



JKTIL:SECTL:SE:AGM 2021

Date : 2<sup>nd</sup> August, 2021

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 68<sup>th</sup> Annual General Meeting scheduled to be held on Friday, 27<sup>th</sup> August 2021 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: 91-11-66001112, 66001122

Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000

Website : www.jktyre.com CIN : L67120RJ1951PLC045966



VIKRANT



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

## NOTICE

NOTICE is hereby given that the sixty-eighth Annual General Meeting of the Members of JK Tyre & Industries Ltd. will be held on Friday, 27<sup>th</sup> August 2021 at 12.15 P.M. IST through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

1. To receive, consider and adopt - a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 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, 2021 and the Reports of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Arun Kumar Bajoria who retires by rotation and being eligible, offers himself for reappointment.
4. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof, re-appointment of Dr. Raghupati Singhania (Director Identification Number: 00036129) as Chairman & Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> October 2021, be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Chairman & Managing Director for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of the said Chairman & Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto."

5. 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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof, appointment of Shri Anshuman Singhania (Director Identification Number: 02356566) as Managing Director of the Company for a period of five years with effect from 21<sup>st</sup> October 2020, be and is hereby approved on the terms and remuneration

as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of the said Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto."

6. 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 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013 (Act) and rules thereunder or any statutory modification(s) or re-enactment(s) thereof, re-appointment of Shri Arun K. Bajoria (Director Identification Number: 00026540) as Whole-time Director with the designation 'Director & President- International Operations' of the Company for a period of three years with effect from 20<sup>th</sup> January 2022 be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations); and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

RESOLVED FURTHER that the Chairman & Managing Director/ Managing Director of the Company be and are hereby severally authorized to vary and/ or revise the remuneration of the said Whole-time Director within the overall limit approved herein and to settle any question or difficulties in connection therewith or incidental thereto."

7. 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 197 of the Companies Act, 2013 read with Schedule V thereto and the other relevant provisions, rules, regulations and guidelines

as may be applicable from time to time, approval of the Company be and is hereby accorded - for continuation of Shri Bharat Hari Singhania (age eighty three years), Director Identification Number: 00041156, as a non-executive Director with effect from 1<sup>st</sup> October 2021 and for payment of remuneration of ₹ 33.50 lakh per month to Shri Bharat Hari Singhania, (along with other remuneration as may be applicable to the directors of the Company who are neither managing directors nor whole-time directors) for a period of 3 years commencing 1<sup>st</sup> October 2021, and approval of the Company be and is hereby also accorded to the payment of remuneration as aforesaid, in case his remuneration exceeds fifty per cent of the total annual remuneration payable to all the non-executive directors of the Company taken together, during the period of three years commencing 1<sup>st</sup> October 2021 including the financial year ending 31<sup>st</sup> March 2022, and approval of the Company be and is hereby also further accorded to the payment of remuneration, which is over and above the limit of one percent of the net profits on the remuneration for all the directors who are neither managing directors nor whole-time directors and also over and above the limit, on total managerial remuneration, of eleven percent of the net profits specified in Section 197 of the said Act, in respect of any financial year.

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

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

"RESOLVED that in supersession of the resolution passed by the Company at its Annual General Meeting held on 25<sup>th</sup> September 2014, consent of the Company be and is hereby accorded pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors to contribute in any financial year to *bona fide* charitable and other funds, sum or sums up to ₹ 25 Crore or 5% of the average net profits of the Company for the three immediately preceding financial years, whichever is higher, in any financial year."

9. 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 2021, be paid the remuneration of ₹ 2.50 Lakh (Rupees Two Lakh Fifty Thousand Only) per annum, in addition to applicable taxes and reimbursement of actual expenses of travel outside Delhi for the said audit, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 19<sup>th</sup> May 2021.

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."

10. 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 2021-22, entered or to be entered at arm's length and in the ordinary course of business of the Company with due approval of the Audit Committee of the Board of Directors of the Company, as may be required, aggregating up to ₹1,250 Crore, which exceeds 10% of the annual consolidated turnover of the Company for the financial year 2020-21.

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

Regd. Office:  
Jaykaygram, PO-Tyre Factory,  
Kankroli - 313 342(Rajasthan)  
Phone: 02952-233400/233000  
Fax: 02952-232018  
Email id: [investorjktyre@jkmil.com](mailto:investorjktyre@jkmil.com)  
CIN: L67120RJ1951PLC045966  
Website: [www.jktyre.com](http://www.jktyre.com)  
Date: 19<sup>th</sup> May, 2021

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

#### NOTES:

- In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 13<sup>th</sup> January 2021 have permitted holding of Annual General Meeting (AGM) 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular dated 15<sup>th</sup> January 2021, the 68<sup>th</sup> AGM of the Members of the Company will be held through VC/OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company.
- 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 (the 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.
- Statement pursuant to Section 102 of the Act, setting out the material facts concerning Item Nos. 4 to 10 of the Notice, is annexed hereto.
- Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 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 1,000 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.
- Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- In compliance with the said MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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. The Notice of AGM is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

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. The relevant Registers maintained under the Act and required to be placed at the AGM will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com).
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, Thursday, 19<sup>th</sup> August, 2021 through email on [investorjkyre@jkm.com](mailto:investorjkyre@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 [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com) or [ra@alankit.com](mailto:ra@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 21<sup>st</sup> August to 27<sup>th</sup> August, 2021 (both days inclusive).
12. The dividend of ₹ 2/- per Equity Share of ₹ 2/- each (100%) as recommended by the Board of Directors, if declared at the AGM, is planned to be paid within two weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 27<sup>th</sup> August, 2021 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 requirement of the Income-tax Act, 1961, the Company will be required to withhold taxes as may be required, at the prescribed rates on the dividend paid to its shareholders.

