



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

NOTICE

NOTICE is hereby given that the sixtieth Annual General Meeting of the Members of **JK Tyre & Industries Limited** will be held at **Shripati Singhanla Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road (Chowringhee Road), Kolkata -700 020** on Wednesday, 14th August 2013 at 11 A.M. to transact the following business:

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March 2013 and the Reports of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Arun K. Bajoria who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Shri O.P. Khaitan who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint 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 M/s Lodha & Co., Chartered Accountants (Registration Number- 301051E), the retiring Auditors be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of the 60th Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of ₹18 Lacs (Rupees Eighteen Lacs only) in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

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

"RESOLVED that Dr. Wolfgang Holzbach 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 269, 309, 198, Schedule XIII and other applicable provisions, if any, of the Companies Act 1956 or any statutory modification(s) or re-enactment(s) thereof, the reappointment of Shri Arun Kumar Bajoria as Whole-time Director with the designation "President & Director" of the Company for a period of 3 years with effect from 20th January 2013 be and is hereby approved on the terms and remuneration as set out in the explanatory statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits under Sections 349 and 350 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 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 modifications, the following as Special Resolution:

"RESOLVED that pursuant to the provisions of Section 31 and other applicable provisions of the Companies Act, 1956, if any, the Articles of Association of the Company be and is hereby altered by insertion of a new Article 170A after Article 170 in the Articles of Association of the Company as under:

Chairman and Managing Director/Whole-time Director/Chief Executive Officer

Article 170A: An individual may be appointed or reappointed as the Chairman of the Company as well as the Managing Director or Whole-time Director or Chief Executive Officer of the Company at the same time."

By Order of the Board

Regd. Office:

7, Council House Street

Kolkata-700 001

Date: 27th May 2013

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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 5th August to 14th August, 2013 (both days inclusive).
3. The Dividend of ₹ 3.50 per Equity Share of ₹ 10/- each as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid between 3rd/4th week of August, 2013 to the Members whose names are borne on the Company's Register of Members on 14th August 2013 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.
4. APPOINTMENT OF DIRECTORS:

Brief resumes of the Directors proposed to be reappointed/appointed (item Nos. 3, 4 and 6 of the Notice) are given hereunder: -

- Shri Arun Kumar Bajoria, aged 68 years, holds Bachelor's Degree in Engineering (Mechanical) from BITS, Pilani and also holds Post Graduate Diploma in Advance Management from London Business School. He joined the Board of Directors of the Company on 20th January 2010 and was appointed as Whole-time Director with the designation "President & Director". Before that, Shri Bajoria was President of the Company. He has been associated with the Company since 1997 when erstwhile Vikrant Tyres Ltd. became a subsidiary. His other Directorships are- JK Tormel, S.A. de. C.V.; Hules Y Procesos Tormel, S.A. de C.V.; Compania Inmobiliaria Norida, S.A. de. C.V.; Compania Hulera Tacuba, S.A. de. C.V.; General De Inmuebles Industriales, S.A. de C.V. He is also a Member of Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute; Technological Institute of Textiles at Bhiwani and Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases. His Director Identification No. is 00026540.
- Shri O.P. Khaitan, aged 69 years, holds Bachelor's Degree in Commerce and is also a Law Graduate and Attorney-at-Law (Solicitor) from Calcutta High Court. He joined the Board of Directors of the Company on 30th August 1974. He has been practicing as a solicitor and an advocate since 1967. He is also a Director of ECE Industries Ltd., Honda Siel Power Products Ltd., Shriram Pistons & Rings Ltd., Bengal & Assam Company Ltd., VLCC Health Care Ltd., Sharda Motor Industries Ltd., Howden Insurance Brokers India Pvt. Ltd., Nipshell Builders Pvt.

Ltd. and JKT&I Employees Welfare Association Ltd. Shri Khaitan is the Chairman of the Audit Committees of Sharda Motor Industries Ltd. and Shriram Pistons & Rings Ltd. and a member of the Audit Committees of ECE Industries Ltd., Honda Siel Power Products Ltd. and Bengal & Assam Company Ltd. Shri Khaitan is also the Chairman of Shareholders/Investors Grievance Committee of Bengal & Assam Company Ltd. and a member of Shareholders/Investors Grievance Committee of ECE Industries Ltd. and Sharda Motor Industries Ltd. (Chairmanship/Membership of Shri Khaitan in Committees of Directors in other companies are in terms of Clause 49 of the Listing Agreement). His Director Identification No. is 00027798.

