

JTEKT INDIA LIMITED

[FORMERLY KNOWN AS SONA KOYO STEERING SYSTEMS LIMITED]

(CIN : L29113DL1984PLC018415)

Regd.Office : UGF-6, Indraprakash 21, Barakhamba Road, New Delhi 110 001.

Tel.No.: 011-23311924, 23327205

Email: investorgrievance@jtekt.co.in, Website: www.jtekt.co.in

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the Members of JTEKT India Limited (formerly known as Sona Koyo Steering Systems Limited) will be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") as under:

Day : Wednesday

Date : 23rd September, 2020

Time : 11.00 AM

to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the audited Standalone and Consolidated Financial Statement for the financial year ended 31st March, 2020, including audited Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2) To declare dividend for the financial year ended 31st March, 2020.
- 3) To appoint a Director in place of Mr. Akihiko Kawano (DIN 08160588) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- 4) **To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17A, 36 and any other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Hitoshi Mogi (DIN 08741355), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 16th May, 2020, in terms of Section 161(1) of the Act and Article 97 of the Articles of Association of the Company and whose term of office expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company whose office is not liable to retire by rotation."

Place : Registered Office:
UGF-6, Indraprakash
21, Barakhamba Road
New Delhi 110 001.

Dated : 22nd June, 2020

By Order of the Board

Nitin Sharma
Company Secretary

[Membership No. – F6217]

NOTES:

- 1) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
- 2) A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
- 3) Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 4) Participation of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 6) Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
- 7) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2011-12, from time to time, to the Investor Education and Protection Fund ("IEPF") established by the Central Government.
- 8) Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules 2017 notified by the Ministry of Corporate Affairs, the Company was required to transfer all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more, in the name of Investor Education and Protection Fund

("IEPF") Suspense Account. Adhering to various requirements set out in the Rules, the Company has taken appropriate action for transferring the shares to the Demat Account opened by the IEPF Authority. The Company has also uploaded details of such members whose shares are transferred to IEPF Suspense Account on its website at www.jtekt.co.in.

The shares transferred to IEPF Suspense Account including all benefits accruing on such shares, if any, can be claimed by the members from IEPF Authority, after following the procedure prescribed under the Rules.

Further, all the shareholders who have not claimed / encashed their dividends in the last seven consecutive years from 2013 are requested to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.jtekt.co.in.

- 9) The concerned members/investors are advised to visit the website of the IEPF Authority or contact KFin Technologies Private Limited (hereinafter referred to as 'KFin'), Registrar and Transfer Agent of the Company, for detailed procedure to lodge the claim with the IEPF Authority.
- 10) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 17th September, 2020 to Wednesday, the 23rd September, 2020 (both days inclusive).
- 11) Dividend to Shareholders, as recommended by the Directors for the year ended 31st March, 2020, when declared at the meeting, will be paid:
 - i) to those members whose names appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on or before Wednesday the 16th September, 2020; and
 - ii) in respect of shares held in electronic form, to those "beneficiaries" whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Wednesday the 16th September, 2020.

Non Resident Indian Shareholders having NRE Account in any scheduled bank are requested to intimate the same to the Company immediately for remittance of dividend.
- 12) Final dividend of INR 0.35 per equity share of INR 1/- each for the year ended 31st March, 2020 has been recommended by the Board of Directors of the Company, subject to approval of the shareholders at the ensuing Annual General meeting, shall be paid on/or after 30th September, 2020, through electronic mode to the Shareholders who have updated their bank account details. Dividend warrants / demand drafts will be despatched to the

registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.

- 13) Shareholders are requested to register / update their complete bank details:
 - i) with their Depository Participant(s) with whom they maintain their demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - ii) with the Company / KFin, if shares are held in physical mode, by submitting (i) scanned copy of the signed request letter which shall contain shareholder's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details), (ii) self-attested copy of the PAN card and (iii) cancelled cheque leaf (in original).
- 14) **Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email to the Company's email address at investorgrievance@jtekt.co.in. For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this Notice of 36th Annual General Meeting.**
- 15) Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / KFin has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 16) Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) to the Company / KFin, if not registered with the Company/KFin, as mandated by SEBI, by writing to the Company/KFin along with the details of folio no.

