



JKTIL:SECTL:SE:AGM 2020

Date : 28 AUG 2020

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001.	National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G Bandra -Kurla Complex, Bandra(E), Mumbai -400 051.
Through: BSE Listing Centre	Through: NEAPS
Scrip Code :530007	Scrip Code : JKTYRE

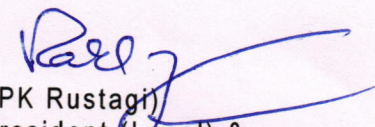
Re: Notice of Annual General Meeting (AGM)

Dear Sir,

We enclose herewith Notice of the 67<sup>th</sup> Annual General Meeting scheduled to be held on Tuesday, 22<sup>nd</sup> September 2020 at 12:15 P.M. IST through Video Conferencing(VC)/Other Audio Visual Means(OAVM), in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circulars of the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Thanking you,

Yours faithfully,  
for JK Tyre & Industries Ltd.

  
(PK Rustagi)  
Vice President (Legal) &  
Company Secretary

Encl: As above



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-33001112, 33001122

Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-302400 / 330011

Website : www.jktyre.com CIN : L67120RJ1951PLC045966



VIKRANT



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

## NOTICE

NOTICE is hereby given that the sixty-seventh Annual General Meeting of the Members of JK Tyre & Industries Ltd. will be held on Tuesday, 22<sup>nd</sup> September 2020 at 12.15 P.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

- To receive, consider and adopt - a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Auditors thereon.
- To declare Dividend.
- To appoint a Director in place of Shri Bharat Hari Singhania who retires by rotation and being eligible, offers himself for reappointment.
- To re-appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:  
“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder as amended from time to time, M/s S S Kothari Mehta & Company, Chartered Accountants, New Delhi (Registration No. 000756N) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this 67<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 72<sup>nd</sup> AGM to be held in the year 2025, on a remuneration of ₹ 30.0 Lakh (Rupees Thirty Lakh only) per annum, up to the conclusion of the next AGM in addition to taxes, as may be applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors.”
- To consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:  
“RESOLVED that Smt. Meera Shankar whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.  
RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Meera Shankar be and is hereby appointed as an Independent Woman Director of the Company to hold the office for a term of five consecutive years with effect from 30<sup>th</sup> January 2020.”
- To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:  
“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Shri Shreekanth Somany, who was appointed as an Independent Director of the Company at the Annual General Meeting held on 2<sup>nd</sup> September 2016 for a term of five consecutive years and

who is eligible for reappointment as an Independent Director, and who meets the criteria for Independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years with effect from 16<sup>th</sup> March 2021.”

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

“RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification(s) or re-enactment thereof, the Cost Accountants appointed by the Board as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year commencing 1<sup>st</sup> April 2020, be paid the remuneration of ₹ 2.0 Lakh (Rupees Two Lakh Only), in addition to applicable taxes and reimbursement of actual expenses of travel outside Delhi for the said audit, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 15<sup>th</sup> June 2020.

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

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

“RESOLVED that pursuant to the provisions of the Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, in this regard including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, approval of the Members be and is hereby accorded, to the related party transaction(s), between the Company and Cavendish Industries Ltd., a subsidiary and a related party of the Company, during the financial year 2020-21, entered or to be entered at arm’s length and in the ordinary course of business of the Company with due approval of the Audit Committee of the Board of Directors of the Company, as may be required, aggregating upto ₹ 1250.00 Crores, which exceeds 10% of the annual consolidated turnover of the Company for the financial year 2019-20.

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

Regd. Office:  
Jaykaygram, PO-Tyre Factory,  
Kankroli - 313 342(Rajasthan)  
Phone: 02952-302400/330011  
Fax: 02952-232018  
Email id: investorjkyre@jkmil.com  
CIN: L67120RJ1951PLC045966  
Website: www.jkyre.com  
Date: 15<sup>th</sup> June, 2020

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

### NOTES:

- In view of the outbreak of COVID 19 pandemic, social distancing norms and restrictions imposed on movement of persons, the Ministry of Corporate Affairs vide its circular dated 5<sup>th</sup> May 2020 read with circulars dated 8<sup>th</sup> April 2020 and 13<sup>th</sup> April 2020 (“MCA Circulars”) and SEBI vide its

circular dated 12<sup>th</sup> May 2020 (“SEBI Circular”), have permitted holding of Annual General Meeting through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without physical presence of members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013, MCA Circulars and applicable provisions of the SEBI Circular, the 67<sup>th</sup> Annual General Meeting (AGM) of the Members will be held through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company.

