

Date: 05-05-2025

To,
The Manager,
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.

NSE Symbol: VIAZ **ISIN: INE0MO401019**

Subject: Intimation regarding Notice of Extra-ordinary General Meeting ("EGM")

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, please find enclosed herewith a copy of the Notice convening the Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on Wednesday, 28th May, 2025 at Registered office of the Company situated at 915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad – 380059, Gujarat, AT 11:00 AM.

The aforesaid EGM Notice is also available on website of the Company at www.viaztyres.com and website of stock Exchange i.e. NSE Limited at www.nseindia.com

The remote e-voting shall commence on **Sunday, May 25, 2025, at 09:00 a.m. (IST)** and will end on **Tuesday, May 27, 2025, at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the **Cut-Off Date i.e. Wednesday, May 21, 2025** may cast their vote electronically.

You are requested to take the above disclosure on record.

Thanking you.

Yours faithfully,
For Viaz Tyres Limited

Rajeshkumar Prabhudas Patel
Whole Time Director
DIN: 07883688

REGISTERED OFFICE**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)
915/916, Maple Trade Center, Nr. Surdhara circle,
Sal Hospital Road, Ahmedabad - 380059 , Gujarat, India

FACTORY ADDRESS**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)
Plot No. 492, Nandasan Dangarva Road, Nandasan,
Ta: Kadi, Dist: Mehsana - 382705, Gujarat, India

 **+91 079 4601 6174**
 **info@viaztyres.com**
 **www.viaztyres.com**

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) for the Financial Year 2025-26 of the Members of **Viaz Tyres Limited (Company)** will be held on Wednesday, May 28, 2025 at 11:00 A.M. at the Registered office of the Company situated at 915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad – 380059, to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1: REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR, MR. MANISHKUMAR ARVINDJI VIHOL (DIN: 10982835) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, the approval of Members of the Company be and is hereby accorded for the appointment of **Mr. Manishkumar Arvindji Vihol (DIN: 10982835)** who was appointed as an Additional director in the capacity of Independent Director, as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from 6th March, 2025 till 5th March, 2030.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mr. Manishkumar Arvindji Vihol (DIN: 10982835) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT, any of the Executive Director of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

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ITEM NO. 2: REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR, MR. DHAVAL BIPINBHAI MASHRU (DIN: 10986076) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152, 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) and the rules framed thereunder, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) and other applicable laws, if any, based on the recommendation of the Nomination and Remuneration Committee, the approval of Members of the Company be and is hereby accorded for the appointment of **Mr. Dhaval Bipinbhai Mashru (DIN: 10986076)** who was appointed as an Additional director in the capacity of Independent Director, as an Independent Director of the Company, not liable to retire by rotation, for a first term of 5 (five) consecutive years with effect from 6th March, 2025 till 5th March, 2030.

RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to modify the terms and conditions of appointment of Mr. Dhaval Bipinbhai Mashru (DIN: 10986076) as may be recommended by the Nomination and Remuneration Committee of the Company, from time to time, subject to such approvals as may be required under the applicable provisions of the Act and SEBI Listing Regulations.

RESOLVED FURTHER THAT, any of the Executive Director of the Company be and is hereby severally authorized to file, sign verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary or incidental for giving effect to this resolution and as may be considered desirable or expedient by the Board in the best interest of the Company and its Members.”

ITEM NO. 3: REGULARISATION OF THE APPOINTMENT OF ADDITIONAL DIRECTOR, MRS. KENABEN PARICHAYKUMAR PATEL (DIN: 08629886) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

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

“RESOLVED THAT, pursuant to the provisions of Section 152 and 161 and other applicable provisions of Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of association of the Company, and pursuant to recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, **Mrs. Kenaben Parichaykumar Patel (DIN: 08629886)**, who was

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appointed as an Additional Director (Non - Executive) of the Company, with effect from 3rd April, 2025 under section 161 of the Act and Articles of Association of the Company, who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT, Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps including to settle any questions, difficulties or doubts as may be necessary, proper or expedient to give effect to this resolution.”

