



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, 6th March 2023 at 11.0 A.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following business:

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 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and rules thereunder or any statutory modification(s) or re-enactment(s) thereof and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, the Foreign Exchange Management Act, 1999 (“FEMA”) and rules and regulations framed thereunder, as amended, and the provisions of Memorandum and Articles of Association of the Company and subject to the other rules, regulations and guidelines, as may be applicable and subject to such other approval(s), consent(s), permission(s) and/or sanction(s), if any and agreed to by the Board of Directors of the Company (which term shall deem to include the Committee of Directors (hereinafter referred to as “the Board”), consent of the Shareholders of the Company (“Shareholders”) be and is hereby accorded to create, offer, issue and allot, by way of preferential issue, up to 24,000 fully paid Compulsorily Convertible Debentures (carrying an interest at the rate of 6% per annum, compounded cumulatively on a quarterly basis) of the face value of ₹ 1,00,000/- each (CCDs) of the Company, for raising an amount aggregating up to ₹ 240 Crore (Rupees Two Hundred and Forty Crore Only) (“CCDs Amount”); in one or more tranches, to International Finance Corporation (hereinafter referred to as “IFC”), a Qualified Institutional Buyer, by way of a preferential issue on a private placement basis. Provided that: (i) the CCDs shall be convertible into Equity Shares of ₹ 2 each of the Company, within a period up to 18 months from the date of allotment, at a conversion price of ₹ 180.50 for each Equity Share, which includes premium of ₹ 178.50 per Equity Share, determined in accordance with Chapter V of the SEBI (ICDR) Regulations, with respect to the Relevant Date i.e., 3rd February 2023, as per details contained in the Statement under Section 102 of the Act annexed hereto; (ii) the interest at the rate of 6% per annum compounded cumulatively on a quarterly basis payable on CCDs shall be converted into Equity Shares at the conversion price of ₹ 180.50 for each Equity Share. If such interest on CCDs cannot be converted into Equity Shares at the conversion price, then such interest to be paid either: (a) in cash; or (b) in combination of Equity Shares and cash, as accepted by IFC; and (iii) the total number of Equity Shares of the Company to be issued upon conversion of the CCDs and the interest amount, taken cumulatively, shall not exceed 1,45,44,745 Equity Shares of ₹ 2/- each.

RESOLVED further that the CCDs shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of this Resolution, provided that where the allotment of CCDs is subject to any approval or permission from any statutory or regulatory authority, the period of fifteen days shall be counted from the date of receipt of such approval or permission, as the case may be or such other extended period as

may be permitted under applicable SEBI (ICDR) Regulations, as amended from time to time and the Equity Shares to be allotted pursuant to conversion of CCDs shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed.

RESOLVED further that the Equity Shares to be issued and allotted pursuant to conversion of CCDs (and the interest amount) in terms of this Resolution shall rank *pari passu* in all respects including as to dividend and voting rights, from the date of allotment thereof, with the existing fully paid-up Equity Shares of face value of ₹ 2/- each of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and that the CCDs and Equity Shares so allotted shall be subject to lock-in requirements as provided under the SEBI (ICDR) Regulations.

RESOLVED further that for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the aforesaid CCDs and Equity Shares to be allotted on conversion of CCDs and the interest amount, and listing of the said Equity Shares to be allotted pursuant to conversion, as aforesaid, with the Stock Exchanges, including issue of a private placement offer cum application letter, in Form No. PAS-4, to IFC inviting them to subscribe to the CCDs in accordance with the provisions of the Act, and to resolve and settle any questions or difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of issue proceeds, appointment of monitoring agency or agencies, as may be required and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.

RESOLVED further that the monies received by the Company from IFC for application of the CCDs pursuant to this private placement shall be kept by the Company in a separate bank account to be opened by the Company with any scheduled commercial bank and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013 and the relevant SEBI Regulations.

RESOLVED further that subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolutions.”

Regd. Office:

By Order of the Board
vide board resolution dated
3rd February 2023

Jaykaygram, PO-Tyre Factory,
Kankroli - 313 342(Rajasthan)
Phone: 02952-233400/233000
Fax: 02952-232018
Email id: investorjkyre@jkmil.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com

Pawan Kumar Rustagi
Vice President (Legal)

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its Circular dated 28th December 2022 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) read with SEBI Circular dated 5th January 2023, 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 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, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The Notice of EGM is also available on the website of CDSL at 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.
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 26th February 2023 through email on 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 or rta@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 circular dated 30th May 2022 has prescribed Standard Operating Procedures for dispute resolution under the Stock Exchange arbitration mechanism for a dispute between a Listed Company and/or RTA and its Shareholders(s) / investor(s). The said circular is available on the website of the Company at www.jktyre.com.
11. In compliance with the provisions of Section 108 of the Act read with relevant rules thereunder and Regulation 44 of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, 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 3rd March, 2023 from 10.00 A.M. and ends on 5th March, 2023 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. 27th February 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 said SEBI Circular dated 9th 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.

