



JKTIL:SECTL:2026

Date: 23rd March 2026

BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code: 530007	National Stock Exchange of India Ltd. Exchange Plaza, C -1, Block G, Bandra -Kurla Complex, Bandra (E), Mumbai - 400 051. Symbol: JKTYRE
--	--

Dear Sir(s),

Re. Report from the Audit Committee of Directors and Independent Directors of the Company certifying distribution of proceeds to eligible shareholders of fractional entitlements pursuant to the Scheme of Amalgamation of Cavendish Industries Ltd. with JK Tyre & Industries Ltd. and their respective shareholders ("Scheme")

In terms of the Securities and Exchange Board of India ("SEBI") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, reports from the Audit Committee of Directors and Independent Directors of the Company are enclosed, certifying that proceeds from sale of shares allotted upon consolidation of fractional entitlements have been distributed to the eligible equity shareholders of erstwhile Cavendish Industries Ltd. in proportion to their entitlements, in accordance with the Scheme.

Thanking you,

Yours' faithfully,
For JK Tyre & Industries Ltd.

(Kamal Kumar Manik)
Company Secretary

Encl: As Above



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Phone: 91-11-66001112, 66001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000
Website : www.jktyre.com CIN : L67120RJ1951PLC045966





REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF JK TYRE & INDUSTRIES LTD. CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL ENTITLEMENTS ("REPORT") PURSUANT TO THE SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LTD. WITH JK TYRE & INDUSTRIES LTD. AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME")

Audit Committee Members:

Dr. Nand Gopal Khaitan, Chairman
Shri Subhrakant Panda, Member
Dr. Arun K. Bajoria, Member

This report of the Audit Committee of the Board of Directors is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ("SEBI Master Circular") and as amended from time to time.

1. Background

- 1.1 The Scheme of Amalgamation of Cavendish Industries Ltd. ("Transferor Company") with JK Tyre & Industries Ltd. ("the Company" or "Transferee Company") and their respective shareholders ("Scheme"), was sanctioned by the Hon'ble National Company Law Tribunal, Jaipur Bench vide its Order dated 20th November 2025 which became effective on 22nd December 2025 operative w.e.f. 1st April 2025 (Appointed Date).
- 1.2 In terms of the Scheme, eligible equity shareholders of the Transferor Company as on the Record Date i.e., 24th December, 2025 were allotted equity shares of the Company on 26th December, 2025, in the share exchange ratio of 92 fully paid-up equity shares of Rs. 2/- each of the Company for every 100 fully paid-up equity shares of Rs. 10/- each of the Transferor Company. Accordingly, the Company allotted 1,42,69,484 equity shares of Rs. 2/- each to the eligible equity shareholders of the Transferor Company which includes the allotment of 3 equity shares of Rs. 2/- each allotted upon consolidation of fractions (rounded up to aggregate of such fraction to next whole number) to Shri Ashok Kumar Kinra as the Trustee to hold these 3 equity Shares in trust for the benefit of respective shareholders to whom fractional entitlements belong.

The fully paid-up equity shares allotted to the eligible equity shareholders of the Transferor Company including 3 equity shares allotted to the trustee as aforesaid, rank *pari passu* in all respects with the existing fully paid-up equity shares of the Company.



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Phone: 91-11-66001112, 66001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000
Website : www.jktyre.com CIN : L67120RJ1951PLC045986



: 2 :

1.3 Further, in terms of the provisions of SEBI Master Circular, a report from the Audit Committee of Directors is required to certify that proceeds from the sale of consolidated fractional entitlements have been given to the eligible shareholders in proportion to their entitlements.

2. Treatment of fractional entitlements

2.1 In terms of the provisions of the Scheme and SEBI Master Circular, the equity Shares allotted on consolidation of fractional entitlements were required to be sold in the market within a period of 90 days from the date of allotment of the shares and net proceeds out of the sale to be distributed to the respective eligible equity shareholders of the Transferor Company in proportion to their respective fractional entitlements. Accordingly, 3 equity Shares were allotted directly to "Shri Ashok Kumar Kinra" and were sold in the open market at market price.

