



JKTIL:SECTL:SE:AGM 2016

8th August 2016

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. Through: BSE Listing Centre Scrip Code :530007	National Stock Exchange of India Ltd. Exchange Plaza, Bandra -Kurla Complex, Bandra(E), Mumbai -400 051. Through: NEAPS Scrip Code : JKTYRE
---	---

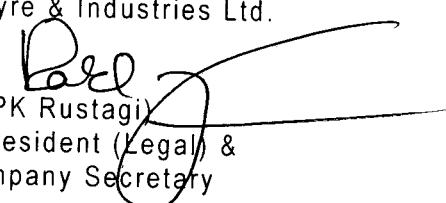
Re: Notice of Annual General Meeting (AGM)

Dear Sir,

We enclose herewith copy of Notice of the Annual General Meeting scheduled to be held on Friday, 2nd September 2016 at Kankroli, Rajasthan.

Thanking you,

Yours faithfully,
for JK Tyre & Industries Ltd.


(PK Rustagi)
Vice President (Legal) &
Company Secretary

Encl: As above

Cc: 1. National Securities Depository Limited, Mumbai
2. Central Depository Services (India) Ltd., Mumbai

AGM LETTERS2016\RN17



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi -110 002. Fax : 91-11-23322059, Phone : 91-11-33001112, 33001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan). Fax : 02952-232018 Ph.: 02952-302400 / 330011
Website : www.jktyre.com CIN : L67120RJ1951PLC045966





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

NOTICE

NOTICE is hereby given that the sixty-third 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 Friday, 2nd September 2016 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, 2016 and the Reports of the Board of Directors and Auditors thereon.

2. To declare Dividend.

3. To appoint a Director in place of Shri Bharat Hari Singhania who retires by rotation and being eligible, offers himself for reappointment.

4. To ratify appointment of the 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 Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013, the Rules made thereunder as amended from time to time and pursuant to the resolution of the Members passed at the 61st Annual General Meeting (AGM), the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as Auditors of the Company, to hold office from the conclusion of this AGM till the conclusion of the AGM to be held in the year 2017, be and is hereby ratified on the remuneration of ₹ 25 Lacs (Rupees Twenty Five Lac only) p.a. in addition to service tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

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

"RESOLVED that Shri Shreekant Somany whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Shreekant Somany be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five consecutive years with effect from 16th March 2016."

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

"RESOLVED that Shri Anshuman Singhania whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as a Director of the Company liable to retire by rotation."

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

"RESOLVED that pursuant to the provisions of Sections 190, 196, 197, 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 appointment of Shri Anshuman Singhania as Whole-time Director of the Company for a period of five years with effect from 16th March 2016 be and is hereby approved on the terms and remuneration as set out in the Statement under Section 102 of the Companies Act, 2013 annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Section 198 of the said 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."

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

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 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 2016, be paid the remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only), in addition to service tax as applicable 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 16th May 2016.

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."

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013 (Act) and rules thereunder or any statutory modification(s) or re-enactment(s) thereof, the re-appointment of Dr. Raghupati Singhania as Chairman & Managing Director of the Company for a period of five years with effect from 1st October 2016 be and is hereby approved on the terms and remuneration which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the Act, 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 Chairman & Managing 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 Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/or revise the remuneration of the said Chairman & Managing Director within the overall limits approved herein and to settle any question or difficulties in connection therewith or incidental thereto."

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

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act 2013 (Act) and rules thereunder or any statutory modification(s) or re-enactment(s) thereof, the re-appointment of Shri Bharat Hari Singhania as Managing Director of the Company for a period of five years with effect from 1st October 2016 be and is hereby approved on the terms and remuneration which in any financial year may exceed 5% of the net profits of the Company subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the Act, 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 Managing 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 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."

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: 1st July 2016

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. 5 to 10 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 and also at the venue of the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th August, 2016 to 2nd September, 2016 (both days inclusive).
5. The Dividend of ₹ 2.50 per Equity Share of ₹ 2/- each (125%) as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid within three weeks of the date of the Annual General Meeting (AGM) to the Members whose names are borne on the Company's Register of Members on 2nd September 2016 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. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2015-16, the Notice of the 63rd AGM of the Company along with Admission Slip and Proxy Form are being sent 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).
7. Physical copy of the Annual Report for 2015-16, the Notice of the 63rd 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 2015-16 and the Notice of the 63rd AGM will also be available on the Company's website www.jktyre.com.

