42	-
Total borrowings	923.42	-

(b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates as below:

	Impact on profit before tax	Impact on profit before tax
	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Interest expense rates – increase by 50 basis points (50 bps)#	(4.62)	-
Interest expense rates – decrease by 50 basis points (50 bps)#	4.62	-

Holding all other variables constant

Note 36: Segment reporting

Segment Reporting Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the Chief Operating Decision Maker, in deciding how to allocate resources and assessing performance. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Based on the management approach as defined in Ind AS 108, the Chief Operating Decision Maker evaluates the Company's performance based on only one segment i.e. manufacturing and trading of Tyres.

Geographical information

(a) Revenue from external customers:

Particulars	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
India	189.18	-
Others	20.65	-
	209.83	-

Note 37: Related party transactions

(All amounts in Rupees crores, unless otherwise stated)

List of Related Parties and relationship
A) Post Retirement Benefit Plan
KICM Gratuity Fund
B) Key Management Personnel
C) Others
A. One entity is an associate of the other entity (or an associate of a group of which the other entity is a member)
Manav Investment & Trading Co Ltd & its subsidiaries

(A) The following transactions were carried out with the related parties in the ordinary course of business.

Nature of Transaction/ Relationship	Period ended 30 June 2019	Period ended 22 November 2018 to 31 March 2019
Key Management Personnel Remuneration	0.16	-
Others Upkeep,Rent,Electricity ,Generator facility & others	0.01	-

(B) Outstanding balances

Particulars	30 June 2019	31 March 2019
Payable :		
Key Management Personnel	0.11	-
Others	0.03	-

Note 38: Research & Development Expenditure

Particulars	Period ended 30 June 2019		Period ended 22 November 2018 to 31 March 2019	
	Capital	Revenue	Capital	Revenue
Research & Development	0.01	1.06	0	0

Birla Tyres Limited
Notes forming part of Restated Financial Information

(All amounts in Rupees crores, unless otherwise stated)

Note 39: Scheme of Arrangement

(a) Pursuant to the Scheme of Arrangement ("the scheme") approved by the National Company Law Tribunal ("NCLT"), all the assets and liabilities of the Tyre division of Kesoram Industries Limited ("Demerged Company") has been transferred to and vested in the Company at their respective book values on a going concern basis from 1 January, 2019 being the appointed date.

(b) As per the scheme, appointed date as approved by NCLT is 1 January, 2019 and effective date is 4 December, 2019 being the date on which certified copy of the order sanctioning the said scheme is filed with Registrar of Companies, West Bengal in accordance with applicable provisions of the Companies Act, 2013.

The details of assets and liabilities transferred from Demerged Company were as under:

ASSETS	AMOUNT
Non- Current Assets	
Tangible assets (net of accumulated Depreciation)	560.80
Capital work in progress	770.50
Intangible assets (net of accumulated Depreciation)	0.03
Other financial assets	7.97
Other non current assets	71.10
Current Assets	
Inventories	200.42
Trade receivables	213.86
Cash and cash equivalents	33.85
Bank balances other than above	10.11
Loans	0.31
Other financial assets	1.25
Other current assets	66.75
Total Assets (A)	1936.95
Non-current Liabilities	
Long-term borrowings	726.00
Long-term provisions	6.40
Other Financial Liabilities	162.28
Financial Liability	
Short-term borrowings	266.79
Trade payables	548.60
Other current financial liabilities	27.97
Other current liabilities	49.31
Short-term provisions	67.87
Total Liabilities (B)	1855.22
Net Assets transferred from Demerged Company	81.73
Less: Shares to be issued to shareholder of demerged company	142.59
Total Amount transferred to Capital reserve arising pursuant to Demerger	(60.86)

*The above liabilities includes Rs.984.68 crore being general or multipurpose borrowings of the Company transferred from the Demerged Company in the ratio of the value of assets transferred bears to the total value of the assets of the Demerged Company immediately before the appointed date in terms of the said scheme.

(c) As per the scheme the existing share capital of Rs.1,00,000 comprising 10,000 equity share of Rs. 10 each of the resulting company shall be cancelled, extinguished and paid off to the extent of the nominal value in cash which was regarded as reduction of share capital of the company subsequent to the issue and allotment of new equity shares by the company to the equity share holders of the demerged company. The order of the NCLT sanctioning the scheme has been deemed to be an order under section 66 of the act confirming the reduction of the share capital.

(d) Upon the effectiveness of this Scheme, the Resulting Company shall, issue and allot to each shareholder of the Demerged Company, whose name is recorded in the register of members and records of the depository as members of the Demerged Company, on the Record Date, (1) one equity share of Rs 10 (Rupees Ten) each of Resulting Company credited as fully paid up for every equity share of Rs 10 (Rupees Ten) each held by such shareholder in the Demerged Company ("New Equity Shares") such that the shareholding in the Resulting Company on such issuance of shares is the mirror image of the shareholding in the Demerged Company.

(e) The difference i.e. the excess or shortfall, as the case may be, of the value of the assets and the liabilities pertaining to the Demerged Undertaking and received from the Demerged Company pursuant to the Scheme after taking into account the face value of the shares issued by the Resulting Company shall be credited or debited to the reserves of the Resulting Company.

