



JKTIL:SECTL:SE:2025

Date: 31st July 2025

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
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Sub: Information pursuant to Regulation 30 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 - Notice of Meeting of the equity shareholders and unsecured creditors of JK Tyre & Industries Limited to be convened as per the directions provided in the Order of the Hon’ble National Company Law Tribunal, Jaipur Bench (“Tribunal”) in the matter of the Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Company” or “Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”)

Dear Sir,

In terms of the Order dated June 12, 2025 read with Order dated July 10, 2025 (uploaded on July 14, 2025) (collectively known as “Tribunal Order”), the Tribunal has directed separate meetings of the equity shareholders and unsecured creditors of the Company to be convened and held for the purpose of considering and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”) and also other Rules and Regulations.

In this regard, please find enclosed the copies of the notices convening the meetings of the equity shareholders and unsecured creditors of the Company together with the copy of the Scheme and explanatory statement under Sections 230 and 232 read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and relevant annexures thereto.

Brief details of the meetings are as under:

Particulars	Equity Shareholders	Unsecured Creditors
Day and date of the meeting	Wednesday, September 3, 2025	
Time of the meeting	2.00 p.m. (IST)	12.30 p.m. (IST)
Mode of meeting	Through video conferencing or other audio visual means	
Cut-off date for e-voting	Wednesday, August 27, 2025	Monday, June 30, 2025
Remote e-voting start date and time	Sunday, August 31, 2025 at 9.00 a.m. (IST)	
Remote e-voting end date and time	Tuesday, September 2, 2025 at 5.00 p.m. (IST)	



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. : 02952-302400 / 330011

Website : www.jktyre.com CIN : L67120RJ1951PLC045966



: 2 :

The notices convening the meetings of the equity shareholders and unsecured creditors along with accompanying documents are being hosted on the Company's website at <https://www.jktyre.com/investor/investor-equity-shareholders-notices> and <https://www.jktyre.com/investor/investor-unsecured-creditors-notices> respectively.

As permitted in the Tribunal Order, the Notices of the said Meetings are being sent electronically to the Unsecured Creditors and Equity Shareholders of the Company whose email addresses are registered with the Company/Depository Participants. Further, as per the Tribunal Order, copy of physical letter(s) containing the day, date, time and other details for joining the Meetings through VC/OAVM and the web-link including the exact path, where complete details of the Notices can be accessed along with a QR Code, sent to those Unsecured Creditors and Equity Shareholders of the Company whose email addresses are not available with the Company's records, is attached.

Thanking you,

Yours faithfully,
For JK Tyre & Industries Ltd.

(Kamal Kumar Manik)
Company Secretary

Encl: As above





Corporate Identification Number (CIN): L67120RJ1951PLC045966
Registered Office: Jaykaygram, PO – Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India
Tel: 02952 – 302 400 / 330 011 | **Fax:** 02952 – 232018
Email: kmanik@jkmail.com | **Website:** www.jktyre.com

NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF JK TYRE & INDUSTRIES LIMITED PURSUANT TO ORDER DATED JUNE 12, 2025 READ WITH ORDER DATED JULY 10, 2025 OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH

MEETING	
Day	Wednesday
Date	September 3, 2025
Time	02.00 p.m. (IST)
Mode of Meeting	As per the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench, the meeting shall be conducted through video conferencing ("VC") / other audio visual means ("OAVM")
REMOTE E-VOTING	
Cut-off date for e-voting	Wednesday, August 27, 2025
Start Date and Time	Sunday, August 31, 2025 at 9.00 a.m. (IST)
End Date and Time	Tuesday, September 2, 2025 at 5.00 p.m. (IST)

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The Notice of the meeting and the statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules constitutes a single and complete set of documents and should be read together as they form an integral part of this document.

FORM NO. CAA. 2

[PURSUANT TO SECTION 230(3) OF THE COMPANIES ACT, 2013 AND RULE 6 OF THE COMPANIES
(COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH
INTERLOCUTORY APPLICATION (IA) NO. 27/2025

IN

COMPANY APPLICATION NO. CA(CAA) No. 5/2025

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF
THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LIMITED WITH JK TYRE &
INDUSTRIES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

JK TYRE & INDUSTRIES LIMITED, a company incorporated under the provisions of Companies Act, 1913 and a company within the meaning of the Companies Act, 2013, having Corporate Identification Number: L67120RJ1951PLC045966 and its registered office at Jaykaygram, PO – Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India	Company / Transferee Company
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NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS

To,

**The Equity Shareholders of
JK TYRE & INDUSTRIES LIMITED**

1. **NOTICE** is hereby given that, in accordance with the Order dated June 12, 2025 read with Order dated July 10, 2025 (*uploaded on July 14, 2025*) in the above mentioned Interlocutory Application (IA) No. 27/2025 in Company Application No. CA (CAA) NO. 5/2025, passed by the Hon'ble National Company Law Tribunal, Jaipur Bench (“**Tribunal**”) (“**Tribunal Order**”), a Meeting of the equity shareholders of the Transferee Company, will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Cavendish Industries Limited (“**Transferor Company**”) with JK Tyre & Industries Limited (“**Company**” or “**Transferee Company**”) and their respective shareholders (“**Scheme**”) on **Wednesday, September 3, 2025 at 02.00 p.m. (IST) (“Meeting”)**.
2. Pursuant to the Tribunal Order and as directed therein, the Meeting will be held through video conferencing (“**VC**”) / other audio visual means (“**OAVM**”), in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and also other applicable Rules and Guidelines, to consider, and if thought fit, to pass, the resolution mentioned below for approval of the Scheme by requisite majority as prescribed under Section 230(6) of the Act and other Rules/Regulations, as applicable.

*“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Jaipur Bench (“**Tribunal**”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in Scheme of Amalgamation of Cavendish Industries Limited (“**Transferor Company**”) with JK Tyre & Industries Limited (“**Transferee Company**”) and their respective shareholders (“**Scheme**”) be and is hereby approved.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and / or conditions, if any,

which may be required and / or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, without being required to seek any further approval of the equity shareholders and the equity shareholders shall be deemed to have given their approval thereto expressly by authority under this Resolution.”

3. **TAKE FURTHER NOTICE** that the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes: (a) through electronic voting system available at the Meeting to be held through VC / OAVM (“**e-voting at the Meeting**”); or (b) by remote electronic voting (“**remote e-voting**”) during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	Sunday, August 31, 2025 at 9.00 a.m. (IST)
Conclusion of remote e-voting	Tuesday, September 2, 2025 at 5.00 p.m. (IST)

4. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., **Wednesday, August 27, 2025 (“Cut-off Date”)** only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the Notice and attend the Meeting. A person who is not an Equity Shareholder as on the cut-off date, should treat the Notice for information purposes only.
5. A copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“**CAA Rules**”) along with all annexures to such Statement are annexed hereto. A copy of this Notice and the accompanying documents are also placed on the:
- website of the Transferee Company and can be accessed at <https://jktyre.com/investor/investor-equity-shareholders-notices>
 - website of Central Depository Services (India) Limited (“**CDSL**”) viz. <https://www.evotingindia.com> being the agency appointed by the Transferee Company, which will provide the facility of voting to the Equity Shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting at the Meeting; and
 - websites of the Stock Exchanges i.e., BSE Limited (“**BSE**”) viz. www.bseindia.com and the National Stock Exchange of India Limited (“**NSE**”) viz. www.nseindia.com
6. The Hon’ble Tribunal has appointed Justice Vijender Jain, failing whom, Justice M.S. Bedi, to be the Chairperson of the Meeting.
7. The Hon’ble Tribunal has appointed Mr. Atul Lakhanpal or failing him, Mr. Sapan Dhir to be the Scrutinizer for the Meeting.
8. The Scheme, if approved at the aforesaid Meeting, will be subject to the subsequent sanction of the Tribunal and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.
9. In accordance with the applicable Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**ICSI**”) read with MCA Circulars and clarification / guidance on applicability of Secretarial Standards issued by the ICSI, the proceedings of the Meeting shall be deemed to be conducted at the registered office of the Transferee Company which shall be the deemed venue of the Meeting. Since the Meeting will be held through VC/OAVM, the Route Map is not annexed to this notice.

