



JKTIL:SECTL:SE: 2018

16th March 2018

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

Dear Sir,

Re. **Notice of Postal Ballot**

(1) This is further to our letter dated 12th February 2018 thereby informing that the Board of Directors had approved raising of funds by issue of securities, for an aggregate amount not exceeding ₹ 1,000 Crores, subject to approval of the shareholders of the Company by way of postal ballot.

(2) In this connection, we enclose herewith Notice of Postal Ballot dated 12th February 2018 being dispatched to the members holding equity shares of the Company either in physical form or in dematerialized form, as on 2nd March 2018. The resolution together with the statement under section 102 of the Companies Act, 2013 and instructions for voting is self-explanatory.

(3) We may further inform that the voting period begins on 18th March, 2018 (10.00 A.M.) and ends on 16th April 2018 (5.00 P.M.).

Thanking you,

Yours faithfully,
For JK Tyre & Industries Ltd.


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

cc to:

(1) National Securities Depository Ltd.
Trade World, 4th Floor Kamala Mills
Compound, Senapati Bapat Marg,
Lower Parel, Mumbai-400 013

(2) Central Depository Services (I) Ltd.
A Wing, 25th Floor,
Marathon Futurex, Mafatlal Mills
Compound, NM Joshi Marg,
Lower Parel (E), Mumbai - 400013

(3) Alankit Assignments Ltd.,
Alankit Heights, 1E/13,
Jhandewalan Extension,
New Delhi - 110 055

Encl : As Above



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



VIKRANT



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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given to the Members of the Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules 2014, other applicable laws and regulations, including any statutory modification(s) or re-enactment(s) thereof, if any, that the resolution(s) appended below is/are proposed to the Members of the Company to be passed as Special Resolution(s) by way of Postal Ballot:

To consider and, if thought fit, to give assent or dissent to the following Special Resolution(s):

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 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 the applicable rules thereunder (the **“Companies Act”**), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the **“SEBI Debt Listing Regulations”**), the Securities and Exchange Board of India (Issue and Listing of Non-convertible Redeemable Preference Shares) Regulations, 2013, as amended (**“SEBI Preference Shares Listing Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI LODR Regulations”**), the listing agreements entered into with the respective stock exchanges where the equity shares of the Company are listed (the **“Stock Exchanges”**), the provisions of the Foreign Exchange Management Act, 1999, as amended (**“FEMA”**), and other rules and regulations thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (**“GoI”**), the Reserve Bank of India (**“RBI”**), the Securities and Exchange Board of India (**“SEBI”**), the relevant Registrar of Companies (**“RoC”**), the Stock Exchanges, and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry (Foreign Investment Promotion Board/Secretariat for Industrial Assistance), SEBI, the RoC, the RBI and any other appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the **“Board”** which term shall be deemed to include any committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot, Equity Shares of the Company with a face value of ₹ 2/- each (Rupees Two only) (the **“Equity Shares”**), preference shares, whether or not convertible into Equity Shares (**“Preference Shares”**) and/or other financial instruments, fully or partly convertible, into or exchangeable for Equity Shares (including warrants, or otherwise, in registered or bearer form), fully or partly convertible debentures, non-convertible debentures with or without warrants and/or any security convertible into Equity Shares with or without voting/special rights and/or securities linked to Equity Shares and/or securities with or without detachable warrants with right exercisable by the warrant holder to convert or subscribe to Equity Shares pursuant to a green shoe option, if any (all of which are hereinafter collectively referred to as the **“Securities”**) or any combination of Securities, in one or more tranches, through private offerings including without limitation through a qualified institutions placement (**“QIP”**) in accordance with Chapter VIII of the SEBI ICDR Regulations, or any combination thereof or by issue of placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the SEBI ICDR Regulations) (**“QIBs”**) in accordance with Chapter VIII of the SEBI ICDR Regulations, or otherwise, foreign/resident investors (whether institutions, incorporated

bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign portfolio investors (including foreign institutional investors), Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the “**Investors**”), as may be decided by the Board at its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding ₹ 1,000 Crores only (Rupees One Thousand Crores only) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination thereof as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving QIP or such other time as may be allowed under the SEBI ICDR Regulations at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations, provided that the Board may, in accordance with applicable law, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on such price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations. The Eligible Securities shall be allotted as fully paid-up (subject to allottees having the option to pay either full or part consideration for warrants, with the balance consideration being payable at or by the time of exercise of such warrants, where the tenure of any convertible or exchangeable Eligible Securities shall not exceed 60 (sixty) months from the date of allotment), and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and in the event that convertible securities (as defined under the SEBI ICDR Regulations) are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the “relevant date” for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for Equity Shares or such other time as may be permitted by the SEBI ICDR Regulations, subject to any relevant provisions of applicable laws, rules, regulations as amended from time to time.

RESOLVED FURTHER THAT the relevant date for the determination of the applicable price for the issue of any other Securities shall be as per the regulations/guidelines prescribed by the SEBI, the Ministry of Finance, the RBI, the GOI through their various departments, or any other regulator, as the case may be, and the pricing of any Equity Shares issued upon the conversion of such Securities shall be made subject to and in compliance with the applicable rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) any Equity Shares that may be created, offered, issued and allotted by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity

Shares in all respects.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the Securities issued pursuant to this Resolution shall also be governed by all applicable laws of any foreign jurisdiction where such Securities are or are proposed to be listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the resolutions described above, the Board or any committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, discounts permitted under applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provisions of the Companies Act in respect of any Securities as may be required either on *pari passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the RoC, the lead managers, or other authorities or agencies involved in or concerned with the issue of Securities and as the Board or any committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or any committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on one or more national and/or international stock exchange(s).

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

Regd. Office:
Jaykaygram, PO - Tyre Factory,
Kankroli - 313 342(Rajasthan)
Phone: 02952-302400/330011
Fax: 02952-232018
E-mail Id: investorjktyre@jkmail.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
Date: 12th February 2018

By Order of the Board

Pawan Kumar Rustagi
Vice President (Legal) &
Company Secretary

Notes:

1. Statement pursuant to Section 102 of the Companies Act, 2013 (Act) setting out material facts concerning the Resolution is annexed to the Notice.
2. The Company has appointed Smt. Manisha Agrawal (Certificate of Practice no. 3507) of M/s MA & Associates, Company Secretary in Practice, as Scrutinizer for conducting the postal ballot/e-voting in a fair and transparent manner.
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 declaration of the results of Postal Ballot.
4. The Notice is being sent to all the Members/Beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 2nd March 2018. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on that date and any person who is not a member as on that date should treat this Notice for information purposes only.
5. In furtherance of the Go Green Initiative of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the Members whose email addresses are registered with the Company/Depository Participants through e-mail and to all other Members by post along with Postal Ballot Form and self-addressed Business Reply Envelope. The Notice of Postal Ballot is also placed on the website of the Company.
6. In compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to offer e-voting facility as an option to all its Members to enable them to cast their vote electronically instead of dispatching postal ballot forms. E-voting is optional for Members.
7. Please note that Members cannot vote both by post and e-voting and in case of voting by both the modes, voting through post shall be treated as invalid.
8. In case, the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organized through Central Depository Services (India) Ltd., such Member may send a request to the Registrar and Share Transfer Agent of the Company at their e-mail id 'rta@alankit.com', for obtaining the Notice and Postal Ballot form in physical form from the Company. The Members will send back the Postal Ballot Form duly completed, so as to ensure that it reaches back the Scrutinizer by 5:00 P.M. on or before 16th April 2018.
9. There will be one Postal Ballot Form/e-voting for every Folio/Client ID irrespective of the number of joint holders.
10. Voting rights in the Postal Ballot cannot be exercised by a proxy.
11. The Scrutinizer will submit his/her report as soon as possible after the last date of receipt for postal ballot forms/e-voting i.e. 16th April 2018 but have not later than 18th April 2018.
12. The Scrutinizer's decision on the validity of a postal ballot/e-voting will be final.
13. The Chairman and in his absence any other authorised representative will declare/announce the result of the postal ballot/e-voting at the Administrative Office of the Company on or before Wednesday, 18th April 2018, before close of business hours. The resolution(s) of postal ballot shall be deemed to have been passed on 16th April 2018, being the last date for receipt of duly completed postal ballot forms and e-voting.
14. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at 'www.jktyre.com' and on the evoting website of CDSL at 'www.evotingindia.com' and communicated to the Stock Exchanges on which shares of the Company are listed i.e., www.bseindia.com and www.nseindia.com. The results of the voting of postal ballot will also be displayed at the Notice Board at the Registered Office and the Administrative Office.
15. Voting through Electronic Mode

