

18<sup>th</sup> November, 2022**The BSE Limited**

Department of Corporate Services  
Floor 1, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Fort  
Mumbai 400 001.

**Scrip Code - 520057****National Stock Exchange of India Ltd.**

Exchange Plaza, 5th Floor,  
Plot No. C/1, G Block  
Bandra - Kurla Complex  
Bandra (E)  
Mumbai 400 051.

**Symbol - JTEKTINDIA**

**Sub: Observation Letter regarding Scheme of Amalgamation between JTEKT India Limited and JTEKT Fuji Kiko Automotive India Limited and their respective Shareholders and their respective Creditors.**

Dear Sir,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had informed you, vide its letter dated 6<sup>th</sup> July, 2022, that based on the recommendations of the Audit Committee and Committee of Independent Directors, the Board of Directors of JTEKT India Limited (the "Amalgamated Company") has in its meeting held on 6<sup>th</sup> July, 2022 approved the scheme of amalgamation of JTEKT Fuji Kiko Automotive India Limited ("Amalgamating Company") with the Amalgamated Company (the "Scheme") as per the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the "Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and in terms of SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/000000065 dated November 23, 2021 ("SEBI Circular").

Thereafter, the Scheme of Amalgamation was submitted, along with all other relevant document, with BSE Limited (BSE) and National Stock Exchange Association Limited (NSE).

You are hereby informed that the Company has received the Observation Letter from BSE vide letter number DCS/AMAL/TL/IP/2565/2022-23 dated 17<sup>th</sup> November, 2022, the copy of which is attached herewith for your reference and record.

Thanking you,

Yours faithfully,

For **JTEKT India Limited**

Ashish  
Srivastava  
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Digitally signed by Ashish  
Srivastava  
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serial=20221118150152, cn=Ashish,  
o=JTEKT India Limited,  
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cn=Ashish Srivastava,  
Date: 2022.11.18 15:01:52 +05'30'

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

**Regd. Office :** UGF-6, Indra Prakash 21, Barakhamba Road, New Delhi - 110 001, India.  
**Tel :** +91 11 2331 1924 / 2332 7205, **Telefax :** +91 11 2332 7205  
**CIN :** L29113DL1984PLC018415, **Website :** www.jtekt.co.in

**Corporate Office :** 38/6, Delhi-Jaipur Road, NH-48, Gurugram - 122 001, Haryana, India.  
**Tel :** +91 124 468 5000, **Fax :** +91 124 410 4611.

DCS/AMAL/TL/IP/2565/2022-23

“E-Letter”

November 17, 2022

The Company Secretary,  
**Jtekt India Ltd**  
UGF- 6, Indra Prakash, 21,  
Barakhamba Road, New  
Delhi, Delhi, 110001

Dear Sir,

**Sub: Observation Letter regarding Scheme of Amalgamation between JTEKT India Limited and JTEKT Fuji Kiko Automotive India Limited and their respective Shareholders and their respective Creditors**

We are in receipt of the draft Scheme of Amalgamation filed by **JTEKT India Limited** as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 16, 2022, has inter alia given the following comment(s) on the draft scheme of Amalgamation:

- a) “Company shall ensure that it discloses all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and Shareholders, while seeking approval of the scheme.”
- b) “Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter, is displayed on the websites of the listed Company and the Stock Exchanges.”
- c) “Company shall ensure compliance with the SEBI Circulars issued from time to time.”
- d) “The entities involved in the scheme shall duly comply with various provisions of the Circular.”
- e) “Company is advised that the information pertaining to all the Unlisted Companies involved in the Scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”
- f) “Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.”
- g) “Company is advised to incorporate the details of the queries by SEBI and the replies furnished by the company thereon, in the explanatory statement to be forwarded by the company to the shareholders.”
- h) “Company is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.”
- i) “Company is advised that the proposed Equity Shares to be issued in terms of the ‘Scheme’ shall mandatorily be in demat form only.”
- j) “Company shall ensure that the ‘Scheme’ shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.”

- k) “Company to ensure that no changes to the draft Scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.”
- l) “Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon'ble NCLT and the Company obliged to bring the observations to the notice of Hon'ble NCLT.”
- m) “Company is advised to comply with all the applicable provisions of the Companies Act, 2013, rule and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.”
- n) “It is to be noted that the petitions are filed by the Company before Hon'ble NCLT after processing and communication of comments/observations on draft Scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.”

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities. Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,  
Sd/-

**Prasad Bhide**  
**Senior Manager**

Sd/-

**Tanmayi Lele**  
**Assistant Manager**