



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

## NOTICE

NOTICE is hereby given that an Extra-ordinary General Meeting of the Members of JK Tyre & Industries Ltd. (“**Company**”) will be held on Monday, 18th December 2023 at 11.30 A.M. IST through Video Conferencing (“**VC**”)/Other Audio Visual Means (“**OAVM**”), to transact the following business:

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

“RESOLVED that Dr. Jorg Nohl (DIN: 10392379), who was duly appointed as an Additional Director of the Company with effect from 21st November, 2023 in terms of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Jorg Nohl be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years with effect from 21st November, 2023.”

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and rules formulated thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force) and pursuant to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”), the Securities Contracts (Regulation) Rules, 1957, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the Listing Agreements entered into with the respective stock exchanges where the equity shares of face value of Rs. 2/- each of the Company are listed, the Foreign Exchange Management Act, 1999, as amended and regulations and rules issued thereunder, as amended and clarifications issued thereon from time to time, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, and subject to other applicable statutes, rules, regulations, notifications, directions, guidelines and circulars issued by any competent regulatory or statutory authorities from time to time to the extent applicable, the Memorandum of Association and Articles of Association of the Company and subject to such approvals, permissions, consents and/or sanctions as may be necessary from any concerned statutory or other relevant authorities, as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions and/or consents, the consent, authority and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot, such number of Equity Shares of face value of ₹ 2 each of the Company

(“**Equity Shares**”) and/or other securities convertible into Equity Shares (including any equity linked instruments or non-convertible debt instruments along with warrants or any other eligible securities as defined in Chapter VI of ICDR Regulations) (hereinafter referred to as “**Securities**”), or any combination thereof, in accordance with applicable law, in one or more tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore), or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law, by way of qualified institutions placement (**QIP**) or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of eligible Securities, as may be decided by the Board of Directors, which term shall include any committee thereof which the Board of Directors may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), (hereinafter referred to as the “**Board**”, including Qualified Institutional Buyers (“**QIBs**”) in terms of Chapter VI of the ICDR Regulations, at such time and at such prices, at a discount or premium to the market price, in accordance with applicable law, and in such manner and on such terms and conditions, considering the prevailing market conditions and other relevant factors, and wherever necessary in consultation with the lead manager(s) and/or other advisor(s), as may be determined by the Board in its absolute discretion (“**Issue**”).

**RESOLVED FURTHER THAT** in terms of the aforementioned resolution:

- (a) the eligible Securities proposed to be issued, offered and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects; and
- (c) the number and/or the price of the Equity Shares to be issued upon conversion of the eligible securities or otherwise, shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, re-classification of equity shares into other Securities of the Company, sale of division or any such capital or corporate re-organisation or restructuring, if applicable.

**RESOLVED FURTHER THAT** in respect of the Issue being undertaken by way of QIP:

- (a) Issue to be undertaken pursuant to this special resolution passed at a meeting of the shareholders of the Company;
- (b) the allotment of eligible Securities or any combination of securities shall be completed within a period of 365 days from the date of passing of this special resolution or such other time as may be permitted under the Companies Act, 2013 and/or ICDR Regulations from time to time;
- (c) the allotment of securities shall be made to QIBs as defined in ICDR Regulations and no single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be in accordance with the ICDR Regulations.

Further, QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;

- (d) Subject to applicable law, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the Issue of Equity Shares as eligible securities, in accordance with applicable laws, rules, regulations and guidelines in relation to the proposed issue of Equity Shares, and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under ICDR Regulations, as amended;
- (e) the Issue shall be made at such price not less than the price determined in accordance with the pricing formula provided under Regulation 176 of Chapter VI of the ICDR Regulations ("Issue Floor Price"), provided that the Board may, at its absolute discretion and in accordance with applicable law, offer a discount of not more than 5% (five percent) or such other percentage as permitted under applicable law, on such Issue Floor Price, and the price determined for the Issue shall be subject to appropriate adjustments in accordance with the provisions of ICDR Regulations, as may be applicable;
- (f) the Securities shall be offered and allotted in dematerialized form and shall be allotted as fully paid-up;
- (g) the Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of prior QIP made pursuant to this Special Resolution;
- (h) a minimum of 10% of the Securities shall be allotted to mutual funds in accordance with Regulation 179 of the ICDR Regulations and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- (i) no allotment shall be made, either directly or indirectly, to any QIB who is a promoter of the Company or any person related to the promoters, in terms of the ICDR Regulations;
- (j) the securities allotted under QIP shall not be sold by the respective allottees for a period of one (1) year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the ICDR Regulations; and
- (k) The tenure of the convertible or exchangeable securities issued through QIP shall not exceed 60 months from the date of allotment.