(f) The Demerged Company transferred its assets and liabilities to the Company pursuant to scheme of arrangement. The appointed date of the scheme is January 01, 2019 as approved by the NCLT. Therefore, all transactions from January 01, 2019 to March 31, 2019 of the Tyre division were carried on behalf of the Company and the same is recorded as payable on account of demerger to Kesoram Industries Limited as at 31 March, 2019. Refer Note 14 for the balance as on 31 March, 2019.

For and on behalf of the Board of Directors

Manjushree Khaitan
Chairperson

Anirban Moulik
Chief Financial Officer

P Radhakrishnan
Director

Place: Kolkata
Date:

Rajat Arora
Company Secretary

Kaushik Biswas
Director

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Established in 1991, as a division of KIL, BTL provides an integrated tyre manufacturing platform with a strong brand and pan-India distribution capabilities. It is a major Indian automotive tyre manufacturer and the Company produces a large variety of tyres under the brand name "Birla Tyres" for different segments like trucks, buses, light commercial vehicles, passenger vehicles, 2/3 wheelers, farm and mining equipment.

BTL enjoys a solid brand equity for truck and bus bias tires that it plans to leverage on and increase its market share. It plans are afoot to bring about the focus on customer centricity, which will be the key to increase presence in fleets. The 'BirlaTyres' brand also commands wide acceptance across the subcontinent. BTL has a good export market presence and is already exporting to many countries overseas.

In last few years, KIL had invested significantly to develop theresearch and development center of the Demerged Undertaking, which is now ready for use. This will help in the development of new products, benchmark analysis, new compound development and product validation to remain competitive in the market place. This will also help BTL to increase product reliability, quality assurance and higher customer satisfaction.

Factors Affecting Results of Operations: Our results of operations and the period-to-period comparability of our financial results have historically been influenced and may continue to be influenced by the following factors:

Supply and Demand: We manufacture, distribute and sell a variety of bias and radial tyres, and tubes and flaps. We market and distribute our tyres through our network of dealers in the replacement market, directly to original equipment manufacturer customers and through export arrangements with international distributors. Demand for tyres is partly linked to the performance of the motor vehicle industry in India and in the export markets where we sell our products. Various factors affect the performance of the motor vehicle industry in a particular market, including economic factors, road infrastructure, income levels, availability of vehicle finance, fuel prices etc. Changes in any of these factors could have an impact on demand for tyres and thus on our results of operations.

Product Mix: Our results of operations are affected by the product mix of tyres that we manufacture. We manufacture truck and bus bias tyres, and light commercial vehicle tyres, two- and three-wheeler tyres, farm and off-the-road vehicle tyres and passenger car bias.

Raw Material Prices: The prices and costs for our products are affected by domestic and international prices for raw materials and other components involved in the production process. Prices of raw materials and other components are affected by a number of factors, including changes in the supply and demand levels of these products, global consumption levels of these products and the world economy in general. Economic conditions and growth in India also have a direct impact on the availability and cost of raw materials. Natural rubber and crude oil based derivatives to name a few that are essential for the manufacture of tyres suffer from considerable price volatility and, in some cases, relative unavailability.

Coal Prices and Linkages: Most of the electricity requirements at our tyre plant are met through our captive coal fired thermal power plants. Coal is also used in operating steam boilers in the tyre production process, while electricity is used in all processes. We purchase coal, both from the domestic and international markets. We primarily use domestically-sourced coal at our plant which is in close proximity to domestic sources of coal, which we believe makes such use economical. Domestic coal prices are based on a combination of prices set by the Government and prices in the open market, as opposed to imported coal prices which are affected by the global demand and supply situation and fluctuations in international freight prices. Our ability to purchase domestic coal at the price set by the Government is dependent on our ability to maintain coal linkages for the delivery of sufficient coal for use in our operations. If our existing coal linkages are withdrawn, our costs for power generation may increase. Likewise, if we are able to secure additional coal linkages, our costs for power generation may decrease.

Competition: Our revenue and profit is dependent on the way in which we are able to effectively compete with the other major tyre producers in India. The Indian tyre industry is competitive and we expect competition to continue and likely to increase in the future. We compete with other manufacturers of tyres in India and abroad. Competition occurs principally on the basis of branding, pricing, quality and after sales service.

Inventories: Our inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average or the first-in, first-out method, as determined appropriate by management. The cost of finished goods and work in process comprises raw materials, direct labor, other direct costs and related production overheads. Net realisable value is calculated as the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. Provisions are made for obsolete, slow moving and defective stocks when management deems appropriate.

Principal Profit and Loss Account Components

In our financial statements included elsewhere in this Information Memorandum, the principal profit and loss account components are as follows:

Revenue from Operations: Our revenue from operations principally includes revenues from the sale of tyres, tubes and flaps as well as sale of other products, such as sale of scraps.

Expenses: Our expenses comprise primarily cost of materials consumed, purchases of stock-in-trade, changes in inventories of finished goods, works-in-progress and raw materials, employee benefits expenses, depreciation & amortisation, finance cost and other expenses.

Cost of Materials Consumed: Cost of materials consumed include costs relating to the purchase of raw materials which primarily includes natural rubber, synthetic rubber, carbon, dipped fabric, chemicals and others.

Purchase of Stock-In-Trade: Purchases of stock-in-trade primarily comprise purchases of finished goods, such as tyres and tubes & flaps, fitted in tyres.

Changes in Inventories of Finished Goods, Work-In-Progress, and Stock-In-Trade: Changes in inventories of finished goods, work-in-progress and stock-in-trade for a given period comprise the closing value less the opening value of inventories of finished goods, work-in-progress and raw material for the period.