The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

15. APPOINTMENT/RE-APPOINTMENT OF DIRECTORS:

For brief resume of Shri Arun K. Bajoria, proposed to be re-appointed, please refer to the Statement under Section 102 of the Act annexed hereto, pertaining to the Item No. 6 of this Notice.

16. 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) and SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020, the Company is pleased to provide to its members, facility to exercise their right to vote at the 68<sup>th</sup> AGM by electronic means and the business may be transacted through remote e-voting services provided by 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 AND E-VOTING DURING AGM AND JOINING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- (i) The voting period begins on 24<sup>th</sup> August, 2021 from 10.00 A.M. and ends on 26<sup>th</sup> August, 2021 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., 20<sup>th</sup> August 2021 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting.
- (iii) Pursuant to the said SEBI Circular dated 9<sup>th</sup> December 2020, under Regulation 44 of the Listing Regulations, all individual shareholders holding equity shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.
- (iv) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing User Id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon and select New System Myeasi.</li> <li>2) After successful login, the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-Voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider (ESPs) i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by the Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, 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>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email id as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>

<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk details for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & Shareholders holding shares in physical form:**

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

	<b>For Shareholders holding shares in Demat Form other than individual shareholders and Shareholders holding shares in 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 (3).</li> </ul>

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN relevant for 'JK Tyre & Industries Ltd.'
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non-Individual Shareholders and Custodians – Remote e-voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to 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., [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
- B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:**
- (i) The procedure for attending Meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-Voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-Voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops/ iPads for better experience.
- (v) Further, shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- (vi) 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.
- (vii) 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 19<sup>th</sup> August 2021 mentioning their name, demat account number/folio number, email id, mobile number at [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries prior to meeting i.e., on or before 19<sup>th</sup> August 2021 mentioning their name, demat account number/folio number, email id, mobile number at [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com). These queries will be replied to by the Company suitably by email.
- 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.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility 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.
- (x) 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.
- C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com) or [ra@alankit.com](mailto:ra@alankit.com).

- (ii) 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@jkmil.com](mailto:investorjkyre@jkmil.com) or [ra@alankit.com](mailto:ra@alankit.com).

**D. OTHER INSTRUCTIONS:**

- (i) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- (ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mills Compound, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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., 20<sup>th</sup> August 2021 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., 20<sup>th</sup> August 2021 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 and they have communicated their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, scrutinize the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting and submit, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same. The Chairman or a person authorized by him in writing shall declare the result of the voting forthwith not later than two working days of the conclusion of the Meeting.
21. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM and vote.
22. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.jkyre.com](http://www.jkyre.com) and on the website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

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

**Item no. 4**

The Board of Directors has re-appointed Dr. Raghupati Singhania, as Chairman & Managing Director of the Company for a tenure of five years w.e.f. 1<sup>st</sup> October 2021 on the terms and remuneration set out hereunder subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

In terms of Schedule V to the Companies Act 2013, the relevant details are as under:

**I. General Information:**

- (1) Nature of Industry: Automotive Tyres and Tubes.
- (2) Date or expected date of commencement of commercial production: The first Tyre Plant of the Company commenced commercial production in the month of January 1977.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Particulars for the Financial Year ended 31 <sup>st</sup> March 2021	₹ in Crore
- Sales and Other Income	6,170.12
- Profit before Interest, Depreciation and Tax	886.61
- Profit Before Tax	395.56

- (5) Foreign investments or collaborations, if any: Not Applicable

**II. Information about the appointee:**

- (1) Background, Recognition or Awards details: Dr. Raghupati Singhania, age 74 years, holds a Bachelors' Degree in Science. He is an Industrialist with about 55 years' experience in managing various industries including Automotive Tyres and Tubes, Power Transmission - V Belts, Conveyor Belting, Automotive Belts, Oil Seals, Industrial Electronics and Material Handling System, Hybrid Seeds, Steel Products, etc. Dr. Singhania is on the Board of Directors of various well-known public limited companies and is Chairman of J.K. Fenner (India) Ltd. and Cavendish Industries Ltd. He is past Chairman of Automotive Tyre Manufacturers Association and in the past, he was also President of PHD Chamber of Commerce and Industry. He is also associated with number of institutes in the medical research and education sectors, besides serving number of trades and industry bodies such as CII, ASSOCHAM and CAPAXIL in various capacities.

Dr. Raghupati Singhania, a promoter director, has been on the Board of the Company since 29<sup>th</sup> May 1967 and as Managing Director of the Company since 1975.

During this period, the Company started with annual capacity of 5 lac tyres in the year 1977, in the backward district in the State of Rajasthan. Since then the Company has been expanding and upgrading its manufacturing facilities, as detailed in para (3) hereunder.

With the expansions and new plants, JK Tyre has grown manifold over the years and today is one of the top 25 tyre companies in the world.

