



3, Bahadur Shah Zafar Marg, New Delhi-110 002

## NOTICE

NOTICE is hereby given that the seventieth Annual General Meeting of the Members of JK Tyre & Industries Ltd. will be held at the Registered Office of the Company at Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan) on Thursday, 3<sup>rd</sup> August 2023 at 3.30 P.M. IST to transact the following business:

1. To receive, consider and adopt - a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 and the Reports of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Anshuman Singhania who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:

“RESOLVED that pursuant to the provisions of Regulation 17(6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other relevant provisions as may be applicable and approval of the members of the Company at the Annual General Meeting held on 27<sup>th</sup> August 2021 for payment of remuneration to Shri Bharat Hari Singhania as a non-executive director of the Company, approval of the members of the Company be and is hereby granted for payment of annual remuneration to Shri Bharat Hari Singhania (Director Identification Number: 00041156), as a non-executive Director of the Company for the financial year ending 31<sup>st</sup> March 2024, which may exceed fifty percent of the total remuneration payable to all non-executive directors of the Company.

RESOLVED further that the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to do all such acts, deeds and things, as may be deemed necessary to give effect to this resolution and for the matters connected herewith or incidental hereto.”

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

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification(s) or re-enactment thereof, the Cost Accountants appointed by the Board as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year commencing 1<sup>st</sup> April 2023, be paid the remuneration of ₹ 2.50 Lakh (Rupees Two Lakh Fifty Thousand Only) per annum, in addition to applicable taxes and reimbursement of actual expenses of travel outside Delhi for the said audit, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 17<sup>th</sup> May 2023.

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

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

“RESOLVED that pursuant to the provisions of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

and other applicable provisions, if any, in this regard including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to the related party transaction(s), between the Company and Cavendish Industries Ltd., a subsidiary and a related party of the Company (CIL), during each of the financial years i.e., 2023-24, 2024-25 and 2025-26, entered or to be entered at arm's length and in the ordinary course of business of the Company with due approval of the Audit Committee of the Board of Directors of the Company, as may be required, aggregating up to ₹ 2,500 Crore for financial year 2023-24 and ₹ 3,000 Crore for financial years 2024-25 and 2025-26, in partial modification of the approval already granted by the members at the Annual General Meeting of the Company held on 26<sup>th</sup> August 2022, as per the Company's Policy on Materiality of Related Party Transactions and on Dealings with Related Party Transactions, which exceeds the threshold specified under Regulation 23 of the said Regulations.

RESOLVED further that the Key Managerial Personnel of the Company be and are hereby authorised jointly and/or severally to settle any difficulty that may arise and do all such acts, deeds and things as may be required in this connection.”

Regd. Office:  
Jaykaygram, PO-Tyre Factory,  
Kankroli - 313 342(Rajasthan)  
Phone: 02952-233400/233000  
Fax: 02952-232018  
Email id: [investorjkyre@jkmail.com](mailto:investorjkyre@jkmail.com)  
CIN: L67120RJ1951PLC045966  
Website: [www.jktyre.com](http://www.jktyre.com)  
Date: 17<sup>th</sup> May, 2023

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 4 to 6 of the Notice, is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Administrative Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days up to and including the date of the Annual General Meeting(AGM).

4. The Register of Members and the Share Transfer Books of the Company will remain closed from 28<sup>th</sup> July to 3<sup>rd</sup> August, 2023 (both days inclusive).
5. The dividend of ₹ 2/- per Equity Share of ₹ 2/- each (100%) as recommended by the Board of Directors, if declared at the AGM, is planned to be paid within two weeks, but not later than 30 days, of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 27<sup>th</sup> July 2023 or to their mandatees.
6. In respect of shares held in dematerialised form, the dividend will be paid to all the beneficial owners as at the end of the day on 27<sup>th</sup> July 2023, as per the list of beneficial owners to be received from the Depositories for this purpose.
7. Pursuant to the requirement of the Income-tax Act, 1961, the Company will be required to withhold taxes as may be required, at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
8. Electronic copy of the Annual Report for the financial year (FY) 2022-23, the Notice of the 70<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being emailed to all the members whose email addresses are registered with the Company/ Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

Physical copy of the Annual Report for the FY 2022-23, the Notice of the 70<sup>th</sup> AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for FY 2022-23 and the Notice of the 70<sup>th</sup> AGM will also be available on the Company's website - [www.jktyre.com](http://www.jktyre.com) and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

9. **Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**
10. **APPOINTMENT OF DIRECTOR:**

*Brief profile of the Director proposed to be reappointed (Item No. 3 of the Notice):* Shri Anshuman Singhania, aged 43 years, joined the Company as an Executive on 1<sup>st</sup> January, 2007 and over the years has been deeply involved as an Executive, Vice President (Operations), Whole-time Director, Dy. Managing Director and now as Managing Director, in the areas of strategic planning, manufacturing and technology, product development, expansion (organic and inorganic), quality control, technology services, business process re-engineering, corporate governance, risk management, alignment of HR practices with Company's vision, exports, marketing and sales including brand positioning, new age social media and digital marketing, costing and budget, IT services including latest tools of data analytics, etc.