Employee benefits expenses: Employee benefits expenses comprise primarily salaries, wages and bonuses paid to employees, contribution to provident fund, contribution to gratuity fund, contribution under employees state insurance scheme and other staff welfare expense.

Other expenses: Other expenses includes mainly expenses for stores, spare parts, power and fuel costs, and insurance, rates, taxes, packing, carriage and shipping, commission to selling agents, foreign currency translation and other miscellaneous expenses. The power and fuel costs primarily consist of the purchase of coal and electricity for the manufacture of products.

Results of Operations : The table below sets forth, for the Quarter ended 30 June, 2019, our results of operations:

Birla Tyres Limited Statement of Profit and Loss		(All amounts in Rupees crore, unless otherwise stated)
Particulars		Q1-2019-20
I	Revenue from operations	209.83
II	Other income	1.72
III	Total Income (I+II)	211.55
IV	Expenses:	
	(a) Cost of materials consumed	130.99
	(b) Purchases of stock-in-trade	17.15
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(11.40)
	(d) Employee benefit expense	32.39

	(e) Depreciation and amortisation expense	9.70
	(f) Finance costs	34.87
	(g) Other expenses	55.33
	Total Expenses	269.03
V	Profit/(Loss) before exceptional items and tax (III-IV)	(57.48)
VI	Exceptional Items	-
VII	Profit/(Loss) before tax (V+VI)	(57.48)
VIII	Tax expense:	
	(1) Current tax charge / (credit) (in respect of earlier year)	0.00
	(2) Deferred tax charge / (credit)	-
	Total tax expense	-
IX	Profit/(Loss) for the Quarter (VII-VIII)	(57.48)
X	Other Comprehensive Income	
	Items that will not be reclassified to Profit or Loss	
	Remeasurement of post-employment benefit plans	0.01
	Income tax relating to items that will not be reclassified to the statement of Profit and Loss	
	Total other comprehensive income/(loss)	0.01
XI	Total comprehensive income/(loss) for the Quarter (IX+X)	(57.47)

Total Revenue

Total revenue from operation in the Quarter ended 30 June, 2019 was 209.83 crore. The revenue from domestic business was 189.18 crore (90.16%) and revenue from exports was 20.65 crore (9.84%). This includes revenues mainly from the sale of tyres, tubes and flaps.

Other Income

Other income in the Quarter ended 30 June, 2019 was 1.72 crore mainly from sale of other products, such as sale of scraps.

Total Expenses

Total expenses in the Quarter ended 30 June, 2019 was 269.03 crore, which mainly included following expenses heads.

Cost of Materials Consumed

Cost of materials consumed was 130.99 crore, which was 62.43 % of the revenue from operations for the Quarter ended 30 June, 2019. This cost mainly include cost of natural rubber, synthetic rubber, carbon black, fabric, chemicals and other sundries used in the production of tyres.

Purchases of stock-in-trade

Purchases of stock-in-trade comprise mainly tyre, tubes and flaps. Total Purchases of stock-in-trade was 17.15 crore (8.17% of revenue from operations), which include Tyre for 8.95 crore, Tube of 5.28 crore and Flaps of 2.92 crore in the Quarter ended 30 June, 2019.

Employee Benefits Expenses

Employee benefits expenses in the Quarter ended 30 June, 2019 was 32.39 crore (15.43% of revenue from operations), which include salaries, wages and bonus, contribution to provident fund, gratuity, contribution under Employees State Insurance Scheme and staff welfare expenses.

Other Expenses

Other expenses in the Quarter ended 30 June, 2019 was 55.33 crore (26.37% of revenue from operations). This mainly include power and fuel expense, packing, carriage and shipping expense, legal & professional expenses, commission to selling agents, loss on claim – warranty, repairs and maintenance, rent, job working charges, insurance and other miscellaneous expenses.

Exceptional Items

Exceptional items recorded as income were Nil in the Quarter ended 30 June, 2019

Loss before Tax

As a result of the foregoing, loss before tax was 57.48 crore in the Quarter ended 30 June, 2019.

Tax Expenses

Tax Expenses recorded as Nil in the Quarter ended 30 June, 2019

Loss for the year

As a result of the foregoing, total comprehensive Loss for the Quarter ended 30 June, 2019 was 57.47 crore.

Business going forward:

Our Company will continue to focus strongly on commercial bias tyres considering that there is a steady demand for these tyres in domestic market. We will rely on our existing range of high quality tyres in the Platina and Kalapatthar range as well as on the newly re-engineered range of tyres for light commercial vehicles, farm vehicles and off the road vehicles.

We will furthermore increase our presence in the highly attractive 2/3 wheelers segment and take full advantage of newly developed patterns.

Our Company will also intensify its effort to re-enter the radial segment both for passenger car and truck and bus tyres.

In international markets our Company will expand its position in those territories where it is already present and explore new export market opportunities.

SECTION VIII - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no (i) outstanding criminal proceedings involving Company, Directors, Promoter and Promoter Group; (ii) actions taken by statutory or regulatory authorities against Company, Directors, Promoters; and (iii) outstanding claims involving Company, Directors, Promoter and Promoter Group for any direct and indirect tax liabilities; (iv) outstanding dues to creditors of Company as determined to be material by Company's Board of Directors in accordance with the SEBI ICDR Regulations; (v) outstanding material civil litigation involving Company, Group Company and Directors and any other litigation involving Company, Group Company and Directors, whose outcome may adversely impact Company.