Dr. Raghupati Singhania has also been inducted into the "TIA Hall of Fame 2015" on 2<sup>nd</sup> November 2015, which is the highest honor any Individual in the Tyre Industry can achieve in the world. The Tyre Industry Association (TIA), USA, honoured Dr. Singhania for his distinguished and exemplary service towards growth and development of the tyre industry. He is the third Asian to receive this coveted award in the last 30 years.

In the special issue of Business Today (January 1, 2017), Dr. Singhania has also been listed amongst India's best CEOs. Dr. Singhania also received Industry leadership Award from Indo-American Chamber of Commerce.

During the FY 2018-19, H.E. the President of Mexico bestowed the Mexican Order of the Aztec Eagle on Dr. Raghupati Singhania, which is the highest distinction, awarded by the

Mexican government to foreigners in recognition of their outstanding services to Mexico or to humanity. The Mexican Order was personally presented to Dr. Raghupati Singhania by H.E. Melba Pria, Ambassador of Mexico to India. This is the first time that this highest distinction has been conferred on a foreign national business person.

Dr. Singhania has been recognised as 'The Extraordinaire' for his leadership and contribution to the industry by Brand Vision Summit 2018. He has been conferred with Lifetime Achievement Award 2019, by the Udaipur Chamber of Commerce and Industry (UCCI) for visionary leadership, determination, humanitarianism and exemplary community services undertaken in Rajasthan. He has been also conferred with Lifetime Achievement Award at Manufacturing Today India Conference & Awards 2019.

Dr. Raghupati Singhania has been conferred Doctorate of Science by Mohanlal Sukhadia University, Udaipur for his outstanding contribution in Education, Training and Research in the field of Elastomer, Polymers and Tyres.

Dr. Singhania attended all the four Board Meetings of the Company held during the financial year ended 31<sup>st</sup> March 2021. Dr. Singhania holds 16,43,990 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are- (A) Listed Companies- JK Lakshmi Cement Ltd.(JKLC), Radico Khaitan Ltd.(RKL), Bengal & Assam Company Ltd. (BACL) and JK Agri Genetics Ltd. (B) Unlisted Companies – He is Chairman of J.K. Fenner (India) Ltd., Cavendish Industries Ltd. and JKT&I Employees Welfare Association Ltd. and a Director of Tanvi Commercial Private Ltd., Radical Agro Products Private Ltd., RPS Securities Pvt. Ltd., Hari Shankar Singhania Holdings Private Ltd., Dhanlakshmi Building Development Private Ltd., Hari Shankar Singhania Elastomer and Tyre Research Institute, Pushpawati Singhania Hospital & Research Institute, Henry F. Cockill & Sons Ltd. and JK Tornel SA de CV.

Dr. Raghupati Singhania is Chairman of Stakeholders Relationship Committee of JKLC and BACL and a Member of Audit Committee of JKLC and RKL. (Chairmanship/Membership of Shri Singhania in Committees of Directors in other companies are in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.)

- (2) Past Remuneration: The remuneration of Dr. Raghupati Singhania approved by the members of the Company at their Annual General Meeting held on 2<sup>nd</sup> September 2016 is as under:
- (A) Salary: ₹ 55.0 Lakh per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 25.0 Lakh per month to ₹ 55.0 Lakh per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water

and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

- (I) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Chairman & Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.
- (3) Job Profile and his suitability: Dr. Raghupati Singhania as Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company. Under his leadership, the Company commenced its journey in mid-seventies by setting-up a tyre manufacturing unit in backward area in Kankroli, Rajasthan. The Company has since come a long way as will be observed from **the following**:

Capacity	Turnover	PBIDT
<p>The capacity has gone up from 5 lac tyres per annum to 250 lac tyres per annum. The Company has further added 100 lac tyres per annum capacity through acquisition of Cavendish Industries Ltd., a subsidiary. Accordingly, the total capacity as on date, aggregates to 350 lac tyres per annum. Effective steps have been also taken for further enhancing the capacity in TBR and Tractor Rear Tyre at an estimated project cost of ₹ 675 Crore.</p> <p>Over the years, the number of plants have gone up from 1 to 12 plants (9 in India and 3 in Mexico).</p>	<p>The Total Income of the Company has gone up from ₹ 110 Crore in the year 1983 to ₹ 9,145 Crore for the year ended 31<sup>st</sup> March 2021, on consolidated basis.</p>	<p>The Profit Before Interest, Depreciation and Tax of the Company has gone up from ₹ 13 Crore in the year 1983 to ₹ 1,349 Crore for the year ended 31<sup>st</sup> March 2021, on consolidated basis.</p>

The Company besides setting up a greenfield manufacturing facility in the year 1991 at Banmore, in the State of M.P., acquired a large tyre manufacturing company (Vikrant Tyres) from Karnataka government in 1997 and thereafter also acquired another large tyre company in Mexico in 2008 and also set up yet another greenfield, the most modern world class all steel radial truck/bus tyre as well as passenger car tyre manufacturing plant, near Chennai in 2012. In the year 2016, the Company acquired Cavendish Industries Ltd. (CIL) from Kesoram Industries Ltd., which houses three tyre plants located in Laksar, Haridwar. Following the acquisition of CIL, the Company has further



consolidated its leadership position in the Truck and Bus Radial tyres, which represents a high growth segment. The acquisition also provided the Company an entry into the fast-growing two and three wheeler tyre segment. Post-acquisition, CIL has become a subsidiary with eighty six percent shareholding held by the Company along with a subsidiary and balance through associates/ group companies. Under his guidance and leadership, CIL has recorded highest ever performance for the financial year 2020-21 with Net Revenue of ₹ 2571 Crore; EBIDTA of ₹ 398 Crore and PBT of ₹ 142 Crore with higher capacity utilization of 90% plus, despite widespread disruptions and lockdown owing to COVID-19 pandemic, particularly in the first quarter of the financial year.