8. **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.**

9. APPOINTMENT OF DIRECTORS:

Brief resumes of the Directors proposed to be appointed (Item No. 3, 5 and 6 of the Notice) is given hereunder:

- For brief resume of Shri Bharat Hari Singhania, please refer to the Statement under Section 102 of the Companies Act 2013 for Item no. 10 annexed hereto.
- Shri Shreekant Somany, aged 67 years, a Science graduate from University of Calcutta. He did his training in SIMILOR SA, Geneva (Switzerland) for faucet manufacturing. Shri Somany is a recipient of the prestigious Corporate Technical Achievement award from the American Ceramic Society in the field of ceramics for development of 'Somany Veil Craft Shield Floor Tiles'. Shri Somany is an Industrialist with over 47 years of experience in managing and running manufacturing enterprises. Shri Somany is associated with various chambers of commerce and presently he is a member of the CII National Council, and Chairman of CII National SME Council. He joined the Board of Directors of the Company w.e.f. 16th March 2016.

His other Directorships are-(A) Listed Companies - He is the Chairman & Managing Director of Somany Ceramics Ltd. and a Director of Cosmo Ferrites Ltd. and Shree Cement Ltd. (B) Unlisted-SR Continental Ltd., Sarvottam Vanijya Ltd., Somany Global Ltd. and Scope Vinimoy Pvt. Ltd. Chairmanship/Membership of Shri Somany in Committees of Directors in other companies in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - NIL.

No Board Meeting of the Company was held between 16th March, 2016 i.e., the date of appointment of Shri Somany as a Director and 31st March, 2016. Shri Somany does not hold any shares of the Company. Shri Somany is not related to any other Director and Key Managerial Personnel of the Company. His Director Identification Number is 00021423.

- Shri Anshuman Singhania aged 36 years, is a graduate from Oxford Brookes University, UK - BBA (Hons. Business & Management Degree). He has also done post-graduate diploma from International Management Institute, New Delhi. Shri Singhania was appointed as a Whole-time Director of the Company w.e.f. 16th March 2016. He joined the Company as an Executive with effect from 1st January, 2007 and was promoted as the Vice President (Operations) in the year 2011. Shri Singhania has nine years experience in JK Tyre and is deeply involved in strategic decision making, production planning, sales and marketing, expansion, finance and accounts, corporate governance, internal control system, information technology, human resource, product development and technology, etc. Since last few years he has been involved with the overall operations of the business. He is a Director of Niyojit Properties Private Ltd.

No Board Meeting of the Company was held between 16th March, 2016 i.e., the date of appointment of Shri Singhania as a Director and 31st March, 2016. Shri Singhania holds 43,375 Equity Shares of ₹ 2/- each of the Company. Shri Singhania is not related to any other Director or any Key Managerial Personnel of the Company. The terms and conditions of appointment including remuneration of Shri Singhania as Whole-time Director of the Company will be as may be approved by the members at this Annual General Meeting. His Director Identification Number is 02356566.

10. 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 63rd 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 30th August 2016 from 10.00 A.M. and ends on 1st September 2016 (5.00 P.M.). During this period shareholders' of the Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date 26th August 2016 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' 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.
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 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. 26th August 2016 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 Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, 16th Floor, P. J. Towers, Dalal Street, Fort, Mumbai – 400 001; Phone No. 18002005533 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 26th August 2016 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 Bharat Chaudhary, Company Secretary in Practice (Certificate of Practice No. - 14489) 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.

11. 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., 26th August 2016 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.
12. 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 and shall simultaneously be forwarded to the Stock Exchanges.
13. This Notice also contains a route map of the venue of AGM.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

Shri Shreekant Somany was appointed as an Additional Director of the Company w.e.f. 16th March 2016 in the category of Independent Director from the said date for a term of five consecutive years, subject to approval of the members at the ensuing Annual General Meeting (AGM). Pursuant to Section 161 of the Companies Act, 2013, Shri Shreekant Somany holds office upto the date of this AGM. The Company has received a notice under Section 160 of the said Act together with requisite deposit from a member of the Company proposing candidature of Shri Shreekant Somany for appointment as a Director of the Company.