Shri Anshuman Singhania is an Industrialist with about 18 years experience. He has been on the Board of the Company since 16<sup>th</sup> March 2016 as a Whole-time Director and is now a Managing Director of the Company with effect from 21<sup>st</sup> October 2020. Shri Anshuman Singhania has taken some of the transformative initiatives which include – supply chain management, sales force, plant automation, IT, ERP & SAP implementation, cost reduction initiatives, closely working on implementing key reforms initiatives, closely involved with the R&D and product development, etc.

Shri Anshuman Singhania is a graduate BBA (Hons. Business & Management Degree) and also holds post-graduate diploma from International Management Institute, New Delhi. He has

undergone training with Standard Chartered Bank-UK; Free Markets- Singapore; Ernst & Young-Delhi where he was engaged in their Management Consultancy Division He is also an alumnus of London Business School where he has done Emerging Leaders Programme in the year 2011.

Shri Singhania attended all the four board meetings of the Company held during the financial year ended 31<sup>st</sup> March 2023. Shri Singhania holds 2,44,875 Equity Shares of ₹ 2/- each of the Company. Shri Singhania is not related to any other Director or any other Key Managerial Personnel of the Company. The terms and conditions of appointment including remuneration of Shri Singhania as Managing Director of the Company are as approved by the members at the Annual General Meeting held on 27<sup>th</sup> August 2021. For details of remuneration drawn during the financial year 2022-23, please refer to the Corporate Governance Report printed in the Annual Report of the Company.

Shri Singhania is a Director of Niyojit Properties Private Ltd., Chairman of Managing Committee of Automotive Tyre Manufacturers' Association and a member of Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute. Chairmanship/ Membership of Shri Singhania in the Committees of Directors in other Companies, in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – NIL. Listed entities from which Shri Singhania has resigned in past three years - NIL. His Director Identification Number is 02356566.

11. *Remote e-voting procedure:* In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020, the Company is pleased to provide to its members, facility to exercise their right to vote at the 70<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd. (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM. The members who have cast their vote by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to cast their vote again.

#### **A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 31<sup>st</sup> July, 2023 from 10.00 A.M. and ends on 2<sup>nd</sup> August, 2023 at 5.00 P.M. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 27<sup>th</sup> July 2023 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) Pursuant to the said SEBI Circular dated 9<sup>th</sup> December 2020, under Regulation 44 of the Listing Regulations, all individual shareholders holding equity shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular dated 9<sup>th</sup> December 2020, login method for e-Voting **for Individual shareholders holding securities in Demat Mode with CDSL/NSDL**, is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's 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 to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile Number &amp; Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

**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., CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000.

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- v) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual, holding in Demat form**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders/Members" module.

- 3) Now enter your User ID:-
  - a. For CDSL: 16 digits Beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-Voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:-

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters e.g., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the Member Id/folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN relevant for 'JK Tyre & Industries Ltd.'
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to the Scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only.**
  - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to mandatorily send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address i.e., [investorjktyre@jktmail.com](mailto:investorjktyre@jktmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- (i) For Physical shareholders - please provide necessary details like 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 [investorjktyre@jktmail.com](mailto:investorjktyre@jktmail.com) or [rta@alankit.com](mailto:rta@alankit.com).



- (ii) For Demat shareholders - Please update your email id & mobile number with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

#### **C. OTHER INSTRUCTIONS:**

- (i) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
  - (ii) All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Marfatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.
12. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 27<sup>th</sup> July 2023 may follow the same instructions as mentioned above for remote e-Voting.
  13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 27<sup>th</sup> July 2023 and a person who is not a member as on the cut-off date should treat the Notice for information purposes only.
  14. The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretaries, as Scrutinizer and Ms. Monika Jain of M/s Monika Jain & Associates (Certificate of Practice No.-22831), Company Secretaries, as Alternate Scrutinizer, to scrutinize the voting (at AGM venue) and remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.
  15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
  16. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 27<sup>th</sup> July 2023 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
  17. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.iktyre.com](http://www.iktyre.com) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.
  18. This Notice also contains a route map of the venue of AGM.