Furthermore, the Company has taken up Research & Development activities and exports in a big way besides expansion/ debottlenecking at the new greenfield and existing multi location plants in the states of Rajasthan, Madhya Pradesh, Karnataka and Chennai.

Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company. It has therefore been considered desirable to re-appoint Dr. Raghupati Singhania as Chairman & Managing Director of the Company for a further period of five years commencing 1<sup>st</sup> October 2021.

- (4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 19<sup>th</sup> May 2021 approved the terms of remuneration for the five years tenure of Dr. Raghupati Singhania as Chairman & Managing Director commencing 1<sup>st</sup> October 2021 as under:

- (A) Salary: ₹ 62.0 Lakh per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 50.0 Lakh per month to ₹ 90.0 Lakh per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.
- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, or more as may be decided by the Board from time to time.

The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.

- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as may be applicable, as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the limits approved herein.
- (I) In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, the Managing Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which

shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197(10) read with Schedule V of the said Act, as may be applicable.

The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter executive directors' remuneration.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company; industry benchmarks in general; financial position of the Company; past performance, past remuneration, profile and responsibilities of Dr. Raghupati Singhania, before approving the remuneration as proposed herein before.
- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any: Besides the remuneration proposed, Dr. Raghupati Singhania, does not have any pecuniary relationship with the Company. Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania, Managing Director up to 30<sup>th</sup> September, 2021, and Smt. Sunanda Singhania, Director. Except this, Dr. Raghupati Singhania is not related to any other Director and Key Managerial personnel of the Company.

### III. Other Information:

- (1) Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of five years commencing 1<sup>st</sup> October 2021 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may be exceeded during the term of appointment.
- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and to minimize impact of COVID-19 pandemic on the operations of the Company, several steps have been taken by the Company, like - direct supply to the customers in coordination with the dealers, leveraging on digitization of sale activities and use of ecommerce platform, introduction of smart tyres, etc. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, artificial intelligence based customer solutions, big-data analytics on customer response and behavior, focus on renewable energy, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability. This has enabled the Company to achieve impressive growth during the financial year 2020-21 as detailed hereinbefore. With the expected upswing in the economy, the Company is poised to sustain growth momentum in the coming years as well, both on standalone and on consolidated basis.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Resolutions are recommended to the shareholders by the Board for passing as Special Resolutions.

Except Dr. Raghupati Singhania, Shri Bharat Hari Singhania and Smt. Sunanda Singhania, Directors and their relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

**Item no. 5**

The Board of Directors has appointed Shri Anshuman Singhania as Managing Director of the Company for a tenure of five years with effect from 21<sup>st</sup> October 2020 on the terms and remuneration set out hereunder subject to the approval of the shareholders and such other necessary approval(s), as may be required.

In terms of Schedule V to the Companies Act, 2013, the relevant details are as under:

**I. General Information:**

- (1) Nature of Industry: Automotive Tyres and Tubes.
- (2) Date or expected date of commencement of commercial production: The first Tyre Plant of the Company commenced commercial production in the month of January 1977.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Particulars for the Financial Year ended 31 <sup>st</sup> March 2021	₹ in Crores
- Sales and Other Income	6,170.12
- Profit before Interest, Depreciation and Tax	886.61
- Profit Before Tax	395.56

- (5) Foreign investments or collaborations, if any: Not Applicable

**II. Information about the appointee:**

- (1) Background, Recognition or Awards details:

Shri Anshuman Singhania, age 41 years, joined the Company as an executive on 1<sup>st</sup> January, 2007 and over the years has been deeply involved as an Executive, Vice President (Operations), Whole-time Director and as Dy. Managing Director in the areas of strategic planning, manufacturing & technology, product development, expansion (organic and inorganic), quality control, technology services, business process re-engineering, corporate governance, risk management, alignment of HR practices with Company's vision, exports, marketing and sales including brand positioning, new age social media and digital marketing, costing and budget, IT services including latest tools of data analytics, etc.

Shri Anshuman Singhania is a promoter director and is an Industrialist with about 16 years experience. He has been on the Board of the Company since 16<sup>th</sup> March 2016. Shri Anshuman Singhania has taken some of the transformative initiatives which include – supply chain management, sales force effectiveness, plant automation, IT, ERP & SAP implementation, cost reduction initiatives, closely working on implementing key reforms initiatives, closely involved with the R&D and product development centre team, etc.

Shri Anshuman Singhania is a graduate BBA (Hons. Business & Management Degree) and also holds a post Graduate Diploma from International Management Institute, New Delhi. He has undergone training with Standard Chartered Bank-UK; Free Markets- Singapore; Ernst & Young-Delhi where he was engaged in their Management Consultancy Division. He is also an alumni of London Business School and has done Emerging Leaders Programme from London Business School in the year 2011.

