

# JTEKT INDIA LIMITED

(CIN : L29113DL1984PLC018415)

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

Tel.No. – 011-23311924, 23327205

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## NOTICE

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

Day : Friday  
Date : 26<sup>th</sup> August, 2022  
Time : 10:00 AM (IST)

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 31<sup>st</sup> March, 2022, including audited Balance Sheet as at 31<sup>st</sup> March, 2022, 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 31<sup>st</sup> March, 2022.
- 3) To appoint a Director in place of Mr. Takumi Matsumoto (DIN 09214828) who retires by rotation and being eligible, offers himself for re-appointment.
- 4) **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s BSR & Co LLP, Chartered Accountants (ICAI registration No. 101248W/W-100022), be and is hereby re-appointed as the Statutory Auditor of the Company, to hold office for a term of five consecutive years from the conclusion of 38<sup>th</sup> Annual General Meeting till the conclusion of 43<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time."

### SPECIAL BUSINESS

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

**"RESOLVED THAT** Mr. Satoshi Komeda (DIN 09607693) be appointed as Director of the Company whose period of office

would be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other sanctions as may be necessary and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Satoshi Komeda (DIN 09607693) as Director (Operations) of the Company for a period of three (3) years with effect from 1<sup>st</sup> June, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of appointment including alteration of such terms & conditions as it may deem appropriate in relation to Mr. Satoshi Komeda in the capacity of Director (Operations) of the Company during his tenure of 3 (three) years commencing from 1<sup>st</sup> June, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as in its absolute discretion it may think be necessary, proper or expedient in the matter and is further authorized to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the government departments, as may be required in this regard."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of such remuneration to Mr. Satoshi Komeda (DIN 09607693) as Director (Operations) of the Company, for a term of 3 (three) years with effect from 1<sup>st</sup> June, 2022 till 31<sup>st</sup> May, 2025, as detailed in the explanatory statement annexed hereto and set out in the draft Agreement submitted to this meeting and initialled by the Chairman of the Meeting for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions including as to remuneration for the said appointment and/or Agreement in such manner as may be agreed between the Board of Directors and Mr. Satoshi Komeda, Director (Operations) of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (on the recommendation of Nomination & Remuneration Committee) to decide and alter the remuneration to be paid to Mr. Satoshi Komeda, Director (Operations) of the Company, as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with Section 197, read with Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**7) To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary 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. Taku Sumino (DIN: 09608944), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1<sup>st</sup> June, 2022, 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 the Annual General Meeting and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

**“RESOLVED THAT** Mr. Rajiv Chanana (DIN 02630192), the Chief Financial Officer of the Company be appointed as Director of the Company whose period of office would be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such other sanctions as may be necessary and in respect of whom the Company has received a notice in writing in terms of Section 160 of the Act, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Rajiv Chanana as Director & CFO of the Company for a period of three (3) years with effect from 1<sup>st</sup> June, 2022.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of appointment including alteration of such terms & conditions as it may deem appropriate in relation to Mr. Rajiv Chanana in the capacity of Director & CFO of the Company during his tenure of 3 (three) years commencing from 1<sup>st</sup> June, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as in its absolute discretion it may think be necessary, proper or expedient in the matter and is further authorised to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval / consent from the government departments, as may be required in this regard.”

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of such remuneration to Mr. Rajiv Chanana as Director & CFO of the Company, for a term of 3 (three) years with effect from 1<sup>st</sup> June, 2022 till 31<sup>st</sup> May, 2025, as detailed in the explanatory statement annexed hereto and set out in the draft Agreement submitted to this meeting and initialled by the Chairman of the Meeting for the purpose of identification, which

Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions including as to remuneration for the said appointment and/or Agreement in such manner as may be agreed between the Board of Directors and Mr. Rajiv Chanana, Director & CFO of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized (on the recommendation of Nomination & Remuneration Committee) to decide and alter the remuneration to be paid to Mr. Rajiv Chanana, Director & CFO of the Company, as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with Section 197, read with Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

**10) 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 149, 150, 152 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 Schedule IV to the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Masahiko Morimoto (DIN 06933969), who was appointed as an Additional Director & Independent Director of the Company by the Board of Directors with effect from 11<sup>th</sup> November, 2021, in terms of Section 161 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 under Section 160 of the Act, proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five (5) years with effect from 11<sup>th</sup> November, 2021."