Place- Ahmedabad
Date- May 02, 2025

By Order of Board,
For Viaz Tyres Limited

Registered Office:
915/916 Maple Trade, Nr. Surdhara Circle,
Sal Hospital Road, Thaltej, Ahmedabad -
380059

Sd/-
Janakkumar Mahendrabhai Patel
Managing Director
DIN: 03329692

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), as amended, read with the relevant rules made thereunder, the Secretarial Standard No. 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons with respect to the Special Business set out in the Notice is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.
4. The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

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5. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
9. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.
10. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at 915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad – 380059 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.
11. Members holding shares in physical form are requested to approach, MUFG Intime India Private Limited the Registrar and Share Transfer Agents of the Company situated at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083, Maharashtra, India, for:
 - (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) Any other queries with respect to shares held by them.
12. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.

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13. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with MUFG Intime India Private Limited the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
14. The Board of Director vide resolution dated May 2, 2025 has appointed M/s. Nikunj Kanabar & Associates as Practicing Company Secretaries as scrutinizer for the Extra Ordinary General Meeting of the Company. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting), not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and will also be displayed on the Company's website.
15. The remote e-voting shall commence on **Sunday, May 25, 2025 at 09:00 a.m. (IST) and shall end on Tuesday, May 27, 2025 at 05:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the **Cut-Off Date i.e. Wednesday, May 21, 2025** may cast their vote electronically.
16. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Further physical copies of the above-mentioned documents are being sent to all other Members by the permitted mode. Members, who have received the above documents in electronic mode, are entitled to receive the same, free of cost, in physical form, upon making a request in this regard to the Registrar and Share Transfer Agents of the Company or to the Company. The abovementioned documents are also available for download on the Company's website i.e. www.viaztyres.com and on the websites of the Stock Exchange i.e. NSE Limited at www.nseindia.com
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
18. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Members may note that the EGM Notice will also be available on the Company's website at www.viaztyres.com and on the website of NSE at www.nseindia.com. The Notice is also

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available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

19. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, SS-2 and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL. The detailed procedure with respect to remote e-voting is mentioned in note of this Notice.
20. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.
21. **Instructions for Voting through electronic means ('e-Voting'):**
The remote e-voting period begins on Sunday, May 25, 2025 at 09:00 a.m. (IST) and will end on Tuesday, May 27, 2025 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, May 21, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, May 21, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website

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	<p>www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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How to Log-in to NSDL e-Voting website

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password',
 - b) you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of

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client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.	
(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.	
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
a)	Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
b)	"Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
c)	If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d)	Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining a virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to

REGISTERED OFFICE

VIAZ TYRES LIMITED

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vote, to the Scrutinizer by e-mail to csnikunikanabar@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Sanjeev Yadav at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@viaztyres.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@viaztyres.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under Item No. 1 to 3 of the accompanying Notice.

ITEM NO. 1: REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR, MR. MANISHKUMAR ARVINDJI VIHOL (DIN: 10982835) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on March 06, 2025, recommended the appointment of Mr. Manishkumar Arvindji Vihol (DIN: 10982835) as an additional director in the capacity of Independent Director, not liable to retire by rotation, for a first term of five consecutive years with effect from March 06, 2025.

Mr. Manishkumar Arvindji Vihol has completed his Master of Business Administration in Marketing from Gujarat Technological University. He has vast experience of more than 10 years in the field of Sales, Marketing and Debt management Services.

Mr. Manishkumar Arvindji Vihol has given his consent to act as a Director in terms of Section 152 of the Companies Act, 2013 ("Act"). Mr. Manishkumar Arvindji Vihol has also given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Mr. Manishkumar Arvindji Vihol is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Mr. Manishkumar Arvindji Vihol has registered himself in the databank of independent directors.

Further, the Board of Directors of the Company is of the opinion that Mr. Manishkumar Arvindji Vihol possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and he is independent of the management of the Company.

Mr. Manishkumar Arvindji Vihol will be entitled to a remuneration by way of sitting fees as approved by the Board of Directors from time to time.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

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The brief profile of Mr. Manishkumar Arvindji Vihol is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in Annexure – I to the Notice.

Except Mr. Manishkumar Arvindji Vihol and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2: REGULARISATION OF APPOINTMENT OF ADDITIONAL DIRECTOR, MR. DHAVAL BIPINBHAI MASHRU (DIN: 10986076) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

The Nomination and Remuneration Committee and the Board of Directors of the Company in their respective meetings held on March 06, 2025, recommended the appointment of Mr. Dhaval Bipinbhai Mashru (DIN: 10986076) as an additional director in the capacity of Independent Director, not liable to retire by rotation, for a first term of five consecutive years with effect from March 06, 2025.