Shri Singhania attended all the four board meetings of the Company held during the financial year ended 31<sup>st</sup> March 2021. Shri Singhania holds 2,44,875 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are - He is a Director of Niyojit Properties Private Ltd. and Vice Chairman, Managing Committee of Automotive Tyre Manufacturers Association and a member of Managing Committee of Hari Shankar Singhania Elastomer

and Tyre Research Institute. Chairmanship/ Membership of Shri Singhania in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – NIL.

- (2) Past Remuneration:

A. Salary: ₹ 20.0 Lakh per month in the salary range of ₹ 8.0 Lakh to ₹ 20.0 Lakh, per month with such increments as may be decided by the Chairman & Managing Director/ Managing Director of the Company from time to time.

B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone, etc., and such other perquisites, benefits and allowances as may be decided by the Chairman & Managing Director/ Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the Rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman & Managing Director/Managing Director of the Company.

C. Performance linked incentive.

D. Commission: 1% of the net profits computed under Section 198 of the Companies Act 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act).

Items C and D above will be as may be determined by the Chairman & Managing Director/Managing Director of the Company from time to time.

E. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Rules of the Company.

F. Gratuity at the rate of 15 days Salary for each completed year of Service.

G. Encashment of unavailed leave as per Rules of the Company.

H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.

I. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above. The remuneration in any financial year may exceed 5% of the net profits of the Company, subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the said Act.

- (3) Job Profile and his suitability: Shri Anshuman Singhania as Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is deeply involved in the areas of strategic planning, manufacturing & technology, product development, expansion (organic and inorganic), quality control, technology services, business process re-engineering, corporate governance, risk management, alignment of HR practices with Company's vision, exports, marketing and sales including brand positioning, new age social media and digital marketing, costing and budget, IT services including latest tools of data analytics, etc.

The Company has grown manifold since commencement of automobile tyre/tubes business in 1975. Further, the Company has taken up Research & Development activities and exports in

a big way besides expansion/debottlenecking at new greenfield and existing multi-location plants in the States of Rajasthan, Madhya Pradesh, Karnataka and Chennai. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008 and a large tyre manufacturing facility in Uttarakhand from Kesoram Industries Ltd., through its subsidiary – Cavendish Industries Ltd. Consequently, responsibilities of the managerial personnel have increased substantially with the growth of the Company.

- (4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 21<sup>st</sup> October 2020 approved the terms of remuneration for the five years tenure of Shri Anshuman Singhania as Managing Director, commencing 21<sup>st</sup> October 2020 as under:
- (A) Salary: ₹ 35.0 Lakh per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 30.0 Lakh per month to ₹ 60.0 Lakh per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.
- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, or more as may be decided by the Board from time to time. The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as may be applicable, as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the limits approved herein.
- (I) In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, the Managing Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197(10) read with Schedule V of the said Act, as may be applicable.

The approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter executive directors' remuneration.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company; industry benchmarks in general; financial position of the Company; past performance, past remuneration, profile and responsibilities of Shri Anshuman Singhania, before approving the remuneration as proposed herein before.
- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Directors, if any: Besides the remuneration proposed, Shri Anshuman Singhania, does not have any pecuniary relationship with the Company. Shri Anshuman Singhania is not related to any other Director or any other Key Managerial Personnel of the Company.

### III. Other Information:

- (1) Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of five years commencing 21<sup>st</sup> October 2020 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may be exceeded during the term of appointment.
- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and to minimize impact of COVID-19 pandemic on the operations of the Company, several steps have been taken by the Company, like - direct supply to the customers in coordination with the dealers, leveraging on digitization of sale activities and use of ecommerce platform, introduction of smart tyres, etc. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, artificial intelligence based customer solutions, big-data analytics on customer response and behavior, focus on renewable energy, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability. This has enabled the Company to achieve impressive growth during the financial year 2020-21 as detailed hereinbefore. With the expected upswing in the economy, the Company is poised to sustain growth momentum in the coming years as well, both on standalone and on consolidated basis.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Resolutions are recommended to the shareholders by the Board for passing as Special Resolutions.

Except Shri Anshuman Singhania and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid Resolutions.

### Item no. 6

The Board of Directors has re-appointed Shri Arun K. Bajoria, as Whole-time Director of the Company with the designation "Director & President - International Operations" for a tenure of three years commencing 20<sup>th</sup> January 2022 on the terms and remuneration set out hereunder subject to the approval of shareholders and such other necessary approvals, as may be required.

In terms of Schedule V to the Companies Act 2013, the relevant details are as under:

**I. General Information:**

1. Nature of Industry: Automotive Tyres and Tubes.
2. Date or expected date of commencement of commercial production: The first Tyre Plant of the Company commenced commercial production in the month of January 1977.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable
4. Financial performance based on given indicators:

Particulars for the Financial Year ended 31 <sup>st</sup> March 2021	₹ in Crores
- Sales and Other Income	6,170.12
- Profit before Interest, Depreciation and Tax	886.61
- Profit Before Tax	395.56

5. Foreign investments or collaborations, if any: Not Applicable.

**II. Information about the appointee:**

- (1) Background, Recognition or awards details: Shri Arun K. Bajoria, age seventy six years, is a corporate professional and holds Bachelor's Degree in Mechanical Engineering from BITS, Pilani and a Diploma in Advance Management from London Business School as well as a certificate course from Wharton Business School on 'Mergers & Acquisitions'. He has been a Whole-time Director with the designation 'President & Director' since 20<sup>th</sup> January 2010 and his current designation is "Director & President – International Operations". Before that he was President of the Company since 2003. Earlier, he was President & Director of Vikrant Tyres Ltd., erstwhile subsidiary of the Company. He joined in the year 1997, at the time of the Company acquiring Vikrant Tyres Ltd. and was instrumental in turning it around to a profitable entity. Shri Bajoria brings with him rich experience of managing and running manufacturing companies of over 54 years (including 32 years with Birla Group).