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and such other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the

approval of the Members of the Company be and is hereby accorded to enter into or to be entered into the following material related party transactions by the Company for sale / purchase of components / goods and availing / providing of services for the maximum amounts, as mentioned below :

Name of Related Party	Maximum Amount (INR / Crores) per Annum
Maruti Suzuki India Limited	3,000*
JTEKT Corporation, Japan	400*
JTEKT Fuji Kiko Automotive India Limited	400*

\*(plus applicable taxes in force like GST etc.)

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and are hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any questions, difficulties, doubts that may arise with regard to any transaction with the related party and execute or authorize any person(s) to execute all such agreements, documents and writings and to make such filings, as may be necessary, relevant, usual, customary or desirable for the purpose of giving effect to this resolution."

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

Dated : 20<sup>th</sup> May, 2022

By Order of the Board

**Ashish Srivastava**  
**Company Secretary**

[Membership No. – A20141]

**NOTES:**

- 1) Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 2 / 2022 dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, (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 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 2013-14, 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](http://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 2015 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](http://www.jtekt.co.in).

- 9) The concerned members/investors are advised to visit the website of the IEPF Authority or contact KFin Technologies Limited (hereinafter referred to as 'KFinTech'), 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 Saturday the 13th August, 2022 to Friday the 26th August, 2022 (both days inclusive).
- 11) Dividend to Shareholders, as recommended by the Directors for the year ended 31st March, 2022, 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 Friday the 12th August, 2022; 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 Friday the 12th August, 2022.

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 0.40 per equity share of INR 1/- each for the year ended 31st March, 2022 has been recommended by the Board of Directors and subject to approval of the shareholders at the ensuing AGM, it is proposed to be paid on/or after Friday 2nd September, 2022, 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.
- 13) **The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at [www.jtekt.co.in](http://www.jtekt.co.in).**
- 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](mailto:investorgrievance@jtekt.co.in). For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this Notice of 38th Annual General Meeting.
- 15) As mandated by the Securities and Exchange Board of India ("SEBI") securities of the Company can be transferred / traded only in dematerialised 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 / KFinTech, if not registered with the Company/ KFinTech, as mandated by SEBI, by writing to the Company/ KFinTech 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 KFinTech / respective DPs, immediately of:
- Change in their residential status, if any.
  - 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 relevant documents referred to in the accompanying Notice of the 38<sup>th</sup> 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](http://www.jtekt.co.in).
- 19) During 38<sup>th</sup> AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013, upon Log-in to KFinTech e-Voting system at <https://evoting.kfintech.com>.

#### DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

- In compliance with the relevant Circulars issued by MCA / SEBI, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website [www.jtekt.co.in](http://www.jtekt.co.in), 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, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
- For receiving all communication (including Annual Report) from the Company electronically :
  - Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company / KFinTech with details of folio number and attaching a self-attested copy of PAN card.
  - Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

#### PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFinTech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company / KFinTech. After logging in, click on the Video Conference tab and select the E-voting Event Number (EVEN) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions.
- 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.
- Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 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 Saturday, 20<sup>th</sup> August, 2022 to Monday, 22<sup>nd</sup> August, 2022. 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.
- 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.
- Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- Institutional / corporate Members (i.e. other than Individuals, HUFs, NRIs, etc.) are required to send the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to Mr. Krishna Kumar Singh, Scrutinizer, at e-mail id: [kksinghcs@gmail.com](mailto:kksinghcs@gmail.com) with a copy



marked to einward.ris@kfintech.com. Such authorisation shall contain necessary authority in favour of its authorised representative(s) to attend the AGM.

- 9) 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.
- 10) Members who need assistance before or during the AGM, can contact KFinTech on einward.ris@kfintech.com or call on toll free numbers 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio no. and e-voting Event Number in all your communications.
- 11) 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.
- 12) 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 (INSTA POLL):**

##### **1) E-Voting Facility**

- a) 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 read with circular of SEBI on e-voting facility provided by Listed Entities, dated 9<sup>th</sup> December, 2020, 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').

