



JKTIL:SECTL:SE:AGM 2025

Date: 14th July 2025

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

Re. Notice of Annual General Meeting (AGM)

Dear Sir,

We enclose herewith Notice of the 72nd Annual General Meeting scheduled to be held on Thursday, 7th August 2025 at 3.00 P.M. IST at Kankroli, Rajasthan.

Thanking you,

Yours faithfully,
for JK Tyre & Industries Ltd.

(Kamal Kumar Manik)
Company Secretary

Encl: As above





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

NOTICE

NOTICE is hereby given that the seventy-second Annual General Meeting of the Members of JK Tyre & Industries Ltd. will be held at the Registered Office of the Company at Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan) on Thursday, 7th August 2025 at 3.00 P.M. IST to transact the following business:

1. To receive, consider and adopt - a) the audited standalone financial statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2025 and the Reports of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. Arun Kumar Bajoria who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder as amended from time to time, M/s Lodha & Co LLP, Chartered Accountants, New Delhi (Registration No. 301051E/E300284) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this 72nd Annual General Meeting (AGM) till the conclusion of the 77th AGM to be held in the year 2030, on a remuneration of ₹ 40.0 Lakh (Rupees Forty Lakh only) per annum, up to the conclusion of the next AGM in addition to applicable taxes and out-of-pocket expenses, etc. and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Auditors.”

5. To appoint Secretarial Auditor and to fix their remuneration and in this regard, to consider and if thought fit to pass, with or without modification(s), the following as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, M/s Ronak Jhuthawat & Co., Company Secretaries (Firm Registration Number: P2025RJ104300 and a peer reviewed Company Secretaries firm (Peer Review Number: 6592/2025) be and are hereby appointed as Secretarial Auditor of the Company for auditing the secretarial and related records and for submitting Secretarial Audit Report, for a tenure of five consecutive years commencing from FY 2025-26 to FY 2029-30, on a remuneration of ₹ 1.0 Lakh (Rupees One Lakh only) per annum, in addition to applicable taxes and out-of-pocket expenses, etc., for FY 2025-26 and the Board of Directors of the Company be and is hereby authorized to fix the remuneration for the remaining tenure of the Secretarial Auditor.”

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

“RESOLVED that pursuant to the provisions of Regulation 17(6) (ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the other relevant provisions as may be applicable and approval of the members of the Company at the Annual General Meeting held on 2nd August 2024 for payment of remuneration to Shri Bharat Hari Singhania as a non-executive director of the Company, approval of the members of the Company be and is hereby granted for payment of annual remuneration to Shri Bharat Hari Singhania (Director Identification Number: 00041156), as a non-executive director of the Company for the financial year ending 31st March 2026, which may exceed fifty percent of the total remuneration payable to all non-executive directors of the Company.

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

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

“RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) or any statutory modification(s) or re-enactment(s) thereof, re-appointment of Shri Anshuman Singhania (Director Identification Number: 02356566) as Managing Director of the Company for a period of five years with effect from 21st October 2025, be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period or periods not exceeding three years in the aggregate and the approval accorded herein shall also be deemed to be the approval by way of special resolution as contemplated under Section 197(10) read with Schedule V of the Act and/or Regulation 17 of the Listing Regulations, as may be applicable.

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

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 or any statutory modification(s) or re-enactment thereof, the Cost Accountants appointed by the Board as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year commencing 1st April 2025, be paid the remuneration of ₹ 3.0 Lakh (Rupees Three Lakh Only) per annum, in addition to applicable taxes and reimbursement of actual expenses of travel outside Delhi for the said audit, as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20th May 2025.

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

Regd. Office:
Jaykaygram, PO-Tyre Factory,
Kankroli - 313 342(Rajasthan)
Phone: 02952-302400/330011
Fax: 02952-232018
Email id: investorjktyre@jktmail.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
Date: 20th May 2025