Shri Bajoria attended all the four Board Meetings of the Company held during the financial year ended 31<sup>st</sup> March 2021. Shri Bajoria holds 500 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are: JK Tornel, S.A. De C.V.; Hules Y Procesos Tornel, S.A. De C.V.; Compania Hulera Tacuba, S.A. De C.V.; Compania Inmobiliaria Norida, S.A. De C.V. and General De Inmuebles Industriales, S.A. De C.V., all of which are Mexico based wholly-owned subsidiaries of the Company and are part of leading tyre manufacturing company of Mexico. He is Whole-time Director of Cavendish Industries Ltd. and a Director of 3DInnovations Private Ltd., subsidiary companies (unlisted). He is also a member of Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute and Pushpawati Singhania Hospital & Research Institute. Shri Bajoria is also a member of Board of Governors of Madhav Institute of Technology and Science; Gwalior-one of the leading Engineering Colleges of India. He is also associated with several religious, educational and social service organization. Chairmanship/ Membership of Shri Bajoria in Committees of Directors in other companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – NIL.

- (2) Past Remuneration: The remuneration of Shri Arun K. Bajoria approved by the members of the Company at their Annual General Meeting held on 22<sup>nd</sup> August 2018 is as under:

- A. Salary: ₹12.50 Lakh per month in the salary range of ₹ 8.0 Lakh to ₹ 17.0 Lakh per month with such increments as may be decided by the Chairman & Managing Director/Managing Director of the Company from time to time.
- B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including

hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman & Managing Director/Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the Rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman & Managing Director/Managing Director of the Company.

- C. Performance linked incentive.
- D. Commission: 1% of the net profits computed under Section 198 of the Companies Act 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C and D above will be as may be determined by the Chairman & Managing Director/Managing Director of the Company from time to time.

- E. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as per Rules of the Company.
- F. Gratuity at the rate of 15 days Salary for each completed year of Service.
- G. Encashment of unavailed leave as per Rules of the Company.
- H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act.
- I. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

Shri Arun K. Bajoria is also Whole-time Director of Cavendish Industries Ltd. (CIL). In terms of Section V of Part II of Schedule V to the Companies Act, Shri Bajoria is entitled to and may draw remuneration from the Company or CIL or both the companies, provided that his aggregate remuneration drawn from both the companies shall not exceed the remuneration as may be determined in the Company from time to time, pursuant to his terms of appointment.

- (3) Job Profile and his suitability: Shri Arun K. Bajoria, Whole-time Director with the designation "Director & President – International Operations" of the Company is vested with powers of management subject to the control, direction and superintendence of the Board of Directors, the Chairman and the Managing Directors of the Company.

The Company has grown manifold since commencement of automobile tyre/tubes business in 1975. Further, the Company has taken up Research & Development activities and exports in a big way besides expansion/debottlenecking at new green field and existing multi location plants. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008 and a large tyre manufacturing facility in Uttarakhand from Kesoram Industries Ltd., through its subsidiary – Cavendish Industries Ltd. Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company. It has therefore been considered desirable to continue with the services of Shri Arun K. Bajoria as Whole-time Director with the designation "Director & President – International Operations" of the Company for a period of three years commencing from 20<sup>th</sup> January 2022.

- (4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 19<sup>th</sup> May 2021 approved terms of remuneration for the three years tenure of Shri Arun K. Bajoria commencing 20<sup>th</sup> January 2022 as under:

- A. Salary: ₹12.50 Lakh per month in the salary range of ₹10.0 Lakh to ₹20.0 Lakh per month with such increments as may be decided by the Chairman & Managing Director/Managing Director of the Company from time to time.
- B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred including hospitalization and surgical charges for self and family and travel relating thereto and leave travel including foreign travel for self and family, club fees, premium on personal accident insurance, car(s) with driver, telephone etc., and such other perquisites, benefits and allowances as may be decided by the Chairman & Managing Director/Managing Director of the Company. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.

The above perquisites, allowances and benefits will be as per the schemes, policies and the Rules of the Company as applicable from time to time subject to any change as may be decided by the Chairman & Managing Director/Managing Director of the Company.

- C. Performance linked incentive.
- D. Commission: 1% of the net profits computed under Section 198 of the Companies Act 2013 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

Items C and D above will be as may be determined by the Chairman & Managing Director/Managing Director of the Company from time to time.

- E. Contribution to Provident Fund, Superannuation Fund or Annuity Fund as may be applicable, as per Rules of the Company.
- F. Gratuity at the rate of 15 days Salary for each completed year of Service.
- G. Encashment of unavailed leave as per Rules of the Company.
- H. The Board or a Committee thereof may, from time to time, increase, or vary the salary range, subject to the limits approved herein.
- I. In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, the Whole-time Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197(10) read with Schedule V of the said Act.

Shri Arun K. Bajoria is also Whole-time Director of Cavendish Industries Ltd. (CIL). In terms of Section V of Part II of Schedule V to the Companies Act, Shri Bajoria is entitled to and may draw remuneration from the Company or CIL or both the companies, provided that his aggregate remuneration drawn from both the companies shall not exceed the remuneration as may be determined in the Company from time to time, pursuant to his terms of appointment.

- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company; industry benchmarks in general; financial position of the Company; past performance, past remuneration, profile and responsibilities of Shri Arun K. Bajoria, before approving the remuneration as proposed herein before.

- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any: Besides the proposed remuneration as specified above, Shri Arun K. Bajoria does not have any pecuniary relationship with the Company or with the managerial personnel. Shri Bajoria is not related to any other Director or any other Key Managerial Personnel of the Company.

### III. Other Information:

- Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of three years commencing 20<sup>th</sup> January 2022 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may be exceeded during the term of appointment.
- Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and to minimize impact of COVID-19 pandemic on the operations of the Company, several steps have been taken by the Company, like - direct supply to the customers in coordination with the dealers, leveraging on digitization of sale activities and use of ecommerce platform, introduction of smart tyres, etc. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, artificial intelligence based customer solutions, big-data analytics on customer response and behavior, focus on renewable energy, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability. This has enabled the Company to achieve impressive growth during the financial year 2020-21 as detailed hereinbefore. With the expected upswing in the economy, the Company is poised to sustain growth momentum in the coming years as well, both on standalone and on consolidated basis.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Resolutions are recommended to the shareholders by the Board for passing as Special Resolutions.

Except Shri Arun K. Bajoria and his relatives to the extent of their shareholding, if any, in the Company, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the aforesaid resolution.

### Item no. 7

Shri Bharat Hari Singhania was re-appointed as a Managing Director of the Company for a period of 5 years w.e.f. 1<sup>st</sup> October 2016 with requisite approvals of the Board and the shareholders. Accordingly, his present term of office as a Managing Director shall determine on 30<sup>th</sup> September 2021. Shri Bharat Hari Singhania has expressed his desire not to seek re-appointment as a Managing Director for a fresh term w.e.f. 1<sup>st</sup> October 2021. He shall therefore cease to be a Managing Director of the Company from the close of business hours on 30<sup>th</sup> September 2021 and will continue as a non-executive director of the Company with effect from 1<sup>st</sup> October, 2021. He has, however, agreed to be available to the Company and management and provide services for which he will receive remuneration, the relevant details

of which in terms of Schedule V to the Companies Act, 2013 are as under:

**I. General Information:**

- (1) Nature of Industry: Automotive Tyres and Tubes.
- (2) Date or expected date of commencement of commercial production: The first Tyre Plant of the Company commenced commercial production in the month of January 1977.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus: Not Applicable
- (4) Financial performance based on given indicators:

Particulars for the Financial Year ended 31 <sup>st</sup> March 2021	₹ in Crores
- Sales and Other Income	6,170.12
- Profit before Interest, Depreciation and Tax	886.61
- Profit Before Tax	395.56

- (5) Foreign investments or collaborations, if any: Not Applicable

**II. Information about the appointee:**

- (1) Background, Recognition or Awards details: Shri Bharat Hari Singhania joined the Board of the Company in the year 1987 as a promoter director and has been Managing Director of the Company since 1994. He is an industrialist with over 60 years of experience. Presently, he is also President of J.K. Organisation. Considering his vast experience and deep knowledge in the areas of sustainable & long-term financial structuring, policy planning, corporate governance practices, strategy and other long-term developmental activities; it is considered that his availability to the Company will be in the overall interest of the Company and its stakeholders, since the Company and management will derive the benefits seamlessly by leveraging on his vast experience and deep understanding and knowledge.

Shri Singhania attended all the four board meetings of the Company held during the financial year ended 31<sup>st</sup> March 2021. Shri Singhania holds 10,94,723 Equity Shares of ₹ 2/- each of the Company. Shri Singhania is Commerce graduate.

His other Directorships are - (A) Listed Companies - He is 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 – Dhanlakshmi Building Development Private Ltd., BH Singhania Trading Private Ltd., Rockwood Properties Private Ltd., Tanvi Commercial Private Ltd., Hari Shankar Singhania Holdings Private Ltd., HSS Stock Holding Private Ltd., Pushpawati Singhania Hospital & Research Institute and Henry F. Cockill & Sons Ltd. Shri Bharat Hari Singhania is a member of Stakeholders' Relationship Committee of JK Lakshmi Cement Ltd. (Chairmanship/ Membership of Shri Singhania in Committees of Directors in other Companies are in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015).

- (2) Past Remuneration: As mentioned above, Shri Bharat Hari Singhania has been a Managing Director of the Company and his current five years tenure will determine on 30<sup>th</sup> September, 2021. His remuneration from the Company for the financial year ended 31<sup>st</sup> March 2021 - ₹ 11.24 Crore, under the heads of salary, perquisites, profit linked commission and retirement benefits like contribution to provident fund.

Shri Bharat Hari Singhania is also Chairman & Managing Director of JK Lakshmi Cement Limited (JKLC). His present term of five years as Managing Director will determine on 30<sup>th</sup> September, 2021. In terms of Section V of Part II of Schedule V to the Companies Act 2013, Shri Bharat Hari Singhania is entitled to draw remuneration from the Company or JKLC or both the companies, provided that the total remuneration drawn from the companies does not exceed higher maximum limit admissible from any one of the said companies.