#### **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item no. 4**

Shri Bharat Hari Singhania is continuing as a non-executive director of the Company with effect from 1<sup>st</sup> October 2021 after completion of his five years term as a Managing Director on 30<sup>th</sup> September 2021.

Shri Bharat Hari Singhania was a Managing Director of the Company

since 1994. Shri Singhania expressed his desire not to seek re-appointment as a Managing Director for a fresh term. Accordingly, he ceased to be a Managing Director effective 30<sup>th</sup> September 2021. He, however, agreed to be available to the Company and management to provide services as may be required. Accordingly, the members of the Company at the Annual General Meeting held on 27<sup>th</sup> August 2021 approved continuation of Shri Singhania as a non-executive director and also approved payment of remuneration of ₹ 33.50 lakh per month for the period of three years.

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed company is required to obtain approval of the members by special resolution every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving relevant details thereof.

It is expected that the remuneration payable to Shri Bharat Hari Singhania, as aforesaid (along with other remuneration as may be applicable to the directors of the Company, who are neither managing directors nor whole-time directors), may exceed fifty percent of the total annual remuneration that may be payable to all non-executive directors of the Company for the financial year 2023-24.

Accordingly, approval of the members of the Company is required by way of special resolution for payment of remuneration to Shri Bharat Hari Singhania for the financial year 2023-24, as aforesaid.

Shri Bharat Hari Singhania is an industrialist with over 62 years of experience. Presently, he is also President of J.K. Organisation. He has vast experience and deep knowledge in the areas of sustainable and long-term financial structuring, policy planning, corporate governance practices, strategy and other long-term developmental activities. He has been on the Board of Directors since 1987 and was Managing Director of the Company from 30<sup>th</sup> March 1994 to 30<sup>th</sup> September 2021. It is considered that his availability to the Company will be in the overall interest of the Company and its stakeholders since the Company and management will continue to derive the benefits seamlessly by leveraging on his vast experience and deep understanding and knowledge.

The Resolution is recommended to the members by the Board for passing as Special Resolution.

Except Shri Bharat Hari Singhania and Dr. Raghupati Singhania, Chairman & Managing Director and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Special Resolution.

##### **Item no. 5**

The Board at its meeting held on 17<sup>th</sup> May 2023, on the recommendation of the Audit Committee, has appointed M/s R.J. Goel & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year commencing 1<sup>st</sup> April 2023 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh and Fifty Thousand Only), in addition to applicable taxes, etc.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends aforesaid resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

##### **Item no. 6**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the members of the Company at their Annual General Meeting held on 26<sup>th</sup> August 2022 accorded approval for related party transactions to be entered between the Company and Cavendish Industries Ltd. (CIL), a subsidiary, in which the Company holds 87.48% Equity

Shares, directly and through its wholly owned subsidiary, for three financial years (FY) i.e., 2022-23, 2023-24 and 2024-25, aggregating up to ₹ 1,250 Crore for each financial year.

In view of the increase in the level of transactions with CIL, the transactions may aggregate up to ₹ 2,500 Crore for FY 2023-24 and for ₹ 3,000 Crore each for FY 2024-25 and for FY 2025-26.

Since the variation in the limit approved by the members is 'material modification' as per Company's Policy on materiality of related party transactions, for FY 2023-24 and FY 2024-25 the same requires prior approval of the members. The transactions with CIL will be at arm's length and in the ordinary course of business of the Company. Therefore, the transactions will be outside the ambit of Section 188 of the Companies Act, 2013.

The transactions likely to be entered into with CIL as aforesaid, will be mainly in the nature of purchase of tyres, sale/ purchase of raw material, assets as well as other miscellaneous items, availment/ rendering of services, etc. The transactions will help in achieving higher degree of efficiency, due to economies of scale and will also help in optimizing on other operational costs. The transactions are therefore considered to be in the interest of the Company and aimed at enhancing overall operational efficiencies and shareholder value.

It is, therefore, considered desirable to obtain approval of the Members for the related party transactions with CIL as aforesaid.

