



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

NOTICE

NOTICE is hereby given that the sixty-fifth 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 Wednesday, 22nd August 2018 at 11.30 A.M. to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Smt. Sunanda Singhania who retires by rotation and being eligible, offers herself for reappointment.
4. To consider and if thought fit to pass, with or without modification(s), the following as a Special Resolution:

"RESOLVED that pursuant to the provisions of Sections 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013(Act) and rules thereunder or any statutory modification(s) or re-enactment(s) thereof, the reappointment of Shri Arun K. Bajoria as Whole-time Director with the designation 'Director & President- International Operations' of the Company for a period of 3 years with effect from 20th January 2019 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 and in the event of inadequacy or absence of profits under Sections 197, 198 and all other applicable provisions of the Act, in any financial year or years, the remuneration comprising salary, performance linked incentive, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Whole-time Director for a period or periods not exceeding three years in the aggregate subject to requisite approvals under the said Act.

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

5. 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(s) 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 2018, be paid the remuneration of ₹ 2,00,000/- (Rupees Two Lakh Only), 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 17th May 2018.

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: investorjkyre@jkmail.com

CIN:L67120RJ1951PLC045966

Website:www.jktyre.com

Date: 17th May 2018

By Order of the Board

Pawan Kumar Rustagi
Vice President (Legal)
& 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 and 5 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 upto 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 16th August 2018 to 22nd August 2018 (both days inclusive).
5. The Dividend of ₹ 1.50 per Equity Share of ₹ 2/- each (75%) as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within two weeks of the date of the AGM to the Members whose names are borne on the Company's Register of Members on 22nd August 2018 or to their mandatees. In respect of shares held in dematerialised form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
6. The Ministry of Corporate Affairs vide its Notification dated 7th May 2018 has done away with the requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM. Accordingly, no resolution is proposed for ratification of appointment of Auditors- M/s S.S. Kothari Mehta & Co., Chartered Accountants who were appointed in the AGM held on 4th August 2017.
7. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 65th 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).
8. Physical copy of the Annual Report for 2017-18, the Notice of the 65th 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 2017-18 and the Notice of the 65th AGM will also be available on the Company's website www.jktyre.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. Any such member may use registration form attached with this Notice.**

10. APPOINTMENT OF DIRECTOR:

Brief resume of the Director proposed to be reappointed (Item No. 3 of the Notice) is given hereunder:

Smt. Sunanda Singhania (aged 65 years) is a Member of the Managing Committee of Pushpawati Singhania Hospital & Research Institute (PSRI Hospital), since its inception, 22 years back. Ever since, Smt. Singhania has been responsible for development of PSRI Hospital, South East Asia's first super speciality hospital for Liver, Renal & Digestive Diseases. PSRI has since been developed into multi-speciality hospital and is one of the leading hospitals in India, dedicated to providing advanced and comprehensive medical and surgical treatment in the areas of Gastroenterology, Nephrology, Urology, Hepatology, Endocrinology, Organ Transplant, Cardiology and Cardiac Surgery, Neurology and Neuro Surgery, Orthopedics including Joint Replacement, Pulmonology, Critical Care, etc. and is equipped with most modern diagnostic and radiology facilities. Kidney & Liver transplant programmes are amongst the flagship programmes of PSRI. Smt. Singhania is also overseeing affairs of Indica Travels & Tours Pvt. Ltd., for over 29 years, a Travel House providing comprehensive services relating to travel and tours. She is also a Director of Radical Agro Products Pvt. Ltd. She joined the Board of Directors of the Company w.e.f. 12th August 2014.

She attended all the four Board Meetings of the Company held during the financial year ended 31st March 2018. She holds 5,62,500 Equity Shares of ₹ 2/- each of the Company. She is wife of Dr. Raghupati Singhania, Chairman & Managing Director of the Company. Except this, Smt. Singhania is not related to any other Director or Key Managerial Personnel of the Company. She is a non-executive Director on the Board and her Director Identification Number is 02356376.

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), the Company is pleased to provide members, facility to exercise their right to vote at the 65th AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (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 instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on 19th August, 2018 from 10.00 A.M. and ends on 21st August, 2018 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., 15th August 2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- (iii) Log on to the e-voting website www.evotingindia.com during the voting period and click on 'Shareholders/ Members' tab.
- (iv) Shareholders maintaining their holding in Demat form should enter their User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Enter the characters displayed on the Image Verification

and click on Login.