2. Pursuant to the said Circulars of MCA and SEBI, the facility for appointment of proxies by the members will not be available for the AGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto.

However, in pursuance of Sections 112 and 113 of the Companies Act, 2013 (Act) representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the AGM held through VC/OAVM Facility.

3. Statement pursuant to Section 102 of the Act, setting out the material facts concerning Item Nos. 4 to 8 of the Notice, is annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the AGM without restriction on account of first-come-first-served principle.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. In compliance with the said MCA and SEBI Circulars, 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.jktyre.com](http://www.jktyre.com), 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.
8. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically up to the date of AGM. Members seeking to inspect such documents can send an email to [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com).  
The relevant Registers maintained under the Act and required to be placed at AGM will be available electronically for inspection by the members during the AGM.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Monday, 14<sup>th</sup> September, 2020 through email to [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com). The same will be replied by the Company suitably.
10. For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com) or [rt@alankit.com](mailto:rt@alankit.com); b) Members holding shares in dematerialised

mode are requested to register/ update their email addresses with the relevant Depository Participant.

11. The Register of Members and the Share Transfer Books of the Company will remain closed from 16<sup>th</sup> September 2020 to 22<sup>nd</sup> September 2020 (both days inclusive).
12. The dividend of ₹ 0.70 per Equity Share of ₹ 2/- each (35%) as recommended by the Board of Directors, if declared at the AGM, will be paid within two weeks of the date of the AGM to the Members whose names are borne on the Company’s Register of Members on 22<sup>nd</sup> September 2020 or to their mandatees.
13. In respect of shares held in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
14. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes as may be required, at the prescribed rates on the dividend paid to its shareholders w.e.f. 1<sup>st</sup> April 2020. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
15. APPOINTMENT OF DIRECTOR:

Brief resumes of the Directors proposed to be appointed/reappointed (Item Nos. 3, 5 and 6 of the Notice) are given hereunder:

- Shri Bharat Hari Singhania, aged 82 years, a Graduate in Commerce, is an industrialist with over 62 years of experience in managing various industries including Cement, Automotive Tyres, paper, Jute, Synthetics, high yielding Hybrid Seeds, Audio Magnetic Tapes, etc. Shri Bharat Hari Singhania was and has been Chairman/Director of several industrial and other companies. He is past President of the Indian Chamber of Commerce and Chairman of Indian Jute Mills Association. He also headed the Indian Jute Industries Research Association and has served on various government committees and participated on various overseas delegations. Shri Bharat Hari Singhania is heading various philanthropic organizations of JK Group such as Lakshmiapat Singhania Education Foundation, Lakshmiapat Singhania Medical Foundation and Pushpawati Singhania Hospital & Research Institute. He is also actively associated with many other Academic Institutions which are run by JK Group. He has passion for promoting educational institutions, health care, cultural & other philanthropic activities.

Shri Bharat Hari Singhania was appointed as a Director of the Company on 4<sup>th</sup> November 1987 and has been Managing Director since 30<sup>th</sup> March 1994. Shri Singhania is also one of the Promoters of the Company.

His other Directorships: (A) Listed Companies - He is the Chairman of JK Paper Ltd., JK Agri Genetics Ltd., Bengal & Assam Company Ltd. and Chairman & Managing Director of JK Lakshmi Cement Ltd. (B) Unlisted Companies - Rockwood Properties Private Ltd., Tanvi Commercial Private Ltd., Hari Shankar Singhania Holdings Private Ltd., HSS Stock Holdings Private Ltd., Pushpawati Singhania Hospital & Research Institute, Henry F. Cockill & Sons Ltd., Dhanlakshmi Building Development Pvt. Ltd. and BH Singhania Trading Pvt. Ltd. Chairmanship/ Membership of Shri Singhania in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Member of Stakeholders’ Relationship Committee of JK Lakshmi Cement Ltd.