Members holding shares in electronic mode are requested to submit their PAN to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- 17) Non-Resident Indian members are requested to inform KFin / respective DPs, immediately of:
 - a) Change in their residential status, if any.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 18) Electronic copy of all the relevant documents referred to in the accompanying Notice of the 36th Annual General Meeting and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.jtekt.co.in.

- 19) During the 36th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to KFin e-Voting system at <https://evoting.kfintech.com>.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

- 1) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.jtekt.co.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFin") at <https://evoting.kfintech.com>.
- 2) Shareholders who have not registered their e-mail address or registered an incorrect email address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily get their email address and mobile number provided with the Company's RTA, by clicking the link: https://ris.kfintech.com/email_registration for sending the same. Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/ copy of share certificate (in case of physical folio) via e-mail at the e-mail id einward.ris@kfintech.com or investorgrievance@jtekt.co.in for obtaining the Annual Report and Notice of AGM.
- 3) In case a person has become a member of the Company after dispatch of AGM Notice, but on or before the cut-off date for e-voting, i.e., Wednesday, 16th September, 2020, such person may obtain the User ID and Password from KFin by e-mail request on rajeev.kr@kfintech.com or Investorgrievance@jtekt.co.in.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- 1) The Company has appointed KFin, Registrar and Share Transfer Agent, to provide Video Conference Facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.
 - i) Members will be able to attend the AGM through VC / OAVM to view the live webcast at <https://emeetings.kfintech.com> by using their remote e-voting login credentials.
Members are requested to follow the procedure given below:
 - a) Launch internet browser (chrome / firefox / safari) by typing the URL: <https://emeetings.kfintech.com>
 - b) Enter the login credentials (i.e., User ID and password for remote e-voting).
 - c) After logging in, click on "Video Conference" option
 - d) Then click on camera icon appearing against AGM event of JTEKT India Limited, to attend the Meeting.

- ii) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the remote E-voting instructions.
 - iii) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Thursday, 17th September, 2020 to Saturday, 19th September, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - iv) Shareholders who would like to express their views / ask questions during the meeting may log on to <https://emeetings.kfintech.com> and click on 'Post your Queries' may post their queries/views/questions in the window provided by mentioning the name, demat account number/ folio number, email id, mobile number. Please note that queries / questions only of those members will be answered who are holding the shares of the Company as on the cut-off date.
 - v) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
 - vi) Facility to join the meeting shall be opened fifteen minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - vii) Members who need assistance before or during the AGM, can contact KFin on einward.ris@kfintech.com or call on toll free numbers 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
- 2) 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 at the AGM.

- 3) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- 1) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members, the facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means. Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ('remote e-voting'). The Company has engaged the services of KFin as the agency to provide remote e-voting facility.

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s)

by remote e-voting will be able to vote at the Meeting through Insta Poll.

- 2) The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period:

- Commencement of remote e-voting
9:00 a.m. on Saturday, 19th September, 2020
- End of remote e-voting
5:00 p.m. on Tuesday, 22nd September, 2020

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFin upon expiry of the aforesaid period.

- 3) 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., Wednesday, 16th September, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date
- 4) Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFin in the manner as mentioned below:

- a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD<SPACE>IN12345612345678

Example for CDSL: MYEPWD<SPACE>1402345612345678

Example for Physical: MYEPWD<SPACE>XXXX1234567890

- b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot Password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
- c) Member may call on KFin's toll-free numbers 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.).
- d) Member may send an e-mail request to einward.ris@kfintech.com.

If the member is already registered with KFin's e-voting platform, then he can use his existing password for logging in.

- 5) The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast

by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

- 6) A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- 7) The Board of Directors of the Company has appointed Mr. Krishna Kumar Singh, Practicing Company Secretary (Membership No. 8493) or failing him Mr. Arun Gupta, Practicing Company Secretary (Membership No. 21227) or failing him Mr. Mrityunjay Prasad Roy, Practicing Company Secretary (Membership No. 7586), as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions for remote e-voting:

I. (A) In case a member receives an e-mail from the Company / KFin [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- b) Enter the login credentials (User ID and password given in the e-mail). The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-345-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
- c) After entering these details appropriately, click on "LOGIN".
- d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for JTEKT India Limited.
- g) On the voting page, enter the number of shares as on the cut-off date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number

under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

- h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- l) Once you confirm, you will not be allowed to modify your vote.
- m) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: kksinghcs@gmail.com. It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