Shri Shreekant Somany has given requisite declaration that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the said Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations). Shri Shreekant Somany is also not disqualified from being appointed as a director in terms of Section 164 of the said Act.

In the opinion of the Board, Shri Shreekant Somany fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations in respect of his appointment as an Independent Director of the Company and he is independent of the Management. Copy of the draft letter of appointment of Shri Somany as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri Shreekant Somany is appointed as an Independent Director of the Company.

The Board recommends the aforesaid resolution for approval by the members. Brief resume of Shri Shreekant Somany is given in the notes appended to the Notice of this meeting.

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

Item no. 6

Shri Anshuman Singhania was appointed as an Additional Director of the Company w.e.f. 16th March 2016. Pursuant to Section 161 of the

Companies Act, 2013, Shri Anshuman Singhania holds office upto the date of this Annual General Meeting(AGM). The Company has received a notice under Section 160 of the said Act, together with requisite deposit from a member of the Company proposing candidature of Shri Anshuman Singhania for appointment as a Director of the Company. Shri Anshuman Singhania is not disqualified from being appointed as a Director in terms of Section 164 of the said Act.

The Board recommends the aforesaid resolution for approval by the Members. Brief resume of Shri Anshuman Singhania is given in the notes appended to the Notice of this meeting.

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

Item No. 7

The Board of Directors has appointed Shri Anshuman Singhania, as Whole-time Director of the Company for a tenure of five years commencing 16th March 2016 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 institution appearing in the prospectus: Not Applicable
4. Financial performance based on given indicators:

Particulars for the financial year ended 31st March 2016	₹ In Crores
- Sales and Other Income	6,579.90
- Profit before Interest, Depreciation and Tax	1,005.75
- Profit Before Tax	590.23

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

II. Information about the appointee:

1. Background, Recognition or Awards details: Shri Anshuman Singhania, age 36 years, joined the Company on 1st January, 2007 as an Executive and was promoted as the Vice President (Operations) in the year 2011. He has nine years' experience in JK Tyre, and is deeply involved in strategic decision making, production planning, sales and marketing, expansion, finance and accounts, corporate governance, internal control system, information technology, human resource, product development and technology, etc. Since last few years he has been involved with the overall operations of the business.

Shri Anshuman Singhania is a graduate from Oxford Brookes University, UK - BBA (Hons. Business & Management Degree). He has also done post Graduate Diploma from International Management Institute, New Delhi in 2003-05. 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 a member of the Entrepreneurs' Organisation (Delhi Chapter) since 2006. He is also an alumni of London Business School and has done Emerging Leaders Programme from London Business School in the year 2011. His Director Identification Number is 02356566.

No Board Meeting of the Company was held between 16th March, 2016 i.e., the date of appointment of Shri Singhania as a Director and 31st March, 2016. Shri Singhania holds 43,375 Equity Shares of ₹ 2/- each of the Company.

His other Directorships: Niyojit Properties Private Limited. Chairmanship/Membership of Shri Singhania in Committees of other Boards- NIL.

2. Past remuneration: As Vice President (Operations) of the Company,

Shri Anshuman Singhania was drawing the following remuneration (per annum): Salary: ₹ 45.30 Lacs and perquisites valuing ₹ 21.36 Lacs (perquisites valued as per the actual cost or Income-tax Rules, as applicable). In addition, Shri Anshuman Singhania was entitled to the retirement benefits such as contribution to Provident Fund and Gratuity, aggregating to ₹ 7.61 Lacs.

3. Job Profile and his suitability: Shri Anshuman Singhania, Whole-time Director 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 big way besides expansion/ debottlenecking at the new greenfield 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. Consequently, the 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 16th March 2016 approved the terms of remuneration for the five years tenure of Shri Anshuman Singhania commencing 16th March 2016 as under:

A. Salary: ₹ 8.50 Lacs per month in the salary range of ₹ 8.0 Lacs to ₹ 20.0 Lacs, per month with such increments as may be decided by the Chairman & Managing Director/Managing Director of the Company from time to time.

