



JKTIL:SECTL:SE:2014

2<sup>nd</sup> April 2014

|                                                                                                                                            |                                                                                                                                                                                               |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BSE Ltd.<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Fort,<br>Mumbai-400 001.<br><br>Fax No. : 91-22-22723121<br><br>Scrip Code :530007 | National Stock Exchange of India Ltd.<br>Exchange Plaza,<br>Bandra -Kurla Complex,<br>Bandra(E),<br>Mumbai -400 051.<br><br>Fax No. 91-22-26598120/<br>26598347/48<br><br>Scrip Code : JKTYRE |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

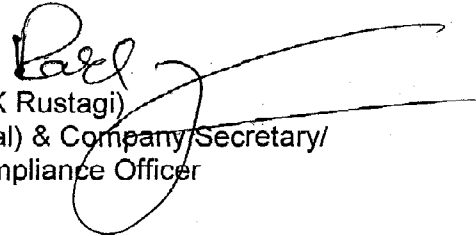
Re : Minutes of Postal Ballot

Dear Sirs,

We enclose herewith Minutes of the Special Resolution passed on 14<sup>th</sup> March 2014 by the Members of the Company by means of a Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

Thanking You,

Yours' faithfully,  
For JK Tyre & Industries Ltd.



(P K Rustagi)  
Vice President (Legal) & Company Secretary/  
Compliance Officer

Encl: as above

CIN :L67120WB1951PLC019430

Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi -110 002. Fax : 91-11-23322059, Phone : 91-11-33001112, 33001122

Regd. Off.: 7, Council House Street, Kolkata - 700 001. Fax : 91-33-22481641 Ph.: 91-33-22486181

Website : [www.jktyre.com](http://www.jktyre.com)



**VIKRANT**

## JK Tyre & Industries Ltd.

**Minutes of the Special Resolution passed on 14<sup>th</sup> March 2014 by the Members of the Company by means of a Postal Ballot in accordance with the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011. The Result of the Postal Ballot was announced on 14th March 2014.**

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### **Background:**

Pursuant to the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 the Company on 6th February, 2014:

- (i) Completed dispatch of Notice along with Postal Ballot Form and a self-addressed postage prepaid business reply envelope to the Members who do not have registered e-mail ids; and
- (ii) Emailed the Notice of Postal Ballot alongwith details of User-id and password to the Members who have registered email-ids;

for seeking their consent on the Special Resolution for shifting the place of the Registered Office of the Company from the State of West Bengal to the State of Rajasthan and accordingly make necessary alteration in the Memorandum of Association of the Company. The said Notice was sent to all the Members/Beneficiaries whose names appear on the Register of Members/Record of Depositories as on 17<sup>th</sup> January 2014.

The Company extended e-voting facility through Central Depository Services (India) Ltd. (CDSL), as an alternate for its Members to enable them to cast their vote electronically instead of dispatching physical postal ballot forms.

*Rue*

Shri Manish Gupta, Company Secretary in whole-time practice was appointed as Scrutinizer for conducting the postal ballot/e-voting process.

Members were requested to send duly completed Postal Ballot Forms to the Scrutinizer and the last date for receipt of the Postal Ballot Form was 10th March, 2014. Alternatively, the members could cast their vote electronically on the website - [www.evotingindia.com](http://www.evotingindia.com) during the period- 8th February, 2014 from 10.01 A.M. to 10th March, 2014 upto 5.30 P.M. through CDSL e-voting platform.

After scrutiny of all the postal ballot forms received as aforesaid and on the basis of details of e-voting received from CDSL, the Scrutinizer submitted his report on the Postal Ballot to the Company on 12<sup>th</sup> March 2014 as under:-

|     | Particulars                                        |             |            | Total       |
|-----|----------------------------------------------------|-------------|------------|-------------|
|     |                                                    | Physical    | Electronic |             |
| (a) | Total postal ballot forms received                 | 600         | 48         | 648         |
| (b) | Total number of votes cast                         | 2,50,47,256 | 4,05,353   | 2,54,52,609 |
| (c) | Less: Invalid no. of votes cast                    |             |            |             |
|     | - No. of Postal Ballot Forms                       | 3           |            | 3           |
|     | - Total number of votes                            | 43,016      | NIL        | 43,016      |
| (d) | Valid no. of votes cast (Net)                      |             |            |             |
|     | - No. of Postal Ballot Forms                       | 597         | 48         | 645         |
|     | - Total number of votes                            | 2,50,04,240 | 4,05,353   | 2,54,09,593 |
| (e) | Total no. of votes with assent for the Resolution  |             |            |             |
|     | - No. of Postal Ballot Forms                       | 550         | 48         | 598         |
|     | - Total number of votes                            | 2,50,00,580 | 4,05,353   | 2,54,05,933 |
| (f) | Total no. of votes with dissent for the Resolution |             |            |             |
|     | - No. of Postal Ballot Forms                       | 47          | NIL        | 47          |
|     | - Total number of votes                            | 3,660       |            | 3,660       |

% of total valid votes cast in favour of the Resolution: 99.99%

% of total valid votes cast against the Resolution: 0.01%

Shri PK Rustagi, Vice President (Legal) & Company Secretary of the Company, duly authorized for the purpose, after receiving the Scrutinizer's Report announced on 14<sup>th</sup> March 2014 that the Special Resolution proposed in the Postal Ballot Notice dated 20<sup>th</sup> January, 2014, was duly passed by the Members by requisite majority. The Special Resolution duly approved by the Members is as

*Shri*

under:

"RESOLVED that pursuant to the provisions of Section 17 and other applicable provisions, if any, of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 or any statutory modifications or re-enactments thereof and subject to the confirmation by the Regional Director, Ministry of Corporate Affairs/Central Government/any other appropriate authority, as may be prescribed from time to time, the Registered Office of the Company be shifted from 7, Council House Street, Kolkata- 700 001 in the State of West Bengal to Jaykaygram, Kankroli -313 342, District Rajsamand in the State of Rajasthan and that the existing Clause 2 of the Memorandum of Association of the Company be substituted by the following clause:

*'2. The Registered Office of the Company will be situated in the State of Rajasthan.'*

RESOLVED further that Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds and things as they may deem necessary and proper in this matter."

- sd -

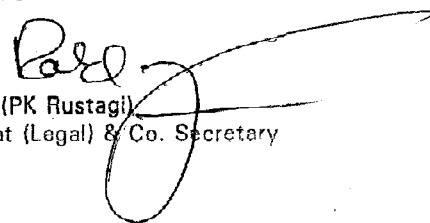
Place: New Delhi

Date :

31 MAR 2014

Dr. Raghupati Singhania  
CHAIRMAN & MANAGING DIRECTOR

Certified to be true  
For JK Tyre & Industries Ltd.

  
(PK Rustagi)  
Vice President (Legal) & Co. Secretary