(B) In case of a member whose e-mail address is not registered / updated with the Company / KFin / Depository Participant(s), please follow the following steps to generate your login credentials:

- a) Members who have not registered their E-mail address and in consequence, the Annual Report and Notice of AGM could not be served, may temporarily get their E-mail address and mobile number provided with the Company's Registrar, by clicking the link https://ris.kfintech.com/email_registration for sending the same. Members are requested to follow the process as guided to capture the E-mail address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query, member may write to einward.ris@kfintech.com or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at investorgrievance@jtek.co.in.
- b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
- c) After due verification, the Company / KFin will forward your login credentials to your registered email address.

- d) Follow the instructions at I.(A). (a) to (m) to cast your vote.

- II. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- III. In case of any query, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 345 4001 (toll free).

Instructions for members for e-voting during the AGM session:

- a) During the AGM proceedings, upon instructions of the Chairman, the e-Voting 'Thumb sign' on the left hand corner of the video screen shall be activated. Shareholders shall click on the same to take them to the 'Insta Poll' page.
- b) Members to click on the 'Insta Poll' icon to reach the resolution page and follow the instructions to vote on the resolutions.
- c) Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: www.jtekt.co.in and on the website of KFin at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges.

Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed as per the provision of applicable law.

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

Resolution No. 4

Keeping in view the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Hitoshi Mogi (DIN: 08741355) as an Additional Director of the Company effective from 16th May, 2020 pursuant to Article 97 of the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Companies Act, 2013, as an Additional Director, Mr. Mogi holds office of Director only up to the date of ensuing Annual General Meeting of the Company and is eligible for being appointed as Director.

As required by Section 160 of the Companies Act, 2013, a notice has been received from a member of the Company signifying his intention to propose the appointment of Mr. Hitoshi Mogi as Director of the Company. Keeping in view of Mr. Mogi's rich experience and knowledge, the Board considers it desirable that the Company should avail the benefits of his expertise.

Mr. Hitoshi Mogi does not hold any Equity Shares of the Company. Mr. Mogi is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

Except Mr. Hitoshi Mogi, being the appointee and Mr. Akihiko Kawano and Mr. Hirofumi Matsuoka, to the extent they are representatives of JTEKT Corporation, Japan, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment set out at item no. 4.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief resume and other details of Mr. Hitoshi Mogi are provided in annexure to this Notice pursuant to the provision of 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.

The resolution is accordingly recommended for members' approval.

Place : Registered Office:
UGF-6, Indraprakash
21, Barakhamba Road
New Delhi 110 001.

Dated : 22nd June, 2020

By Order of the Board

Nitin Sharma
Company Secretary

[Membership No. – F6217]

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

General information as per Secretarial Standards 2 and Regulation 36 of SEBI(LODR) 2015 regarding Mr. Akihiko Kawano (Item No. 3)