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 Circular dated 9th December 2020, 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
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in 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.
- 2) Click on "Shareholders" 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat form
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"> • 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.
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"> • 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.

- (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 resolution 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 eVoting only**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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., investorjktyre@jktmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 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@jkmil.com between 20th February 2023 to 26th February 2023. The shareholders who do not wish to speak during the EGM but have queries 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@jkmil.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.
- 8) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 9) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted 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.
- 10) 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@jkmil.com or 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 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 or call toll free no. 1800 22 55 33.
12. 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., 27th February 2023 may follow the same instructions as mentioned above for remote e-Voting.
13. 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., 27th February 2023 and a person who is not a member as on the cut-off date should treat the Notice for information purposes only.
14. 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. Juli Marmat of M/s Marmat & Associates (Certificate of Practice No.- 23525), Company Secretary in Practice 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.
15. 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.
16. Members of the Company under the category of Institutional Investors are encouraged to attend the EGM and vote.
17. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.jkyre.com and on the website of CDSL (www.evotingindia.com) and shall simultaneously be forwarded to the Stock Exchanges. The result of the voting will also be displayed at the Notice Board at the Registered Office and the Administrative Office of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As per Sections 23, 42, 62, 71 of the Companies Act, 2013 read with Rules thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations), consent of the Members of the Company by way of a Special Resolution is required to create, offer, issue and allot up to 24,000 Compulsorily Convertible Debentures, (carrying an interest at the rate of 6% per annum, compounded cumulatively on a quarterly basis) of the face value of ₹ 1,00,000/- each (CCDs) of the Company for CCDs Amount, on preferential basis to International Finance Corporation.

The Board of Directors of the Company, at its meeting held on 3rd February 2023, subject to necessary approval(s), has approved the proposal to create, offer, issue and allot, by way of preferential issue, upto 24,000 fully paid Compulsorily Convertible Debentures (carrying an interest at the rate of 6% per annum, compounded cumulatively on a quarterly basis) of the face value of ₹ 1,00,000/- each (CCDs) of

the Company for CCDs Amount, in one or more tranches, to International Finance Corporation (hereinafter referred to as "IFC"), a Qualified Institutional Buyer, on a private placement basis.

(A) Pricing of the Issue: The CCDs are proposed to be issued at par, i.e., at face value of ₹ 1,00,000/- per CCD. The said CCDs will be converted into Equity Shares at a conversion price of ₹ 180.50 per Equity Share. The conversion price has been determined in accordance with the SEBI (ICDR) Regulations, which is not less than higher of the following:

- (i) 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the Relevant Date; or
- (ii) the price determined under valuation report of an independent registered valuer.

A copy of the valuation report of an independent registered valuer M/S Sujata Sharma (Registration No. IBBI/RV/06/2019/12460) having its office at D 650, Saraswati Vihar, Pitampura, Delhi-110034 has been also published on the website of the Company at www.jktyre.com, which has been approved by the Audit Committee of the Company, in its meeting held on 3rd February 2023.

As per the Articles of Association of Company, the preferential issue of securities shall be as per applicable provisions.

The conversion price has been determined on the basis of the valuation report of the Valuer, which takes into consideration (i) and (ii) above.

(B) Relevant Date: The Relevant Date for the purpose of pricing of the Equity Shares to be allotted pursuant to conversion of CCDs shall be 3rd February 2023, being the date which is 30 days prior to the date of this Meeting, determined in accordance with SEBI (ICDR) Regulations.

(C) The relevant disclosures as required under the Companies Act, 2013 and the SEBI (ICDR) Regulations are as follows:-

a) Objects of the Preferential Issue: The Company proposes to utilise the proceeds of the issue as follows: (i) upto ₹ 180.0 Crores for funding capital expenditure for expansion of manufacturing capacities of the Company, including by way of investment in Cavendish Industries Ltd. (a subsidiary) also for expansion of manufacturing capacities, which will tentatively be utilised by 31st March 2025; and (ii) upto ₹ 60.0 Crores for general corporate purposes which will be utilised tentatively by 31st December 2023.

Further, till the time funds are utilised for aforesaid purposes, the Company will park the issue proceeds in Cash Credit (CC) Accounts maintained with various banks, and to the extent the funds are parked in the CC Accounts, the Company undertakes to set aside the cash credit limit to that extent towards utilisation in accordance with the objects set out above.

The fund requirements and proposed utilisation schedule above are based on current general economic and market conditions and business needs, and the actual deployment of funds at each stage will depend on a number of factors, including changes in costs, financial condition, business and strategy or external circumstances such as financial and market conditions, competitive environment, inflation, pandemic and related Government requirements, employment and disposable income levels, demographic trends, technological changes, changing customer preferences, interest or exchange rate fluctuations and finance charges, increasing regulations or changes in government policies, which may not be in Company's control.