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

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

C. Performance linked incentive.

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

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

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

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

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

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

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

The remuneration in any financial year may exceed 5% of the net profits of the Company, subject to the overall limits for all managerial persons specified in Section 197(1) read with other relevant provisions of the said Act.

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 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, 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 16th March 2016 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.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and also to derive benefits of economies of scale which will result in improvement in the overall profitability, several steps have been taken which have enabled the Company to achieve impressive growth with a consolidated turnover of ₹ 7,654.33 Crores, Profit Before Interest, Depreciation and Tax amounting to ₹ 1,158.20 Crores and Net Profit after Tax of ₹ 463.80 Crores, on consolidated basis, for the financial year ended 31st March 2016. With the expected upswing in the economy, the Company is poised to sustain the growth momentum in the coming years as well. To support this, the Company has undertaken expansion of its capacities at various existing plants and has also acquired a large manufacturing facility in Uttarakhand. In addition, the Company has also been continuously focusing on conserving cost by improving 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.

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

Item No. 8

The Board at its meeting held on 16th May 2016, on the recommendations 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 2016 at a remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only), in addition to service tax as applicable and reimbursement of actual expenses of travel outside Delhi for the said audit.

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

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

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

Item No. 9

The Board of Directors has reappointed Dr. Raghupati Singhania, as Chairman & Managing Director of the Company for a tenure of five years w.e.f. 1st October 2016 on the terms and remuneration set out hereunder subject to the approval of the shareholders and such other necessary approval(s), as may be required.

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

I. General Information:

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

Particulars for the financial year ended 31 st March 2016	₹ In Crores
- Sales and Other Income	6,579.90
- Profit before Interest, Depreciation and Tax	1,005.75
- Profit Before Tax	590.23

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

II. Information about the appointee:

1. Background, Recognition or Awards details: Dr. Raghupati Singhania, aged 69 years, holds a Bachelors' Degree in Science. He is an Industrialist with about 50 years of experience in managing various industries including Automotive Tyres and Tubes, Power Transmission - V Belts, Conveyor Belting, Automotive Belts, Oil Seals, Industrial Electronics and Material Handling System, Hybrid Seeds, Steel Products, etc. Dr. Singhania is on the Board of Directors of various well-known public limited companies and is Chairman of J.K. Fenner (India) Limited and Cavendish Industries Ltd. He is past Chairman of Automotive Tyre Manufacturers Association and in the past, he was also President of PHD Chamber of Commerce and Industry. He is also associated with number of institutes in the medical research and education sectors, besides serving number of trade and industry bodies such as CII, ASSOCHAM and CAPAXIL in various capacities. His Director Identification Number is 00036129.

Dr. Raghupati Singhania was first appointed on the Board of the Company on 29th May 1967. Dr. Singhania has been Managing Director of the Company since 1975.

The Company set up its first Automotive Tyre Plant in Rajasthan with annual capacity of 5 Lac tyres. Over the years, the Company continued to tread on the growth path and has in the recent past commissioned a state-of-the-art all radial greenfield world class plant in Chennai. The present annual capacity of the Company and its subsidiaries is 350 Lac tyres.

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

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

Dr. Singhania attended all the six Board Meetings of the Company held during the financial year ended 31st March 2016. Dr. Singhania holds 8,18,990 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are - (A) Listed Companies - JK Lakshmi Cement Ltd.(JKLC), Radico Khaitan Ltd. (RKL), Bengal & Assam Company Ltd. (BACL), JK Agri Genetics Ltd. and DCM Ltd. (2) Unlisted Companies - He is the Chairman of J.K. Fenner (India) Ltd. and Cavendish Industries Ltd., and a Director of Tanvi Commercial

Private Ltd., JKT&I Employees Welfare Association Ltd., Radical Agro Products Private Ltd., RPS Securities Pvt. Ltd., Hari Shankar Singhania Holdings Private Ltd., Hari Shankar Singhania Elastomer and Tyre Research Institute, Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases, Automotive Tyre Manufacturers Association, Henry F. Cockill & Sons Ltd. and JK Tornel SA de CV.