Information pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2021/662 dated 22<sup>nd</sup> November 2021 (SEBI Circular) -

Details of summary of the information provided by the management of the Company to the Audit Committee/other details:

- a. *Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)* - Cavendish Industries Ltd. (CIL) is an unlisted subsidiary of the Company and thus a related party of the Company. The Company is promoter of CIL and holds 87.48% equity shares directly and through its wholly owned subsidiary.
- b. *Type, material terms and particulars of the proposed transaction* - CIL manufactures automotive tyres under its own brand name as well as in the brand name of the Company. Accordingly, the transactions with CIL will mainly be in the nature of purchase of tyres, sale/purchase of raw material, assets as well as other miscellaneous items, availment /rendering of services, etc. The transactions with CIL will be at arm's length and in the ordinary course of business of the Company.
- c. *Tenure of the proposed Transaction (particular tenure shall be specified)* - The proposed resolution is in respect of transactions entered/to be entered during the three financial years i.e., 2023-24 to 2025-26.
- d. *Value of the proposed transaction* - Up to ₹ 2,500 Crore for financial year 2023-24 and up to ₹ 3,000 Crore each for financial years 2024-25 and 2025-26.
- e. *The percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction*

(and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) - The value of the proposed transactions works out to 17.07% of the Company's annual consolidated turnover for the financial year 2022-23. Further, the proposed transactions with CIL, a subsidiary, works out to 64.70% of CIL's annual turnover for the financial year 2022-23 on a standalone basis.

The value of the proposed transactions of ₹ 3,000 Crore in the financial years 2024-25 and 2025-26 works out to 20.48% of the Company's annual consolidated turnover for the financial year 2022-23. Further, the proposed transactions in the said two financial years, with CIL, a subsidiary, works out to 77.64% of CIL's annual turnover for the financial year 2022-23 on a standalone basis.

- f. *Justification as to why the RPT/proposed transaction(s) is in the interest of the Company* - The proposed transactions will enable the Company in achieving higher degree of efficiency, due to economies of scale and will also help in optimizing on other operational costs. The transactions are, therefore, considered to be in the interest of the Company and aimed at enhancing overall operational efficiencies and shareholder's value.
- g. (i) *A copy of the valuation or other external party report, if any such report has been relied upon* - Not Applicable, since the transactions with CIL will be at arm's length and in the ordinary course of business of the Company and are reviewed for arm's length testing internally by the Internal Auditors.
- (ii) *A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders* - Not Applicable

The Board recommends aforesaid resolution for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

Regd. Office:  
Jaykaygram, PO-Tyre Factory,  
Kankroli - 313 342(Rajasthan)  
Phone: 02952-233400/233000  
Fax: 02952-232018  
Email id: [investorjktyre@jkmail.com](mailto:investorjktyre@jkmail.com)  
CIN: L67120RJ1951PLC045966  
Website: [www.jktyre.com](http://www.jktyre.com)  
Date: 17<sup>th</sup> May 2023

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

## FOR ATTENTION OF THE SHAREHOLDERS

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pincode in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
3. (a) As per SEBI directions, the securities of the listed entities can be transferred only in dematerialized form from 1<sup>st</sup> April 2019. In view of the above and to avail other benefits of dematerialisation, members who are still holding shares in physical form are requested to dematerialize their shares. For guidance on how to dematerialize the shares, please visit our website at [www.jktyre.com](http://www.jktyre.com).
- (b) Members may please note that SEBI vide its Circular dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only, while processing various service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal/ exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of shares certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, which is available on the Company's website at [www.jktyre.com](http://www.jktyre.com).
- (c) Pursuant to SEBI Circular dated 16<sup>th</sup> March, 2023, issued in supersession of earlier SEBI Circulars dated 3<sup>rd</sup> November, 2021 and 14<sup>th</sup> December 2021, SEBI has mandated all the listed companies to record PAN, Nomination, Contact details, Bank Account details and Specimen Signature for their corresponding folio numbers of holders of physical securities.

The folios wherein any one of the cited documents/details is not available on or after 1<sup>st</sup> October, 2023, shall be frozen by the Registrar and Share Transfer Agent (RTA).

The shareholder's whose folios have been frozen shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements with effect from 1<sup>st</sup> April, 2024.

The Company has sent letters to all members holding shares in physical form for furnishing their PAN, KYC details and nomination etc. in prescribed forms (Form ISR-1, ISR-2, ISR-3, SH-13 and SH-14). These forms are available on Company's website at [www.jktyre.com](http://www.jktyre.com).

Members who have not submitted such details so far are requested to submit the same to the Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited (Unit: JK Tyre & Industries Ltd.) at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055 or email at [kycupdate@alankit.com](mailto:kycupdate@alankit.com).