Details of other legal proceedings, determined to be material by Board of Directors pursuant to their resolution dated 13th November 2019 and currently pending involving Company are set forth below. Pursuant to the SEBI ICDR Regulations, for the purposes of disclosure, all other pending litigation involving Company, Directors, Promoter and Promoter Group and Group Company, including criminal proceedings, statutory or regulatory actions and taxation matters, would be considered 'material' if the claim by or against the entity or person in any such pending matter has a potential financial liability in excess of Rs6.5 Crore as decided by the Management.

- (i) There are no criminal proceedings pending against directors, Promoter and Promoter Group.
- (ii) To the best of our knowledge no actions have been initiated by regulatory authorities and statutory authorities involving Directors, Promoter and Promoter Group.
- (iii) There are no Disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action involving Directors, Promoter and Promoter Group.
- (iv) There are no Claims related to direct and indirect taxes pending against Directors, Promoter and Promoter Group.

Birla Tyres Limited (BTL)

Criminal Cases - filed by our Company

Case No. C/22975/2012 - A criminal case u/s. 406/418/420/120B IPC for, inter alia, cheating the Company was filed in **Chief Metropolitan Magistrate's court, Kolkata** against Mr. Deepak Tandon and Others. The matter is pending before the court. **Amount Involved - Rs.35.91 Crore.** Next date is 17 December 2019.

Criminal Cases - filed against our Company

1. **Case no. 2(C) CC 25/2005** (Violation of Health Check Up) - A Criminal Case has been filed in **S.D.J.M, Balasore**, by the Asst. Director of Factories & Boilers, Balasore U/s 92 of the Factories Act, 1948. The petition of the Assistant Public Prosecutor was allowed. Against that order management of BTL preferred revision before the Hon'ble High Court to quash the said order. Ultimately the said revision is dismissed. The Lower Court order stands confirmed. The matter is pending prosecution before the Court
2. **Case No. 2 (C) CC 216/2009** filed at **S.D.J.M. Balasore** - This criminal prosecution has been filed by the Asst. Director of Factories & Boilers, Balasore against the then Occupier Mr. S. K. Parekh and Factory Manager Mr. A. K. Upadhyay for violation of Sec. 7A (2) (a) and Sec 32 of the Factories Act, 1948 and Rule 62 (D) of the Orissa Factories Rules, 1950 due to accidental death of Narendra Behera, a workman on duty. The matter is pending before the Court.
3. **Case No. 2(C) CC 24/2010** filed at **S.D.J.M, Balasore** - This criminal prosecution has been filed by the Asst. Director of Factories & Boilers, Balasore against Mr. D. Tandon, the then Occupier of the factory for violation of Rule 3 (2) of Orissa Factories Rules, 1950 and Sec 6 of the Factories Act, 1948 with an allegation of expanding the factory building without obtaining prior approval/permission from the Director of Factories & Boilers, Odisha, Bhubaneswar. The matter is pending before the Court.

4. **Case No. 2 (C) CC 88/2011** filed at **S.D.J.M, Balasore** - This criminal prosecution has been filed by the District Labour Officer, Balasore alleging violation of Sec 9A of the Industrial Disputes Act, 1947 introducing Sunday as weekly Off day with a view to deprive the workmen Off duty. The matter is pending before the Court.

Civil Cases -filed against our Company

Case No. W.P.(C) No. 23283 of 2011 filed at **High court of Odisha** - This is a **Public Interest Litigation (PIL)** filed by HarinarayanNaik against Birla Tyres alleging environmental pollution violations. The Court directed us to obtain consent from State Pollution Control Board in respect of new Radial Tyre Project. The Hon'ble Court had vide order dated 3 September 2014 allowed to undertake construction work of the project but approval of the Court is needed prior to starting of operation. HarinarayanNaik has filed a new application to restrain us from operating the expanded New Radial Tyre Unit. Matter is pending before the court.

Kesoram Industries Limited (KIL)

Civil Cases - filed by our Company

1. **Rev/22/09-10/256 dt.6/4/15** filed before Deputy Commissioner, Kalaburgi by Vasavadatta Cement & Others against Deputy Director of Mines & Geology - conversion fees subsequent to land acquisition for setting up of industry was demanded by Land Revenue Authorities and same was challenged before the High Court Karnataka by WP.no.82856/2009 & WP.no.82857/2009, in which the court gave a direction vide order dated 17 September 2009 to the Land Revenue Authority to decide the case of Vasavadatta Cement within 03 November 2009. The case was ultimately not decided by the authority, however in April 2015 the authority sent a notice requesting appearance by VC before it. **Amount involved – Rs. 23 Crore.** The matter is pending before the court.
2. **Case no. WP No.11655/09** filed before **High Court of Karnataka, Bangalore** by Kesoram Industries Ltd. against State of Karnataka - In February 2009 Karnataka Govt. by means of policy decision imposed environment protection fee @ Rs. 84,000/- per Hectare upon lessee's mining on non-forest patta revenue land. The Director-Mines and Geology on 30 March 2009 issued a demand letter. Vasavadatta Cement filed the present Writ Petition challenging the demand and the Notification. Stay granted by High Court, subject to 50% payment by cash & 50% by Bank Guarantee of the entire demand. **Amount involved Rs.7.54 Crore.** The matter is pending before the court.
3. **Case No. WP No. 31334/2016** filed before the **High Court of Karnataka, Bangalore**, by Kesoram Industries Ltd. Against State of Karnataka - Petition filed by VC under article 226 of the Constitution of India before Hon'ble High Court of Karnataka, Bangalore to issue Writ of Order or declaration, declaring the notifications dated 16/09/2015 as unconstitutional and ultra vires of the Mines & Minerals (Development And Regulation)Act, 1957 and rules, and establishment of District Mineral Foundations (DMF)&National Mining Exploration Trust (NMET)retrospectively from 12 January 2015. Stayed by High Court for establishment of DMF retrospective from 12 January 2015 and there is no stay order passed pertaining to NMET. We paid royalty for NMET under protest and got bulk permits. Listing of the case is under progress. **Amount involved - Rs. 10.73 Crore.** The matter is pending before the court.