- (vi) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (vii) For the first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. (a) Members who have not updated their PAN with the Company/ Depository Participant, are requested to use the first two letters of their name in Capital Letters followed by 8 digits of the sequence number (please see (c) below) in the PAN field. (b) 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. (c) For details of sequence number, please refer to Admission Slip on which your address and other details of shareholding are mentioned or email text, as the case may be.
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. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN relevant for JK Tyre & Industries Ltd.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to

view the entire Resolution details.

- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e., 15th August 2018 may follow the same instructions as mentioned above for remote e-voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section. The contact details of official responsible to address grievances connected with remote e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 400 013; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) 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 of 15th August 2018 and a person who is not a member as on the cut-off date should treat the Notice for information purpose only.
- (xxiii) 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 Shri Mohit Vanawat (Certificate of Practice No. – 16528) of M/s Mohit Vanawat & Associates, Company Secretary in Practice as Alternate Scrutinizer, to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and

transparent manner.

- (xxiv) 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, not later than 3 days of conclusion of the Meeting, 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.
12. 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., 15th August 2018 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.
13. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.jktyre.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.
14. 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 Board of Directors has re-appointed Shri Arun K. Bajoria, as Whole-time Director of the Company with the designation "Director & President - International Operations" for a tenure of three years commencing 20th January 2019 on the terms and remuneration set out hereunder subject to the approval of shareholders and such other necessary approvals, as may be required.

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

I. General Information:

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

Particulars for the Financial year ended 31st March 2018	₹ In Crores
- Total Income (Net of GST)	6,610.95
- Operating Profit (before Interest, Depreciation and Tax)	519.79
- Profit Before Tax	63.85

5. Foreign investments of collaborators, if any : Not Applicable.

II. Information about the appointee

1. Background, Recognition or awards details: Shri Arun K. Bajoria, age seventy three years, is a corporate professional and holds Bachelor's Degree in Mechanical Engineering from BITS, Pilani and a Diploma in Advance Management from London Business School as well as a certificate course from Wharton Business School on 'Mergers & Acquisitions'. He has been a Whole-time Director with the designation 'President & Director' since 20th January 2010 and his current designation is "Director & President – International Operations". Before that he was President of the Company since 2003. Earlier, he was President & Director of Vikrant Tyres Ltd., erstwhile subsidiary of the Company. He joined

in the year 1997, at the time of the Company acquiring Vikrant Tyres Ltd. and was instrumental in turning it around to a profitable entity. Shri Bajoria brings with him rich experience of managing and running manufacturing companies of over 51 years (including 32 years with Birla Group). His Director Identification Number is 00026540.

Shri Bajoria is not related to any other Director and Key Managerial Personnel of the Company. Shri Bajoria attended all the four Board Meetings of the Company held during the financial year ended 31st March 2018. Shri Bajoria holds 500 Equity Shares of ₹ 2/- each of the Company.

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

2. Past Remuneration: The remuneration of Shri Arun K. Bajoria approved by the members of the Company at their Annual General Meeting held on 22nd September 2015 is as under:

A. Salary: ₹ 11.50 Lakh per month in the salary range of ₹ 8.0 Lakh to ₹ 15.0 Lakh per month with such increments as may be decided by the Chairman & Managing Director/Managing Director of the Company from time to time.

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

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

C. Performance linked incentive.

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

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

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

F. Gratuity at the rate of 15 days salary for each completed year of service.

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

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

I. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

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

The Company has grown manifold since commencement of automobile tyre/tubes business in 1975. Further, the Company has taken up Research & Development activities and exports in a big way besides expansion/debottlenecking at new green field and existing multi location plants. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008 and a large tyre manufacturing facility in Uttarakhand from Kesoram Industries Ltd., through its subsidiary – Cavendish Industries Ltd. Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company. It has therefore been considered desirable to continue with the services of Shri Arun K. Bajoria as Whole-time Director with the designation “Director & President – International Operations” of the Company for a period of three years commencing from 20th January 2019.

4. Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 17th May 2018 approved the terms of remuneration for three years tenure of Shri Arun K. Bajoria commencing 20th January 2019 as under:-

A. Salary: ₹ 11.50 Lakh per month in the salary range of ₹ 8.0 Lakh to ₹ 17.0 Lakh per month with such increments as may be decided by the Chairman & Managing Director/Managing Director of the Company from time to time.

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

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

C. Performance linked incentive.

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

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

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

F. Gratuity at the rate of 15 days salary for each completed year of service.

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

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

- I. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Whole-time Director shall be entitled to such remuneration as he may be then drawing, as specified in paras A, B and C above, as minimum remuneration and be also entitled to perquisites mentioned in paras E, F and G above.

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

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, profile and responsibilities of Shri Arun K. Bajoria, before approving the remuneration as proposed herein before.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the proposed remuneration as specified above, Shri Arun K. Bajoria does not have any pecuniary relationship with the Company or with the managerial personnel.