New Delhi
Thursday, July 31, 2025

Sd/-
Justice Vijender Jain
(Former Chief Justice Punjab & Haryana High Court)
Chairperson appointed by the Tribunal for the Meeting

Registered Office:

Jaykaygram, PO – Tyre Factory,
Rajsamand, Kankroli – 313 342, Rajasthan, India
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
E-mail: kmanik@jkmail.com
Tel: 02952 – 302 400 / 330 011
Fax: 02952 - 232018

NOTES FOR THE MEETING

GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE MEETING THROUGH VC / OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING

1. Pursuant to the Tribunal Order, the Meeting of the equity shareholders of the Transferee Company will be held through VC / OAVM to transact the business set out in the Notice. Equity shareholders attending the Meeting through VC / OAVM shall be reckoned for the purpose of quorum. Quorum for the Meeting shall be in terms of Section 103 of the Act. Further, in terms of the Tribunal Order, in the event the aforesaid quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 (thirty) minutes and thereafter the equity shareholders present at the Meeting shall be deemed to constitute requisite quorum.
2. The Statement pursuant to Sections 230 to 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 (“Act”) and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with SEBI Listing Regulations in respect of the business set out in the Notice of the Meeting is annexed hereto. The Meeting will be conducted in compliance with the applicable provisions of the Tribunal Order, Act, SS-2 and other applicable laws.
3. Since the Meeting is being held through VC / OAVM, physical attendance of the equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the Meeting. Hence, proxy forms and attendance slips are not annexed to this Notice.
4. The proceedings of this Meeting shall be deemed to have been conducted at the registered office of the Transferee Company located at Jaykaygram, PO – Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India which shall be the deemed venue of the Meeting. The route map for the Meeting is not attached as the Meeting is being held through VC / OAVM.
5. Pursuant to provisions of Section 113 of the Act, authorized representatives of institutional / corporate equity shareholders (i.e. other than individuals / Hindu Undivided Family) may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC / OAVM facility and e-voting at the Meeting. Such institutional / corporate shareholders are required to send a signed legible copy of its relevant board or governing body resolution / power of attorney / authority letter, etc., to the Scrutinizer by e-mail (in PDF / JPEG Format) at scrutinizer.nclt@jkm.com with a copy marked to the Transferee Company at kmanik@jkm.com and CDSL at helpdesk.evoting@cdslindia.com
6. The Notice of the Meeting and the accompanying documents mentioned in the Index are being sent through:
 - a. electronic mode to those equity shareholders whose e-mail addresses are available in the records of the Transferee Company / Registrar and Share Transfer Agent / Depository participant(s) / Depositories and the email shall contain the exact path to access the notice, explanatory statement and other relevant documents; and
 - b. registered post or speed post or courier to those equity shareholders whose e-mail addresses are not available, a physical letter regarding holding of the meeting being sent containing a QR code, through which the relevant details – such as the day, date, time, and VC/OAVM login details for the meeting, along with the exact path to access the full notice, explanatory statement and relevant documents along with a copy of the Scheme been sent in lieu of sending the voluminous physical documents.
7. The Transferee Company has made arrangements with CDSL to provide the facility for voting by the equity shareholders through remote e-voting, for participation in the Meeting through VC / OAVM and e-voting at the Meeting.
8. The Notice, Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules and all other accompanying documents are enclosed herewith and shall be available for inspection on the Transferee Company’s website at www.jktyre.com
9. All the documents referred to in the accompanying explanatory statement, shall be available for inspection through electronic mode during the proceedings of the Meeting. The equity shareholders seeking to inspect copies of the said documents may send an email at kmanik@jkm.com Further, all the documents referred to in the accompanying explanatory statement shall also be open for inspection by the equity shareholders at the registered office of the Transferee Company between 11:00 A.M. to 01:00 P.M. on all working days up to the date of the Meeting.
10. The Notice convening the Meeting will be published through advertisement in (i) “Business Standard” (English Language - All Editions); and (ii) “Pratahkal” (Hindi Language – All Editions).
11. If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules, free of charge. A written request in this regard, along with the details of shareholding in the Transferee Company may be addressed to the Company Secretary at kmanik@jkm.com

12. Subject to the receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and e-voting at the Meeting will be considered for this purpose.
13. Further, in accordance with the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (“**SEBI Master Circular**”) issued by the Securities and Exchange Board of India (“**SEBI**”), the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
14. In case of joint equity shareholders attending the Meeting, only such joint equity shareholder who is higher in the order of names will be entitled to vote at the Meeting.
15. The voting rights of the equity shareholders shall be in proportion to their shareholding of the paid-up equity share capital of the Transferee Company as on cut-off date as mentioned in the Notice.

PROCEDURE FOR JOINING THE MEETING THROUGH VC / OAVM

16. Members who have not registered their email addresses so far are requested to register their e-mail addresses for receiving all communications.
17. Manner of registering/updating, e-mail addresses:
 - a) Members holding shares in Demat Mode: Please contact your DP and register your Email Address in your demat account.
 - b) Members holding shares in Physical Mode: Submit Form ISR-1 (available on the website of the Transferee Company at www.jktyre.com) duly filled and signed along with requisite supporting documents to the Company Secretary, JK Tyre & Industries Limited, 3rd Floor, Gulab Bhawan (Rear Side), 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002 or to the Transferee Company’s Registrar and Share Transfer Agent (RTA) at Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110 055, India.
18. The Members can join the Meeting in the VC/OAVM mode 15 minutes before and also after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis. The large Shareholders (i.e., Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, etc., are allowed to attend the Meeting without restriction on account of first-come-first-served principle.
19. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, **Wednesday, August 27, 2025** can (i) join the Meeting; and (ii) shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting, by following the procedure mentioned in this Notice.
20. **E-voting and Joining meeting through VC:** In compliance with the Tribunal Order and the provisions of Section 108 and other applicable provision of the Act read with relevant rules thereunder and the SEBI Listing Regulations, the Transferee Company is pleased to provide to its members, facility to exercise their right to vote at the Meeting by electronic means and the business may be transacted through remote e-voting services provided by CDSL. Remote e-voting is optional. The facility of e-voting shall also be made available at the meeting and equity shareholders attending the meeting who have not already cast their vote by remote e-voting will be able to exercise their right to cast vote during the Meeting.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE MEETING

- A. **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**
 - (i) The voting period begins on Sunday, August 31, 2025 at 9.00 a.m. (IST) and ends on Tuesday, September 2, 2025 at 5.00 p.m. (IST). During this period shareholders’ of the Transferee Company, holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, August 27, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The equity shareholders who have cast their vote by remote e-voting prior to the Meeting may also attend / participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
 - (iii) Pursuant to the relevant SEBI Circulars under Regulation 44 of the Listing Regulations, all individual shareholder holding equity shares of the Transferee Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants.

Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Shareholders are advised to register/update their mobile number and email Id in their demat accounts in order to access e-Voting facility/attend the meeting.

Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL**, is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL's Easi/Easiest facility, can login through their existing User Id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/ Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login, the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company Name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN, Verification code and generate OTP. Enter the OTP received on registered Email Id/Mobile Number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company Name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the Meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company Name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form:**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders/Members” module.
 - 3) Now enter your User ID-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification Code as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 6) If you are a first-time user, follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA. 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.
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> <ul style="list-style-type: none"> 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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant for "JK Tyre & Industries Ltd."
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote e-Voting only:**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that, 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.
- Alternatively, Non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address i.e., kmanik@jkmail.com (designated email address by the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE MEETING THROUGH VC/OAVM & E-VOTING DURING THE MEETING, ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the Meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as speaker by sending their request in advance mentioning their name, demat account number/folio number, Email Id, Mobile Number at kmanik@jkmail.com between August 18, 2025 to August 25, 2025. The shareholders who may have queries relating to the Scheme, may send their queries during the said period, prior to Meeting mentioning their name, demat account number/folio number, Email Id, Mobile Number at kmanik@jkmail.com These queries will be replied to by the Transferee Company suitably. The shareholders will be allowed to express their views and ask questions only relating to the Scheme and/or on the Resolutions mentioned in the Notice of the Meeting. The Transferee Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting. Those shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the Meeting.
8. Only those shareholders, who are present in the Meeting through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Meeting.
9. If any votes are cast by the shareholders through the e-voting available during the Meeting and if the same shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBERS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to kmanik@jkmail.com and rta@alankit.com
2. For Demat shareholders - Please update your Email Id & Mobile Number with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your Email Id & Mobile Number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