Arbitration

Arbitration between Kesoram Industries Ltd. and Mintech Global Pvt. Ltd pending before Hon'bleRetd. Justice Ashok Ganguly- Kesoram gave an email to stop the working of the factory for manufacturing NPD products. Thereafter, Mintech Global claimed commitment charges. We made a counterclaim for mobilization advance of Rs.31.98 crore paid to Mintech Global.

Mines Tribunal

Revision Petition & Application for Stay filed before the Mines Tribunal, New Delhi by KIL. Against State of Karnataka &Ors.- We filed a Revision Petition along with Stay Application for quashing the Demand Order of **Rs.262.34 crore** issued by the Department of Mines & Geology, Karnataka as mining royalty

arrears. Matter was heard on 25 March 2019 before Secretary of Mines & Geology at Delhi. The Secretary of Mines & Geology has remanded back the matter to Government of Karnataka for re computation of royalty arrears in terms of MOM dated 31 March 2012. Likelihood of the liability .

Tax Litigations against our Company/ promoters/group companies/directors

Direct Tax Proceedings - BTL

Sl No	Type of Direct tax case	No. of cases	Amount in dispute (Rs in crore)
1	Income Tax	None	NA

Indirect tax proceedings - BTL

Sl. No	Type of In-Direct tax case	No. of cases	Amount in dispute (Rs in crore)
1	Sales Tax	None	NA
2	Excise	2	53.70
3	Service Tax	None	NA
4	Water Tax	None	NA
5	Coal Tax	None	NA
6	Entry tax	1	6.98
7	VAT	None	NA

Tax Litigations against our Company/ Promoter& Promoter Group /group companies/directors

Direct Tax Proceedings - KIL

Sl No	Type of Direct tax case	No. of cases	Amount in dispute (Rs in crore)
1	Income Tax	1	12.62

Indirect tax proceedings KIL

Sl. No	Type of In-Direct tax case	No. of cases	Amount in dispute (Rs in crore)
1	Sales Tax	None	NA
2	Excise	1	39.51
3	Service Tax	1	7.29
4	Water Tax	None	NA
5	Coal Tax	None	NA
6	Entry tax	None	NA
7	VAT	None	NA

Material creditors of our Company

Policy on material creditors of our Company

In terms of SEBI ICDR Regulations, our Company is required to disclose in the Information Memorandum, the details of the outstanding dues to creditors, based on the policy on materiality of our Board, disclosure for such creditors. Additionally, our Company is required to provide complete details about outstanding dues to creditors as mentioned above, on the webpage of our Company www.birlatyre.com with a web link thereto in the Information Memorandum.

For the purpose of material creditors, our Board has considered outstanding creditors where value due to such creditors exceeds Rs6.5 crs as decided by the Management. Our Company has material outstanding creditors of Rs57.18 crore.

For the details of creditors which include the consolidated number of creditors and the aggregate amount involved, and the details of outstanding dues to micro, small and medium enterprises and other creditors, refer to the Section titled “**Financial Information**” of this Information Memorandum.

Material developments since the last balance sheet date

In the accounts of the Company for the period ended on 30 June 2019, the Company has given effect to the Order dated 8th November 2019 (the certified copy whereof was received on 3rd December 2019) passed by NCLT in relation to the Scheme. Save as aforesaid, to our Company’s knowledge, no circumstances have arisen since the date of the last Audited Financial Information disclosed in this Information Memorandum, which materially and adversely affect or are likely to affect, operations or profitability taken as a whole, the value of consolidated assets or ability to pay material liabilities within the next 12 months.

Except as stated in Section titled “**Management’s Discussion and Analysis of Financial Condition and Results of Operation**”, of this Information Memorandum there is no development that is expected to have a material impact on reserves, profits, earnings per share and book value.

GOVERNMENT APPROVALS

Pursuant to the Scheme of Arrangement, all the permits, licenses, registrations, authorities, allotments, approvals, contracts, engagements, arrangements, title, interest, benefits, rights and benefits under insurance policies, intellectual property including trademarks, patents, copyrights, privileges, goodwill, import quotas, import licenses, industrial designs, labels, label designs and all other rights including lease rights, tenancy rights, authorizations, licenses, quota rights, all special economic zone benefits, excise duty exemptions, income-tax benefits and exemptions, approvals and recognitions for scientific research issued by the prescribed authority, powers and facilities of every kind, nature and description whatsoever of the tyrebusiness undertaking of the Demerged Company shall stand transferred to and vested in or shall be deemed to be transferred to and vested in the Resulting Company as if the same were originally given or issued to or executed in favour of the Resulting Company, and the rights and benefits under the same shall be available to the Resulting Company.