III. Other Information:

1. Reasons of inadequate profits: For the financial year ended 31st March 2018, the Company had inadequate profits owing to several extraneous factors such as economic slowdown, higher interest rates, extreme volatility of forex rates, high raw material costs, unabated increase in oil prices, besides transitory impact of introduction of GST, etc.

In particular, the major raw material for the automotive tyres, such as – natural/synthetic rubber, carbon black, steel wire, rubber chemicals – witnessed high prices throughout the year. Since increase in prices of these key inputs could not be passed on to the consumers owing to intense competition in the industry, the margins remained contracted. All these factors coupled with lower GDP growth during the year 2017-18 i.e., 6.7% as against 7.1% in 2016-17, had impacted the profitability of the Company in the year 2017-18.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company several steps have been taken. The Company has further intensified its efforts for improvement in the areas of operational parameters, optimum utilization of working capital, conservation of energy, rationalization of product mix, etc. to ensure that the Company stays on the course of sustainable profitability and growth trajectory.

Some of the efforts of the Company in these areas have also been recognized and the Company got several awards, few of which are:

1. Best Supplier Quality Excellence Award 2016 from General Motors
2. Quality Performance Award received from Volkswagen
3. Golden Peacock Award for Energy Efficiency 2017
4. National Award for Excellence in Energy Management 2017
5. National Award for Excellence in Water Management 2017

Further, the GDP growth rate is expected to bounce back in the range of 7.5% in the year 2018-19, the overall performance of the automotive sector including tyre industry, is also expected to be better than the previous year 2017-18.

The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon in the preceding financial year.

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

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

Item no.5

The Board at its meeting held on 17th May 2018, 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 2018 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakh Only), in addition to applicable taxes and reimbursement of other expenses. 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 are 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: investorjkyre@jkm.com
CIN:L67120RJ1951PLC045966
Website:www.jkyre.com
Date: 17th May 2018

By Order of the Board

Pawan Kumar Rustagi
Vice President (Legal)
& Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. 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.
3. **Shareholders seeking transfer of shares in physical form should furnish copy of PAN card of the Transferee to the Company/ RTA for registration of transfer of shares. As per SEBI directions, the securities of listed entities can be transferred only in dematerialized form from 5th December 2018. In view of the above and to avail other benefits of dematerialisation, members who are holding shares in physical form are requested to dematerialize their shares.**
4. Multiple folios: Shareholders having multiple folios are requested to write to Company/RTA for consolidation of the folios.
5. **Dividend Warrants:**

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, it is mandatory for the company to print the bank account details of the investors on dividend payment instrument. Accordingly, the Members are requested to register/update their correct bank account details with the Company/RTA/Depository Participant, as the case may be, alongwith nine digit MICR/NECS details.

6. Investor Education and Protection Fund-

- a) Unclaimed Dividends - Transfer to Investor Education and Protection Fund:

The unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date the dividend became due for payment as under :-

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.3.2011 • 30% Dividend	9 th August 2018
➤ Financial Year ended 31.3.2012 • 25% Dividend	8 th August 2019
➤ Financial Year ended 31.3.2013 • 35% Dividend	25 th August 2020

Members who have not encashed their Dividend Warrants for the said financial years and subsequent years are requested to send the same for revalidation to the Secretarial Department of the Company at New Delhi.

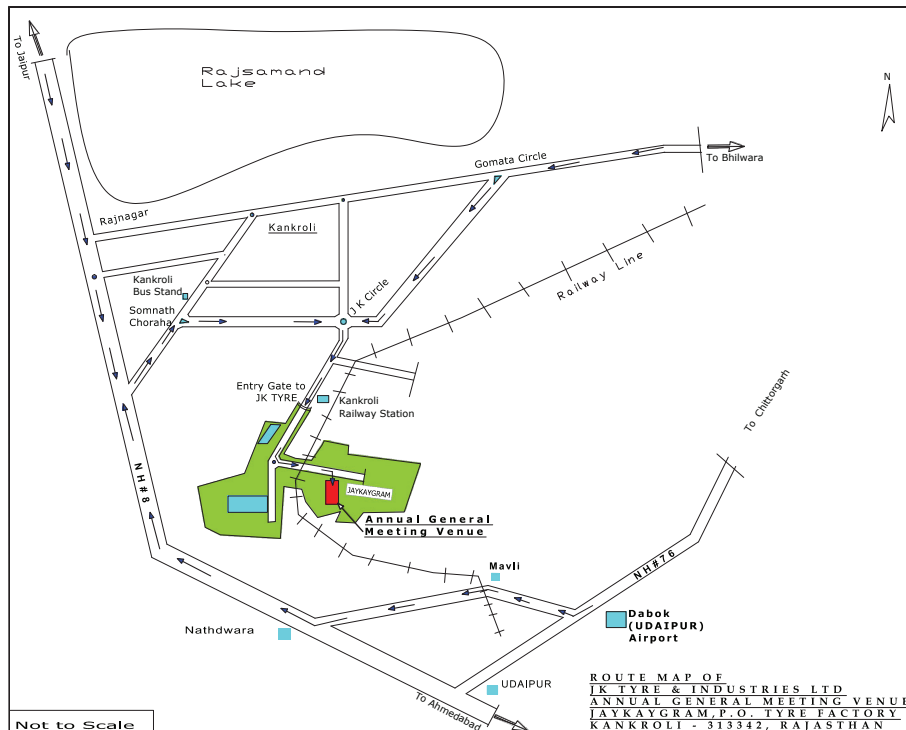
The unpaid dividend in respect of the prior period have already been transferred to the General Revenue Account of the Central Government or the Investor Education and Protection Fund, as the case may be, as per the provisions of the said Act read with the relevant Rules framed thereunder.