By Order of the Board

Kamal Kumar Manik
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102 of the Companies Act, 2013 (Act), setting out the material facts concerning Item Nos. 4 to 8 of the Notice, is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office and the copies thereof at the Administrative Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days up to and including the date of the Annual General Meeting (AGM).
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 1st August to 7th August, 2025 (both days inclusive).
5. The dividend of ₹ 3/- per Equity Share of ₹ 2/- each (150%) as recommended by the Board of Directors, if declared at the AGM, is planned to be paid within two weeks, but not later than 30 days, of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 31st July 2025 or to their mandatees.
6. In respect of shares held in dematerialised form, the dividend will be paid to all the beneficial owners as at the end of the day on 31st July 2025 (Record Date), as per the list of beneficial owners to be received from the Depositories for this purpose.
7. Pursuant to the requirement of the Income-tax Act, 1961, the Company will be required to withhold taxes as may be required, at the prescribed rates on the dividend paid to its shareholders. The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.
8. Electronic copy of the Annual Report for the financial year (FY) 2024-25, the Notice of the 72nd AGM of the Company along with Admission Slip and Proxy Form are being emailed to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

Physical copy of the Annual Report for the FY 2024-25, the Notice of the 72nd AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for FY 2024-25 and the Notice of the 72nd AGM will also be available on the Company's website - www.jktyre.com and 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 AGM is also available on the website of CDSL at www.evotingindia.com.

9. **Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.**

10. APPOINTMENT OF DIRECTOR:

Brief profile of the Director proposed to be reappointed (Item No. 3 of the Notice): Dr. Arun Kumar Bajoria, age eighty years, is a corporate professional and holds Bachelor's Degree in Mechanical Engineering from BITS, Pilani and a Diploma in Advance Management from London Business School as well as a certificate course from Wharton Business School on 'Mergers & Acquisitions'. He has also been conferred with an honorary Ph.D. by ADAMAS University, Kolkata. He has been a Whole-time Director of the Company with the designation 'President & Director' since 20th January 2010 and his current designation is "Director & President – International". Before that he was President of the Company since 2003. Earlier, he was President & Director of Vikrant Tyres Ltd., erstwhile subsidiary of the Company. He joined in the year 1997, at the time of the Company acquiring erstwhile Vikrant Tyres Ltd. and was instrumental in turning it around to a profitable entity. Dr. Bajoria is a professional having operational/manufacturing and tyre industry experience including expertise for strategic planning and brings with him rich experience of managing and running manufacturing companies of over 57 years (including 32 years with Birla Group).

Dr. Bajoria attended all the six Board Meetings of the Company held during the financial year ended 31st March 2025. Dr. Bajoria holds 500 Equity Shares of ₹ 2/- each of the Company. Dr. Bajoria is not related to any other Director or any other key managerial personnel of the Company. The terms and conditions of appointment including remuneration of Dr. Bajoria as Whole-time Director of the Company were earlier approved by the members by means of a special resolution passed through Postal Ballot on 7th January 2025. For details of remuneration drawn during the financial year 2024-25, please refer to the Corporate Governance Report printed in the Annual Report of the Company. It has therefore been considered desirable to continue with the services of Dr. Arun Kumar Bajoria as Whole-time Director with the designation "Director & President – International" of the Company. His Director Identification Number is 00026540.

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

11. Remote e-voting procedure: In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SEBI Master Circular dated 11th November 2024 read with SEBI Circular dated 9th December 2020, the Company is pleased to provide to its members, facility to exercise their right to vote at the 72nd AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd. (CDSL). Remote e-voting is optional. The facility for voting by ballot/polling paper shall also be made available at the AGM and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right to cast vote at the AGM. The members who have cast their vote by remote e-voting prior to the meeting date may also attend the meeting but shall not be entitled to cast their vote again.

A. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING 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 4th August, 2025 from 10.00 A.M. and ends on 6th August, 2025 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., 31st July, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the meeting date would not be entitled to vote at the AGM venue.
- (iii) Pursuant to the said SEBI Master Circular dated 11th November 2024 read with 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 Circulars, login method for e-Voting 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's Easi / Easiest facility, can login through their existing User Id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) 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 e-voting 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. 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 & My Easi New (Token)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 e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number and Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 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. 4) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered Email Id/Mobile Number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</p>

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 21 09911.
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 remote e-Voting 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/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 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. • 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.
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 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 the 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 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 and 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 and not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID /MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorjkyre@jkm.com or rta@alankit.com.
- (ii) For Demat shareholders - Please update your email id and mobile number with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting and joining virtual meetings through Depository.