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

2. Past remuneration: The remuneration of Dr. Raghupati Singhania approved by the members of the Company at their Annual General Meeting held on 29th July 2011 is as under :-

- (A) Salary: ₹ 27.0 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 15.0 Lacs per month to ₹ 30.0 Lacs 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 Sections 349 and 350 of the Companies Act, or more as may be decided by the Board from time to time.
The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.
- (I) In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act in any financial year or years, Chairman & Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Schedule XIII to the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.

3. Job Profile and his suitability: Dr. Raghupati Singhania as Managing Director of the Company is entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors. He is also involved in financial restructuring, policy planning, human resource, vision and strategy and long term developmental activities of the Company besides Corporate Governance and Board co-ordination. He is also Chairman of the Board.

The Company commenced its journey in mid-seventies by setting up a tyre manufacturing unit in backward area in Kankroli, Rajasthan. The Company has since come a long way as will be observed from the following:

Capacity	Turnover	PBIDT
The capacity has gone up from 5 lac tyres per annum to 250 lac tyres per annum. The Company has further added 100 lac tyres per annum capacity through Cavendish Industries Ltd., a subsidiary. Accordingly, the total capacity as on date, aggregates to 350 lac tyres per annum. Similarly, the number of plants has gone up from 1 to 12 plants (9 in India and 3 in Mexico).	The turnover of the Company has gone up from ₹ 110 Crores in the year 1983 to ₹ 7654 Crores on consolidated basis for the year ended 31st March 2016.	The Profit Before Interest, Depreciation and Tax of the Company has gone up from ₹ 13 Crores in the year 1983 to ₹ 1158 Crores on consolidated basis for the year ended 31st March 2016.

As mentioned above, the Company has grown manifold since commencement of automobile tyre/tubes business. Further, the Company has taken up Research & Development activities and exports in big way besides expansion/ debottlenecking at the new greenfield 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. 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 Dr. Raghupati Singhania as Chairman & Managing Director of the Company for a further period of five years commencing 1st October 2016.

- 4 Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 16th May 2016 approved the terms of remuneration for the five years tenure of Dr. Raghupati Singhania commencing 1st October 2016 as under:

- (A) Salary: ₹ 32.0 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 25.0 Lacs per month to ₹ 55.0 Lacs per month.
- (B) Perquisites, allowances and benefits: Free furnished residential accommodation or house rent allowance in lieu thereof together with furnishings, with gas, electricity, water and other amenities, car(s) with driver(s), reimbursement of medical expenses incurred in India or abroad including hospitalisation and surgical charges for self and family and travel relating thereto; and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses on servants, telephones, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc. and any other perquisites, allowances and benefits as may be sanctioned by the Board from time to time. The perquisites shall be evaluated as per actual cost or the Income-tax Rules, as applicable.
- (C) Performance Linked Incentive, as may be decided by the Board from time to time.
- (D) Commission: 2% of the net profits computed under Section 198 of the Companies Act, or more as may be decided by the Board from time to time.
The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.
- (I) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Chairman & Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms

of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

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 Dr. Raghupati Singhania, before approving the remuneration as proposed herein before.
6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed, Dr. Raghupati Singhania, does not have any pecuniary relationship with the Company. Dr. Raghupati Singhania is related to Shri Bharat Hari Singhania, Managing Director and Smt. Sunanda Singhania, Director. Except this, Dr. Raghupati Singhania is not related to any other Director and Key Managerial personnel of the Company.

III. Other Information:

1. Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of five years commencing 1st October 2016 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.
2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and also to derive benefits of economies of scale which will result in improvement in the overall profitability, several steps have been taken which have enabled the Company to achieve impressive growth with a consolidated turnover of ₹ 7,654.33 Crores, Profit Before Interest, Depreciation and Tax amounting to ₹ 1,158.20 Crores and Net Profit after Tax of ₹ 463.80 Crores, on consolidated basis, for the financial year ended 31st March 2016. With the expected upswing in the economy, the Company is poised to sustain the growth momentum in the coming years as well. To support this, the Company has undertaken expansion of its capacities at various existing plants and has also acquired a large manufacturing facility in Uttarakhand. In addition, the Company has also been continuously focusing on conserving cost by improving 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.