D. OTHER INSTRUCTIONS:

1. If you have any queries or issues regarding attending Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
2. All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. at 1800 21 09911.
3. Any person, who acquires shares of the Transferee Company and becomes Member of the Transferee Company after dispatch of the Notice and holding shares as on the cut-off date i.e., August 27, 2025 may follow the same instructions as mentioned above for e-Voting.
4. Members of the Transferee Company under the category of Institutional Investors are encouraged to attend the Meeting and vote.
5. The Scrutinizer shall, after the conclusion of voting at the Meeting, unblock and count the votes cast during the Meeting and votes cast through remote e-voting and shall make a consolidated Scrutinizer's Report and submit the same to the Chairperson of the Meeting.
6. The result of e-voting will be declared within 2 (two) working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Transferee Company: www.jktyre.com and on the website of CDSL at <https://www.evotingindia.com> The result will simultaneously be communicated to the Stock Exchanges. The Transferee Company will also display the results on the notice board at the Registered Office and Administrative Office of the Transferee Company.

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

IN THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH

INTERLOCUTORY APPLICATION (IA) NO. 27/2025

IN

COMPANY APPLICATION NO. CA(CAA) No. 5/2025

IN THE MATTER OF SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LIMITED WITH JK TYRE & INDUSTRIES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

JK TYRE & INDUSTRIES LIMITED, a company incorporated under the provisions of Companies Act, 1913 and a company within the meaning of the Companies Act, 2013, having Corporate Identification Number: L67120RJ1951PLC045966 and its registered office at Jaykaygram, PO - Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India	
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

Company / Transferee Company

STATEMENT UNDER SECTIONS 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES"), ACCOMPANYING THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF JK TYRE & INDUSTRIES LIMITED PURSUANT TO ORDERS OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, JAIPUR BENCH ("TRIBUNAL") DATED JUNE 12, 2025 AND JULY 10, 2025 ("TRIBUNAL ORDER")

1. **MEETING FOR THE SCHEME**

- 1.1 This is a statement accompanying the Notice convening the Meeting of Equity Shareholders of JK Tyre & Industries Limited ("**Company**"), for the purpose of their considering and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Cavendish Industries Limited ("**Transferor Company**") with JK Tyre & Industries Limited ("**Company**" or "**Transferee Company**") and their respective shareholders ("**Scheme**") ("**Meeting**"). The Scheme provides for: (i) the amalgamation of the Transferor Company (*as defined in the Scheme*) with the Transferee Company and dissolution of Transferor Company without winding up; and (ii) various other matters consequent and incidental thereto or otherwise integrally connected thereto.
- 1.2 The detailed terms of the arrangement may be referred in the Scheme, appended as '**Annexure - 1**'.
- 1.3 Capital terms not defined herein and used in the Notice and this Statement shall have the same meaning as ascribed to them in the Scheme.

2. **DATE, TIME AND MODE OF MEETING**

- 2.1 Pursuant to the Order dated June 12, 2025 read with Order dated July 10, 2025 (*uploaded on July 14, 2025*) in the above mentioned Interlocutory Application (IA) No. 27/2025 in Company Application No. CA (CAA) NO. 5/2025, passed by the Hon'ble National Company Law Tribunal, Jaipur Bench ("**Tribunal**") ("**Tribunal Order**"), the Meeting of the Equity Shareholders of the Transferee Company, will be held for the purpose of their considering and, if thought fit approving, with or without modification(s), the said Scheme through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") on **Wednesday, September 3, 2025 at 02.00 p.m. (IST)** ("**Meeting**").
- 2.2 Subject to the receipt of requisite majority of votes in favour of the Scheme i.e., majority in number representing three-fourth in value (as per Sections 230 to 232 of the Act), the Resolution proposed in the Notice shall be deemed to have been passed on the date of the Meeting (specified in the Notice) and the votes cast through remote e-voting and e-voting at the Meeting will be considered for this purpose.
- 2.3 In addition, the Company is seeking the approval of its equity shareholders to the Scheme by way of voting through e-voting. SEBI Master Circular, inter alia, provides that approval of public shareholders of the Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Company is seeking the approval of its equity shareholders

(which includes Public Shareholders) to the Scheme by way of voting through e-voting, this notice will be deemed (i) to be issued in accordance with the provisions of the Act; and (ii) to be the notice sent to the public shareholders of the Company in accordance with the SEBI Master Circular. For this purpose, the term “Public” shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term “Public Shareholders” shall be construed accordingly.

- 2.4 Further, in accordance with the SEBI Master Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

3. RATIONALE AND BENEFIT OF THE SCHEME

- 3.1 *The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:*

- a) *economies of scale, operational synergies & efficiencies at multiple levels of business operations;*
- b) *optimisation in administrative, managerial and other overheads;*
- c) *reduction in interest cost;*
- d) *pooling of resources for faster growth;*
- e) *ease of doing business;*
- f) *comprehensive products offering, availability of combined sales and distribution network;*
- g) *improved customer satisfaction;*
- h) *significant reduction in multiplicity of legal and regulatory compliances; and*
- i) *improved investor perception and enhanced shareholders' value.*

- 3.2 *The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.*

4. BACKGROUND OF THE COMPANIES

4.1 Particulars of the Transferee Company

4.1.1 JK Tyre & Industries Limited (“**Transferee Company**” or “**Company**”) having Corporate Identification Number (CIN) L67120RJ1951PLC045966 was originally incorporated under the provisions of the Indian Companies Act, 1913, as amended, as “J.K. Industries Private Limited”, a private limited company pursuant to which a certificate of incorporation dated February 14, 1951 was issued by the Registrar of Companies, West Bengal. Thereafter, the Transferee Company was converted into a public limited company pursuant to resolution passed by the shareholders on April 18, 1974 and consequently the name of the Transferee Company was changed to “J.K. Industries Limited” and a fresh certificate of incorporation dated May 24, 1974 was issued by the Registrar of Companies, West Bengal. Further, the name of the Transferee Company was subsequently changed to “JK Tyre & Industries Limited” and a fresh certificate of incorporation dated April 2, 2007 was issued by the Registrar of Companies, West Bengal. The equity shares of the Transferee Company are listed on the BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (“**Stock Exchanges**”).

4.1.2 The Registered Office of the Transferee Company is situated at Jaykaygram, PO - Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India. Its permanent account number with the income tax department is AAACJ6716F. The e-mail address of the Transferee Company is kmanik@jkmail.com and website is www.jktyre.com

4.1.3 The summary of the main objects of the Transferee Company, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

“3. *The objects for which the Company is established are:*

- (i) *To promote and float companies and take over the management as Managing Agents or to acquire Managing Agency of any company already promoted.*
- (ii) *To undertake and carry on any business transaction and operation commonly undertaken or carried on by Financiers, Promoters of Companies, Managing Agents, Bankers, Underwriters, Concessionaries, Contractors for public and other works, Capitalists or Merchants and in particular to underwrite, issue,*

place Shares, Stocks, Bonds, Debentures, Debenture-stocks and Securities, and to deal in Government Promissory Notes, Securities, Port Trust Debentures, Corporation Securities, Shares, Stocks, Bonds, Debentures, Debenture-stocks etc.