C. OTHER INSTRUCTIONS:

- (i) If you have any queries or issues regarding 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 21 09911.
 - (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 21 09911.
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., 31st July 2025 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., 31st July 2025 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 Dr. 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 (at AGM venue) and remote e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose of ascertaining the requisite majority.
 15. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and

make 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. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 31st July 2025 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
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.
18. This Notice also contains a route map of the venue of AGM.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 4

The existing Company's Auditors, M/s S S Kothari Mehta & Co. LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company for the maximum permissible two terms, i.e., first term of three consecutive years from the conclusion of the 64th Annual General Meeting (AGM) held in the year 2017 and second term of five consecutive years from the conclusion of the 67th AGM till the conclusion of this AGM. Accordingly, the term of M/s S S Kothari Mehta & Co. LLP (the outgoing Auditors), will end at the conclusion of this AGM and the said firm, will not be eligible for re-appointment as the Auditors of the Company.

The Board of Directors at its meeting held on 20th May 2025, considering the experience and recommendation of the Audit Committee, proposed to the Members of the Company appointment of M/s Lodha & Co LLP, Chartered Accountants (the Institute of Chartered Accountants of India (ICAI) Firm Registration Number: 301051E/E300284), a Peer Reviewed Firm (Peer Review Certificate Number: 016523), as Auditors in place of the outgoing Auditors, for a term of five consecutive years from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2030, on the proposed remuneration of ₹ 40.0 Lakh per annum, up to the conclusion of the next AGM to be held in the year 2026, in addition to applicable taxes and out-of-pocket expenses, etc. The remuneration for the remaining tenure of the Auditors shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. Accordingly, there is no material change in the remuneration proposed to be paid to the new Auditors for the financial year 2025-26 from that paid to the outgoing Auditors for the financial year 2024-25.

M/s Lodha & Co LLP, is a firm of Chartered Accountants, registered with ICAI, having its Registered Office in the State of West Bengal and was founded in 1941. The firm has branches in Mumbai, Delhi, Hyderabad, Chennai and Jaipur and has 16 Partners and a dedicated team of 300 staff approximately (including more than 80 Professionals). The firm is currently providing Accounting, Assurance, Taxation and other Advisory Services. It has experience of working with several multinational companies, listed entities and companies with multi-products and services. It is empaneled with Comptroller and Auditor General of India and is currently eligible to conduct Statutory Audit of Maharatna and large Public Sector Banks. Further, the firm is registered with Public Company Accounting Oversight Board (PCAOB) and is eligible to conduct the audit of Indian subsidiaries/ associates of companies listed in the USA. The firm is having more than 80 years of professional experience and has presence in major business groups, banks and various non-Government and Government organisations in India.

M/s Lodha & Co LLP, Chartered Accountants have consented to their appointment as Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section

141 of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of Sections 139 and 141 of the Act read with relevant rules thereunder.

The Board recommends the resolution for approval of the members.

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

Item no. 5

Pursuant to the Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Section 204 of the Companies Act, 2013 (Act) read with relevant rules thereunder and other applicable provisions, if any, the Board of Directors of the Company, at its meeting held on 20th May 2025, considering the experience and recommendation of the Audit Committee, recommended to the Members appointment of M/s Ronak Jhuthawat & Co., Company Secretaries (Firm Registration Number: P2025RJ104300), a Peer Reviewed Firm (Peer Review Number: 6592/2025), as the Secretarial Auditor for a term of five consecutive years to hold office from the financial year 2025-26 to 2029-30 on the proposed remuneration of ₹ 1.0 Lakh per annum, in addition to applicable taxes and out-of-pocket expenses, etc. for the FY 2025-26. The remuneration for the remaining tenure of the Secretarial Auditor shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. Accordingly, there is no material change in the remuneration proposed to be paid to the new Secretarial Auditor i.e., M/s Ronak Jhuthawat & Co., for the financial year 2025-26 from what was paid for the financial year 2024-25, to the outgoing Secretarial Auditor. The remuneration of the Secretarial Auditor for the financial year 2024-25 was ₹ 75,000/-. In addition to the responsibilities as Secretarial Auditor, M/s Ronak Jhuthawat & Co. shall render such services to the Company as specified/permitted by the Securities and Exchange Board of India and/or The Institute of Company Secretaries of India, and/or any other authority, from time to time.