Mr. Dhaval Bipinbhai Mashru is a qualified Chartered Accountant having experience of more than 9 years in the field of accounts and taxation.

Mr. Dhaval Bipinbhai Mashru has given his consent to act as a Director in terms of Section 152 of the Companies, Act, 2013 ("Act"). Mr. Dhaval Bipinbhai Mashru has also given a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) and (7) of the Act, read with Rules framed thereunder. The Company had also received a declaration to the effect that Mr. Dhaval Bipinbhai Mashru is not disqualified from being appointed as a Director in terms of Section 164 of the Act, 2013 and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

Pursuant to the provisions of Rule 6 of the Companies (Appointment and qualifications) Rules, 2014. Mr. Dhaval Bipinbhai Mashru has registered himself in the databank of independent directors.

Further, the Board of Directors of the Company is of the opinion that Mr. Dhaval Bipinbhai Mashru is possesses appropriate skills, experience, knowledge and capabilities to be appointed as Independent Director of the Company for the aforesaid term and he is independent of the management of the Company.

Mr. Dhaval Bipinbhai Mashru will be entitled to a remuneration by way of sitting fees as approved by the Board of Directors from time to time.

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The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

The brief profile of Mr. Dhaval Bipinbhai Mashru is given herein below and other relevant details as required pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, are provided in Annexure – II to the Notice.

Except Mr. Dhaval Bipinbhai Mashru and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company, and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3: REGULARISATION OF THE APPOINTMENT OF ADDITIONAL DIRECTOR, MRS. KENABEN PARICHAYKUMAR PATEL (DIN: 08629886) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on April 3, 2025, appointed Mrs. Kenaben Parichaykumar Patel (DIN: 08629886) as Additional director on the Board of the company with effect from April 3, 2025, pursuant to provisions of section 161 of the Companies Act, 2013 Mrs. Kenaben Parichaykumar Patel holds the office up to the date of next General Meeting of the Company. As per the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Kenaben Parichaykumar Patel has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Act and is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other Statutory authority.

Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the director proposed for appointment is as under:

Mrs. Kenaben Parichaykumar Patel aged 45 years holding bachelor's degree in business administration and she is a part of Promoters of the Company. She has more than 6 years of experience in the agriculture industry and dairy products.

Mrs. Kenaben Parichaykumar Patel as a Non-Executive Director shall be entitled to sitting fees for attending meetings of the Board or Committees thereof and reimbursement of expenses and commission as determined for each financial year by the NRC and the Board as may be from time

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to time, pursuant to the resolution passed by the shareholders of the Company and in accordance with the applicable laws.

Mrs. Kenaben Parichaykumar Patel is a part of the promoter of the Company. She is sister of Mr. Janakkumar Mahendrabhai Patel, Managing Director of the Company. She holds 8,37,900 (6.84%) Equity Shares in the Company.

The period of office of Mrs. Kenaben Parichaykumar Patel as a director of the Company, if appointed, would be liable to determination by retirement by rotation in terms of the provisions of the Companies Act, 2013 and rules framed thereunder.

Your Board believes that keeping in view, Mrs. Kenaben Parichaykumar Patel background, qualifications, skills, experience and functional expertise, his continued association would be immensely beneficial to and is in interest of the Company and help Board maintain appropriate balance of skills, experience and knowledge and necessary diversity and thus help Board discharge its functions and duties effectively. Accordingly, your directors recommend her appointment and commend the resolution for approval of the members.

The information as required under the Regulation 36 of SEBI Listing Regulations and Secretarial Standard on General Meetings (SS 2) of Mrs. Kenaben Parichaykumar Patel is provided in 'Annexure- III' to the Notice.

Mrs. Kenaben Parichaykumar Patel and her relatives may be considered as concerned or interested in this item of business and/or resolution.

Except disclosed hereinabove, none of the other directors and key managerial personnel of the Company and their relatives are concerned or interested in this item of business or resolution.

The Board recommends the resolution for the approval of Members by way of an Ordinary Resolution.