- (iia) To provide, maintain and operate services, facilities and conveniences for the benefit of any Company, corporate body or society and to act as a service organization for providing general administrative, secretarial, advisory, commercial, financial, technical, accountancy, legal and other services to companies, bodies corporate or associations.*
- (iii) To lend, invest or otherwise employ moneys belonging to or entrusted to the Company upon Securities either movable or immovable or without securities on promise on securing Hand Notes, Hundies and Bonds registered or otherwise and on such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.*
- (iv) To draw, accept and make and to endorse, discount and negotiate Promissory Notes, Hundies, Bills of Exchange, Bill of Landing and other Negotiable Instruments connected with the business of the Company.*
- (v) To raise or receive money in deposits at interest or otherwise or borrow or overdraw from Banks, Private Parties in such manner as the Company may think fit and in particular by the issue of Shares, Debentures, Debenture-Stocks or Perpetual Annuities and as Securities of any such moneys borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property or assets or revenue of the Company, present or future, including its uncalled Capital by special assignment or otherwise or to convey, transfer the same absolutely or entrust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.*
- (vi) To carry on, without in any way creating environment pollution or ecological imbalance, as manufacturers of Aluminium, Steel, Non-ferrous and other Metals, Cement, Tiles, Caustic Soda, Soda Ash, manures, Glass, Dies, Gases, Coal-tar, Papers, Pulps, Card-boards, Plastic, Textile including Jute, Sugar and its products and erect factories and purchase machineries for the manufacture of these and also carry on business as Miners, Chemicals Engineers, Ship-owners, Charterers, Planters, Sugar-merchants, Paper-merchants and Timber-Merchants and deal in articles of all kinds and description including Gold, Silver, Copper, Mica, Silks, Jewellery, Fineries etc.*
- (vii) To acquire, construct, operate, sell and manufacture, without in any way creating environmental pollution or ecological imbalance, Chemical and Pharmaceutical refineries, Oil, Hydrogenation Plant and its products, Flour Mills, Factories, Distilleries, Laboratories and similar works.*
- (vii –A) (a) To carry on, without in any way creating environmental pollution or ecological imbalance, the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of all or any of the following kinds and providers of services of any kind to any potential user in connection therewith:*
 - (1) Tyres, tubes and tyre-cord and automobile parts and accessories.*
 - (1 –A) Rubber and rubber products of all kinds and descriptions.*
 - (2) Electronics of all kinds and description such as electrical and wireless sets, television receivers, transistors, radiography, phonography, Dictaphones and other electrical instruments and articles.*
 - (3) Graphite, synthetics, coal, tar and tar bye-products.*
 - (4) General Merchandise goods, plant, machinery, office equipment and stationery goods of all descriptions, engines, furniture, articles, apparatus, instruments, gadgets, devices, contraptions, tools, stores, spare parts, utensils and parts and components thereof.*
 - (5) Chemicals and Pharmaceuticals – both bulk drugs and formulations; vitamins and vitamin products, tonics, hormones and hormone products; cosmetics of all kinds and medical preparations required or used for beauty, personal hygiene and prophylactics; medical utilities of all kinds and descriptions; all kinds of orthopaedic and surgical goods; medical, diagnostic, curative and prophylactic equipment and machinery of all types and descriptions and spare parts and services thereof.*

.....”

4.1.4 During the last five years, there has been no change in the object clause of the Transferee Company.

4.1.5 The Transferee Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads.

4.1.6 The share capital of the Transferee Company (as on date of this Notice) is as follows:

Particulars	Amount in INR
Authorised Share Capital	
62,50,00,000 Equity Shares of INR 2 each	1,25,00,00,000
55,00,00,000 Preference Shares of INR 100 each	55,00,00,000
TOTAL	1,80,00,00,000
Issued, Subscribed and Paid - Up Share Capital	
27,40,20,027 Equity Shares of INR 2 each, fully paid – up	54,80,40,054
TOTAL	54,80,40,054

4.1.7 The audited financial statements of the Transferee Company for the quarter and financial year ended March 31, 2025 is appended as 'Annexure - 2'.

4.1.8 The details of promoters, directors and key managerial personnel of the Transferee Company as on date of this Notice along with their addresses are mentioned herein below:

S. No.	Name	Designation / Category	Address
Promoter & Promoter Group			
1.	Bengal & Assam Company Limited	Promoter	7, Council House Street, Kolkata, West Bengal – 700 001
2.	Shri Bharat Hari Singhania	Promoter Group	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
3.	Dr. Raghupati Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
4.	Shri Vikram Pati Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
5.	Smt. Vinita Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
6.	Smt. Sunanda Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
7.	Shri Harsh Pati Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
8.	Shri Anshuman Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
9.	Smt. Sharda Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
10.	Dr. Raghupati Singhania (Karta of Raghupati Singhania HUF)		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
11.	Shri Shrivats Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
12.	Shri Harsh Pati Singhania (Karta of Harshpati Singhania HUF)		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
13.	Shri Vikram Pati Singhania (Karta of Vikrampati Singhania HUF)		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
14.	Shri Anshuman Singhania (Karta of Shripati Singhania HUF)		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

S. No.	Name	Designation / Category	Address
Promoter & Promoter Group			
15.	Smt. Durgavati Jain		Nirmal, 3 rd floor, 241, Backbay Reclamation Nariman Point, Mumbai – 400 021
16.	Smt. Shubha Kanoria		23 Ballygunge Park Road, Kolkata - 700 019
17.	Hari Shankar Singhania Holdings Private Limited		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
18.	Sidhivinayak Trading and Investment Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi 110 002
19.	Accurate Finman Services Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi 110 002
20.	Nav Bharat Vanijya Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi 110 002
21.	Smt. Mamta Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi 110 002
22.	Smt. Swati Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
23.	Shri Chaitanya Hari Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
24.	Shri Pranav Hari Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
25.	Shri Shridhar Hari Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
26.	Smt. Shweta Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
27.	Smt. Atashi Singhania		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
28.	Ms. Aadyaa Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
29.	Ms. Avani Singhania		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
30.	Bharat Hari Singhania Family Trust		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
31.	Raghupati Singhania Family Trust		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
32.	Vinita Singhania Family Trust		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
33.	JK Lakshmi Cement Limited		Jayakypuram Basantgarh Distt Sirohi, Rajasthan - 307 019
34.	JK Paper Limited		P.O. Central Pulp Mills Fort Songarh, District Tapi, Gujarat – 394 660
35.	JK Agri Genetics Limited		7, Council House Street, Kolkata, West Bengal – 700 001
36.	J.K. Fenner (India) Limited		3, Madurai-Melakkal Road, Madurai, Tamil Nadu – 625 016
37.	JKF Evolve Limited		3, Madurai Melakkal Road, Kochadai, Madurai, Tamil Nadu - 625 016

S. No.	Name	Designation / Category	Address
Promoter & Promoter Group			
38.	Southern Spinners and Processors Limited		3, Madurai-Melakkal Road, Madurai, Tamil Nadu – 625 016
39.	Modern Cotton Yarn Spinners Limited		3, Madurai-Melakkal Road, Madurai, Tamil Nadu – 625 016
40.	JK Agri Research Services Limited		1-10-177, 4 th Floor, Varun Towers, Begumpet, Hyderabad, Secunderabad, Telangana - 500 016
41.	CliniRx Research Private Limited		7, Council House Street, Kolkata, West Bengal – 700 001
42.	Dwarkesh Energy Limited		Gulab Bhawan, 3 rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi - 110 002
43.	Valiant Pacific LLC		305, AL Masraf Tower, Baniyas Road, Deira, Dubai
44.	L V P Foods Private Limited		Patriot House, 4 th Floor, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
45.	Sridharnath Research Limited		3, Madurai-Melakkal Road, Kochadai, Madurai, Tamil Nadu – 625 016
46.	Param Shubham Vanijya Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
47.	Sago Trading Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
48.	YPL Enterprises Private Limited		13 th Milestone, 12-6 Delhi Mathura Road, Ballabgarh, Faridabad, Haryana -121 004
49.	J.K. Credit and Finance Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
50.	Juggilal Kamlatpat Lakshmiapat		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
51.	JK Insurance Brokers Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
52.	Panchmahal Properties Limited		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

Name	Designation / Category	Address
Directors		
Dr. Raghupati Singhania	Chairman & Managing Director	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Shri Shreekant Somany	Director	Somany Ceramics Limited, Kassar – 124 507, Haryana
Smt. Sunanda Singhania	Director	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Smt. Meera Shankar	Director	House No. – 40 IFS Villas, Builders Area, Pocket – 6, Greater Noida, Gautam Budh Nagar - 201 310, Uttar Pradesh
Shri Subhrakant Panda	Director	Madhuban, 30, Green Avenue, Vasant Kunj, New Delhi - 110 070