I. APPROVALS FOR THE COMPANY

Material licenses and approvals obtained by the Company

We require various approvals to carry on business in India. The company has received the following major Government and other approvals pertaining to business:

a. Incorporation Details

The Company was originally incorporated as Birla Tyres Limited on November 22, 2018 at Kolkata ROC. The Certificate of Incorporation bears the corporate identity number as U25209WB2018PLC228915

b. Approvals from Tax Authorities

- (i) Permanent Account Number of the Company as issued by the Income Tax Department is AAICB1281B
- (ii) Tax Deduction Account Number of the Company, as issued by the Income Tax Department is CALB1917F
- (iii) The Company has received GST registration numbers for the operating locations.

State	GSTIN	State	GSTIN
Assam	18AAICB1281B1Z1	Maharashtra	27AAICB1281B1Z2
Chandigarh	04AAICB1281B1ZA	Odisha	21AAICB1281B1ZE
Delhi	07AAICB1281B1Z4	West Bengal	19AAICB1281B1ZZ
Haryana	06AAICB1281B1Z6	Bihar	10AAICB1281B1ZH
Himachal Pradesh	02AAICB1281B1ZE	Gujarat	24AAICB1281B1Z8
Karnataka	29AAICB1281B1ZY	Jammu & Kashmir	01AAICB1281B1ZG
Kerala	32AAICB1281B1ZB	Rajasthan	08AAICB1281B1Z2
Madhya Pradesh	23AAICB1281B1ZA	Uttarakhand	05AAICB1281B1Z8
Andhra Pradesh	37AAICB1281B1Z1	Chattisgarh	22AAICB1281B1ZC
Punjab	03AAICB1281B1ZC	Tamil Nadu	33AAICB1281B1Z9
Uttar Pradesh	09AAICB1281B1Z0	Jharkand	20AAICB1281B1ZG
Telangana	36AAICB1281B1Z3	West Bengal (ISD)	19AAICB1281B2ZY

c. Regulatory Approvals

The Company has got all the regulatory approvals wherever is required

d. Other Approvals

The Company has got material approvals, permissions and licences as may be required and are in the process of obtaining approvals, permissions and licences wherever the Company has to obtain

REGULATORY AND STATUTORY DISCLOSURES

Authority for the Scheme

The National Company Law Tribunal, Kolkata Bench, vide its order dated 8th November 2019 has approved the Scheme of Arrangement between KIL and BTL and their respective shareholders and creditors. The certified copy of the Order was received on 3rd December 2019. Pursuant to the Scheme, the Tyre Business Undertaking of the Demerged Company is transferred to and vested with the Resulting Company with the appointed date of 1 January 2019 in accordance with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013. The effective date of the Scheme is 4 December 2019.

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of Equity Shares pursuant to letters dated 22nd day of January, 2020 and 23rd day of January, 2020 respectively.

Prohibition by Securities and Exchange Board of India, the RBI or Governmental Authorities

None of Company, Promoter, members of Promoter Group, Directors, entities in control of Promoter and Promoter Group and persons in control of our Company are or have been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority. Neither Promoter and Promoter Group, nor any of Directors or persons in control of our Company were or are a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI or any other governmental authorities.

The Company, or its Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

None of Directors are in any manner associated with the securities market and there is or has been no action taken by SEBI against Directors or any entity in which Directors are involved in as promoters or directors.

Neither our Company, nor any of Promoter and Promoter Group, nor Group Company, nor Directors, are or have been identified as wilful defaulters by the RBI or any other governmental authorities.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements to published in terms of SEBI Circular SEBI/CFD/SCRR/01/2009/03/09 dated 3rd September 2009 and circular SEBI/CIR/CFD/DIL/5/2013 dated 4th February 2013, and circular SEBI/CIR/CFD/DIL/8/ 2013 dated 21st May 2013, or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Caution - Disclaimer from the Company and Directors

Our Company and the Directors accept no responsibility for statements made otherwise than in this Information Memorandum or in the advertisements or any other material issued by or at instance and anyone placing reliance on any other source of information, including website, www.birlatyre.com or the respective websites of Promoter and Promoter Group and Group Companies, would be doing so at his or her own risk.

Disclaimer in respect of Jurisdiction

Exclusive jurisdiction for the purpose of this Information Memorandum is with the competent courts/authorities in Kolkata, West Bengal, India.

Disclaimer Clause of the BSE

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that this Company's securities will be listed or will continue to be listed on the BSE; or
- take any responsibility for the financial or other soundness of this Company; and
- it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE.

Disclaimer Clause of NSE

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that the Company's securities will be listed or will continue to be listed on the NSE; or
- Take any responsibility for the financial or other soundness of the Company, its promoters, its management or any scheme or project of this Company;

It is to be distinctly understood that the aforesaid permission given by NSE should not in any be deemed or construed that this Information Memorandum has been cleared or approved by NSE.

Filing

Copy of this Information Memorandum has been filed with BSE and NSE.

Listing

Application has been made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares and BSE is the Designated Stock Exchange. The Company has nominated BSE Limited as the Designated Stock Exchange for the aforesaid listing of the shares. The Company has received In-Principle Approval from BSE & NSE dated 22nd January, 2020 & 23rd January, 2020 respectively. The Company shall ensure that all steps are taken for the completion of necessary formalities for final listing and commencement of trading at the BSE and NSE.