Place- Ahmedabad

Date- May 02, 2025

Registered Office:

915/916 Maple Trade, Nr. Surdhara Circle,
Sal Hospital Road, Thaltej, Ahmedabad -
380059

**By Order of Board,
For Viaz Tyres Limited**

**Sd/-
Janakkumar Mahendrabhai Patel
Managing Director
DIN: 03329692**

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Annexure - I

The details of the directors pursuant to para 1.2.5 of SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, are provided in the table below:

Sr. No.	Particulars	Details
1	Name	Manishkumar Arvindji Vihol
2	Father's Name	Arvindji Revaji Vihol
3	Date of Birth	04/10/1988
4	Age	37 years
5	Date of First Appointment	06.03.2025
6	Brief resume and expertise in specific functional areas	Mr. Manishkumar Arvindji Vihol has completed his Master of Business Administration in Marketing from Gujarat Technological University. He has vast experience of more than 10 years in the field of Sales, Marketing and Debt management Services.
7	Qualification	Master of Business Administration in Marketing
8	Terms and Conditions of appointment	Mr. Manishkumar Arvindji Vihol is appointed as an Independent Director for the first term of 5 years w.e.f. 06.03.2025
9	Directorship held in other Companies including Listed Companies	NIL
10	Chairman/ Member of the Committee of the Board of Directors of the Company	Mr. Manishkumar Arvindji Vihol is a member of the Audit Committee and Nomination & Remuneration Committee. He is also the Chairman of the Stakeholder Relationship and Grievances Committee.
11	Chairman/ Member of the Committee of the Board of Directors of Other Companies (Including Listed Companies) in which he/ she is a director	NIL
12	Listed entities from which the person has resigned in the past three years	NA
13	Number of shares held in the Company including shareholding as a beneficial owner	NIL

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14	No. of Board Meetings attended during the Financial Year 2024-25	1
15	Relationship with other directors, manager and KMPs of the Company	Mr. Manishkumar Arvindji Vihol is not related to Directors, Manager and KMPs of the Company.
16	Details of remuneration sought to be paid, if any	Mr. Manishkumar Arvindji Vihol being appointed as an Independent Director, only eligible for the sitting fees for attending the meetings of director and committee.
17	Remuneration Last Drawn, If Any	Not Applicable
18	Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Manishkumar Arvindji Vihol possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.

Annexure – II

The details of the directors pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, are provided in the table below:

Sr. No.	Particulars	Details
1	Name	Dhaval Bipinbhai Mashru
2	Father’s Name	Bipinbhai Shantilal Mashru
3	Date of Birth	03/10/1992
4	Age	32 Years
5	Date of First Appointment	06.03.2025
6	Brief resume and expertise in specific functional areas	Mr. Dhaval Bipinbhai Mashru is a qualified Chartered Accountant having experience of more than 9 years in the field of accounts and taxation.
7	Qualification	Chartered Accountant
8	Terms and Conditions of appointment	Mr. Dhaval Bipinbhai Mashru appointed as an Independent Director for the first term of 5 years w.e.f. 06.03.2025
9	Directorship held in other Companies including Listed Companies	NIL
10	Chairman/ Member of the Committee of the Board of Directors of the Company	Mr. Dhaval Bipinbhai Mashru is the Chairman of the Audit Committee and Nomination & Remuneration Committee. He

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		is also a Member of the Stakeholder Relationship and Grievances Committee.
11	Chairman/Member of the Committee of the Board of Directors of Other Companies (Including Listed Companies) in which he/she is a director	NIL
12	Listed entities from which the person has resigned in the past three years	NIL
13	Number of shares held in the Company including shareholding as a beneficial owner	NIL
14	No. of Board Meetings attended during the Financial Year 2024-25	1
15	Relationship with other directors, manager and KMPs of the Company	Mr. Dhaval Bipinbhai Mashru is not related to Directors, Manager and KMPs of the Company.
16	Details of remuneration sought to be paid, if any	Mr. Dhaval Bipinbhai Mashru being appointed as an Independent Director, only eligible for the sitting fees for attending the meetings of director and committee.
17	Remuneration Last Drawn, If Any	Not Applicable
18	Justification for choosing the appointee for appointment	In the opinion of the Board, Mr. Dhaval Bipinbhai Mashru possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.