**RESOLVED FURTHER THAT** the approval of the Members of the Company be and is hereby accorded to the Board for the purpose of giving effect to any offer, issue or allotment of eligible Securities or Equity Shares on conversion of Securities pursuant to the Issue, the Board shall seek listing of any or all of such Securities and/ or Equity Shares of the Company as the case may be, on the stock exchanges in India, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the approval of the Members of the Company be and is hereby accorded to the Board and the Board may perform all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including appointment or ratification

of the appointment of book running lead manager(s), legal counsel(s), escrow bank and any other agency that is required to be appointed and execution of agreements as may be necessary with such parties, finalization of the draft and final versions of the offer document and any addenda or corrigenda thereto, as applicable, appointment of monitoring agencies, as may be required, determination of the terms and conditions of the Issue, negotiation and execution of transaction documents for the Issue and delegation of all or any of its powers conferred in relation to the Issue to such committee of directors as the Board may deem fit and proper for the purposes of the Issue and for settlement of any questions or difficulties that may arise in relation to the Issue."

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Email id: [investorjktyre@jksmail.com](mailto:investorjktyre@jksmail.com)  
CIN: L67120RJ1951PLC045966  
Website: [www.jktyre.com](http://www.jktyre.com)  
Date: 21st November 2023

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary

#### NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its Circular dated 25th September 2023 read with circulars dated 8th April 2020 and 13th April 2020 have permitted holding of Extra-ordinary General Meeting (EGM) 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 (Act), MCA Circulars and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EGM of the Members of the Company will be held through VC/OAVM. The venue of the EGM shall be deemed to be the Registered Office of the Company.
2. Pursuant to the said Circulars of MCA and SEBI, the facility for appointment of proxies by the members will not be available for the EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the EGM held through VC/OAVM Facility.
3. Statement pursuant to Section 102 of the Act setting out the material facts concerning Item(s) of the Notice, is annexed hereto.
4. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the EGM by following the procedure mentioned in this Notice. The facility of participation at the EGM 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 EGM without restriction on account of first-come-first-served principle.

6. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the said MCA and SEBI Circulars, Notice of the EGM 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 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 EGM 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 EGM. The relevant Registers maintained under the Act and required to be placed at the EGM will be available electronically for inspection by the members during the EGM. Members seeking to inspect such documents can send an email to [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com).
9. Members seeking any information with regard to the matter to be placed at the EGM, are requested to write to the Company on or before 10th December 2023 through email on [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com). The same will be replied by the Company suitably.
10. (a) For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered/updated their email address with the Company are requested to register/update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investorjktyre@jkm.com](mailto:investorjktyre@jkm.com) or [rt@alankit.com](mailto:rt@alankit.com); b) Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant.
- (b) SEBI vide its Master circular dated 31st July 2023 (updated as on 11th August 2023) provides for mechanism for Online Resolution of Disputes in the Indian Securities Market. The said circular is available on the website of the Company at [www.jktyre.com](http://www.jktyre.com).

#### 11. APPOINTMENT OF DIRECTOR:

Brief profile of the Director proposed to be appointed:

Dr. Jorg Nohl, aged 67 years, has over 30 years' experience with Continental AG, out of which more than 20 years as member of Senior Executive Group. Dr. Jorg Nohl is a Mechanical engineer from Technical University of Hanover and has a Doctor's degree in Economics and Social Science from University of Kassel, Germany and that his expertise is in the areas of Turnaround Management, Board functions, Operational Excellence, World Class Manufacturing, Lean Management/Lean Manufacturing, Digital Transformation, Big Data, Digitalisation, International Leadership Mentoring, Supplier Management, Efficiency improvement, ergonomics and industrial engineering. Dr. Jorg Nohl has skills in the areas of technology, quality, manufacturing and safety. Dr. Jorg Nohl possesses requisite skills, knowledge and experience to make effective contribution to the Board and its committees and meets the requirements.