Demat Credit

The Company has executed Tripartite Agreements with the Registrar and the Depositories National Securities Depository Limited and Central Depository Services Limited for admitting its securities in demat form and ISIN allotted to the Company's Equity Shares is INE0AEJ01013.

Shares have been allotted to those shareholders who have provided necessary details to our Company and/or who were holding their shares in KIL in demat form as on the Record Date i.e. 26.12.2019. The demat shares have been credited to the demat accounts of the shareholders by CDSL on 30th December, 2019 and NSDL on 28th December, 2019

Dispatch of share certificates

Pursuant to the Scheme, on 27th December, 2019, our Company has issued and allotted its Equity Shares to eligible shareholders of Kesoram Industries Limited on the Record Date and our Company has dispatched share certificate(s) to those shareholders holding shares in KIL in physical form.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Particulars Regarding Previous Public or Right Issues

Our Company has not made any previous public or rights issue of securities.

Commission and Brokerage on Previous Issues

Our Company has not issued any shares to the public since its inception and no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares.

Listing of the Company

This is for the first time that our Company is getting listed on the Stock Exchange and as such our Company has not made any prior public issues of securities.

Capital Issues in the Preceding Three Years by the Group Company : Kesoram Industries Limited

Type of Issue	Convertible warrants	Preferential Allotment	Optionally Convertible Redeemable Preference Shares
Year of Issue	2018	2018	2018
Amount of Issue	91.87 crore (out of the aforesaid Rs 82.69 crore was subscribed in year 2018, balance subscribed in year 2019)	Rs 220 crore	Rs 9 crore
Date of closure of issue	Not Applicable		
Date of allotment and date of credit of securities to the demat account	28 March 2018, converted on 6 April 2018	28 March 2018	14 June 2017
Date of completion of project, where object of the issue was financing the project	Not Applicable		
Rate of dividend paid	Not Applicable		

Outstanding debentures or bonds and redeemable preference shares and other instruments issued by Company

There are no outstanding debentures or bonds and redeemable preference shares and other instruments that have been issued by our Company.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on date of this Information Memorandum.

Stock Market Data for Equity Shares of the Company

Equity Shares of our Company are not currently listed on any Stock Exchanges. Our Company is seeking approval for listing of its Equity Shares through this Information Memorandum.

Partly paid-up shares

As of the date of this Information Memorandum, there are no partly paid-up Equity Shares.

Mechanism for Redressal of Investor Grievances by our Company

Our Company has appointed Registrars & Transfer agents, MCS Share Transfer Agent Limited (“RTA”) having their Corporate Office and Kolkata Office at 383, Lake Gardens, 1st Floor, Kolkata 700045 as RTA to redress investors’ grievances.

All share related matters, namely transfer, transmission, transposition, dividend, change of name, address, replacement, split, consolidation, dematerialization and rematerialisation of shares, issue of duplicate certificates etc. are handled by the said RTA.

Our Company has an established mechanism for Investor service and grievance handling with its RTA and the compliance officer appointed by it.

The board of directors of our Company has constituted a “Stakeholders Relationship Committee” which, *inter alia*, consider Stakeholders/Shareholders and Investors complaints including transfer of shares, non-receipt of balance sheet, non-receipt of dividend warrant, etc and to redress genuine grievances of Shareholders and Investors

The RTA under the supervision of the secretarial department of Company looks after the investor’s grievance. The Company Secretary of our Company has been appointed as Compliance Officer for this purpose. At each meeting of Stakeholders Relationship Committee all matters pertaining to investors including their grievances and redressal are reported. RTA generally redresses physical complaints within 15 days of such complaint and for complaints received by email it redresses within 3-7 working days from the date of its receipt. However, the aforesaid timelines are subject to the complainant providing proper information, details and supporting documents as may be requested by our Company or RTA.

Disposal of Investor Grievances by Company

We estimate that the average time required by our Company for the redressal of routine investor grievances shall be 15 days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, Company will seek to redress these complaints as expeditiously as possible.

The Company has appointed Rajat Arora Company Secretary, as the Compliance Officer of Company and he may be contacted in case of any queries at the following address:

Tel: 033 2262 4354-57

Fax: 033 2262 4359

Email: cs@birlatyre.com

Address: :9/1, R.N. Mukherjee Road, 8th Floor, Birla Building, Kolkata 700001, West Bengal, India.

Further, Board has constituted a Stakeholders’ Relationship Committee comprising 3 Directors, which is responsible for redressal of grievances of the security holders of Company. For more information, refer to the Section titled “**Management**” of this Information Memorandum.

Capitalization of Reserves or Profits

The Company has not capitalised its reserves or profits at any time during the last three years, except as stated in “**Capital Structure**”.

Revaluation of Assets

The Company has not revalued its assets since its incorporation.

SECTION IX – OTHER INFORMATION

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

The regulations contained in the Table marked ‘F’ in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

Interpretation

- (1) In these regulations
 - (a) “the Act” means the Companies Act, 2013,
 - (b) “the seal” means the common seal of the company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) The Company is a public company within the meaning of Sections 2(71) of the Companies Act, 2013.