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 18th March 2018 from 10.00 A.M. and ends on 16th April 2018 (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., 2nd March 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com during the voting period and click on 'Shareholders/ Members' tab.
- (iii) 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.
- (iv) Enter the characters displayed on the Image Verification and click on Login.
- (v) 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.
- (vi) For the first time user, follow the steps given below:-

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.</p> <p>(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.</p> <p>(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.</p> <p>(c) For details of sequence number, please refer to Physical Postal Ballot Form on which your address and other details of shareholding are mentioned or email text, as the case may be.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 (iii).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN relevant for JK Tyre & Industries Ltd.
- (xi) 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.
- (xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.

- (xvi) 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.
- (xvii) 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.
- (xviii) **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.
- (xix) 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 e-voting are Shri Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai – 400013.; Phone No. 1800225533 or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the relevant Sections of the Companies Act, including, without limitation, Section 62 of the Companies Act, 2013, any offer or issue of securities in the Company to persons other than members of the Company requires prior approval of the members by way of Special Resolution.

It is proposed to take omnibus approval of the members of the Company for offering and issuing securities, convertible/non-convertible, by way of private offerings and/or qualified institutions placement so as to provide flexibility to the Board of Directors to raise funds as may be deemed appropriate depending on market conditions and subject to regulatory approvals, as may be applicable, and the advice of advisors that may be appointed in such regard. The proposed issue will not result in net increase of borrowings, as some of the existing borrowings may be replaced with new securities to minimize the cost of borrowings. The proceeds may also be used for other miscellaneous business purposes, including but not limited to meet capital expenditure, working capital requirements of the Company and/or its subsidiaries, including through investment in such subsidiaries, repayment of debt and other general corporate purposes.

Accordingly, it is proposed to empower the Board to raise funds through an issuance of any one or more types of securities, as detailed in the Resolution(s) for an aggregate amount not exceeding ₹ 1,000 Crores or its equivalent in any foreign currency, in one or more tranches, which would involve creating, offering, issuing and allotting securities, including through issuance of non-convertible debentures with or without warrants to eligible investors, as stated in the resolution at such price or prices, at a discount (subject to applicable law) or premium to market price or prices in such manner and on such terms and conditions as may be deemed appropriate by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, either in one or more foreign currencies or Indian Rupees inclusive of such premium as may be determined by the Board, all in accordance with applicable laws. This is an enabling Resolution and the Company will issue new Securities, subject to applicable law and necessary compliances.

This Special Resolution, among other things, seeks to enable the Board of Directors (including any duly authorised Committee thereof) to undertake a Qualified Institutions Placement to Qualified Institutional Buyers in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”) as prescribed under Chapter VIII of the SEBI ICDR Regulations for the purposes mentioned above, without the need for fresh approval from the shareholders.

Basis or Justification of Price: The pricing of the Securities to be issued to Qualified Institutional Buyers pursuant to Chapter VIII of the SEBI ICDR Regulations shall be determined by the Board in accordance with the regulations on pricing of securities determined in accordance with Chapter VIII of the SEBI ICDR Regulations. The “Relevant Date” for this purpose, in case of allotment of Equity Shares, will be the date of the meeting in which the Board or a committee thereof decides to open the issue, or, in case of convertible securities, either the date of the meeting in which the Board or a committee thereof decides to open the issue of the convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under Chapter VIII of the SEBI ICDR Regulations. The resolution enables the Board of Directors to, in accordance with applicable laws, offer a discount of not more than 5% (five per cent.) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.