Name	Designation / Category	Address
Directors		
Shri Krishna Kumar Bangur	Director	Graphite India Limited, 31, Chowringhee Road, Kolkata 700 016
Dr. Jorg Nohl	Director	Erich Ruppel, Str-7 Wunstorf, 31515, Germany
Shri. Bharat Hari Singhania	Director	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Shri Anshuman Singhania	Managing Director	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Dr. Arun Kumar Bajoria	Whole-time Director	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

OTHER KEY MANAGERIAL PERSONNEL (KMPs)

Name	Designation / Category	Address
Shri Sanjeev Kumar Aggarwal	Chief Financial Officer	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Shri Kamal Kumar Manik	Company Secretary	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

4.2 Particulars of the Transferor Company

- 4.2.1 Cavendish Industries Limited (“**Transferor Company**”) having Corporate Identification Number (CIN) U74900RJ2015PLC097517 was incorporated on January 12, 2015 under the provisions of the Companies Act, 2013 with Registrar of Companies, West Bengal with the name and style of “Cavendish Industries Limited”. The Transferor Company is a public limited company and it is a subsidiary of JK Tyre & Industries Limited i.e. the Transferee Company. The equity shares of the Transferor Company are not listed on any stock exchange(s).
- 4.2.2 The Registered Office of the Transferor Company was shifted from the State of West Bengal to the State of Rajasthan *vide* fresh certificate issued by Registrar of Companies dated October 1, 2024. The registered office of the Transferor Company is situated at Jaykaygram, PO - Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India. Its permanent account number with the income tax department is AAFCC8999J. The e-mail address of the Transferor Company is kmanik@jkmail.com
- 4.2.3 The summary of the main objects of the Transferor Company, as per its Memorandum of Association, have been reproduced below for the perusal of the equity shareholders:

“III(A). The objects to be pursued by the Company on its incorporation are:

1. *To carry on the business of makers, manufacturers, processors, producers, importers, exporters, buyers, sellers, dealers, stockists, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires of all kinds of rubber, tyres, tubes, flaps, tyre cord, vehicles, wheels, automobile parts and components, automobile accessories, automobile consultants and the compounds, substances, derivatives, substitutes and by-products of the aforesaid materials and to prepare, press, vulcanize, repair and retreat such of them as are considered expedient.*
2. *To carry on the business of makers, manufacturers, processors, producers, weavers, importers, exporters, buyers, sellers, dealers, stockist, distributors, suppliers, agents, merchants, fabricators, processors and concessionaries of all varieties of nylons, rayon, cellulose rayon, viscose, rayon filament yarn, chemicals, transparent paper, silk and artificial silk, linen, cloth, fabrics, velvet, cords, flax, wool, threads and other goods and fabrics, whether natural, man made or machine made in its all forms, and to purchase comb, prepare, spin, dye polymethane, cellulose, dropping, spun or other fibrous substances and deal in silk, cotton, rayon, hemp, jute, wool and any fibrous substances, bleachers and dyers and makers of vitriol, bleaching and dyeing materials.*
3. *To carry on the business of makers, manufacturers, processors, producers, purchasers, sellers, makers, importers, exporters, dealers, brokers, agents, stockists, generators, distributors, suppliers, agents, merchants, fabricators, processors and concessionaires and to process, treat, prepare, refine limestone, cement and all types and kinds of cement or cement related products and all kind of lime, plasters, clay,*

gravel, gypsum, artificial stone and all other products made out of cement and products/ by-products, peripheral products like generation, transmission and distribution of power or any other product or preparations allied thereto by whatever name called.”

4.2.4 During the last five years, there has been no change in the object clause of the Transferor Company.

4.2.5 The Transferor Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps.

4.2.6 The share capital of the Transferor Company (as on date of this Notice) is as follows:

Particulars	Amount in INR
Authorised Share Capital	
4,00,00,00,000 Equity Shares of INR 10 each	40,00,00,00,000
1,00,00,00,000 Unclassified Shares of INR 10 each	10,00,00,00,000
TOTAL	50,00,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
5,99,71,273 Equity Shares of INR 10 each, fully paid – up	59,97,12,730
TOTAL	59,97,12,730

4.2.7 The audited financial statements of the Transferor Company for the financial year ended March 31, 2025 is appended as ‘Annexure - 3’.

4.2.8 The details of promoters, directors and key managerial personnel of the Transferor Company as on the date of this Notice along with their addresses are mentioned herein below:

Name	Designation / Category	Address
Promoter & Promoter Group		
JK Tyre & Industries Limited	Promoter	Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan
Promoter Group		
JK Tornel, S.A. De C.V.	Promoter Group	Santa Lucia 311, Azcapotzalco, 02770 Mexico, D.F.
Valiant Pacific LLC		305, AL Masraf Tower, Baniyas Road, Deira, Dubai
Smt. Sunanda Singhanian		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Dr. Raghupati Singhanian		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002
Smt. Vinita Singhanian		Nehru House, 4 Bahadur Shah Zafar Marg, New Delhi – 110 002
Shri Anshuman Singhanian		Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

DIRECTORS		
Name	Category / Designation	Address
Dr. Raghupati Singhanian	Director (Non – Executive Chairman)	Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002
Shri Shreekant Somany	Director	Somany Ceramics Limited, Kassar – 124 507, Haryana
Smt. Shwetambara Shardul Shroff Chopra	Director	4, Jor Bagh, New Delhi – 110 003
Dr. Arun Kumar Bajoria	Whole-time Director	Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002
Shri Kalpataru Tripathy	Director	Villa No. 12, ATS Pristine Sector 150, Noida – 201 310 Uttar Pradesh
Dr. Shailendra Chouksey	Director	G-7, Sector – 44, Noida – 201 301, Uttar Pradesh

OTHER KEY MANAGERIAL PERSONNEL (KMPs)

Name	Designation / Category	Address
Shri Kamal Kumar Manik	Chief Financial Officer & Company Secretary	Patriot House, 3 Bahadur Shah Zafar Marg, New Delhi – 110 002

5. SALIENT FEATURES OF THE SCHEME

The salient features of the Scheme are, *inter-alia*, as stated below. The capitalized terms used herein shall have the same meaning as ascribed in the Scheme:

5.1 This Scheme is presented under Sections 230 to 232, SEBI Master Circular and other applicable provisions of the Act read with Section 2(1B), Section 47, Section 72A and other applicable provisions of the Income Tax Act (*as defined in the Scheme*) and other applicable law, if any and provides for the amalgamation of the Transferor Company (*as defined in the Scheme*) with the Transferee Company and dissolution of Transferor Company without winding up and also provides for various other matters consequent and incidental thereto or otherwise integrally connected thereto;

5.2 The 'Appointed Date' means April 1, 2025 or such other date as may be mutually agreed by the respective Board of the Parties and 'Effective Date' is the date on which last of the conditions specified in Clause 19 (Conditions Precedent) of the Scheme are complied with or waived, as applicable;

5.3 The Scheme shall become effective from the Appointed Date but shall be operative from the Effective Date;

5.4 Upon the effectiveness of this Scheme and in consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date, as under:

"92 (Ninety Two) fully paid up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company."

The said equity shares issued by the Transferee Company will be listed on BSE and NSE, post receipt of requisite approvals.

5.5 No equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective.

5.6 Upon the Scheme becoming effective, Transferor Company along with all its assets, liabilities, contracts, employees, records etc. being its integral part shall stand transferred to the Transferee Company as a going concern subject to the provisions of the Scheme.

5.7 From the appointed date and up to the effective date, the Transferor Company and Transferee Company shall carry on its business and activities with reasonable diligence and business prudence.

5.8 Combination of the authorized share capital of the Transferor Company with the authorized share capital of the Transferee Company and consequential increase in the authorized share capital of the Transferee Company as provided in Part II Clause 10 of the Scheme.

5.9 Dissolution of the Transferor Company pursuant to the Scheme

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and the Board and any committees thereof shall without any further act, instrument or deed be and stand discharged. On and from the Effective Date, the name of the Transferor Company shall be deemed to be struck off from the records of the Registrar of Companies.