Shri Bharat Hari Singhania attended five Board meetings of the Company during the financial year ended 31<sup>st</sup> March, 2020. Shri Singhania holds 9,23,325 Equity Shares of ₹ 2/- each of the Company. Shri Bharat Hari Singhania is related to Dr. Raghupati Singhania, Chairman & Managing Director of the Company. Shri Singhania is also a Managing Director of the Company and the terms and conditions of appointment including remuneration of Shri Singhania are as approved by the members at the Annual General Meeting held on 2<sup>nd</sup> September 2016. For details of remuneration

drawn during the financial year 2019-20, please refer to the Corporate Governance Report printed in the Annual Report of the Company. His Director Identification Number is 00041156.

- Smt. Meera Shankar, aged 69 years, had an illustrious career spanning over 40 years after joining Indian Foreign Services in 1973. Amongst many key positions which she held, she also served as Ambassador of India to Germany from 2005 to 2009 and then to the United States of America from 2009 to 2011. She served in the Prime Minister's Office for six years, from 1985 to 1991 working on foreign policy and security matters. Thereafter, she led the Commercial Wing in the Indian Embassy in Washington as Minister (Commerce) till 1995. She returned as Director General of the Indian Council of Cultural Relations overseeing India's cultural diplomacy. She has had extensive experience in South Asia having worked in Bangladesh, Sri Lanka and Maldives as Under Secretary and Deputy Secretary in the Ministry of External Affairs. Later, as Joint Secretary, she headed divisions dealing with neighbours, Nepal and Bhutan, and the South Asian Association of Regional Cooperation (SAARC). As Additional Secretary, she handled the UN and international security issues.

Her other Directorships: She is a director on the Boards of ITC Ltd., Pidilite Industries Ltd. and Adani Transmission Ltd. (Listed Companies). Chairmanship/ Membership of Smt. Meera Shankar in the Committees of Directors in other companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Member of Audit Committee of Adani Transmission Ltd.

During the financial year ended 31<sup>st</sup> March 2020, one Board meeting of the Company was held after Smt. Meera Shankar was appointed as a director on the Board. This meeting was attended by her. Smt. Shankar does not hold any Equity Share of the Company and she is not related to any director of the Company. For details of remuneration drawn during the financial year 2019-20, please refer to Form MGT 9 of the Company which forms a part of the Board's Report. As Independent Director of the Company, she is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. Her Director Identification Number is 06374957.

- Shri Shreekant Somany, aged 71 years, a Science graduate from University of Calcutta. He did his training in SIMILOR SA, Geneva (Switzerland) for faucet manufacturing. He pioneered a revolutionary "High abrasion technology called VC SHIELD" for tiles and holds the honor to make SOMANY the first Indian ceramic tile company to have received a PATENT under Indian Patent Act. Shri Somany is a recipient of the prestigious Corporate Technical Achievement award from the American Ceramic Society in the field of ceramics. Shri Somany is an Industrialist with over 51 years of experience in managing and running manufacturing enterprises. Shri Somany is associated with various industry bodies, Founder & Past Chairman of Confederation of Construction Products and Services (CCPS), Chairman of Indian Council for Ceramic Tiles and Sanitary ware (ICCTAS), Past Chairman of the Confederation of Indian Industry Northern Region; Immediate Past President of the Indian Ceramic Society, Active member of the CII National Council, Chairman of CII National SME Council, Chairman of CII Centre of Excellence for Competitiveness, and also Chairman of CII National Environmental Council, and member of various other councils of CII. He joined the Board of Directors of the Company on 16<sup>th</sup> March 2016.

His other Directorships: (A) Listed Companies - He is the Chairman & Managing Director of Somany Ceramics Ltd. and Director of Shree Cement Ltd. (B) Unlisted Companies-SR Continental Ltd. and Somany Bathware Ltd. Chairmanship/ Membership of Shri Somany in the Committees of Directors in

other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Member of Audit Committee of Shree Cement Ltd., Member of Stakeholders Relationship Committee of Somany Ceramics Ltd.

Shri Shreekant Somany attended four Board meetings of the Company held during the financial year 31<sup>st</sup> March, 2020. Shri Somany holds 13,750 Equity Shares of ₹ 2/- each of the Company. Shri Somany is not related to any director of the Company. The terms and conditions of his reappointment are as per the Resolution at Item No. 6 of the Notice of this Meeting read with statement under Section 102 of the Companies Act, 2013. For details of remuneration drawn during the financial year 2019-20, please refer to the Form MGT 9 of the Company which forms a part of the Board's Report. As Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013. His Director Identification Number is 00021423.