M/s Ronak Jhuthawat & Co. is a firm of Practicing Company Secretaries with over 11 years of experience in delivering professional services in the areas of Corporate Laws, Industrial Laws, Intellectual Property Laws, SEBI Laws, Insolvency and Bankruptcy Laws, RBI Guidelines, Legal Due Diligence, Mergers and Acquisitions, Listing and Capital Market Transactions with expertise in legal and secretarial services. The firm has total twenty-one qualified Company Secretaries out of which three are partners.

M/s Ronak Jhuthawat & Co. have consented to their appointment and have confirmed, their appointment, would be in accordance with the provisions of the Listing Regulations and Section 204 of the Companies Act, 2013. It was also confirmed that M/s Ronak Jhuthawat & Co. is holding valid certificate of Peer Review issued by the Institute of Company Secretaries of India. Further, it was also confirmed that it is eligible and qualified for appointment as Secretarial Auditor and has not incurred any of the disqualification specified by the SEBI.

The Board recommends the resolution for approval of the members.

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

Item no. 6

Shri Bharat Hari Singhania is continuing as a non-executive director of the Company with effect from 1st October 2021 after completion of his five years term as a Managing Director on 30th September 2021.

Shri Bharat Hari Singhania was a Managing Director of the Company since 1994. Shri Singhania expressed his desire not to seek re-appointment as a Managing Director for a fresh term. Accordingly, he ceased to be a Managing Director effective 30th September 2021. He, however, agreed to be available to the Company and management to provide services as may be required. Accordingly, the members of the Company at the Annual General Meeting held on 2nd August 2024 approved continuation of Shri Singhania as a non-executive director and also approved payment of remuneration of ₹ 33.50 Lakh per month for the period of two years commencing 1st October 2024.

In terms of Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed company is required to obtain approval of the members by special resolution every year, in which the annual remuneration payable to a single

non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving relevant details thereof.

It is expected that the remuneration payable to Shri Bharat Hari Singhania, as aforesaid (along with other remuneration as may be applicable to the directors of the Company, who are neither managing directors nor whole-time directors), may exceed fifty percent of the total annual remuneration that may be payable to all non-executive directors of the Company for the financial year 2025-26. Accordingly, approval of the members of the Company is required by way of special resolution for payment of remuneration to Shri Bharat Hari Singhania for the financial year 2025-26, as aforesaid.

Shri Bharat Hari Singhania is an industrialist with over 64 years of experience. Presently, he is also President of J.K. Organisation. He has vast experience and deep knowledge in the areas of sustainable and long-term financial structuring, policy planning, corporate governance practices, strategy and other long-term developmental activities. He has been on the Board of Directors since 1987 and was Managing Director of the Company from 30th March 1994 to 30th September 2021. It is considered that his availability to the Company will be in the overall interest of the Company and its stakeholders since the Company and management will continue to derive the benefits seamlessly by leveraging on his vast experience and deep understanding and knowledge.

The Resolution is recommended to the members by the Board for passing as Special Resolution.

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

Item no. 7

The Board of Directors has re-appointed Shri Anshuman Singhania, as Managing Director of the Company for a tenure of five years w.e.f. 21st October 2025 on the terms and remuneration set out hereunder subject to the approval of the Shareholders and such other necessary approval(s), as may be required.

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

I. General Information:

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

(Standalone Basis)

Particulars for the Financial Year ended 31 st March 2025	Rs in Crore
- Sales and Other Income	10,244.66
- Profit before Interest, Depreciation and Tax	1,075.25
- Profit Before Tax	529.11

- (5) Foreign investments or collaborations, if any: During the financial year 2022-23, the Company has raised \$ 30 Million (₹ 240 Crores) approximately by issue and allotment of 24,000 fully paid compulsorily convertible debentures (carrying an interest of 6% per annum compounded cumulatively on a quarterly basis) of the face value of ₹ 1,00,000/- each (CCDs), by way of a preferential issue on a private placement basis, to International Finance Corporation, part of the World Bank Group and a Qualified Institutional Buyer. These CCDs have since been converted into 132,96,398 Equity Shares of ₹ 2/- each on 16th September 2024 as per agreed terms. The proceeds of this issue have been utilized mainly for financing expansion of capacities. The Company does not have any foreign collaboration.