- b) Transfer of Shares to IEPF Authority:

Pursuant to the provisions of Section 124 of the Companies Act 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend remained unpaid or unclaimed for seven consecutive years or more, as on 31st October 2017. 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.

7. **NOMINATION: Pursuant to Section 72 of the Companies Act, 2013 Shareholders may nominate an individual to whom all the rights in the shares shall vest in the event of death of the sole/all joint Shareholders. The prescribed FORM SH - 13 is available on the website of the Company. The duly completed Form is to be sent to the Company (for physical shares) and to the Depository Participant (for shares held in demat mode).**





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

E-COMMUNICATION REGISTRATION FORM

Dear Shareholders,

Pursuant to the provisions of the Companies Act, 2013 read with relevant Rules issued thereunder, the Company is permitted to serve various notices/documents under the said Act, through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository.

To support this 'Green Initiative' the Members holding shares in physical form are requested to fill-in the appended form and send back to the Company. Members holding shares in dematerialized form are requested to approach the concerned Depository Participant to record/update in their e-mail address.

Pawan Kumar Rustagi
Vice President (Legal) & Company Secretary

E-COMMUNICATION REGISTRATION FORM (For Members holding Equity Shares in physical mode)

Folio No. :

Name of the 1st Registered Holder :

Name of the Joint Holder(s) :

Registered Address :
.....

E-mail Id (to be registered) :

I/We Member(s) of JK Tyre & Industries Ltd. agree to receive communication from the Company in electronic mode.

Please register my/our above e-mail ID in your records for sending communication in electronic form.

Date:

Signature

Note: Member(s) are requested to complete this Form and send to the Company Secretary at the above address or send the scanned copy of this Form duly completed at the email id - investorjkyre@jkmail.com



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 CIN: L67120RJ1951PLC045966; Website: www.jktyre.com

ADMISSION SLIP

Folio No. or DP Id/Client-Id :

Name & Address of the Member :

No. of Shares held :

Sequence Number for E-voting^s :

I hereby record my presence at the 65th Annual General Meeting of the Company being held at Jaykaygram, PO-Tyre Factory, Kankroli - 313 342 (Rajasthan) on Wednesday, the 22nd August 2018 at 11.30 A.M.

Name of the Proxy-holder/ Authorised Representative attending the Meeting *(in block letters)	
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\$ Applicable for shareholders who have not updated their PAN with the Company/Depository Participant.

* Strike out whichever is not applicable.

 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.



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 Phone: 02952-302400/330011; Fax: 02952-232018; Email id: investorjkyre@jkmail.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 member(s) ofshares 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 65th Annual General Meeting of the Company, to be held on Wednesday, 22nd August 2018 at 11.30 A.M. at Jaykaygram, PO-Tyre Factory, Kankroli - 313 342 (Rajasthan) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution Description	FOR	AGAINST
1.	Considering and adoption of the financial statements (including consolidated financial statements) for the financial year ended 31st March 2018 and the reports of the Directors and Auditors thereon.		
2.	Declaration of Dividend.		
3.	Re-appointment of Smt. Sunanda Singhania as a Director, who retires by rotation.		
4.	Re-appointment of Shri Arun K. Bajoria, Whole-time Director with the designation "Director & President – International Operations" for a term of three years with effect from 20th January 2019.		
5.	Remuneration of the Cost Auditors.		

Signed this.....day of.....2018

Signature of shareholder

Signature of Proxy Holder(s)

Affix Revenue Stamp

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.