Annexure – III

The details of the directors pursuant to para 1.2.5 of SS-2 (“Secretarial Standard on General Meetings”), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, are provided in the table below:

Sr. No.	Particulars	Details
1	Name	Kenaben Parichaykumar Patel
2	Father’s Name	Mahendrakumar Shankarlal Patel
3	Date of Birth	01/04/1980
4	Age	45 Years
5	Date of First Appointment	03.04.2025
6	Brief resume and expertise in specific functional areas	Mrs. Kenaben Parichaykumar Patel aged 45 years holding bachelor’s degree in business

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		<p>administration and she is a part of Promoters of the Company.</p> <p>She is having more than 6 years of experience in the agriculture industry and dairy products.</p>
7	Qualification	Bachelor's degree in business administration
8	Terms and Conditions of appointment	As detailed in the respective resolution and Explanatory statement
9	Directorship held in other Companies including Listed Companies	NIL
10	Chairman/ Member of the Committee of the Board of Directors of the Company	Mrs. Kenaben Parichaykumar Patel is a member of the Nomination & Remuneration Committee of the Company.
11	Chairman/ Member of the Committee of the Board of Directors of Other Companies (Including Listed Companies) in which he/she is a director	NIL
12	Listed entities from which the person has resigned in the past three years	NIL
13	Number of shares held in the Company including shareholding as a beneficial owner	Mrs. Kenaben Parichaykumar Patel is holding 8,37,900 (6.84%) Equity Shares in the Company
14	No. of Board Meetings attended during the Financial Year 2024-25	Not Applicable
15	Relationship with other directors, manager and KMPs of the Company	Mrs. Kenaben Parichaykumar Patel is a part of promoter of the Company. She is a sister of Mr. Janakkumar Mahendrabhai Patel.
16	Details of remuneration sought to be paid, if any	Mrs. Kenaben Parichaykumar Patel being appointed as Non- Executive Director, only eligible for the sitting fees for attending the meetings of director and committee.
17	Remuneration Last Drawn, If Any	NIL
18	Justification for choosing the appointee for appointment	In the opinion of the Board, Mrs. Kenaben Parichaykumar Patel possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as director as specified in the act and the SEBI Listing Regulations.

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Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the registered office of the Company situated at 915/916 Maple Trade, Nr. Surdhara Circle, Sal Hospital Road, Thaltej, Ahmedabad – 380059 on Wednesday, May 28, 2025 at 11:00 a.m.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/ Proxy
(in block letters)

Signature of Shareholder/ Proxy

Note: Only Member/ Proxy holder can attend the meeting.

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Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No./Client ID No. _____ **DP ID No.** _____

I/We, being the holder(s) of _____ Equity Shares of Company, appoint:

1. Mr./Mrs. _____ **of** _____

E-mail Id: _____ **or failing him/her**

Signature: _____

2. Mr./Mrs. _____ **of** _____

E-mail Id: _____ **or failing him/her**

Signature: _____

3. Mr./Mrs. _____ **of** _____

E-mail Id: _____ **or failing him/her**

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday the May 28, 2025, at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Regularisation of appointment of additional director, Mr. Manishkumar Arvindji Vihol (DIN: 10982835) as an Independent Director (Non-Executive) of the Company,
2. Regularisation of appointment of additional director, Mr. Dhaval Bipinbhai Mashru (DIN: 10986076) as an Independent Director (Non-Executive) of the Company,
3. Regularisation of the appointment of additional director, Mrs. Kenaben Parichaykumar Patel (DIN: 08629886) as Director (Non-Executive) of the Company.

Signed this ____ day of 2025

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

REGISTERED OFFICE**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)
915/916, Maple Trade Center, Nr. Surdhara circle,
Sal Hospital Road, Ahmedabad - 380059, Gujarat, India

FACTORY ADDRESS**VIAZ TYRES LIMITED**

(FORMERLY KNOWN AS VIAZ TUBES PRIVATE LIMITED)
Plot No. 492, Nandasan Dangarva Road, Nandasan,
Ta: Kadi, Dist: Mehsana - 382705, Gujarat, India

 **+91 079 4601 6174**

 **info@viaztyres.com**

 **www.viaztyres.com**

BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Wednesday, May 28, 2025 by recording my/our assent or dissent to the said resolutions by placing tick (√) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Regularisation of appointment of additional director, Mr. Manishkumar Arvindji Vihol (DIN: 10982835) as an Independent Director (Non-Executive) of the Company,			
2.	Regularisation of appointment of additional director, Mr. Dhaval Bipinbhai Mashru (DIN: 10986076) as an Independent Director (Non-Executive) of the Company,			
3.	Regularisation of the appointment of additional director, Mrs. Kenaben Parichaykumar Patel (DIN: 08629886) as Director (Non-Executive) of the Company.			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

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INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc., a certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (✓) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.viaztyres.com within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the NSE Limited, where the shares of the Company are listed.