II. Information about the appointee:

- (1) Background, Recognition or Awards details: Shri Anshuman Singhania, 45 years, joined the Company as an executive on 1st January, 2007 and over the years has been deeply involved as an Executive, Vice President (Operations), Whole-time Director, Dy. Managing Director and now in the leadership role as Managing Director, in the areas of strategic planning, manufacturing & technology, product development, expansion (organic and inorganic), quality control, technology services, business process re-engineering, corporate governance, risk management, alignment of HR practices with Company's vision, exports, marketing and sales including brand positioning, new age social media and digital marketing, costing and budget, IT services including latest tools of data analytics, etc.

Shri Singhania is an Industrialist with about 19 years' experience. He joined the Board of the Company on 16th March 2016 as a Whole-time Director and was elevated as a Managing Director of the Company w.e.f. 21st October 2020. Shri Anshuman Singhania has taken some of the transformative initiatives which include – supply chain management, sales force, plant automation, IT, ERP & SAP implementation, cost reduction initiatives, de-leveraging by raising funds from non-conventional sources and by overall improvement in financials of the Company, closely working on implementing key reforms initiatives, closely involved with the R&D and product development, etc.

Shri Anshuman Singhania also demonstrated exemplary leadership qualities in successfully dealing with unprecedented challenges which surfaced after outbreak of COVID - 19 pandemic.

Shri Anshuman Singhania has been named as one of the "Top 10 innovative CEOs to watch out for in 2024" by Business Success Story.

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

Shri Singhania attended all the six board meetings of the Company held during the financial year ended 31st March 2025. Shri Singhania holds 2,44,875 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are - He is a Director of Niyojit Properties Private Ltd. and a member of Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute and PHD Chamber of Commerce and Industry. He is past Chairman of the Automotive Tyre Manufacturers Association (ATMA). Chairmanship/ Membership of Shri Singhania in the Committees of Directors in other Companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – NIL. Listed entities from which Shri Anshuman Singhania has resigned in the past three years – NIL.

- (2) Past Remuneration: The remuneration of Shri Anshuman Singhania approved by the members of the Company at their Annual General Meeting held on 27th August 2021, is as under:
- (A) Salary: ₹ 35.0 Lakh per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 30.0 Lakh per month to ₹ 60.0 Lakh per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal

accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.

- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, or more as may be decided by the Board from time to time. The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund, Superannuation Fund or Annuity Fund as may be applicable, as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the limits approved herein.
- (I) In the event of inadequacy or absence of profits under Sections 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, the Managing Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Section 197(10) read with Schedule V of the said Act, as may be applicable.

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

- (3) Job Profile and his suitability: Shri Anshuman Singhania as Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is deeply involved in the leadership role in the areas as stated in para II (1) herein before. The Company has grown manifold since commencement of automobile tyre/tubes business in 1975. Further, the Company has taken up Research & Development activities and exports in a big way besides expansion/debottlenecking at new greenfield and existing multi-location plants in the States of Rajasthan, Madhya Pradesh, Karnataka and Chennai. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008 and a large tyre manufacturing facility in Uttarakhand from Kesoram Industries Ltd., through its subsidiary – Cavendish Industries Ltd. The Company has also undertaken expansion of its capacities at various existing plants. Consequently, responsibilities of the managerial personnel have increased substantially with the growth of the Company.
- (4) Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 20th May 2025 approved the terms of remuneration for the five years tenure of Shri Anshuman Singhania as Managing Director commencing 21st October 2025 as under:
- (A) Salary: ₹ 64.50 Lakh per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 55.0 Lakh per month to ₹ 93.0 Lakh per month;
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas,

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

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

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

- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as may be applicable, as per rules of the Company.
 - (F) Gratuity at the rate of 15 days salary for each completed year of service.
 - (G) Encashment of unavailed leave.
 - (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the limits approved herein.
 - (I) In the event of inadequacy or absence of profits under Section 197 and other applicable provisions of the Companies Act, 2013 in any financial year or years during the term of appointment, the Managing Director shall be entitled to such remuneration, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section IV of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof, for a period or periods not exceeding three years in the aggregate, and the approval accorded herein shall also be deemed to be the approval as contemplated under Regulation 17(6)(e) of the Listing Regulations which specifies limits on promoter executive directors remuneration.
- (5) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The executive remuneration in the industry is on the rise. The 'Nomination and Remuneration Committee' constituted by the Board in terms of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 perused remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company; industry benchmarks in general; financial position of the Company; past performance, past remuneration, profile and responsibilities of Shri Anshuman Singhania, before approving the remuneration as proposed herein before.
- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other Director, if any: Besides the remuneration proposed, Shri Anshuman Singhania, does not have any pecuniary relationship with the Company. Shri Anshuman Singhania is not related to any other Director or any other Key Managerial Personnel of the Company.