- (3) Job Profile and his suitability: In order to stay competitive and also to further consolidate its leadership position in various

segments of automotive tyres in which the Company operates, it is considered necessary that the Company keep pursuing its quest for growth, both organically and inorganically. Continuous growth also adds long term shareholders value and also helps in retaining talent, sustainability of business, etc. This will require support of the promoter group, long-term financial resources as well as strategic inputs and advice. Furthermore, given the unique business dynamics and the need for smooth transition of responsibilities, it is felt that guidance and mentorship of Shri Bharat Hari Singhania, a promoter director, is required for some more time. It may be noted that the Company was having four Executive Directors for over two decades. With Shri Singhania not seeking re-appointment, as mentioned above, the Company for the time being will have only three Executive Directors w.e.f. 1<sup>st</sup> October 2021, although the size, complexities of business and responsibilities have increased manifold.

The Company has grown manifold since commencement of automobile tyre/tubes business in 1975. Further, the Company has taken up Research & Development activities and exports in a big way besides expansion/debottlenecking at new greenfield and existing multi-location plants in the States of Rajasthan, Madhya Pradesh, Karnataka and Chennai. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008 and a large tyre manufacturing facility in Uttarakhand from Kesoram Industries Ltd., through its subsidiary – Cavendish Industries Ltd. Consequently, responsibilities of the managerial personnel have increased substantially with the growth of the Company. Shri Bharat Hari Singhania's continued guidance and strategic inputs will help in maintaining alignment with the Company's future and current progress.

- (4) Remuneration proposed: The remuneration is specified in the Special Resolution. In the event of inadequacy or absence of profits under Section 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years, Shri Bharat Hari Singhania shall be entitled to such remuneration for his services, as minimum remuneration for a period or periods aggregating to not more than three years. His remuneration shall not be included in the computation of the limits on remuneration specified in Section 197 of the said Act. The approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the said Act and Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 perused remuneration prevalent in the industry and other companies, industry benchmarks and practices in general, past remuneration and past performance, profile of Shri Bharat Hari Singhania, financial position of the Company, interest of the Company and other stakeholders, before approving the remuneration.
- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any: Other than the remuneration as specified in the Special Resolution, Shri Bharat Hari Singhania does not have any pecuniary relationship with the Company. Shri Bharat Hari Singhania is related to Dr. Raghupati Singhania, Chairman & Managing Director. Except this, Shri Bharat Hari Singhania is not related to any other Director and Key Managerial Personnel of the Company.

**III. Other Information:**

- (1) Reasons of inadequate profits: At present, the Company is having adequate profits. However, the arrangement is for a term of three years commencing 1<sup>st</sup> October 2021 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013

and the Listing Regulations, if any, may be exceeded.

- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and to minimize impact of COVID-19 pandemic on the operations of the Company, several steps have been taken by the Company, like - direct supply to the customers in coordination with the dealers, leveraging on digitization of sale activities and use of ecommerce platform, introduction of smart tyres, etc. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, artificial intelligence based on customer solutions, big-data analytics on customer response and behavior, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability. This has enabled the Company to achieve impressive growth during the financial year 2020-21 as detailed hereinbefore. With the expected upswing in the economy and several steps taken by the Government for revival of demand, the Company is poised to sustain the growth momentum in the coming years as well, both on standalone and on consolidated basis.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

The Resolution is recommended to the shareholders by the Board for passing as Special Resolution as required under the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Shri Bharat Hari Singhania is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013.

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

#### Item no. 8

As per Section 181 of the Companies Act 2013, the Board may contribute to *bona fide* charitable and other funds, in any financial year, up to 5% of its average net profits for the three immediately preceding financial years. Contribution to such funds in any financial year can exceed 5% of the average net profits for the three immediately preceding financial years, with prior permission of the Company in general meeting.

Accordingly, the members of the Company at their Annual General Meeting held on 25<sup>th</sup> September 2014 authorized the Board to contribute to *bona fide* charitable and other funds, sum or sums up to ₹ 10 Crores or 5% of the average net profits of the Company for the three immediately preceding financial years, whichever is higher, in any financial year.

From time to time, the Company is required to contribute to various national, charitable, social, benevolent, research institutes, educational institutes and other funds/institutions/hospitals/ trusts/entities, foundations, etc. for the larger benefit of the society, sustainability, environment, technology, health sector, etc.

In view of the above, it is for consideration to seek authorisation of the members of the Company to the Board of Directors to contribute to *bona fide* charitable and other funds, sum or sums up to ₹ 25 Crore or 5% of the average net profits of the Company for the three immediately preceding financial years, whichever is higher, in any financial year.

The Board recommends the aforesaid resolution for 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. 9

The Board at its meeting held on 19<sup>th</sup> May 2021, 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 2021 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakh and Fifty Thousand Only), in addition to applicable taxes, etc.

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

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

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

#### Item no. 10

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 2021-22, the Company will enter into transactions with CIL aggregating to ₹ 1,250 Crore, exceeding the threshold limit of 10% of the Company's consolidated annual turnover for the financial year ended 31<sup>st</sup> March 2021. 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.

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Date: 19<sup>th</sup> May 2021

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 31.3.2014 • 50% Dividend	28 <sup>th</sup> September 2021
➤ Financial Year ended 31.3.2015 • 75% Dividend	24 <sup>th</sup> September 2022
➤ Financial Year ended 31.3.2016 • 125% Dividend	5 <sup>th</sup> September 2023

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).