- Dr. Wolfgang Holzbach, aged 63 years, holds a Doctorate Degree in Natural Science. He joined the Board of Directors of the Company on 6th November 2012. He has had a very long and distinguished career of 31 years with a leading international tyre company, where he was responsible for various strategic areas including Material Development, Quality Management, Manufacturing, Engineering and Technology. Besides wide knowledge and rich experience in manufacturing and tyre technology, he has international perspective. His other Directorships are – Nil. His Director Identification No. is 06422833.

5. Relationships between directors *inter-se*: Dr. Raghupati Singhania and Shri Bharat Hari Singhania are brothers and Shri Vikrampati Singhania is son of Shri Bharat Hari Singhania.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Dr. Wolfgang Holzbach was appointed as an Additional Director of the Company w.e.f. 6th November 2012. Pursuant to Section 260 of the Companies Act, 1956, Dr. Wolfgang Holzbach holds office upto the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 together with requisite deposit from a member of the Company proposing the name of Dr. Wolfgang Holzbach for appointment as a Director of the Company. Your Directors recommend this resolution for your approval. Brief resume of Dr. Wolfgang Holzbach is given in the notes appended to the Notice of this meeting.

None of the Directors, except Dr. Wolfgang Holzbach may be deemed to be concerned or interested in the proposed resolution.

Item No. 7

The Board of Directors has re-appointed Shri Arun Kumar Bajoria, as Whole-time Director with the designation "President & Director" for a tenure of three years commencing 20th January 2013 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 XIII to the Companies Act 1956, the relevant details are as under:

I. General Information:

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

Particulars for the financial year ended 31st March 2013	₹ In Crores
Sales and Other Income	6,015.21
Operating Profit (before Interest, Depreciation and Tax)	500.41
Profit Before Tax	150.31

- (5) Export performance and net foreign exchange earnings: The earning in foreign exchange by Exports for the year ended 31st March 2013 was ₹ 847 Crores. Extensive market network spread over 90 countries across 6 continents is the strength behind growth of global business.
- (6) Foreign investments of collaborators, if any: Not Applicable

II. Information about the appointee:

- (1) Background, Recognition or Awards details: Shri Arun Kumar Bajoria, aged 68 years, holds Bachelor's Degree in Engineering (Mechanical) from BITS, Pilani and also holds Post Graduate Diploma in Advance Management from London Business School. He joined the Board of Directors of the Company on 20th January 2010 and was appointed as Whole-time Director with the designation "President & Director". Before that Shri Bajoria was President of the Company. He has been associated with the Company since 1997 when erstwhile Vikrant Tyres Ltd. became a subsidiary and was instrumental in turning it around to a profitable entity. Shri Bajoria brings with him rich experience of managing and running manufacturing enterprises for about 45 years.

His other Directorships are- JK Tormel, S.A. de. C.V.; Hules Y Procesos Tormel, S.A. de C.V.; Compania Inmobiliaria Norida, S.A. de. C.V.; Compania Hulera Tacuba, S.A. de. C.V.; General De Inmuebles Industriales, S.A. de C.V., all of which are Mexico based wholly-owned subsidiaries of the Company and are part of leading tyre manufacturing company of Mexico.

He is also a Member of Managing Committee of Hari Shankar Singhania Elastomer and Tyre Research Institute; Technological Institute of Textiles at Bhiwani and Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases.

Shri Bajoria is also a member of the Board of Governors of Madhav Institute of Technology and Science (MITS), Gwalior – one of the leading Engineering Colleges of India. He is also associated with several religious, educational and social service organizations and is a Trustee of Birla Institute of Medical Research.