5.10 The effectiveness of the Scheme is contingent upon certain conditions as mentioned in the Scheme.

Note: The above details are the salient features of the Scheme. The shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. RELATIONSHIP SUBSISTING BETWEEN PARTIES TO THE SCHEME

The Transferee Company is the promoter of the Transferor Company. As on the date of this notice, the Transferee Company and/or its subsidiaries hold 5,24,60,965 (~87.48%) equity shares of the Transferor Company, each having a face value of INR 10. Out of these, 4,44,60,965 (~74.13%) of the total equity share capital of the Transferor Company is held by the Transferee Company, i.e., JK Tyre & Industries Limited.

7. **BOARD APPROVALS**

- 7.1 The Board of Directors of the Transferee Company at its Board Meeting held on September 16, 2024 by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour / against / did not participate or vote
Dr. Raghupati Singhania	Voted in favour
Shri Shreekant Somany	Voted in favour
Smt. Sunanda Singhania	Voted in favour
Smt. Meera Shankar	Voted in favour
Shri Subhrakant Panda	Voted in favour
Shri Krishna Kumar Bangur	Leave of Absence
Dr. Jorg Nohl	Leave of Absence
Shri Bharat Hari Singhania	Voted in favour
Shri Anshuman Singhania	Voted in favour
Dr. Arun Kumar Bajoria	Voted in favour
Shri Vimal Bhandari*	Voted in favour
Shri Kalpataru Tripathy*	Voted in favour

* ceased to be Directors of the Company w.e.f. 25th September 2024.

- 7.2 The Board of Directors of the Transferor Company at its Board Meeting held on September 16, 2024 by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Dr. Raghupati Singhania	Voted in favour
Shri Kalpataru Tripathy	Voted in favour
Dr. Shailendra Chouksey	Voted in favour
Smt. Shwetambara Shardul Shroff Chopra	Voted in favour
Dr. Arun Kumar Bajoria	Voted in favour
Shri Anuj Kathuria*	Voted in favour

* ceased to be a Director of the Transferor Company w.e.f. 14th February 2025.

8. **INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES**

8.1 **JK Tyre & Industries Limited (“Transferee Company”)**

None of the Directors, KMPs of the Transferee Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their directorship and shareholding in the Transferee Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.

8.2 **Cavendish Industries Limited (“Transferor Company”)**

None of the Directors, KMPs of the Transferor Company and their respective relatives (as defined under the Act and rules framed thereunder) has any interest in the Scheme except to the extent of their directorship and shareholding in the Transferor Company, if any. Save as aforesaid, none of the said Directors or the KMPs or their respective relatives has any material interest in the Scheme.

9. **EFFECT OF SCHEME ON STAKEHOLDERS**

The effect of the Scheme on various stakeholders is summarised below:

9.1 **Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders**

The effect of the Scheme on the shareholders, key managerial personnel, promoter and non-promoter shareholders of the Transferee Company and the Transferor Company are appended in the attached reports i.e. ‘Annexure - 4’ and ‘Annexure - 5’, respectively, adopted by the respective Board of Directors of the Transferee Company and the Transferor Company at its meeting held on September 16, 2024 pursuant to the provisions of Section 232(2)(c) of the Act.

9.2 **Directors**

9.2.1 Pursuant to the Scheme, the Transferor Company will be dissolved without winding up. The KMPs concerned in the Transferor Company shall become employees of the Transferee Company without any interruption in their service. The Scheme will have no effect on the office of existing Directors of the Transferee Company. The Directors of the Transferee Company will continue to be Directors of the Transferee Company, as before.

9.2.2 It is clarified that the composition of the Board of Directors of the companies may change by appointments, retirements or resignations in accordance with the provisions of the Act, SEBI Listing Regulations and Memorandum and Articles of Association of such companies but the Scheme itself does not affect the office of Directors of such companies.

9.3 **Employees**

Pursuant to the Scheme and with effect from the Effective Date, the Transferee Company will engage, without any interruption in service, all employees engaged in or in relation to the Transferor Company, on the terms and conditions not less favourable than those on which they are engaged by the Transferor Company, immediately preceding the Effective Date.

9.4 **Creditors**

Pursuant to the Scheme and with effect from the Effective Date, all creditors of the Transferor Company will become creditors of the Transferee Company. The rights of the creditors of the Transferee Company and Transferor Company shall not be impacted pursuant to the Scheme and there will be no reduction in their claims on account of the Scheme. There is no likelihood that the respective creditors of the Transferee Company and Transferor Company would be prejudiced in any manner as a result of the Scheme being sanctioned.

9.5 **Debenture holders and Debenture Trustees**

The Transferee Company and the Transferor Company have not issued any debentures and accordingly have not appointed any debenture trustee(s).

9.6 **Depositors and Deposit Trustees**

The Transferor Company have not taken any deposits within the meaning of the Act and Rules framed thereunder and accordingly have not appointed any deposit trustee(s). The Transferee Company has accepted unsecured deposits in compliance with the provisions of the Companies Act, 2013 and the rules made thereunder. These deposits shall remain unaffected, as the Transferee Company will continue to exist upon the Scheme becoming effective.

9.7 There will be no adverse effect on account of the Scheme on the aforesaid stakeholders. The Scheme is proposed to the advantage of all concerned, including the said stakeholders.

10. **NO INVESTIGATION PROCEEDINGS**

There are no proceedings pending under Sections 210 to 227 of the Act against the Transferee Company and the Transferor Company.

11. **AMOUNTS DUE TO UNSECURED CREDITORS**

11.1 The amount due to unsecured creditors by the Transferor Company and the Transferee Company as on June 30, 2025 is as follows:

Sr. No.	Particulars	Amount in INR
1.	Cavendish Industries Limited	10,06,33,08,700
2.	JK Tyre & Industries Limited	23,49,06,26,441

11.2 The Scheme embodies the arrangement between the Transferee Company and the Transferor Company, and its shareholders. No change in value or terms or any compromise or arrangement is proposed under the Scheme with any of the creditors of the Transferor Company and the Transferee Company. The Scheme does not involve any debt restructuring and therefore the requirement to disclose details of debt restructuring is not applicable.

12. **DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY**

12.1 Upon amalgamation of the Transferor Company with the Transferee Company, all equity shares of the Transferor Company held by the Transferee Company and / or its subsidiaries, shall stand cancelled. The capital structure of Transferee Company and the Transferor Company has been provided above in the statement.

12.2 The Scheme does not in any manner adversely or prejudicially affect the rights of any creditors of the Transferee Company and the Transferor Company or contemplate any compromise or arrangement with the creditors of the Transferee Company and the Transferor Company. Further, there is no debt restructuring envisaged in the Scheme.

13. VALUATION REPORT AND FAIRNESS OPINION

13.1 A copy of the Share Exchange Ratio Report dated September 16, 2024 issued by M/s. PwC Business Consulting Services LLP (IBBI Registration No. IBBI/RV-E/02/2022/158), Registered Valuer (“**Share Exchange Ratio Report**”), in connection with the Scheme is appended as ‘**Annexure - 6**’.

13.2 A copy of the Fairness Opinion dated September 16, 2024, issued by ICICI Securities Limited, an Independent SEBI Registered Merchant Banker (“**Fairness Opinion**”), have also confirmed that the Share Exchange Ratio as recommended by M/s. PwC Business Consulting Services LLP, the registered valuer for the proposed Scheme of Amalgamation seems fair and reasonable, a copy of the Fairness Opinion is appended as ‘**Annexure - 7**’.

14. PRE / POST SHAREHOLDING PATTERN

14.1 JK Tyre & Industries Limited (“**Transferee Company**”)

The pre & post scheme shareholding pattern of the Transferee Company is as follows (based on shareholding as on the date of sending this notice):

Category	Pre		Post	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Promoter and Promoter Group	13,85,25,055	50.55	14,54,34,536	51.77
Public	13,54,94,972	49.45	13,54,94,975	48.23
TOTAL	27,40,20,027	100.00	28,09,29,511	100.00

14.2 Cavendish Industries Limited (“**Transferor Company**”)

The pre & post scheme shareholding pattern of the Transferor Company is as follows (based on shareholding as on the date of sending this notice):

Category	Pre		Post	
	No. of shares	% of shareholding	No. of shares	% of shareholding
Promoter and Promoter Group	5,99,71,273	100.00	Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up.	
Public	-	-		
TOTAL	5,99,71,273	100.00		

15. AUDITORS’ CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

The Transferee Company and the Transferor Company have confirmed that the accounting treatment certificate dated September 16, 2024 issued by M/s. S S Kothari Mehta & Co. LLP (ICAI Firm Registration No. 000765N/N500441) and M/s. Lodha & Co LLP (Firm Registration no: 301051E/E300284), the Statutory Auditors of the Transferee Company and the Transferor Company respectively, confirming the accounting treatment in the prescribed manner in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 and other Generally Accepted Accounting Principles in India. Copies of the said certificates of the Transferee Company and the Transferor Company are appended as ‘**Annexure - 8**’ and ‘**Annexure - 9**’, respectively.

16. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME

16.1 In terms of Regulation 37 of the SEBI Listing Regulations read with SEBI Master Circular, BSE and NSE, by their respective Observation Letters dated April 1, 2025 and April 2, 2025, respectively, have conveyed “no adverse observations / no-objection” on the Scheme.

16.2 A copy of the said letters issued by BSE and NSE are appended hereto as ‘**Annexure - 10**’ and ‘**Annexure - 11**’, respectively. Further, in terms of the said SEBI Master Circular, the Transferee Company has not received any complaint relating to the Scheme and “NIL” complaints reports were filed by the Transferee Company with BSE and NSE, copies of which are appended hereto as ‘**Annexure - 12**’ and ‘**Annexure - 13**’.

- 16.3 Detailed Compliance Report as per the format specified in Annexure III of the SEBI Scheme Circular is enclosed as 'Annexure 14'.
- 16.4 As per the requirements of above observation letters, details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken against the Transferee Company, its promoters and directors, as submitted to the Tribunal, are appended hereto as 'Annexure - 15'.
- 16.5 Information pertaining to the Transferor Company involved in the Scheme in the format prescribed for abridged prospectus as specified in Part E of Schedule VI of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is attached hereto. M/s. D & A Financial Services Private Limited, Independent SEBI Registered Merchant Bankers, have issued a certificate certifying the accuracy and adequacy of the information in the said abridged prospectus. The said certificate and abridged prospectus of the Transferor Company are attached hereto as 'Annexure - 16'.
- 16.6 A copy of the Scheme has been filed by the Transferee Company and the Transferor Company with the jurisdictional Registrar of Companies.
- 16.7 The notice of the Meeting along with the copy of the Scheme in the prescribed form, will be served on all concerned authorities in terms of the Tribunal Order.
- 16.8 All approvals as stated in clause 19 (Conditions Precedent) of the Scheme, in order to give effect to the Scheme, will be obtained. Additionally, the Transferee Company and the Transferor Company will obtain such approvals / sanctions / no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.

17. OTHER ADDITIONAL INFORMATION AS MANDATED BY THE STOCK EXCHANGE(S)

Details in respect of the particulars mentioned / stipulated in: (i) clause (h) of the no-objection letter, dated April 2, 2025, received from NSE; and (ii) clause (H) of the no adverse observation letter, dated April 1, 2025, received from BSE:

17.1 Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme

• **NEED FOR THE MERGER**

Cavendish Industries Limited ("Transferor Company") is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps.

JK Tyre & Industries Limited ("Transferee Company") is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads.

The merger of the Transferor Company with the Transferee Company will result in focused growth, enhancement of manufacturing capacities, operational efficiencies and business synergies.

• **RATIONALE OF THE SCHEME**

The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:

- a) *economies of scale, operational synergies & efficiencies at multiple levels of business operations;*
- b) *optimisation in administrative, managerial and other overheads;*
- c) *reduction in interest cost;*
- d) *pooling of resources for faster growth;*
- e) *ease of doing business;*
- f) *comprehensive products offering, availability of combined sales and distribution network;*
- g) *improved customer satisfaction;*
- h) *significant reduction in multiplicity of legal and regulatory compliances; and*
- i) *improved investor perception and enhanced shareholders' value.*

The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

- **SYNERGIES OF BUSINESS OF THE ENTITIES INVOLVED IN THE SCHEME**

The background and information about the Transferor Company and the Transferee Company are, *inter-alia*, as under:

- (a) The Transferor Company is inter alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps;
- (b) The Transferee Company is inter alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads; and
- (c) Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the merger.

- **IMPACT OF THE SCHEME ON THE SHAREHOLDERS**

- (a) In consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date (*as defined in the Scheme*). Further, no equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective;
- (b) The rights and interests of the shareholders of the Transferee Company will not be prejudicially affected by the Scheme;
- (c) Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company shall become shareholders of the Transferee Company;
- (d) Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Transferee Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited; and
- (e) The Scheme is expected to be beneficial to the shareholders of the Transferee Company leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders, achieving cost and operational efficiencies.

- **COST BENEFIT ANALYSIS OF THE SCHEME**

The Scheme is expected to provide an opportunity to improve the economic value for the companies involved in the Scheme and their stakeholders, in view of the consolidation of the businesses. This is primarily on account of various cost and operational synergies which are expected to accrue to the Transferee Company on account of the Scheme. While the Scheme would lead to incurring some costs towards its implementation, the benefits of the Scheme over a longer period would far outweigh such costs for the stakeholders of the Transferee Company.

17.2 **Clarification Letter dated January 17, 2025 issued by Statutory Auditor with respect to method of accounting to be followed for accounting amalgamation in Transferee Company post -merger**

Kindly refer to 'Annexure - 17'.

17.3 **Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods**

Details:

Details of the Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion:

Sr. No.	Name	Particulars
1.	M/s. PwC Business Consulting Services LLP	Registered Valuer issuing Valuation Report in connection with the Scheme [IBBI Registration No. IBBI/RV-E/02/2022/158]
2.	ICICI Securities Limited	Independent SEBI registered Merchant Banker issuing the fairness opinion on the Valuation Report by M/s. PwC Business Consulting Services LLP

Summary of methods considered for arriving at the Share-Swap Ratio and the rationale of using the methods:

The Transferor Company and the Transferee Company had appointed M/s. PwC Business Consulting Services LLP, a Registered Valuer (IBBI Registration No. IBBI/RV-E/02/2022/158), for undertaking the valuation exercise in connection with the proposed Scheme. M/s. PwC Business Consulting Services LLP has issued a Share Exchange Ratio Report dated September 16, 2024 determining the fair value and proposing the share exchange ratio for the issuance of consideration shares, as defined in the Scheme.

The Share Exchange Ratio Report, including the summary of methodologies and assumptions along with the submissions made to the Stock Exchange(s) is annexed hereto and marked as 'Annexure - 6' for reference.

17.4 Revised shareholding pattern submitted by JKTIL vide email dated March 21, 2025

Kindly refer to 'Annexure - 18'.

17.5 Pre and Post scheme shareholding of CIL and JKTIL as on date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders

Details:

There has been a change in the shareholding of CIL between the date of filing of the Draft Scheme and the date of this Notice due to the transfer of shares. Kindly refer to Paragraph 17.6 below for details of the changes in the shareholders of the Transferor Company. It may be noted that no additional capital has been allotted or issued by the Transferor Company during this period.

In the Transferee Company also, no additional capital has been issued or allotted during the said period. However, based on the advice of SEBI/ Stock Exchanges, all shareholders of the Transferor Company are now to be treated as part of the Promoter Group in the Shareholding Pattern of the Transferee Company post scheme. The revised shareholding pattern reflecting this change was shared by the Transferee Company via its email dated March 21, 2025, and forms part of this notice.

17.6 Capital built-up of CIL since incorporation and last 3 years shareholding pattern filed by CIL with ROC

Details: Capital Built-up of the Transferor Company since incorporation:

Date of Issue#	No. of Equity Shares Issued	Issue Price (Rs.)	Type of Issue (IPO/ FPO/ Preferential Issue/ Scheme/ Bonus/ Rights/ Buy Back, etc.)	Cumulative Capital (No. of Shares)	Whether listed, if not listed, give reasons thereof
January 31, 2015	50,000	10	Subscription to Memorandum of Association	50,000	No*
March 31, 2015	70,00,00,000	10	Allotment on Private Placement basis	70,00,50,000	No*
July 8, 2016	(65,00,46,429)	Not Applicable	Reduction in Equity Share Capital**	5,00,03,571	No*
March 30, 2020	51,70,000	145	Preferential Issue	5,51,73,571	No*
March 22, 2022	47,97,702	155	Allotment of Equity Share on Rights basis	5,99,71,273	No*

This is date of Allotment.