#### 16. REMOTE E-VOTING PROCEDURE:

In compliance with the provisions of Section 108 of the Act read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide to its members, facility to exercise their right to vote at the 67<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL). Further, the facility for voting through electronic voting system will also be made available at the AGM and members who have not already cast their vote by remote e-voting will be able to exercise their right to cast vote at the AGM.

#### A. The instructions for shareholders for remote e-voting are as under:

- The voting period begins on 19<sup>th</sup> September, 2020 from 10.00 A.M. and ends on 21<sup>st</sup> September, 2020 at 5.00 P.M. During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., 15<sup>th</sup> September 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on "Shareholders/Members" module.
- Now enter your User ID:
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting option** and proceed directly to cast your vote electronically.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) First time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN relevant for JK Tyre & Industries Ltd.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective stores. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING:**

- (a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investorjkyre@jkm.com or rta@alankit.com.
- (b) For Demat shareholders- please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorjkyre@jkm.com or rta@alankit.com.

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM:**

- (a) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members login where the EVSN of Company will be displayed.
- (b) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- (c) Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (d) Please note that Participants 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.
- (e) Shareholders/viewers/Attendee to download the software/app of Cisco WebEx in advance & ready to connect fast for meeting.
- (f) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance i.e., on or before 14<sup>th</sup> September 2020, mentioning their name, demat account number/folio number, email id, mobile number at investorjkyre@jkm.com. Only those members who are registered as speakers 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. The shareholders who do not wish to speak during the AGM but have queries may send their queries on investorjkyre@jkm.com on or before 14<sup>th</sup> September 2020 mentioning their name, demat account number/folio number, mobile number. These queries will be replied by the Company suitably.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM:**

- (a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (b) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.
- (c) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- (d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**E. INSTRUCTIONS FOR NON-INDIVIDUAL SHAREHOLDERS AND CUSTODIANS:**

- (a) Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to

www.evotingindia.com and register themselves in the “Corporates” module.

- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- (e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (f) Alternatively, non-individual shareholders are required to send the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address i.e., investorjktyre@jktmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **F. OTHER INSTRUCTIONS:**

- (a) In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- (b) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futorex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
17. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 15<sup>th</sup> September 2020 may follow the same instructions as mentioned above for remote e-voting.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., 15<sup>th</sup> September 2020 and a person who is not a member as on the cut-off date should treat the Notice for information purpose only.
19. The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretary in practice as Scrutinizer and Ms. Pooja Mehta (Certificate of Practice No.-23099), Company Secretary in Practice as Alternate Scrutinizer, to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith.
21. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website www.jktyre.com and on the website of CDSL (www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

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

### **Item no. 4**

M/s S S Kothari Mehta & Company, Chartered Accountants, were appointed as Statutory Auditors of the Company for a term of 3 (three) consecutive years to hold the office from conclusion of the 64<sup>th</sup> Annual General Meeting (AGM) held in the year 2017 till the conclusion of its 67<sup>th</sup> AGM to be held in the year 2020. Accordingly, the said term will be determined after the conclusion of the ensuing AGM.

Based on the recommendations of Audit Committee, the Board has recommended re-appointment of M/s SS Kothari Mehta & Company, Chartered Accountants, as Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of the forthcoming 67<sup>th</sup> AGM until the conclusion of the 72<sup>nd</sup> AGM. M/s SS Kothari Mehta & Company, Chartered Accountants, have given their consent and confirmed their eligibility for the above re-appointment.

Keeping in view the performance of the said firm of the Chartered Accountants, during their current tenure and also their profile and experience, the Board considers that Company’s continued association with them will be in the interest of the Company and recommends the Resolution set out at Item No. 4 of the Notice for approval of the Members.

The said firm of the Chartered Accountants has over 6 decades standing with multi industry experience. The firm has India wide presence with offices in three regions of India. The firm has large, medium & MNCs as clients across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges and are also associated in their professional capacity with several regulatory agencies.