- (2) Past Remuneration: The remuneration of Shri Arun Kumar Bajoria approved by the members of the Company at their Annual General Meeting held on 14th August 2010 is as under:
 - (A) Salary: ₹ 6 Lacs per month with suitable increases as determined by the Chairman/Vice Chairman & Managing Director in the range of ₹ 3 Lacs to ₹ 6 Lacs per month.
 - (B) Perquisites and other benefits: Perquisites comprising provision of residential accommodation or house rent allowance together with furnishings, gas, electricity and water, reimbursement of medical expenses incurred and Leave travel assistance for self and family, club fees, premium on personal accident insurance, car with driver, telephone at residence etc., and such other perquisites, benefits and allowances as may be approved by the Chairman/Vice Chairman & Managing Director. The perquisites shall be evaluated as per the actual cost or Income-tax Rules, as applicable.
 - (C) Commission: 1% of the net profits computed under Sections 349 and 350 of the Companies Act 1956, subject to a ceiling of one hundred percent of annual salary.
 - (D) In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act 1956, in any financial year or years, the said Whole-time Director with the designation "President & Director" shall be entitled to minimum remuneration comprising salary, perquisites and benefits as detailed above for a period not exceeding three years in the aggregate subject to requisite approvals as may be required.
 - (E) The Whole-time Director with the designation "President & Director" shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling mentioned in para (D) above in terms of the provisions of Schedule XIII of the said Act:
 - (i) Contribution to Provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income-tax Act 1961.
 - (ii) Gratuity at the rate of 15 days salary for each completed year of service.
 - (iii) Encashment of unavailed leave at the end of the tenure.

- (3) Job Profile and his suitability: Shri Arun Kumar Bajoria, Whole-time Director with the designation "President & 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 a big way besides expansion/debottlenecking at new greenfield and existing multi location plants. The Company has also acquired a large tyre manufacturing plant in Mexico in the year 2008. Consequently, the responsibilities of the managerial personnel have increased substantially with the growth of the Company.

- (4) Remuneration proposed: The Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 30th October 2012 approved the terms of remuneration for the three years tenure of Shri Arun Kumar Bajoria commencing 20th January 2013 as under:-

(A) Salary : ₹ 6 Lacs per month in the salary range of ₹ 6 Lacs to ₹ 10 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 Sections 349 and 350 of the Companies Act, 1956 or any statutory modification thereto or re-enactment thereof (the Companies Act), subject to a ceiling of 100% of annual salary.

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

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

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

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

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

(I) In the event of inadequacy or absence of profits under Sections 349 and 350 of the Companies Act 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 terms of remuneration set out hereinabove may also be treated as an abstract of memorandum of interest under Section 302 of the Companies Act, 1956.

- (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 'Remuneration Committee' constituted by the Board in terms of the said Schedule perused remuneration of managerial persons in the automotive tyre industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and

responsibilities of Shri Arun Kumar Bajoria, before approving the remuneration as proposed hereinbefore.

- (6) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the proposed remuneration, Shri Arun Kumar Bajoria does not have any pecuniary relationship with the Company or with the managerial personnel.

III. Other Information:

- (1) Reasons of inadequate profits: At present, Company is having adequate profits. However, the appointment is for a term of three years commencing 20th January 2013 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: In order to revive economy, the government is contemplating several steps – such as, incentives for exports, reduction in Repo Rate, investment in infrastructural projects, etc. All these steps are expected to boost the economy which in turn will buoy the automobile sector. The Company has also taken several steps to further improve overall efficiencies and profitability. The Company is also continuously expanding its manufacturing base and is presently having nine manufacturing plants – six in India and three in Mexico, including a greensite plant near Chennai which recently commenced operations. The Company has also recently undertaken an expansion to enhance farm tyres capacity at its various plants. Capacity for small vehicle tyres is also being added to further enhance presence in this growing segment. The Company has also taken several other measures to conserve cost – namely, product rationalization, optimum utilization of working capital and conservation of energy, etc. All these measures will put the Company on the course of sustainable profitability and growth trajectory.

All these steps will contribute considerably to the growth of the Company and will help in meeting the growing demand of tyres.

The Resolutions is recommended to the shareholders for passing as Special Resolution.

None of the Directors of the Company other than Shri Arun Kumar Bajoria is in any way concerned or interested in the aforesaid Resolutions.

Item No.8

The existing Article 170 of the Articles of Association of the Company provides that the Directors may from time to time appoint/reappoint one or more of their body to be a Managing Director or Managing Directors (in which expression shall be included a Joint or Deputy Managing Director) or a Whole-time Director or Directors of the Company.

It is desirable to provide an explicit Article for appointment of an individual as the Chairperson of the Company as well as the Managing Director or Whole-time Director or Chief Executive Officer of the Company at the same time by insertion of a new Article 170A in the Articles of Association of the Company.

A copy of the Memorandum and Articles of the Company together with proposed alteration is available for inspection by members of the Company at its Registered Office between 11 A.M. and 1 P.M. on any working day, upto the date of the Annual General Meeting.