(a)	Brief resume of the director	Mr. Akihiko Kawano, aged 57 years, is a Japanese national. Mr. Kawano completed his graduation from Nara Prefectural Nara Technical High School in 1981. Mr. Kawano joined KOYO JIDOKI Co. Ltd. in April, 1981 in the Quality Assurance Department. Upon merger of KOYO JIDOKI Co. Ltd. with KOYO SEIKO Co. Ltd. (Presently JTEKT Corporation) he became part of JTEKT family and he was then elevated to Manager in the Production Department, Nara Plant, Japan in the year 2001. During 2004-2009 he served as President, T&K Autoparts SDN. BHD. (a JTEKT group company in Malaysia). In the year 2009 he was appointed as General Manager Administration and subsequently General Manager in the Manufacturing Department of Nara Plant. From 2011 till 2015 he served as President JTEKT AUTOMOTIVE CZECH PLZEN S.R.O. and later in 2015 he was appointed as Plant Manager Nara Plant, Japan.
(b)	Nature of his expertise in specific functional areas	Mr. Kawano has a working experience of over 39 Years and hands-on experience of managing matters relating to Labour Union; he served as Secretary General of Nara Plant during 1993-2011. Mr. Kawano has got vast experience of handling manufacturing operations and quality issues.
(c)	Disclosure of relationships between directors and key managerial personnel inter-se	Except Mr. Akihiko Kawano, being the appointee, Mr. Hitoshi Mogi and Mr. Hirofumi Matsuoka to the extent that they are the representatives of JTEKT Corporation, Japan, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment.
(d)	Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Mr. Kawano does not hold the directorship and membership of the Committees of the Board of Directors in any other listed company in India.
(e)	Shareholding of director in company	Mr. Kawano holds 6 Equity Shares of INR 1/- each in the Share Capital of the Company.
(f)	Terms and conditions of appointment or re-appointment	<p>The Board of Directors, keeping in view the recommendations of the Nomination and Remuneration Committee, had appointed Mr. Akihiko Kawano as an Additional Director of the Company effective from 1st July, 2018 in terms of Section 160 of the Companies Act, 2013 and the same was approved by the shareholders in the 34th Annual General Meeting.</p> <p>Pursuant to provision of the Section 152 of the Companies Act, 2013 Mr. Akihiko Kawano's office is liable to determination by retirement of directors by rotation and being eligible, offers himself for re-appointment.</p> <p>Subject to proposed re-appointment, Mr. Kawano shall continue to be appointed as Managing Director of the Company, with remuneration, on such terms and conditions as approved by Shareholders of the Company.</p>
(g)	The number of Meetings of the Board attended during the year	Mr. Kawano has attended four (4) Board Meetings of the Company during the Year.
(h)	Membership/Chairmanship of Committees of other Boards	Mr. Kawano is not a member of any of the Committees of other Boards.

General information as per Secretarial Standards 2 and Regulation 36 of SEBI(LODR) 2015 regarding Mr. Hitoshi Mogi (Item No. 4)

(a)	Brief resume of the director	Mr. Hitoshi Mogi, aged 54 years, is a Japanese national with rich experience in the field of Human Resource Development. Mr. Mogi completed his graduation in March 1988 from the Ritsumeikan University and thereafter joined Koyo Seiko Co. Ltd. in April 1988 in HR department of Steering Division. During 2011 to 2016 he worked in JTEKT Europe S.A.S. as Vice President. In the year 2016 Mr. Mogi returned back to JTEKT Corporation, Japan as General Manager, Management Department of Steering Division. In the year 2018 he was promoted to the position of General Manager, Human Resource. Presently, Mr. Mogi is Managing Officer of JTEKT Corporation, Japan.
(b)	Nature of his expertise in specific functional areas	Mr. Mogi has an experience of more than 32 years in the field of Human Resources and Administration.
(c)	Disclosure of relationships between directors and key managerial personnel inter-se	Except Mr. Hitoshi Mogi, being the appointee, Mr. Akihiko Kawano and Mr. Hirofumi Matsuoka to the extent that they are the representatives of JTEKT Corporation, Japan, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested financially or otherwise in the resolution pertaining to his appointment.
(d)	Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Mr. Mogi does not hold the directorship and membership of the Committees of the Board of Directors in any other listed company in India.
(e)	Shareholding of director in company	Mr. Mogi does not hold any Equity Shares of the Company.
(f)	Terms and conditions of appointment or re-appointment	As per present terms of appointment and pursuant to Section 152 and Articles of Association of the Company Mr. Mogi shall be non-executive director who shall not be entitled to remuneration except sitting fees. Mr. Mogi shall not be liable to retire by rotation.
(g)	The number of Meetings of the Board attended during the year	Since Mr. Mogi was appointed on 16th May, 2020 as an Additional Director, therefore, Mr. Mogi was not entitled to attend any meeting of the Board of the Company held in FY 2019-20.
(h)	Membership/Chairmanship of Committees of other Boards	Mr. Mogi is not a member of any of the Committees of any other Board.

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION (FY 2020-21)

In accordance with the provisions of the Income Tax Act, 1961 ('the Act') as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of the shareholders. The Company is required to deduct tax at source ('TDS') from dividend paid to the shareholders at the applicable rates.