The Special Resolution also enables the Board to issue Securities in tranches, at such times, at such prices and to such person(s) including institutions, bodies incorporated and/or individuals or otherwise as the Board deems fit.

The detailed terms and conditions for the issue/offer will be determined by the Board in consultation with the lead manager(s) and other advisors appointed in relation to the proposed issue/offer and such other authorities as may be required, taking into consideration market conditions and in accordance with applicable law. The Equity Shares allotted or arising out of conversion of Securities will be listed for trading on the stock exchanges where Equity Shares of the Company are currently listed (“Stock Exchanges”), subject to obtaining necessary approvals. The offer/issue/allotment/conversion/redemption of Securities would be subject to obtaining regulatory approvals, if any by the Company.

The Board of Directors of the Company recommends the Resolution for approval of the members by way of a Special Resolution(s) through Postal Ballot pursuant to and in accordance with Section 110 of the Companies Act, 2013, as amended and the rules made thereunder.

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

Regd. Office:

Jaykaygram, PO - Tyre Factory,
Kankroli - 313 342(Rajasthan)
Phone: 02952-302400/330011
Fax: 02952-232018
E-mail Id: investorjktyre@jkmail.com
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
Date: 12th February 2018

By Order of the Board

Pawan Kumar Rustagi
Vice President (Legal) &
Company Secretary

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

POSTAL BALLOT FORM

SI No.:

1. Name and Address of the sole/first named :
shareholder

2. Name(s) of the joint holders, if any :

3. Sequence Number for E-voting[§] :

4. Registered Folio No./DP ID No./Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

5. No. of Equity Share(s) held :

6. I/We hereby exercise my/our vote in respect of the Special Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company dated 12th February 2018 by sending my/our assent or dissent to the said resolution(s) by placing the tick(√) mark at the appropriate box below:-

Description of the resolution(s)	No. of Equity Share(s) for which vote cast	I/We assent to the resolution(s) (FOR)	I/We dissent to the resolution(s) (AGAINST)
Special Resolution(s) for taking approval of the shareholders for issuing securities specified in the said Resolution(s), in one or more tranches, for an aggregate amount not exceeding ₹ 1,000 Crores.			

Date :

Place :

Signature of the Shareholder

[§] Applicable for shareholders who have not updated their PAN with the Company/Depository Participant.

Notes:

1. Please read carefully the instructions printed overleaf, before exercising the vote.
2. Last Date for receipt of Postal Ballot Forms by Scrutinizer is Monday, 16th April, 2018 by 5.00 p.m.

INSTRUCTION FOR VOTING IN PHYSICAL FORM

- (i) A Member desiring to exercise voting right by postal ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) and send it in the attached self-addressed Business Reply Envelope, so as to reach the Scrutinizer on or before 16th April 2018 (5.00 P.M.). The Postal Ballot Forms received after this date will be treated as if the reply from the Member has not been received.
- (ii) Envelopes containing postal ballots, if sent by courier at the expense of the registered member will also be accepted.
- (iii) The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- (iv) Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. Form which is defaced or mutilated in such a way that its identity as a genuine form cannot be established will be treated as invalid. Any amendment to the resolution or imposition of any condition by any member while exercising his vote shall render the postal ballot form invalid.
- (v) The Postal Ballot Form should be completed and signed by the sole/first named Member and in his absence, by the next named Member, as per specimen signature registered with the Company. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the board resolution/authority letter, together with attested specimen signature(s) of the authorised signatory(ies).
- (vi) Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
- (vii) Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed business reply envelope and any extraneous paper found in the envelope will be destroyed by the Scrutinizer.
- (viii) A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in Point No.(i) above.
- (ix) Any Member who wants to cast his vote electronically instead of physical Postal Ballot Form, may refer the detailed procedure mentioned in the Notes to the Postal Ballot Notice.