The Board recommends aforesaid resolution for the approval of the members by means of a Special Resolution.

Dr. Raghupati Singhania, Shri Bharat Hari Singhania, Shri Vikrampati Singhania, Shri S.C. Sethi and Shri Arun K. Bajoria may be deemed to be concerned or interested in the proposed resolution as managerial persons. None of the other Directors are in any way concerned or interested in the said resolution.

By Order of the Board

Regd. Office:
7, Council House Street
Kolkata-700 001
Date: 27th May 2013

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 Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin code Number of your delivery post office while notifying change in your address to the Company where shares are held in physical form. Re. dematerialized holdings please see Note No. 5.
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, Share transfer etc. :**

Members who have not so far forwarded the details of Bank Account No. etc. are requested to advise the same quoting their Folio No.(s), name and address of the Bank, Account No. and name of Account holder(s) along with photocopy of a cheque duly cancelled for printing the relevant particulars on the Dividend Warrants, as deemed appropriate, to avoid fraudulent encashment of Dividend Warrants.

Members holding shares in dematerialised form should approach the Depository Participant with whom they are maintaining Account for change in address, bank mandate, nomination etc.
6. In terms of the Circular No.51/12/2007-CL-III dated 8th February 2011 of the Ministry of Corporate Affairs, Annual Accounts of the subsidiary companies and the related detailed information will be kept open for inspection on all working days between 11.00 A.M. to 1.00 P.M. at the Head Office of the Company and of the concerned subsidiary companies.
7. **Unclaimed Dividends - Transfer to Investor Education and Protection Fund :**

Pursuant to Section 205A read with Section 205C of the Companies Act, 1956, 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 30.09.2006 • 25% Dividend	29th March 2014
➤ Financial Year ended 30.09.2007 • 27% Dividend	13th April 2015
➤ Financial Year ended 31.03.2009 • 27% Dividend	17th September 2016

It may be noted that after the expiry of the said due date(s) for transfer of unclaimed dividend to the said Fund, no claim shall lie in respect of unclaimed dividend.

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 Companies Act, 1956 read with the relevant Rules framed thereunder.

8. **NOMINATION:** Pursuant to Section 109A of the Companies Act, 1956 individual Shareholders holding Shares in the Company singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.

9.

Important Communication to the Members

Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative" by allowing paperless compliances by companies and has issued Circulars No. 17/2011 dated 21st April 2011 and No. 18/2011 dated 29th April 2011 stating that service of documents by a company can be made through electronic mode. This "Green Initiative" of the Government is commendable and will go a long way in protecting environment on sustainable basis. Your Company accordingly supports this initiative of the Government.

For achieving this objective, Members holding shares in physical mode and who have not yet registered their email addresses with the Company, are requested to get the same registered by writing a letter to the Company at Company's Registered Office or at Gulab Bhawan, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 giving their email-id, folio no., contact no., etc. Members holding shares in dematerialized mode may write to their respective Depository Participants for registering their email addresses.



Regd. Office : 7, Council House Street, Kolkata-700 001

ADMISSION SLIP

Folio No. or DP Id# / Client-Id #	
No. of Shares held	

I hereby record my presence at the 60th Annual General Meeting of the Company being held at **Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road (Chowringhee Road), Kolkata-700 020 on Wednesday, the 14th August 2013 at 11.00 A.M.**

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

* Strike out whichever is not applicable.

Applicable for investors holding shares in dematerialised form.

Signature of the Member/Proxy/Authorised Representative*

- Notes:**
1. A member/proxy/authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.
 2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the Meeting.



Regd. Office : 7, Council House Street, Kolkata-700 001

PROXY FORM

Folio No. or DP Id# / Client-Id #	
No. of Shares held	

I/We.....of
.....being a member/members of JK Tyre & Industries Ltd. hereby appoint
Shri / Smt. / Km.....of
or failing him/her Shri / Smt. / Km.....of
or failing him/her Shri / Smt. / Km.....of
as my/our proxy in my/our absence to attend and vote for me/us and on my/our behalf at the 60th Annual General Meeting of the Company to be held on Wednesday, the 14th August 2013 at 11.00 A.M. and at any adjournment thereof.

Signed this.....day of.....2013

Signature (s).....

Affix
Revenue
Stamp

Applicable for investors holding shares in
dematerialised form.

Note: The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the Meeting.

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 **JK TYRE**
& INDUSTRIES LTD.