If the proceeds are not utilised (in full or in part) for the objects stated above during the periods stated above due to any such factors, the remaining proceeds shall be utilised in subsequent periods in such manner as may be determined by the Company, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Company, subject to compliance with applicable laws.

b) Maximum number of securities to be issued: The Company proposes to issue up to 24,000 fully paid CCDs of face value ₹ 1,00,000/- per CCD, for CCDs Amount, provided that (i) the CCDs shall together be convertible into Equity Shares of ₹ 2 each of the Company, within a period up to 18 months from the date of allotment, at a conversion price of ₹ 180.50 for each Equity Share, which includes premium of ₹ 178.50 per Equity Share, determined in accordance with Chapter V of the SEBI (ICDR) Regulations, with respect to the Relevant Date i.e., 3rd February 2023, as per details contained herein; (ii) the interest at the rate of 6% per annum compounded cumulatively on a quarterly basis payable on CCDs shall be converted into Equity Shares at the conversion price of ₹ 180.50 for each Equity Share. If such interest on CCDs cannot be converted into Equity Shares at the conversion price, then such interest to be paid either: (a) in cash; or (b) in combination of Equity Shares and cash, as accepted by IFC; and (iii) the total number of Equity Shares of the Company to be issued upon conversion of the CCDs and the interest amount, taken cumulatively, shall not exceed 1,45,44,745 Equity Shares of ₹ 2/- each.

c) Material terms of the CCDs: The material terms of the CCDs are as under:

1. The CCDs shall be unsecured;
2. The tenure of each CCD shall be upto 18 months from the date of allotment, unless converted earlier by IFC in accordance with the agreed terms.

The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account of the holder of the CCDs and enter the name of allottee in the records of the Company as the registered owner of such Equity Shares;

3. The CCDs shall carry an interest at the rate of 6% per annum compounded cumulatively on a quarterly basis. The aggregate interest on the CCDs shall be converted into equity shares at the conversion price. If such interest on CCDs cannot be converted into equity shares at the conversion price, then such interest to be paid either: (i) in cash; or (ii) in combination of equity shares and cash, as accepted by IFC;
4. The CCDs do not carry any voting rights;
5. The number of Equity Shares to be allotted upon conversion will not exceed 1,45,44,745;
6. The CCDs and Equity Shares allotted upon conversion of CCDs and the interest amount, if applicable, will be subject to lock-in as per the provisions of SEBI (ICDR) Regulations.
7. All other terms/conditions to subscription are contained in the Subscription and Policy Rights Agreement.

d) Principal terms of assets charged as securities: Not Applicable.

e) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the offer: None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to the offer.

f) Shareholding Pattern of the Company before and after the Preferential Issue would be as under:

S. no	Category	Before Preferential Issue		After Preferential Issue**	
		No. of Equity Shares (₹ 2/- each)	% of holding	No. of Equity Shares (₹ 2/- each)	% of holding
A	Promoter Group				
(1)	Indian				
	a. Individuals/HUFs	8459105	3.44	8459105	3.24
	b. Bodies Corporate	130065950	52.82	130065950	49.88
	Sub-total A (1)	138525055	56.26	138525055	53.12
(2)	Foreign	-	-	-	-
	Sub-total A (2)	-	-	-	-
	Total Shareholding of Promoter Group (Sub-total (A) = A(1) + A(2))	138525055	56.26	138525055	53.12
B	Non-Promoter Group (Public)				
(1)	Institutions (Domestic)				
(a)	Mutual Funds	10955	-	10955	-
(b)	Alternate Investment Funds	150000	0.06	150000	0.06
(c)	Banks	15929	0.01	15929	0.01
(d)	Insurance Companies	2994273	1.22	2994273	1.15
(e)	NBFCs registered with RBI	260681	0.11	260681	0.10
(f)	Other Financial Institutions	1515	-	1515	-
	Sub-Total B(1)	3433353	1.39	3433353	1.32
(2)	Institutions (Foreign)				
(a)	Foreign Portfolio Investors Category I	16728377	6.79	16728377	6.41
(b)	Foreign Portfolio Investors Category II	1652996	0.67	1652996	0.63
(c)	Any Other (specify) International Finance Corporation	-	-	14544745	5.58
	Sub -Total B(2)	18381373	7.47	32926118	12.63
(3)	Central Government / State Government(s)				
(a)	Central Government / President of India	455	-	455	-
	Sub -Total B(3)	455	-	455	-
(4)	Non -institutions				
(a)	Directors and their relatives (excluding independent directors and nominee directors)	500	-	500	-
(b)	Key Managerial Personnel	10	-	10	-
(c)	Investor Education and Protection Fund (IEPF)	983672	0.40	983672	0.38
(d)	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	36995141	15.02	36995141	14.19
(e)	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	26194532	10.64	26194532	10.04
(f)	Non Resident Indians (NRIs)	1764293	0.72	1764293	0.68
(g)	Foreign Nationals	500	-	500	-
(h)	Bodies Corporate	13199136	5.36	13199136	5.06
(i)	Any Other (specify)				
	i) Unclaimed or Suspense or Escrow Account	20980	0.01	20980	0.01
	ii) Trusts	9265	-	9265	-
	iii) Overseas Corporate Bodies	4737500	1.92	4737500	1.82
	iv) Clearing Members	141377	0.06	141377	0.05
	v) HUFs	1843738	0.75	1843738	0.71
	Sub-Total (B)(4)	85890644	34.88	85890644	32.94
	Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3) + (B)(4)	107705825	43.74	122250570	46.88
C	Non Promoter – Non Public	-	-	-	-
	Grand Total (A)+(B)+(C)	246230880	100.00	260775625	100.00