III. Other Information:

- (1) Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of five years commencing 21st October 2025 and the future trend in the profitability will largely depend on business environment in the domestic and global markets, cost of inputs and general state of economy as a whole. Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act, 2013 and the Listing Regulations, may be exceeded during the term of appointment.

- (2) Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve overall financial health of the Company and also to derive benefits of economies of scale which will result in overall profitability, several steps have been taken by the Company. This has enabled the Company to achieve impressive growth during the financial years 2023-24 and 2024-25. With the expected upswing in the economy, the Company is poised to sustain growth momentum in the coming years as well, both on standalone and on consolidated basis. To support this, the Company has undertaken expansion of its capacities at various existing plants. Expansion project of passenger car radial (PCR) tyre has already commenced production in September 2023. Expansion project for further expanding the capacity of PCR radial tyres has also been undertaken which is expected to commence production in July 2026. During the financial years 2023-24 and 2022-23, the Company successfully raised ₹ 740 crores by way of fresh equity issue through Qualified Institutions Placement (QIP) and by issue of Compulsorily Convertible Debentures (CCDs) by way of preferential issue on private placement basis. The proceeds of these issues are being utilized for financing expansion of capacities and meeting working capital requirement. The Company also further intensified its efforts for further improvement in the operating parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, cutting down on overheads, greater emphasis on augmenting export sales and increasing penetration in the domestic replacement market, artificial intelligence based customer solutions, bigdata analytics on customer response and behaviour, focus on renewable energy, etc. to ensure that the Company stays on the course of sustainable growth trajectory and profitability. The Company has been accorded best in class ESG Rating - category of tyre by CareEdge for the second consecutive year.

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

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

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

Item no. 8

The Board at its meeting held on 20th May 2025, on the recommendation of the Audit Committee, has appointed M/s R.J. Goel & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year commencing 1st April 2025 at a remuneration of ₹ 3.0 Lakh (Rupees Three Lakh Only), in addition to applicable taxes, etc.

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

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

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

Regd. Office:
Jaykaygram, PO-Tyre Factory,
Kankroli – 313 342(Rajasthan)
Phone: 02952-302400/330011
Fax: 02952-232018
Email id: investorjktyre@jkmil.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
Date: 20th May 2025

By Order of the Board

Kamal Kumar Manik
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

- Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
 - Please check the Pincode in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pincode Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form.
 - As per SEBI directions, the securities of the listed entities can be transferred only in dematerialized form from 1st April 2019. In view of the above and to avail other benefits of dematerialisation, members who are still holding shares in physical form are requested to dematerialize their shares. For guidance on how to dematerialize the shares, please visit our website at www.jktyre.com.
 - Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only, while processing various service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal/ exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of shares certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting duly filled and signed Forms as applicable, which are available on the Company's website at www.jktyre.com.
 - SEBI has made it mandatory for all holders of physical securities in the listed companies to furnish PAN, Choice of Nomination, Contact details (Postal address with PIN and Mobile Number), Bank Account details and Specimen Signature for their corresponding folio numbers.
The Company has already sent letters to all members holding shares in physical form for furnishing their PAN, KYC details and nomination etc. in prescribed forms (Form I SR-1, ISR-2, ISR-3, SH-13 and SH-14). These forms are available on Company's website at www.jktyre.com.
Members who have not submitted such details so far are requested to submit the same to the Registrar and Share Transfer Agent (RTA), Alankit Assignments Limited (Unit: JK Tyre & Industries Ltd.) at 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055 or email at kycupdate@alankit.com.
 - SEBI vide its Master circular dated 31st July 2023 (updated as on 4th August 2023 and 20th December 2023) has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). The said circular is available on the website of the Company at www.jktyre.com.
- 4. Investor Education and Protection Fund:**
- Unclaimed Dividends** - Transfer to Investor Education and Protection Fund: The unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date the dividend became due for payment as under:

Dividend	Due date for transfer to the said Fund
▶ Financial Year ended 31.3.2018 ● 75% Dividend	20 th September 2025
▶ Financial Year ended 31.3.2019 ● 75% Dividend	12 th September 2026
▶ Financial Year ended 31.3.2020 ● 35% Dividend	21 st October 2027

Members who have not encashed their Dividend Warrants for the said financial years and subsequent years are requested to write immediately to the Secretarial Department of the Company at

New Delhi, for credit of such unclaimed dividend to the respective bank account of the Member.