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.

The Company has engaged the services of KFinTech as the agency to provide remote e-voting facility.

- b) The manner of voting, including voting remotely by (i) individual shareholders holding shares of the Company in demat mode, (ii) shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, in the remote e-voting instructions.

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

- Commencement of remote e-voting : 9:00 a.m. on Monday, 22<sup>nd</sup> August, 2022
- End of remote e-voting : 5:00 p.m. on Thursday, 25<sup>th</sup> August, 2022

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 KFinTech upon expiry of the aforesaid period.

- c) 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., Friday, 19<sup>th</sup> August, 2022 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.
- d) The Board of Directors of the Company has appointed Mr. Krishna Kumar Singh, Practicing Company Secretary (Membership No. F8493) or failing him Mr. Vipin Shukla, Practicing Company Secretary (Membership No. F6798), 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.

##### **2) Information and instructions for remote e-voting**

- a) 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.
- b) 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.
- c) 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".

##### **3) Remote E-Voting**

- a) Information and instructions for remote e-voting by individual shareholders holding shares of the Company in Demat Mode

As per circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding 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. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<b>1. User already registered for IDeAS facility of NSDL:</b> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Click on the 'Beneficial Owner' icon under Login under 'IDeAS' section.</li> <li>iii) A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>iv) On successful authentication, you will enter your IDeAS service login. Click on 'Access to e-Voting' under 'Value Added Services' on the panel available on the left hand side.</li> <li>v) Click on 'Active E-Voting Cycles' option under E-Voting.</li> <li>vi) You will see Company Name 'JTEKT India Limited' on the next screen. Click on the e-Voting link available against JTEKT India Limited or select e-Voting service provider 'KFinTech' and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ul>
	<b>2. User not registered for IDeAS e-services facility of NSDL:</b> <ul style="list-style-type: none"> <li>i) To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii) Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii) Proceed with completing the required fields.</li> <li>iv) After successful registration, please follow steps given in points 1 above to cast your vote.</li> </ul>
	<b>3. Alternatively by directly accessing the e-voting website of NSDL:</b> <ul style="list-style-type: none"> <li>i) Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii) Click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>iii) 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.</li> <li>iv) On successful authentication, you will enter the e-voting module of NSDL. Click on 'Active E-voting Cycles / VC or OAVMs' option under E-voting. You will see Company Name: 'JTEKT India Limited' on the next screen. Click on the e-voting link available against JTEKT India Limited or select e-voting service provider 'KFinTech' and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ul>
Individual Shareholders holding securities in demat mode with CDSL	<b>1. Existing user who have opted for Easi / Easiest facility of CDSL:</b> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on New System Myeasi / Login to My Easi option under Quick Login</li> <li>iii) Login with your registered user id and password.</li> <li>iv) You will see the Company name 'JTEKT India Limited' on the next screen. Click on the e-voting link available against JTEKT India Limited or select e-voting service provider 'KFinTech' and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ul>
	<b>2. User not registered for Easi/Easiest facility of CDSL:</b> <ul style="list-style-type: none"> <li>i) Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii) Proceed with completing the required fields.</li> <li>iii) After successful registration, please follow steps given in point 1 above to cast your vote.</li> </ul>

Type of Shareholders	Login Method
	<b>3. Alternatively, by directly accessing the e-voting website of CDSL:</b> <ul style="list-style-type: none"> <li>i) Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Provide your demat Account Number and PAN.</li> <li>iii) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> <li>iv) On successful authentication, you will enter in the e-voting module of CDSL. Click on the e-voting link available against JTEKT India Limited or select e-voting service provider 'KFinTech' and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.</li> </ul>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ul style="list-style-type: none"> <li>i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</li> <li>ii) Once logged-in, 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.</li> <li>iii) Click on options available against company name JTEKT India Limited or e-voting service provider – KFinTech and you will be redirected to e-voting website of KFinTech for casting your vote during the remote e-voting period without any further authentication.</li> </ul>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Individual Shareholders holding shares in demat mode who need assistance for any technical issues related to login through Depositories i.e. NSDL and CDSL may reach out to below helpdesk:

Login type	Helpdesk details
Securities held with NSDL	Please 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.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

- b) Information and instructions for remote e-voting by (i) Shareholders other than individuals holding shares of the Company in Demat mode and (ii) All Shareholders holding shares in physical mode

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

- i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii) 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 KFinTech 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 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.) for assistance on your existing password.