After Dr. Jorg Nohl was appointed as a director on the Board and up to the date of the Notice of this EGM, no Board Meeting was held. Dr. Jorg Nohl does not hold any Equity Share of the Company and he is not related to any director or Key Managerial Personnel of the Company. The terms and conditions of his appointment are as per the Resolution as given in the Notice of this EGM read with statement under Section 102 of the Companies Act, 2013. As an Independent Director of the Company, he is entitled to fee for participating in the meetings of the Board or Committees thereof, reimbursement of expenses for participating in the said meetings and profit related commission, within the limits stipulated under the Companies Act, 2013 and the approval of the Members, wherever applicable. His other Directorships are – Nil. Listed entities from which Dr. Nohl has resigned in the past three years - NIL. His Director Identification Number is 10392379.

12. In compliance with the provisions of Section 108 of the Act read with relevant rules thereunder and Regulation 44 of the Listing Regulations and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, the Company is pleased to provide to its members, facility to exercise their right to vote at this EGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd. (CDSL). Further, the facility for voting through electronic voting system will also be made available at the EGM 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 EGM.

#### **A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 15th December, 2023 from 10.00 A.M. and ends on 17th December 2023 at 5.00 P.M. During this period, shareholders of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. 11th December 2023 may cast their vote electronically. The 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 venue.
- (iii) Pursuant to the Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023 issued by SEBI, 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.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode**

(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's Master Circular dated 11th July 2023, login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat Mode with CDSL/NSDL**, 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 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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</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 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> <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 held 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 (DP)</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's 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 & 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 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 <b>CDSL</b>	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 toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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: 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

v) Login method for e-Voting and joining virtual meetings **for Physical shareholders and shareholders other than individual holding in Demat 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 Physical shareholders and other than individual shareholders holding shares in Demat form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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> <li>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the sequence number and after the first two characters of the name in CAPITAL letters e.g., if your name is Ramesh Kumar and sequence number is 1, then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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.</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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only**
  - 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, 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 mandatorily 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, 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- 1) The procedure for attending Meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
- 2) 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 e-voting.
- 3) 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 EGM.
- 4) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 5) Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
- 6) 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.
- 7) Shareholders who would like to express their views/ask questions during the meeting regarding the two items mentioned in this Notice of the meeting, may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/ folio number, email id, mobile number at [investorjkyre@jkm.com](mailto:investorjkyre@jkm.com) between 4th December 2023 to 10th December 2023. The shareholders who may have queries regarding two items of Notice, may send their queries during the said period, prior to meeting 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 EGM. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 8) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- 9) If any votes are cast by the shareholders through the e-voting available during the EGM 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 ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

- 1) 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 [rta@alankit.com](mailto:rta@alankit.com).
- 2) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**D. OTHER INSTRUCTIONS:**

- (i) If you have any queries or issues regarding attending EGM & 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 toll free no. 1800 22 55 33.
  - (ii) All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal 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 toll free no. 1800 22 55 33.
13. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 11th December 2023 may follow the same instructions as mentioned above for remote e-Voting.
  14. 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., 11th December 2023 and a person who is not a member as on the cut-off date should treat the Notice for information purposes only.
  15. The Company has appointed Shri Ronak Jhuthawat (Certificate of Practice No.-12094) of M/s Ronak Jhuthawat & Co., Company Secretaries as Scrutinizer and Ms. Monika Jain of M/s Monika Jain & Associates (Certificate of Practice No.- 22831), Company Secretaries, as Alternate Scrutinizer, to scrutinize the 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.
  16. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, 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.

17. Members of the Company under the category of Institutional Investors are encouraged to attend the EGM and vote.
18. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website [www.jktyre.com](http://www.jktyre.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.1**

Based on the recommendation of the Nomination and Remuneration Committee, the Board appointed Dr. Jorg Nohl as an Additional Director in the category of Independent Director for a term of five consecutive years w.e.f. the date as may be approved by the Committee of Directors, subject to approval of the members of the Company within stipulated time of three months from the effective date of appointment.

The said Committee of Directors approved appointment of Dr. Jorg Nohl w.e.f. 21st November 2023. Accordingly, as mentioned above, the Company is now required to seek approval of the shareholders for appointment of Dr. Jorg Nohl. The proposed resolution at Item No. 1 of the Notice of EGM is for approval of the members for appointment of Dr. Jorg Nohl as a Director of the Company and also as an Independent Director for a period of five consecutive years.