The firm has international presence and is a member of HBL International, UK with members in 130 countries.

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

### **Item no. 5**

Pursuant to the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company was required to appoint an Independent Woman Director. Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 30<sup>th</sup> January 2020 appointed Smt. Meera Shankar as an Independent Woman Director for a period of five consecutive years with effect from the said date. Since her appointment was as an additional director under Section 161 of the Companies Act 2013, she will hold office upto the ensuing AGM. The proposed resolution at item No. 5 of the Notice is for approval of the members for appointment of Smt. Meera Shankar as a Director of the Company and also as an Independent Woman Director for a period of five consecutive years.

The Company has received declaration from Smt. Meera Shankar that she meets the criteria of independence and is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence, as prescribed under the said Act and the Listing Regulations. Smt. Shankar is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order.

In the opinion of the Board, Smt. Meera Shankar fulfills the conditions specified in the said Act and Rules made thereunder and Listing Regulations for her appointment as an Independent Director of the Company and is independent of the Management. Her appointment on the Board also satisfies the requirement of the Listing Regulations for appointment of an Independent Woman Director on the Board of the Company. As an Independent Director, she will not be liable to retire by rotation and accordingly while ascertaining total number of directors

for the purposes of determining directors liable to retire by rotation, Independent Director shall not be included.

Copy of the draft letter of appointment of Smt. Meera Shankar as Independent Director setting out the terms and conditions would be available for inspection. Brief resume of Smt. Meera Shankar is given in the notes appended to the Notice of this Meeting.

The Board recommends the aforesaid Resolution for approval by the members.

Except Smt. Shankar and her relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

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

The shareholders of the Company at their Annual General Meeting (AGM) held on 2<sup>nd</sup> September 2016 appointed Shri Shreekant Somany as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 16<sup>th</sup> March 2016. Accordingly, the first term of Shri Somany as an Independent Director will be determined on 15<sup>th</sup> March 2021.

As per provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years, but shall be eligible for reappointment, subject to compliance of certain conditions and on passing of a Special Resolution by the members of the Company. Further, such an Independent Director will also not be subject to retirement of Directors by rotation and accordingly while ascertaining total number of directors for the purposes of determining directors liable to retire by rotation, Independent Director shall not be included.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee of Directors, considers that given the knowledge, background, experience and contribution made by Shri Somany during his tenure, it would be in the interest of the Company to have continued association of Shri Shreekant Somany as an Independent Director of the Company.

Accordingly, the Board recommended reappointment of Shri Shreekant Somany as an Independent Director of the Company, for a second term of five consecutive years with effect from 16<sup>th</sup> March 2021.

The Company has received declaration from Shri Shreekant Somany that he meets the criteria of independence and is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, as prescribed under the said Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Shri Somany is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order.

In the opinion of the Board, Shri Somany fulfills the conditions specified in the said Act and Rules made thereunder and also the Listing Regulations for his reappointment as an Independent Director of the Company and is independent of the Management.

Copy of the draft letter of re-appointment of Shri Somany as an Independent Director setting out the terms and conditions would be available for inspection. Brief resume of Shri Somany is given in the notes appended to the Notice of this Meeting.

The Board recommends the aforesaid Special Resolution for approval by the members.

Except Shri Shreekant Somany and his relatives to the extent of their shareholding, if any, in the Company, none of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

#### **Item no. 7**

The Board at its meeting held on 15<sup>th</sup> June 2020, on the recommendation of the Audit Committee, has appointed M/s R.J. Goel

& Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year commencing 1<sup>st</sup> April 2020 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakh Only), in addition to applicable taxes and reimbursement of other expenses.

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

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

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

#### **Item no. 8**

The Company acquired Cavendish Industries Ltd. (CIL) in the financial year 2016-17 and as on date it holds 86.41% equity shares directly and through its wholly owned subsidiary.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Since CIL, a subsidiary and a related party, manufactures automotive tyres under its own brand name as well as in the brand name of the Company, it is estimated that during the financial year 2020-21, the Company will enter into transactions with CIL aggregating to ₹ 1250 Crores, exceeding the threshold limit of 10% of the Company's consolidated annual turnover for the financial year ended 31<sup>st</sup> March 2020. Accordingly, the transactions will be deemed to be material related party transactions, as aforesaid. The transactions with CIL will be at arm's length and in the ordinary course of business of the Company. Therefore, the transactions will be outside the ambit of Section 188 of the Companies Act 2013.