The pre-issue shareholding is as on 31st December 2022

** After conversion of Compulsorily Convertible Debentures aggregating to ₹ 240 Crore (carrying interest rate at the rate of 6% p.a., compounded on quarterly basis) and interest accrued thereon for 18 months into Equity Shares at conversion price of ₹ 180.50 each.

- g. The time frame within which the Preferential Issue shall be completed: In terms of the SEBI (ICDR) Regulations, the Company shall complete allotment of CCDs pursuant to this Resolution within a period of 15 (fifteen) days from the date of passing of this Resolution by the members of the Company, provided that where the allotment of CCDs is subject to any approval or permission from any statutory or regulatory authority, the period of fifteen days shall be counted from the date of receipt of such approval or permission, as the case may be or such other extended period as may be permitted under applicable SEBI (ICDR) Regulations, as amended from time to time.
- h) Identity of the natural person(s) who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s): There are no natural person(s) who are the ultimate beneficial owners of the CCDs proposed to be allotted and/or who ultimately control the proposed allottee.
- i) The name of the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the Company consequent to the preferential issue:

The name of the proposed allottee and the percentage of post preferential issue capital that may be held by it, is as follows:

Name of the proposed allottee	Before Preferential Issue		After Preferential Issue	
	No. of Equity Shares	% of holding	No. of Equity Shares	% of holding
International Finance Corporation	-	-	1,45,44,745	5.58

Assuming full conversion of CCDs and interest amount into Equity Shares of ₹ 2 each as per terms of conversion.

There will be no change in control of the Company upon the allotment of the CCDs and upon conversion of the CCDs resulting into allotment of Equity Shares from the proposed preferential issue will also not result in any change in control of the Company.

- j) Class or classes of persons to whom the allotment is proposed to be made: The allotment is proposed to be made to International Finance Corporation, a Qualified Institutional Buyer.
- k) Practising Company Secretary's Certificate: The certificate of M/s Ronak Jhuthawat & Co., Practising Company Secretaries certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) Regulations, is kept open for inspection by the Members at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M up to the date of this Extra-ordinary General Meeting. The certificate will also be made available on the website of the Company at <https://jktyre.com/preferential-issue-egm-2023.aspx>.
- l) Undertakings: In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:
- (i) It shall re-compute the price of the securities specified above in terms of the provisions of these Regulations where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in these Regulations, the securities specified above shall continue to be locked-in till the time such amount is paid by the allottee.
- m) Neither the Company nor any of its Directors or Promoters are wilful defaulters or a fraudulent borrower. None of the Directors of the Company is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.
- n) The current and proposed status of the allottee post the preferential issue namely, promoter or non-promoter: The proposed allottee is a non-promoter and there will be no change in its status post the preferential issue.
- o) During the financial year commencing 1st April, 2022 and during the twelve months preceding the date of issue of this Notice, the Company has not allotted any securities on preferential basis.
- p) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the proposed allotment of CCDs is for cash consideration.

In terms of Sections 42, 62 and 71 of the Companies Act, 2013, the Resolution is in the interest of the Company and its Members and the Board has accordingly recommended the same for approval of the Shareholders by means of a Special Resolution.

None of the Directors and Key Managerial Personnel (KMP) of the Company and/or their relatives are concerned or interested, financially or otherwise, in the above resolution.

Regd. Office:

Jaykaygram, PO-Tyre Factory,
Kankroli - 313 342(Rajasthan)
Phone: 02952-233400/233000
Fax: 02952-232018
Email id: investorjktyre@jksmail.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
Date: 3rd February 2023

By Order of the Board
vide board resolution dated
3rd February 2023

Pawan Kumar Rustagi
Vice President (Legal)
& Company Secretary