The Company has received declaration from Dr. Jorg Nohl that he meets the criteria of independence and is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence, as prescribed under the said Act and the Listing Regulations. Dr. Jorg Nohl is not disqualified from being appointed as a Director in terms of Section 164 of the said Act or debarred from holding the office of a Director pursuant to any SEBI Order or any other such authority. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a shareholder proposing name of Dr. Jorg Nohl for appointment as an Independent Director of the Company.

In the opinion of the Board, Dr. Jorg Nohl fulfills the conditions specified in the said Act and Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the Management. His appointment on the Board also satisfies the requirement of the Listing Regulations for appointment of an Independent Director on the Board of the Company. As an Independent Director, he will not be liable to retire by rotation and accordingly while ascertaining total number of directors for the purposes of determining directors liable to retire by rotation, Independent Director shall not be included.

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

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

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

### **Item No.2**

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 42 and 62(1)(c) of the Companies Act, 2013 any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution.

The Company proposes to raise additional capital for any or all of the following objects or any combination of the following: capital expenditure, including towards expansion and development of one or more of Company's manufacturing facilities, pre-payment and/or repayment of debt availed by the Company and/ or its subsidiaries, working capital requirements of the Company, its subsidiaries and affiliates, financing of business opportunities (which may be either organic or inorganic) and strategic initiatives or general corporate purposes, as may be permissible under the applicable law and approved by the Board of Directors or its duly authorised Committee.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013, the approval of the members of the Company is accordingly being sought to permit the Board of Directors to create, offer, issue and allot Equity Shares of face value of ₹ 2 each of the Company ("Equity Shares") and/ or other securities convertible into Equity Shares (including warrants, or otherwise) (hereinafter referred to as "Securities"), or any combination thereof, in accordance with applicable law, in one or more tranches, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 500 Crore (Rupees Five Hundred Crore) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law, by way of qualified institutions placement (QIP) or through any other permissible mode and/ or combination thereof as may be considered appropriate under applicable laws, at such price as may be deemed appropriate by the Board of Directors (hereinafter referred to as the "Board" which term shall deem to include any committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution) in its absolute discretion, including the discretion to determine the Qualified Institutional Buyers ("QIBs") to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and, wherever necessary, in consultation with book running lead manager(s) and other agencies that may be appointed ("Issue"). The Board, at its meeting held on 1st November 2023, subject to the approval of the members, has approved such capital raising.

The eligible securities will be created, offered, issued and allotted on the terms and conditions specified in the special resolution including but not limited to – their ranking, eligibility, transferability, limit on allotment in terms of number/ percentage of securities, minimum number of allottees, their price, quantum, etc. Further, no contribution is proposed to be made by the promoters or directors either as a part of the offer or separately in furtherance of the objects.

The Schedule of the Issue will be determined by the Board or its duly authorized Committee.

The eligible securities that may be issued by the Company pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and the terms and conditions stated in Chapters VI of the ICDR Regulations and the relevant provisions of the Companies Act 2013, have been or will be complied with, as required.

The approval of the Members is being sought to enable the Board, to decide on the capital raise and issuance of Equity Shares and/or other eligible securities or any combination thereof, to the extent and in the manner stated in the special resolution, without need for any fresh approval from the Members of the Company in this regard.

The resolution proposed is an enabling resolution and the number of Equity Shares and/or other eligible securities as specified in the special resolution or any combination thereof, to be issued, identification of investors, price, quantum and timing of the Issue, and the detailed terms and conditions for the Issue will be decided by the Board, in accordance with applicable law, in consultation with book running lead manager(s) and/or other advisor(s) appointed in relation to the Issue, as necessary, taking into consideration market conditions. The proposal, therefore, seeks to confer upon the Board, the absolute discretion and adequate flexibility to determine the terms of the Issue, as detailed above. The Company has made and will continue to make necessary disclosures to the stock exchanges, as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Resolution is in the interest of the Company and its Members and the Board has accordingly recommended the same for approval of the members by means of a Special Resolution.

None of the Directors, or the 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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Website: [www.jkyre.com](http://www.jkyre.com)  
Date: 21st November 2023

By Order of the Board

Pawan Kumar Rustagi  
Vice President (Legal)  
& Company Secretary