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

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

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

5. Manner of registering/updating, e-mail addresses:

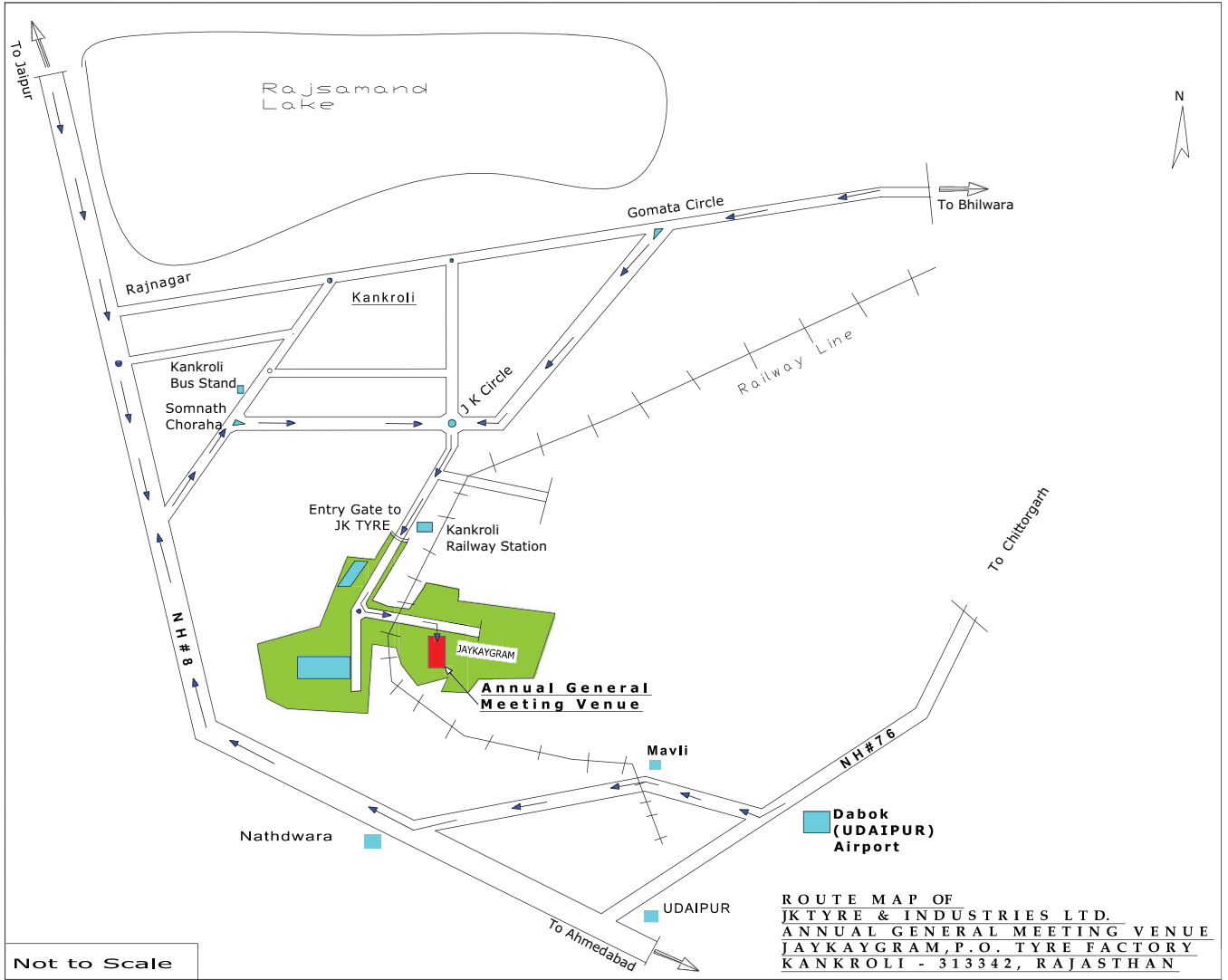
- Members holding shares in Demat Mode: Please contact your DP and register your Email Address in your demat account.
 - Members holding shares in Physical Mode: Submit Form ISR-1 (available on the website of the Company at www.jktyre.com) duly filled and signed along with requisite supporting documents to The Company Secretary, JK Tyre & Industries Ltd., 3rd Floor, Gulab Bhawan (Rear Side), 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002 or to the Company's Registrar and Share Transfer Agent (RTA) at Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110 055.
- 6. Manner of payment of Dividend:** SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th, May 2024, has mandated that with effect from 1st April, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature (KYC).