In the absence of KYC and other details as mentioned in above circulars on or after 1<sup>st</sup> October, 2023, such folios shall be frozen by RTA and any service request shall be processed only after furnishing the complete documents / details as mentioned in the Circular.

- (d) SEBI vide its circular dated 30<sup>th</sup> May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its shareholders(s) / investor(s). The said circular is available on the website of the Company at [www.jktyre.com](http://www.jktyre.com).
4. **Dividend Warrants:** As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is mandatory for the Company to print the bank account details of the investor on dividend payment instrument, where payment of dividend cannot be made through any prescribed electronic mode. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be along with nine digit MICR/NECS details.

In case, where bank account details of the investor are not available, the Company will print address of the investor on the dividend warrants.

### 5. Investor Education and Protection Fund:

- a) **Unclaimed Dividends** - Transfer to Investor Education and Protection Fund: The unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date the dividend became due for payment as under:

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.3.2016 • 125% Dividend	5 <sup>th</sup> September 2023
➤ Financial Year ended 31.3.2017 • 125% Dividend	8 <sup>th</sup> August 2024
➤ Financial Year ended 31.3.2018 • 75% Dividend	27 <sup>th</sup> August 2025

Members who have not encashed their Dividend Warrants for the said financial years and subsequent years are requested to write immediately to the Secretarial Department of the Company at New Delhi or to the Registrar and Share Transfer Agent of the Company, for credit of such unclaimed dividend to the respective bank account of the Member.

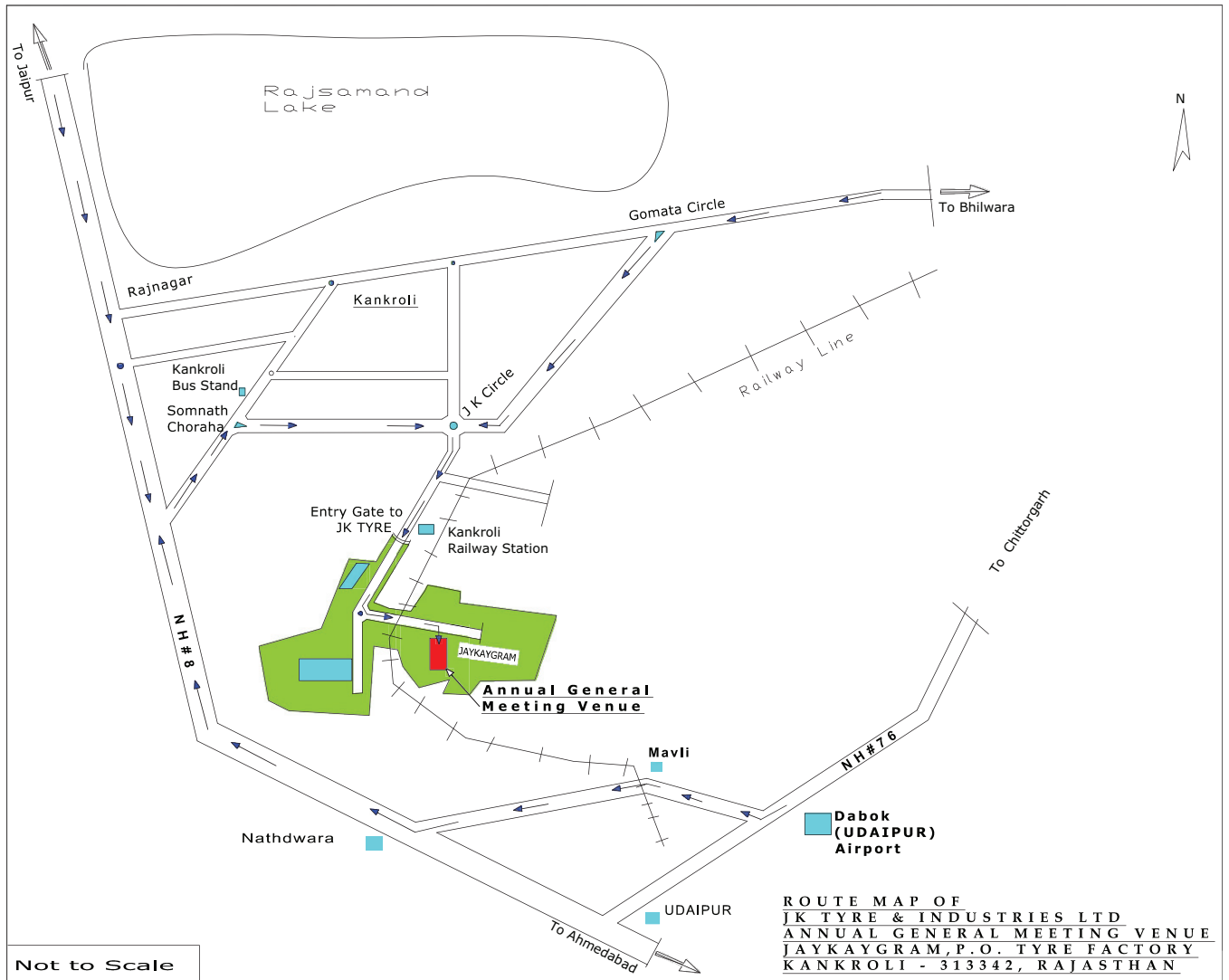
The unclaimed dividend in respect of the prior period have already been transferred to the General Revenue Account of the Central Government or the Investor Education and Protection Fund, as the case may be, as per the provisions of the said Act read with the relevant Rules framed thereunder.