The transactions with CIL as aforesaid - which will mainly be in the nature of purchase of tyres, sale/purchase of raw material as well as other miscellaneous items, availment/rendering of services, etc.- will enable the Company to leverage on economies of scale and will optimize on other operational costs. The transactions are therefore considered to be in the interest of the Company and aimed at enhancing the operational efficiencies and the shareholder's value. The proposed transactions will be with due approval of the Audit Committee of Directors of the Company.

It is therefore considered desirable to obtain approval of the shareholders for the related party transactions entered/to be entered with CIL, pursuant to Regulation 23 of the said Listing Regulations.

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

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

Regd. Office:  
Jaykaygram, PO-Tyre Factory,  
Kankroli - 313 342(Rajasthan)  
Phone: 02952-302400/330011  
Fax: 02952-232018  
Email id: investorjktyre@jkmil.com  
CIN: L67120RJ1951PLC045966  
Website: www.jktyre.com  
Date: 15<sup>th</sup> June 2020

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

## FOR ATTENTION OF THE SHAREHOLDERS

1. As per SEBI directions, the securities of the listed entities can be transferred only in dematerialized form from 1<sup>st</sup> April 2019. In view of the above and to avail other benefits of dematerialisation, members who are still holding shares in physical form are requested to dematerialize their shares. For guidance on how to dematerialize the shares, please visit our website at [www.jktyre.com](http://www.jktyre.com).
2. **Dividend Warrants:** As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is mandatory for the company to print the bank account details of the investors on dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be alongwith nine digit MICR/NECS details.

### 3. Investor Education and Protection Fund:

#### a) Unclaimed Dividends - Transfer to Investor Education and Protection Fund:

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

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.3.2013 • 35% Dividend	25 <sup>th</sup> August 2020
➤ Financial Year ended 31.3.2014 • 50% Dividend	28 <sup>th</sup> September 2021
➤ Financial Year ended 31.3.2015 • 75% Dividend	24 <sup>th</sup> September 2022

Members who have not encashed their Dividend Warrants for the said financial years and subsequent years are requested to send the same for revalidation to the Secretarial Department of the Company at New Delhi.

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

#### b) Transfer of Shares to IEPF Authority:

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

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

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



**Form No. SH-13  
Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules 2014]

**For the attention of individual shareholders holding Equity Shares in physical form**

To,  
JK Tyre & Industries Ltd.  
Secretarial Department, 3<sup>rd</sup> Floor, Gulab Bhawan  
6A, Bahadur Shah Zafar Marg, New Delhi-110 002.

I/We \_\_\_\_\_ the holder(s) of the Equity Shares particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such Equity Shares in the event of my/our death:

**(1) PARTICULARS OF THE EQUITY SHARES** (in respect of which nomination is being made):

Folio No.	No. of Equity Shares	Certificate No.	Distinctive No.

**(2) PARTICULARS OF NOMINEE/S:**

(a) Name	:
(b) Date of Birth	:
(c) Father's/Mother's/Spouse's name	:
(d) Occupation	:
(e) Nationality	:
(f) Address	:
(g) E-mail id	:
(h) Relationship with the Equity Shareholder	:

**(3) IN CASE NOMINEE IS A MINOR:**

(a) Date of birth	:
(b) Date of attaining majority	:
(c) Name of guardian	:
(d) Address of guardian	:

**(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY:**

(a) Name	:
(b) Date of Birth	:
(c) Father's/Mother's/Spouse's name	:
(d) Occupation	:
(e) Nationality	:
(f) Address	:
(g) E-mail id	:
(h) Relationship with the Equity Shareholder	:
(i) Relationship with the minor nominee	:

Date .....

Name : .....

Address : .....

.....

**Name of the Equity shareholder(s) : Signature**

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.....

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**Witness with  
Name, signature and address**

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**Notes:-**

1. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of HUF and power of attorney holder.
2. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholder[s].
3. The shareholders[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form). The said Form, if required, will be provided on receipt of request for the same.
4. The Shareholder[s] holding shares in dematerialized form, should approach their Depository Participant for nomination, if required.