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

Item No. 10

The Board of Directors has reappointed Shri Bharat Hari Singhania as Managing Director of the Company for a tenure of five years w.e.f.

1st October 2016 on the terms and remuneration set out hereunder subject to the approval of the shareholders and such other necessary approval(s) as may be required.

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

I. General Information:

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

Particulars for the financial year ended 31st March 2016	₹ In Crores
- Sales and Other Income	6,579.90
- Profit before Interest, Depreciation and Tax	1,005.75
- Profit Before Tax	590.23

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

II Information about the appointee:

1. Background, Recognition or awards details: Shri Bharat Hari Singhania, aged 78 years, a Graduate in Commerce, is an industrialist with over 58 years of experience in managing various industries including Cement, Automotive Tyres, paper, Jute, Synthetics, high yielding Hybrid Seeds, Audio Magnetic Tapes, etc. Shri Bharat Hari Singhania was and has been Chairman/Director of several industrial and other companies. He is past President of the Indian Chamber of Commerce and Chairman of Indian Jute Mills Association. He also headed the Indian Jute Industries Research Association and has served on various government committees and participated on various overseas delegations. His Director Identification Number is 00041156.

Shri Bharat Hari Singhania was appointed as a Director of the Company on 4th November 1987 and has been Managing Director of the Company since 30th March 1994.

Shri Singhania attended all the six Board Meetings of the Company held during the financial year ended 31st March 2016. Shri Singhania holds 7,18,325 Equity Shares of ₹ 2/- each of the Company.

His other Directorships are - (A) Listed Companies - He is the Chairman of JK Paper Ltd., JK Agri Genetics Ltd., Bengal & Assam Company Ltd. and Chairman & Managing Director of JK Lakshmi Cement Ltd. (B) Unlisted Companies - Rockwood Properties Private Ltd., Tanvi Commercial Private Ltd., Hari Shankar Singhania Holdings Private Ltd., HSS Stock Holdings Private Ltd., Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases and Henry F. Cockill & Sons Ltd.

Shri Bharat Hari Singhania is a member of Stakeholders' Relationship Committee of JK Lakshmi Cement Ltd. (Chairmanship/ Membership of Shri Singhania in Committees of Directors in other Companies are in terms of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015).

2. Past remuneration: The remuneration of Shri Bharat Hari Singhania approved by the members of the Company at their Annual General Meeting held on 29th July 2011 is as under:-

- (A) Salary: ₹ 27.0 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 15.0 Lacs per month to ₹ 30.0 Lacs 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 Sections 349 and 350 of the Companies Act, or more as may be decided by the Board from time to time.
The term "Board" as mentioned above shall include any Committee of Directors authorised by the Board.
- (E) Contribution to Provident Fund and Superannuation Fund or Annuity Fund as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.

- (I) In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act in any financial year or years, Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Schedule XIII to the Companies Act, 1956 or any statutory modifications thereto or re-enactments thereof.

Shri Bharat Hari Singhania is also Vice Chairman & Managing Director of JK Lakshmi Cement Ltd. (JKLC). In terms of Section III of Part II of Schedule XIII to the Companies Act, Shri Bharat Hari Singhania is entitled to and may draw remuneration from the Company or JKLC or both the companies, provided that the total remuneration drawn from the companies does not exceed higher maximum limit admissible from any one of the said companies.

3. Job Profile and his suitability: Shri Bharat Hari Singhania, 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 also involved in financial restructuring, policy planning, human resource, vision and strategy and long term developmental activities of the Company, besides Corporate Governance and Board co-ordination.

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 big way besides expansion/debottlenecking at the new greenfield 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. 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 Bharat Hari Singhania as Managing Director of the Company for a further period of five years commencing 1st October 2016.

4. Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 16th May 2016 approved the terms of remuneration for the five years tenure of Shri Bharat Hari Singhania commencing 1st October 2016 as under:

- (A) Salary: ₹ 32.0 Lacs per month with such increments as may be decided by the Board from time to time in the salary range of ₹ 25.0 Lacs per month to ₹ 55.0 Lacs 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 or any other Funds as per rules of the Company.
- (F) Gratuity at the rate of 15 days salary for each completed year of service.
- (G) Encashment of unavailed leave.
- (H) The Board may, from time to time, increase, modify, vary or alter the salary (including salary range), perquisites, allowances, Performance Linked Incentive and other benefits subject to the overall ceiling prescribed under the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

- (I) In the event of inadequacy or absence of profits under Sections 197, 198 and other applicable provisions of the Companies Act, 2013 in any financial year or years, the Managing Director shall be entitled to such remuneration as he may be then drawing, as specified in paras (A), (B) and (C) above, as minimum remuneration and be also entitled to perquisites mentioned in paras (E), (F) and (G) above which shall not be included in the computation of the ceiling on minimum remuneration in terms of provisions of Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modifications thereto or re-enactments thereof.

Shri Bharat Hari Singhania is also Chairman & Managing Director of JK Lakshmi Cement Limited (JKLC). In terms of Section V of Part II of Schedule V to the Companies Act, Shri Bharat Hari Singhania is entitled to and may draw remuneration from the Company or JKLC or both the companies, provided that the total remuneration drawn from the companies does not exceed higher maximum limit admissible from any one of the said companies.

- 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 Bharat Hari Singhania, 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 remuneration proposed, Shri Bharat Hari Singhania does not have any pecuniary relationship with the Company. Shri Bharat Hari Singhania is related to Dr. Raghupati Singhania, Chairman & Managing Director. Except this, Shri Bharat Hari Singhania is not related to any other Director and Key Managerial Personnel of the Company.

III Other Information:

- 1 Reasons of inadequate profits: At present, the Company is having adequate profits. However, the appointment is for a term of five years commencing 1st October 2016 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.
- 2 Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms: With a view to improve financial health of the Company and also to derive benefits of economies of scale which will result in improvement in the overall profitability, several steps have been taken which have enabled the Company to achieve impressive growth with a consolidated turnover of ₹ 7,654.33 Crores, Profit Before Interest, Depreciation and Tax amounting to ₹ 1,158.20 Crores and Net Profit after Tax of ₹ 463.80 Crores, on consolidated basis, for the financial year ended 31st March 2016. With the expected upswing in the economy, the Company is poised to sustain the growth momentum in the coming years as well. To support this, the Company has undertaken expansion of its capacities at various existing plants and has also acquired a large manufacturing facility in Uttarakhand. In addition, the Company has also been continuously focusing on conserving cost by improving 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.

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

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: 1st July 2016

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.
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. **Unclaimed Dividends - Transfer to Investor Education and Protection Fund:**

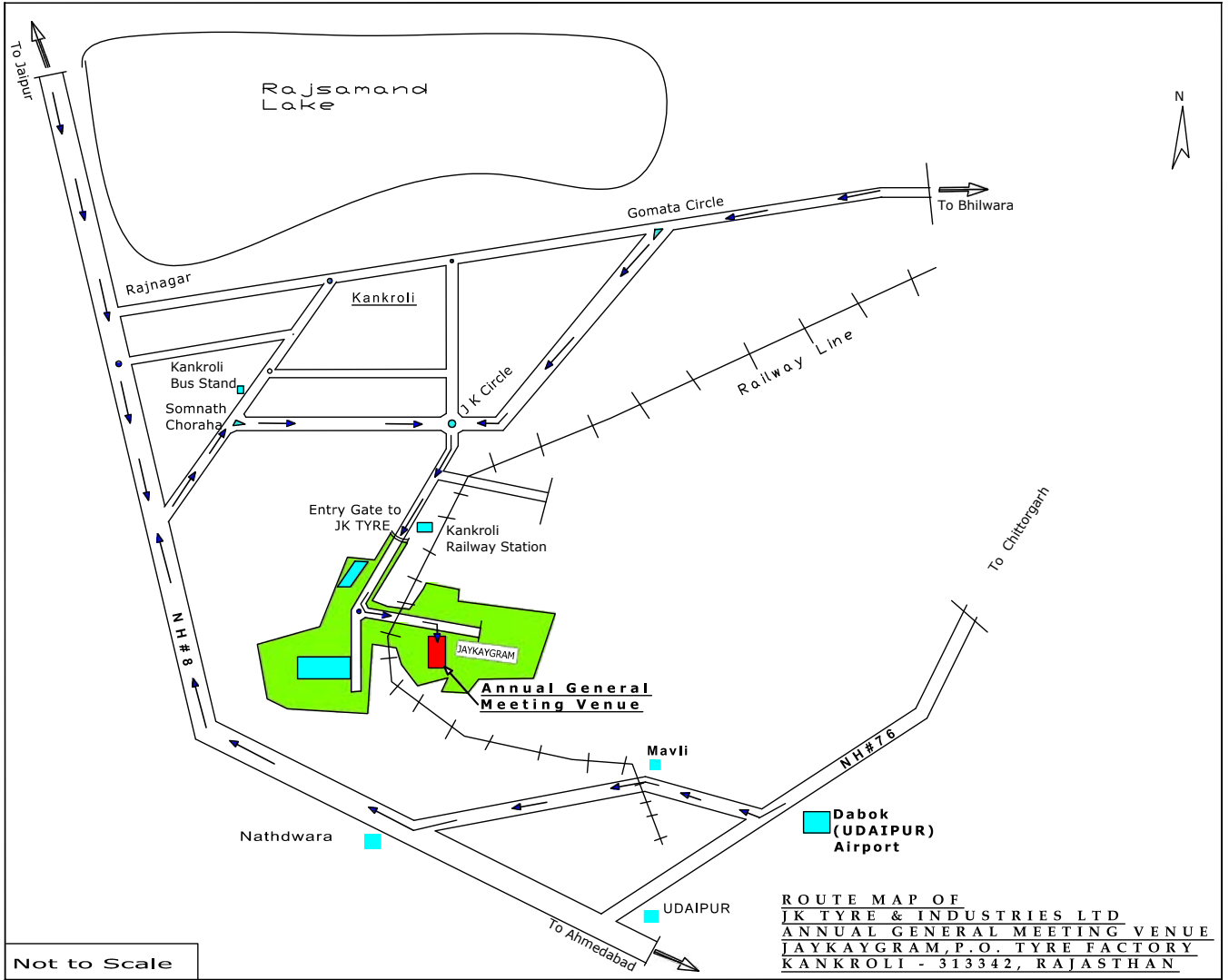
The unclaimed dividend will be transferred to the Investor Education and Protection Fund on expiry of 7 years from the date the dividend became due for payment as under : -

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.3.2009 • 27% Dividend	17th September 2016
➤ Financial Year ended 31.3.2010 • 35% Dividend	25th August 2017
➤ Financial Year ended 31.3.2011 • 30% Dividend	9th August 2018

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.

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.jktyre.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



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

ADMISSION SLIP

Folio No./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 63rd Annual General Meeting of the Company being held at Jaykaygram, PO-Tyre Factory, Kankroli - 313 342 (Rajasthan) on Friday, the 2nd September 2016 at 11.30 A.M.

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

\$ 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/authorized 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: investorjktire@jkmall.com
CIN: L67120RJ1951PLC045966; Website: www.jktire.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

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

P.T.O.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 63rd Annual General Meeting of the Company, to be held on the 2nd day of September 2016 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:

Resolutions	For	Against
1. Considering and adoption of the financial statements (including consolidated financial statements) for the financial year ended 31st March 2016 and the reports of the Directors and Auditors thereon.		
2. Declaration of Dividend.		
3. Re-appointment of Shri Bharat Hari Singhania, who retires by rotation.		
4. Ratification of appointment of Auditors and their remuneration.		
5. Appointment of Shri Shreekant Somany as a Director liable to retire by rotation and also as an Independent Director of the Company for a term of five consecutive years w.e.f. 16th March 2016.		
6. Appointment of Shri Anshuman Singhania as a Director liable to retire by rotation.		
7. Appointment of Shri Anshuman Singhania as Whole-time Director for a period of five years with effect from 16th March 2016.		
8. Remuneration of the Cost Auditors.		
9. Re-appointment of Dr. Raghupati Singhania as Chairman & Managing Director for a period of five years with effect from 1st October 2016.		
10. Re-appointment of Shri Bharat Hari Singhania as Managing Director for a period of five years with effect from 1st October 2016.		

Signed this.....day of.....2016

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.