- b) **Transfer of Shares to IEPF Authority:** Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, the Company has transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, from time to time. Details of shares transferred to the IEPF Authority are available on the website of the Company and have been also furnished to the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the Authority in accordance with procedure and on submission of documents as prescribed in the Rules, for which details are available at [www.iepf.gov.in](http://www.iepf.gov.in).

6. **NOMINATION:** Pursuant to Section 72 of the Companies Act, 2013, shareholders may nominate an individual to whom all the rights in the shares shall vest in the event of death of the sole/all joint shareholders. The prescribed FORM SH - 13 is available on the website of the Company. The duly completed Form is to be sent to the Company (for shares held in physical mode). For shares held in demat mode, the members may contact their respective Depository Participant.

**FOR ATTENTION OF THE SHAREHOLDERS**







Regd. Office: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342(Rajasthan)  
Phone: 02952-233400/233000; Fax: 02952-232018; Email id: investorjktyre@jkmail.com  
CIN: L67120RJ1951PLC045966; Website: www.jktyre.com

### ADMISSION SLIP

Folio No. or DP Id/Client-Id :  
Name and Address of the Member :

No. of Shares held :

Sequence Number for E-voting \$ :

I hereby record my presence at the 70<sup>th</sup> Annual General Meeting of the Company being held at Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan) on Thursday, the 3<sup>rd</sup> August 2023 at 3.30 P.M.

Name of the Proxy-holder/ Authorised Representative attending the Meeting * (in block letters)	
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\* Strike out whichever is not applicable.

\$ Applicable for shareholders who have not updated their PAN with the Company/Depository Participant.

.....  
Signature of the Member/Proxy/Authorised Representative\*

- Notes: 1. A member/proxy/authorised representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.  
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.



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CIN: L67120RJ1951PLC045966; Website :www.jktyre.com

### 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 Company : JK Tyre & Industries Ltd.  
Registered Office : Jaykaygram, PO - Tyre Factory,  
Kankroli-313 342(Rajasthan)

Name of the member(s) :  
Registered Address :

E-mail Id :  
Folio No/ Client Id/ DP ID :

I/We, being the member(s) of .....equity shares of JK Tyre & Industries Ltd., hereby appoint

1. Name :  
Address :  
E-mail Id :  
Signature : ....., or failing him
2. Name :  
Address :  
E-mail Id :  
Signature : ....., or failing him
3. Name :  
Address :  
E-mail Id :  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 70<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 3<sup>rd</sup> August 2023 at 3.30 P.M. at Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolution Description	FOR	AGAINST
1	Receiving, considering and adoption of a) audited standalone financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 and the Reports of the Board of Directors and Auditors thereon; and b) audited consolidated financial statements of the Company for the financial year ended 31 <sup>st</sup> March, 2023 and the Reports of the Auditors thereon.		
2	Declaration of Dividend.		
3	Reappointment of Shri Anshuman Singhania as a Director, who retires by rotation.		
4	Payment of remuneration to Shri Bharat Hari Singhania, non-executive director for the financial year ending 31 <sup>st</sup> March 2024.		
5	Ratification of remuneration payable to the Cost Auditors for financial year 2023-24.		
6	Approval for related party transaction(s) between the Company and Cavendish Industries Ltd., a subsidiary.		

Signed this.....day of.....2023

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Signature of shareholder

-----  
Signature of Proxy Holder(s)

Affix  
Revenue  
Stamp

**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.