2.2 The distribution of sale proceeds has been completed on 18th March, 2026 as under:

No. of Equity Shares	Average price per share (net off brokerage, taxes and other Expenses) (in Rs.)	Gross Amount (in Rs.)	Income-tax applicable to the Trustee (in Rs.)	Net Amount distributed to the four shareholders (In Rs.)
3	444	1,332	319	1,013

3. Certification of Audit Committee of Directors

Based on the above, it is hereby certified that the Company has compensated the eligible equity shareholders by distributing the sale proceeds of the fractional entitlements in accordance with provisions of the Scheme and SEBI Master Circular.

For and on behalf of the Audit Committee of JK Tyre & Industries Ltd.



Dr. Nand Gopal Khaitan
Chairman, Audit Committee
DIN: 00020588

Date :

19 MAR 2026

Place: KOLKATA





REPORT OF THE INDEPENDENT DIRECTORS OF JK TYRE & INDUSTRIES LTD. CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL ENTITLEMENTS ("REPORT") PURSUANT TO THE SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LTD. WITH JK TYRE & INDUSTRIES LTD. AND THEIR RESPECTIVE SHAREHOLDERS ("SCHEME")

Independent Directors of the Company:

Smt. Meera Shankar
Shri Subhrakant Panda
Dr. Nand Gopal Khaitan
Shri Krishna Kumar Bangur
Dr. Jorg Nohl

This report of the Independent Directors of the Company is made in compliance with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June, 2023 ("**SEBI Master Circular**") and as amended from time to time.

1. Background

1.1 The Scheme of Amalgamation of Cavendish Industries Ltd. ("Transferor Company") with JK Tyre & Industries Ltd. ("the Company" or "Transferee Company") and their respective shareholders ("Scheme"), was sanctioned by the Hon'ble National Company Law Tribunal, Jaipur Bench vide its Order dated 20th November 2025 which became effective on 22nd December 2025 operative w.e.f. 1st April 2025 (Appointed Date).

1.2 In terms of the Scheme, eligible equity shareholders of the Transferor Company as on the Record Date i.e., 24th December, 2025 were allotted equity shares of the Company on 26th December, 2025, in the share exchange ratio of 92 fully paid-up equity shares of Rs. 2/- each of the Company for every 100 fully paid-up equity shares of Rs. 10/- each of the Transferor Company. Accordingly, the Company allotted 1,42,69,484 equity shares of Rs. 2/- each to the eligible equity shareholders of the Transferor Company which includes the allotment of 3 equity shares of Rs. 2/- each allotted upon consolidation of fractions (rounded up to aggregate of such fraction to next whole number) to Shri Ashok Kumar Kinra as the Trustee to hold these 3 equity Shares in trust for the benefit of respective shareholders to whom fractional entitlements belong.

The fully paid-up equity shares allotted to the eligible equity shareholders of the Transferor Company including 3 equity shares allotted to the trustee as aforesaid, rank *pari passu* in all respects with the existing fully paid-up equity shares of the Company.

./.



: 2 :

1.3 Further, in terms of the provisions of SEBI Master Circular, a report from the Independent Directors of the Company is required to certify that proceeds from the sale of consolidated fractional entitlements have been given to the eligible shareholders in proportion to their entitlements.

2. Treatment of fractional entitlements

2.1 In terms of the provisions of the Scheme and SEBI Master Circular, the equity Shares allotted on consolidation of fractional entitlements were required to be sold in the market within a period of 90 days from the date of allotment of the shares and net proceeds out of the sale to be distributed to the respective eligible equity shareholders of the Transferor Company in proportion to their respective fractional entitlements. Accordingly, 3 equity Shares were allotted directly to "Shri Ashok Kumar Kinra" and were sold in the open market at market price.

2.2 The distribution of sale proceeds has been completed on 18th March, 2026 as under:

No. of Equity Shares	Average price per share (net off brokerage, taxes and other Expenses) (in Rs.)	Gross Amount (in Rs.)	Income-tax applicable to the Trustee (in Rs.)	Net Amount distributed to the four shareholders (In Rs.)
3	444	1,332	319	1,013

3. Certification of the Independent Directors of the Company

Based on the above, it is hereby certified that the Company has compensated the eligible equity shareholders by distributing the sale proceeds of the fractional entitlements in accordance with provisions of the Scheme and SEBI Master Circular.

For and on behalf of the Independent Directors of JK Tyre & Industries Ltd.



Subhrakant Panda
Independent Director

DIN: 00171845

Date : 19 MAR 2026

Place: NEW DELHI