Share Capital and Variation of Rights

- 1 Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- 2
 - (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, --
 - (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
- 3
 - (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 - (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

- 4 Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
- 5
 - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- 6
 - (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
- 7 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
- 8 Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

- 9
 - (i) The company shall have a first and paramount lien –
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
 - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- 10 The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made –
 - (a) unless a sum in respect of which the lien exists is presently payable; or

- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 11
 - (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
 - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer
 - (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
 - 12
 - (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on Shares

- 13
 - (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
 - (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
 - (iii) A call may be revoked or postponed at the discretion of the Board.
- 14 A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
- 15 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 16
 - (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
 - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 17
 - (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
- 18 The Board --
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part

of the monies uncalled and unpaid upon any shares held by him; and

- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of Shares

- 19 (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- 20 The Board may, subject to the right of appeal conferred by section 58 decline to register –
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
- 21 The Board may decline to recognise any instrument of transfer unless –
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.
- 22 On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:
- Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of Shares

- 23 (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24 (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

- 25 (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26 A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of Shares

27 If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28 The notice aforesaid shall --

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29 If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30 (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31 (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32 (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date

stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 33 The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

- 34 The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
- 35 Subject to the provisions of section 61, the company may, by ordinary resolution, --
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
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 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
- 36 Where shares are converted into stock, --
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
 - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
- 37 The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, --

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of Profits

- 38 (i) The company in general meeting may, upon the recommendation of the Board, resolve –
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards --
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 39 (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall --
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power --
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

Buy Back of Shares

- 40 Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meetings

- 41 All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42 (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings of General Meetings

- 43 (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103
- 44 The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 45 If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 46 If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

- 47 (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting Rights

- 48 Subject to any rights or restrictions for the time being attached to any class or classes of shares, --
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

- 49 A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 50 (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 51 A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 52 Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 53 No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
- 54 (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

- 55 The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
- 56 An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
- 57 A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

- 58 Following shall be the first directors of the Company:-
1. Gautam Ganguli
 2. Radhakrishnan Padmalochanan
 3. Prithiraj Mukherjee
- 59 (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them --
 - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.
- 60 The Board may pay all expenses incurred in getting up and registering the company.
- 61 The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
- 62 All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine
- 63 Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 64 (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

- 65 (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
- 66 (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
- 67 The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
- 68 (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
- 69 (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees

consisting of such member or members of its body as it thinks fit.

- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- 70 (i) A committee may elect a Chairperson of its meetings
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
- 71 (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
- 72 All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
- 73 Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

Subject to the provisions of the Act, --

- 74 (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
- 75 A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

- 76 (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

- 77 The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

- 78 Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 79 (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve
- 80 (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 81 The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 82 (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 83 Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84 Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85 No dividend shall bear interest against the company.

Accounts

- 86 (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding Up

Subject to the provisions of Chapter XX of the Act and rules made thereunder --

- 87
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

- 88
- Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The contracts (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material, have been entered or are to be entered into by our Company will be available for inspection at the registered office of our Company on any working day (i.e. Monday to Friday and not being a bank holiday in Kolkata) between 10AM and 2PM for a period of seven days from the date of filing of this Information Memorandum with the Stock Exchanges.

Please find below, a list of material documents of our Company.

- Certified copies of the Memorandum and Articles of Association of our Company, as amended till date.
- Certification of incorporation of our Company dated 22nd November 2018.
- Copy of Fairness Report dated 4th December 2018.
- Certified true copy of the resolution of board of directors of our Company dated 4 December 2018 approving the Scheme.
- Copy of observation Letters for the Scheme of Arrangement from BSE and NSE dated 19th March 2019 and 20th March 2019;
- Copy of Scheme of Arrangement for Demerger under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 amongst Kesoram Industries Limited and Birla Tyres Limited and their respective shareholders and creditors;
- Audited Financial Statements and Report of our company for the period ended 31 March 2019 and June 2019.
- Statutory Auditor certified Statement of Tax Benefit dated 31st December 2019.
- The certified copy of the Order dated 8th November 2019 of the National Company Law Tribunal, Kolkata Bench approving the Scheme of Arrangement for Demerger
- Letter under Regulation 37 of Listing Regulations vide reference no. DCS/AMAL/BA/R37/1433/2018-19 dated 19th March, 2019 of BSE; and that of NSE vide reference no. NSE/LIST/19464 dated 20th March, 2019 approving the Scheme of Arrangement.
- SEBI's letter no. SEBI/HO/CFD/DILII/ADM/RP/OW/2020/4216 granting relaxation of Rule 19(2) (b) of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular no. CFD/DIL3/CIR/2017/21 issued by SEBI dated 31st Day of January, 2020 for the purpose of listing of the shares of Birla Tyres Limited.
- BSE letter no. DCS/AMAL/BA/IP/1656/19-20 dated 22nd day of January, 2020 granting in-principle approval for listing.
- NSE letter no. NSE/LIST/21 dated 23rd day of January, 2020 granting in-principle approval for listing.
- Tripartite Agreement dated 29th August 2019 with Registrar and the Depositories National Securities Depository Limited and Central Depository Services Limited Registrar and Transfer Agent and our company.
- Consent from the Auditors for inclusion of their names as the statutory auditors and of their reports on accounts in the form and context in which they appear in this Information Memorandum;

Note: Any of the contracts or documents mentioned in this Information Memorandum may be amended or modified at any time if so required in the interest of Company or if required by other parties, without reference to the shareholders, subject to compliance with applicable law.

DECLARATION

We hereby declare that all relevant provisions of the Companies Act and the guidelines or regulations issued by the Government of India or the guidelines or regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

For and on behalf of the Board of Directors of Birla Tyres Limited.



Name: Kaushik Biswas
Designation: Non-Executive Director
DIN: 06919774
Place: Kolkata
Date: 05th February, 2020