Details that should be complete and/or updated, as applicable

All Members are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account/s maintained with the Depository Participant/s; or in case of shares held in physical form, with the Company, by **14th September, 2020**. Please note that these details as available on Book Closure Date in the Register of Members/ Register of Beneficial Ownership will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

1. Valid Permanent Account Number
2. Residential status as per the Act i.e. Resident or Non-Resident for FY 2020-21
3. Category of the Member
4. Email Address
5. Address

Members are requested to take note of the TDS rates and documents, if any, required to be submitted to the Company by **14th September, 2020** for their respective category, in order to comply with the applicable TDS provisions.

A) For Resident Shareholders

1. Where, the Permanent Account Number ('PAN') is available and is valid,
 - a) Tax shall be deducted at source in accordance with the provisions of the Income Tax Act, 1961 at 7.5% on the amount of dividend payable.
 - b) No tax shall be deducted in case of a resident individual shareholder, if:
 - i) the amount of such dividend in aggregate paid or likely to be paid during the relevant financial year does not exceed INR 5,000; OR
 - ii) the eligible shareholder provides Self-attested copy of PAN, duly signed Form 15G or Form 15H (as applicable) provided that all the prescribed eligibility conditions are met.
2. Where the PAN is either not available or is invalid, tax shall be deducted at the prescribed rate or 20%, whichever is higher.
3. In order to provide exemption from withholding of tax, the following categories of shareholders must provide a self-declaration and supporting documents as listed below:
 - a) Insurance companies: A declaration that they are beneficial owners of shares held; self-declaration and self-attested copy of valid IRDA registration certificate needs to be submitted;
 - b) Mutual Funds: A declaration that they are governed by the provisions of section 10(23D) of the Act. Self-declaration and self-attested copy of valid SEBI registration certificate needs to be submitted;
 - c) Alternative Investment Fund (AIF) established in India: A declaration that their income is exempt under section 10(23FBA) of the Act and they are established as Category I or Category II AIF under the SEBI regulations along with self-attested copy of the valid SEBI registration.

B) For Non-Resident Shareholders

1. Tax is required to be deducted in accordance with the provisions of the Income Tax Act, 1961 at applicable rates in force. As per relevant provisions, tax deducted shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable.
2. As per the provisions of the Income Tax Act, 1961, the non-resident shareholder may have an option to be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them. To avail the DTAA benefits, the non-resident shareholder shall furnish the following documents:
 - a) Self-attested copy of PAN, if allotted by the Indian Income Tax Authorities;
 - b) Self-attested Tax Residency Certificate (TRC) for Financial Year 2020-21 issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the Financial Year 2020-21;
 - c) Completed and duly signed Self-Declaration in Form 10F.

- d) Self-declaration in the prescribed format, certifying the following points:
 - i) Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2020-21;
 - ii) Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
 - iii) Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
 - iv) Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
 - v) Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.
- e) A lower/ nil tax deduction certificate, if any, obtained by the shareholder from the Indian income tax authorities subject to the provisions of the applicable DTAA.

C) For Foreign Institutional Investors ('FII') and Foreign Portfolio Investors ('FPI')

Notwithstanding mentioned above, tax shall be deducted at source @ 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ('FII') and Foreign Portfolio Investors ('FPI'). Such TDS rate shall not be reduced on account of the application of the Lower DTAA rate or lower tax deduction order, if any.

D) Other General information for the Members

- 1) For all self-attested documents, Members must mention on the document "certified true copy of the original". For all documents being sent / accepted by email, the Member undertakes to send the original document/s on the request by the Company.
- 2) In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Book Closure Date, the registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- 3) Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Book Closure Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- 4) The Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by Non- Resident Shareholder.
- 5) In case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from shareholders, option is available to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.
- 6) In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any appellate proceedings.
- 7) The Forms 15G/15H/10F for tax exemption can be downloaded from the Company's website (Investor Section).
- 8) The documents (duly completed and signed – carrying Complete name, address, folio/DP Id, PAN, financial year etc.) are required to be mailed at investorgrievance@jtekt.co.in and original should be sent at the registered office address of the Company.
- 9) Please note that duly completed and signed documents needs to be submitted on or before Monday, 14th September, 2020 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after Monday, 14th September, 2020.

Disclaimer: This Communication shall not be treated as an advice from the Company or its employees or its affiliates. Shareholders should obtain tax advice related to their tax matters from a tax professional.