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is mandatory for the Company to print the bank account details of the investor on dividend payment instrument, where payment of dividend cannot be made through any prescribed electronic mode.

Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be along with nine digit MICR/NECS details.

- NOMINATION:** Pursuant to Section 72 of the Companies Act, 2013, shareholders may nominate an individual to whom all the rights in the shares shall vest in the event of death of the sole/all joint shareholders. The prescribed FORM SH - 13 is available on the website of the Company. The duly completed Form is to be sent to the Company (for shares held in physical mode). For shares held in demat mode, the members may contact their respective Depository Participant.
- SEBI vide its circular dated 2nd July 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01,2019 and rejected/ returned/not attended due to deficiency in the documents/process/ or otherwise, for a period of six months from 7th July 2025 till 6th January 2026. Shareholders may take note.

FOR ATTENTION OF THE SHAREHOLDERS





Regd. Office: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342(Rajasthan)
 Phone: 02952-302400/330011; Fax: 02952-232018; Email id: investorjkyre@jkmil.com
 CIN: L67120RJ1951PLC045966; Website: www.jktyre.com

ADMISSION SLIP

Folio No. or DP Id/Client-Id :
 Name and Address of the Member :
 No. of Shares held :
 Sequence Number for E-voting \$:

I hereby record my presence at the 72nd Annual General Meeting of the Company being held at Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan) on Thursday, the 7th August 2025 at 3.00 P.M. IST.

Name of the Proxy-holder/ Authorised Representative attending the Meeting * (in block letters)	
--	--

* Strike out whichever is not applicable.
 \$ Applicable for shareholders who have not updated their PAN with the Company/Depository Participant.

.....
 Signature of the Member/Proxy/Authorised Representative*

- Notes: 1. A member/proxy/authorised representative wishing to attend the Meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
 2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the Meeting.



Regd. Office: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342(Rajasthan)
 Phone: 02952-302400/330011; Fax: 02952-232018; Email id: investorjkyre@jkmil.com
 CIN: L67120RJ1951PLC045966; Website: www.jktyre.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules,2014]

Name of the Company : JK Tyre & Industries Ltd.
 Registered Office : Jaykaygram, PO - Tyre Factory, Kankroli-313 342(Rajasthan)
 Name of the member(s) :
 Registered Address :
 E-mail Id :
 Folio No/ Client Id/ DP ID :

I/We, being the member(s) ofequity shares of JK Tyre & Industries Ltd., hereby appoint

- Name :
 Address :
 E-mail Id :
 Signature :....., or failing him
- Name :
 Address :
 E-mail Id :
 Signature :....., or failing him
- Name :
 Address :
 E-mail Id :
 Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company, to be held on Thursday, 7th August 2025 at 3.00 P.M. IST at Jaykaygram, PO – Tyre Factory, Kankroli – 313 342 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolution Description	FOR	AGAINST
1	Receiving, considering and adoption of a) audited standalone financial statements of the Company for the financial year ended 31 st March, 2025 and the Reports of the Board of Directors and Auditors thereon; and b) audited consolidated financial statements of the Company for the financial year ended 31 st March, 2025 and the Reports of the Auditors thereon.		
2	Declaration of Dividend.		
3	Reappointment of Dr. Arun Kumar Bajoria as a Director, who retires by rotation.		
4	Appointment of Auditors and fixing their Remuneration.		
5	Appointment of Secretarial Auditor and fixing their Remuneration.		
6	Payment of remuneration to Shri Bharat Hari Singhania, non-executive director for the financial year ending 31 st March 2026.		
7	Re-appointment of Shri Anshuman Singhania as Managing Director for a period of five years with effect from 21 st October 2025.		
8	Ratification of remuneration payable to the Cost Auditors for financial year 2025-26.		

Signed this.....day of.....2025

Affix
Revenue
Stamp

.....
Signature of shareholder

.....
Signature of Proxy Holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.