REGISTERED OFFICE**VIAZ TYRES LIMITED**

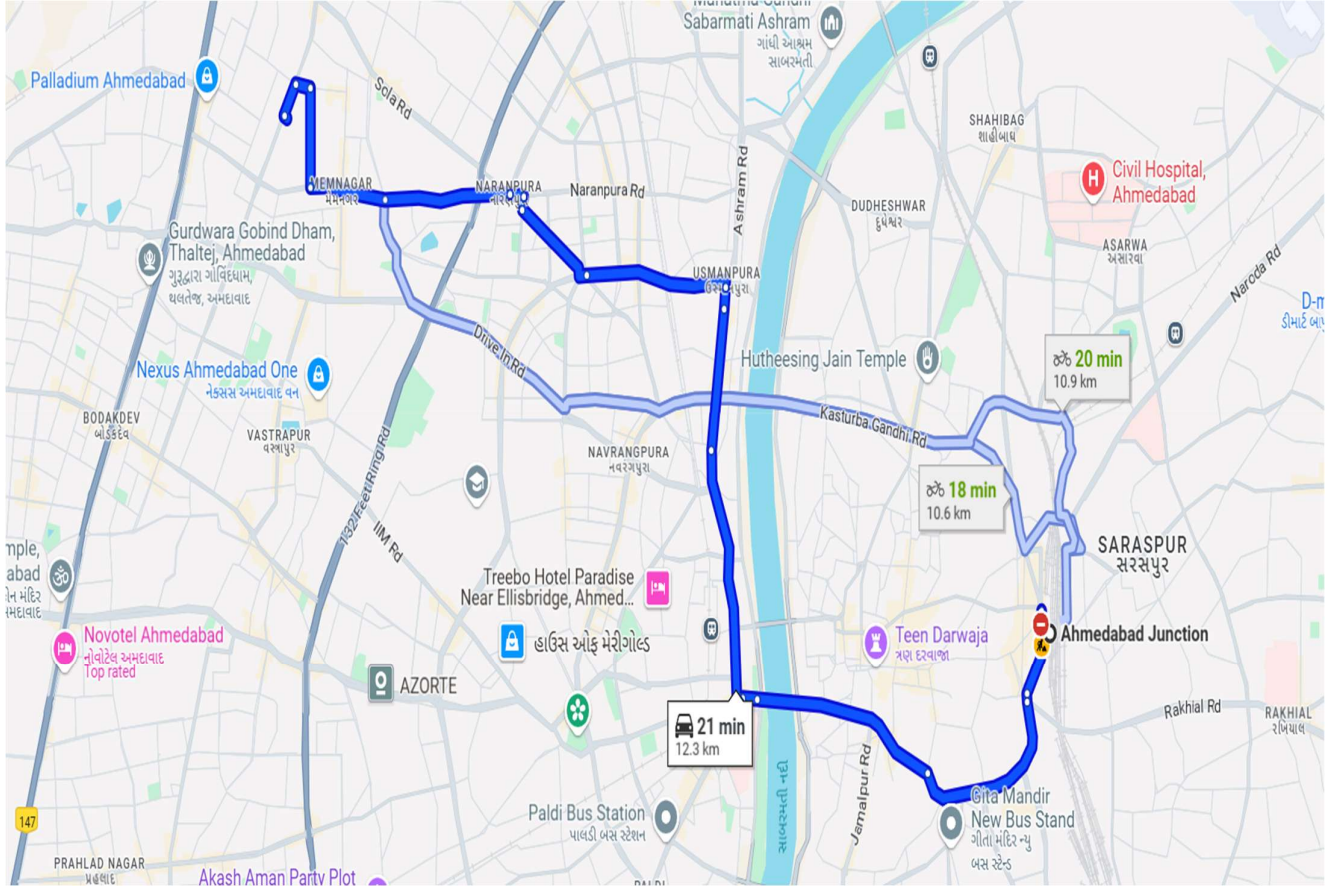
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ROUTE MAP



REGISTERED OFFICE

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