- iii) After entering these details appropriately, click on "LOGIN".
- iv) 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.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for JTEKT India Limited.



- vii) 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.
  - viii) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - ix) 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".
  - x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
  - xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
  - xii) Once you confirm, you will not be allowed to modify your vote.
  - xiii) 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."
- II) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**
- i) 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/clientservices/mobilereg/mobileemailreg.aspx>. 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 [ris@kfintech.com](mailto:ris@kfintech.com) or [investorgrievance@jtekt.co.in](mailto:investorgrievance@jtekt.co.in).
  - ii) Alternatively, member may send an e-mail request at the email id [ris@kfintech.com](mailto:ris@kfintech.com) along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.
  - iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- III) 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., Friday, 19<sup>th</sup> August, 2022 or any member who has forgotten the User ID and Password, such person(s) may obtain the User ID and Password from KFinTech in the manner as mentioned below :**
- i) 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>SOE123456
  - ii) 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.
  - iii) Member may call on KFinTech's toll-free number 1800-309-4001 (from 9:00 a.m. to 6:00 p.m.).
  - iv) Member may send an e-mail request [ris@kfintech.com](mailto:ris@kfintech.com). After due verification of the request, User ID and password will be sent to the member.

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

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 KFinTech on 1800 309 4001 (toll free).

#### 4) Information and Instructions for members for e-voting during the AGM session (Insta Poll):

- 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](http://www.jtekt.co.in) and on the website of KFinTech 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

M/s BSR & Co LLP, Chartered Accountants (ICAI registration No. 101248W/W-100022), were appointed as the Statutory Auditors of the Company by the Members at the 33<sup>rd</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> August, 2017 for a period of five (5) consecutive years until the conclusion of 38<sup>th</sup> Annual General Meeting.

Considering the industry experience, quality of audit, independence, technical skills of BSR & Co LLP and based on the recommendation of Audit Committee, the Board of Directors approved their appointment as Statutory Auditors for another term of five (5) consecutive years from the conclusion of 38<sup>th</sup> Annual General Meeting until the conclusion of the 43<sup>rd</sup> Annual

General Meeting, subject to approval of the Members, on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors and the Statutory Auditors from time to time.

The Statutory Auditors have confirmed their eligibility, submitted the certificate in writing that they are not disqualified to hold the office of the statutory auditor and given their consent for the aforesaid appointment. Further, BSR & Co LLP confirmed that they hold a valid peer review certificate issued by the Institute of Chartered Accountants of India.

None of the Directors or the Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the resolution as set out under Item No. 4 as an ordinary resolution for approval by the Members.

##### Resolution No. 5 and 6

Keeping in view the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Satoshi Komeda (DIN 09607693) as an Additional Director of the Company effective from 1<sup>st</sup> June, 2022, 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 ("Act"), Mr. Komeda holds office of Director only up to the date of ensuing Annual General Meeting of the Company.

As required by Section 160 of the Act, a notice has been received proposing the appointment of Mr. Satoshi Komeda as Director of the Company. Keeping in view of Mr. Komeda's rich experience and knowledge, the Board considers it desirable that the Company should continue to avail the benefits of his expertise.

Further upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 20<sup>th</sup> May, 2022, appointed Mr. Satoshi Komeda, as Director (Operations) of the Company, for a period of three (3) years with effect from 1<sup>st</sup> June, 2022 to 31<sup>st</sup> May, 2025, with remuneration, subject to the approval of the shareholders and such other sanction(s) as may be necessary.

Mr. Satoshi Komeda does not hold any Equity Shares of the Company. Mr. Komeda 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.

Pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, the remuneration and terms and conditions for the said appointment of Mr. Satoshi Komeda as Director (Operations) is required to be approved by the members of the Company on the terms and conditions as embodied in the draft Agreement (a copy whereof shall be placed before the members) as referred to in the resolution. The extracts of the aforesaid draft Agreement to be executed between the Company and Mr. Satoshi Komeda are as under: