



Certified True Copy of Resolution passed by the Members by way of Postal Ballot, result of which was declared on 25th November 2014

(Passed as Ordinary Resolution)

"RESOLVED that pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary, each Equity Share of the Company of the face value of ₹ 10/- each (fully paid-up) be sub-divided into Five (5) Equity Shares of the face value of ₹ 2/- each (fully paid-up).

RESOLVED FURTHER that upon sub-division of Equity Shares as aforesaid, the existing share certificates issued by the Company in respect of the existing Equity Shares of the face value of ₹ 10/- each held in physical form as on the Record Date as may be fixed for the purpose, shall automatically stand cancelled and will be of no effect from the Record Date and the Company may, without requiring surrender of the existing Share Certificates, issue and dispatch the new Share Certificates of the Company in lieu of the existing Share Certificates as per the provisions of the Companies Act, 2013 and rules thereunder and in respect of the existing Equity Shares of the face value of ₹10/- each held in dematerialised form as on the Record Date, the number of sub-divided Equity Shares of the face value of ₹ 2/- each, be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER that 5 (Five) Equity Shares of the face value of ₹ 2/- each on sub-division to be allotted in lieu of existing one Equity Share of ₹ 10/- each shall be subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of ₹ 10/- each of the Company and shall be entitled to participate in full in any dividends to be declared after the sub-divided Equity Shares are allotted.

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



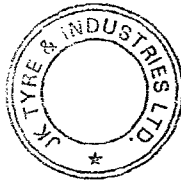
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RESOLVED FURTHER that Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be deemed necessary, proper or expedient to give effect to the aforesaid resolutions and to settle any question or difficulty that may arise in respect of the sub-division of the Equity Shares of the Company including authority to revise the terms of the issue of warrants allotted pursuant to the resolution passed by the members at the Extraordinary General Meeting held on 3rd December 2013, as may be required."

Certified to be true
For JK Tyre & Industries Ltd.




(PK Rustagi)
Vice President (Legal) & Co. Secretary
FCS-3815