*The Transferor Company is unlisted.

** Pursuant to the Order of Hon'ble High Court, Calcutta dated 17th May 2016 (effective from 4th July 2016), issued, subscribed and paid-up equity share capital of the Transferor Company was reduced from Rs. 7,00,05,00,000 (INR) comprising 70,00,50,000 equity shares of Rs. 10 (INR) each to Rs. 50,00,35,710 (INR) comprising 5,00,03,571 equity shares of Rs. 10 (INR) each.

Last three years' shareholding of the Transferor Company:

The details of the last three years' shareholding are as under:

Shareholding Pattern as on March 31, 2025

Sl. No	Name of the Shareholder	No. of Equity Shares	(%)
1.	JK Tyre & Industries Limited	4,44,60,965	74.13
2.	JK Tornel, S.A. De C.V	80,00,000	13.34
3.	Valiant Pacific LLC	75,00,000	12.51
4.	Smt. Sunanda Singhania	10,093	0.02
5.	Dr. Raghupati Singhania	139	0.00
6.	Smt. Vinita Singhania	46	0.00
7.	Shri Anshuman Singhania	30	0.00
TOTAL		5,99,71,273	100.00

Shareholding Pattern as on March 31, 2024

Sl. No	Name of the Shareholder	No. of Equity Shares	(%)
1.	JK Tyre & Industries Limited	4,44,60,965	74.13
2.	JK Tornel, S.A. De C.V	8,000,000	13.34
3.	Valiant Pacific LLC	7,500,000	12.51
4.	Smt. Sunanda Singhania	10,093	0.02
5.	Dr. Arun Kumar Bajoria	139	0.00
6.	Shri Ashok Kumar Kinra	46	0.00
7.	Shri Sanjiv Saxena	30	0.00
TOTAL		5,99,71,273	100.00

Shareholding Pattern as on March 31, 2023

Sl. No	Name of the Shareholder	No. of Equity Shares	(%)
1.	JK Tyre & Industries Limited	4,44,60,965	74.13
2.	JK Tornel, S.A. De C.V	8,000,000	13.34
3.	Valiant Pacific LLC	7,500,000	12.51
4.	Smt. Sunanda Singhania	10,093	0.02
5.	Dr. Arun Kumar Bajoria	139	0.00
6.	Shri Ashok Kumar Kinra	46	0.00
7.	Shri Sanjiv Saxena	30	0.00
TOTAL		5,99,71,273	100.00

17.7 Details of Revenue, PAT and EBIDTA of CIL and JKTIL for last 3 years**Details:****CAVENDISH INDUSTRIES LIMITED**

(Rs. in Crores)

Particulars	FY 2024-25	FY 2023 - 24	FY 2022 - 23
Revenue from Operations	3981.24	3657.11	3864.14
Profit after tax	108.26	155.59	9.04
EBITDA	441.52	513.24	324.96
YoY growth of Revenue (%)	8.86%	-5.36%	29.57%
YoY growth of PAT (%)	-30.42%	1621.13%	113.99%
EPS (Rs.)	18.05	25.94	1.51
Industry growth rate (%) (Volumes)	6% - 7%	11%	6%

JK TYRE & INDUSTRIES LIMITED

(Rs. in Crores)

Particulars	FY 2024-25	FY 2023 - 24	FY 2022 - 23
Revenue from Operations	10176.33	10313.27	9617.92
Profit after tax	385.23	590.76	183.77
EBITDA	1075.25	1397.22	806.33
YoY growth of Revenue (%)	-1.33%	7.23%	19.74%
YoY growth of PAT (%)	-34.79%	221.47%	0.40%
EPS (Rs.)			
- Basic	14.06	22.42	7.45
- Diluted	14.05	22.36	7.45
Industry growth rate (%) (Volumes)	6% - 7%	11%	6%

17.8 Projections considered for valuation of CIL and JKTIL

Kindly refer to 'Annexure - 19'.

17.9 Justification for growth rate considered for valuation of CIL and JKTIL**Details**

The growth rates considered for the valuation of CIL and JKTIL have been determined in accordance with standard valuation methodologies and are reflective of the respective companies' business models, industry trends, and future projections. The detailed justification for the growth rates adopted is provided in the letter dated October 15, 2024 issued by PwC Business Consulting Services LLP, IBBI Registered Valuer (Registration No.: IBBI/RV-E/02/2022/158). The said letter is attached herewith as 'Annexure - 19'.

17.10 Value of Assets and liabilities of CIL that are being transferred to Transferee Company and post-merger balance sheet of JKTIL**Details**

Assets & Liabilities of the Transferor Company as of March 31, 2025 are as follows:

(Rs. in crores)

Particulars	Transferor Company
ASSETS	
Non-Current Assets	
Property Plant and Equipment	2569.76
Capital Work-in-Progress	90.16
Other Intangible Assets	1.52
Financial Assets	
(i) Investments	4.85
(ii) Trade receivables	13.14
(iii) Other financial assets	-
Other non-current assets	3.49
Total Non-Current Assets (A)	2682.92
Current Assets	
Inventories	597.48
Financial Assets	
(i) Trade receivables	624.87
(ii) Cash and cash equivalents	46.82
(iii) Other Bank balances	28.49

(Rs. in crores)

Particulars	Transferor Company
(iv) Other financial assets	24.57
Current Assets (Net)	4.03
Other Current Assets	51.52
Total Current Assets (B)	1377.78
TOTAL ASSETS (A+B)	4060.70
EQUITY AND LIABILITES	
Equity	
Equity share capital	59.97
Other equity	1004.25
Total Equity (C)	1064.22
Non-Current Liabilities	
Financial liabilities	
(i) Borrowings	1010.01
(ii) Lease liabilities	10.58
(iii) Other Financial Liabilities	166.38
Provisions	27.21
Deferred Tax Liabilities (Net)	71.68
Total Non - Current Liabilities (D)	1285.86
Current Liabilities	
Financial liabilities	
i. Borrowings	766.04
ii. Lease liabilities	5.23
iii. Trade payables	
- Micro & Small Enterprises	15.60
- Other	387.98
iv. Other financial Liabilities	162.18
Other current liabilities	372.95
Provisions	0.64
Total Current Liabilities (E)	1710.62
TOTAL EQUITY AND LIABILITES (C+D+E)	4060.70

Details of assets & liabilities of Transferee Company (Standalone) pre and post amalgamation (based on March 31, 2025) are as follows

(Rs. in crores)

Particulars	Pre amalgamation (Standalone)	Post Amalgamation
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	3644.92	6213.32
Capital Work in Progress	273.82	363.98
Investment Property	5.31	5.31
Other Intangible Assets	12.54	14.06

(Rs. in crores)

Particulars	Pre amalgamation (Standalone)	Post Amalgamation
Intangible assets under development	1.12	1.12
Financial assets		
(i) Investments	783.38	151.01
(ii) Other Financial Assets	111.94	125.08
Other non-current assets	67.00	70.49
Total Non - Current Assets (A)	4900.03	6944.37
Current Assets		
Inventories	1519.20	2110.88
Financial assets		
(i) Investments	11.29	11.29
(ii) Trade receivables	2265.86	2830.79
(iii) Cash and cash equivalents	51.28	98.10
(iv) Other Bank Balances	496.11	524.60
(v) Other financial assets	147.75	172.32
Current Tax Assets (Net)	33.94	37.97
Other current assets	552.31	316.25
Total Current Assets (B)	5077.74	6102.20
TOTAL ASSETS (A+B)	9977.77	13046.57
EQUITY AND LIABILITIES		
Equity		
Equity share capital	54.80	56.18
Other equity	4137.91	4559.25
Total Equity (C)	4192.71	4615.43
Liabilities		
Non-Current Liabilities		
Financial liabilities		
(i) Borrowings	846.82	1856.83
(ii) Lease Liabilities	67.51	77.45
(iii) Other Financial Liabilities	742.45	908.83
Provisions	35.16	62.37
Deferred Tax Liabilities (Net)	505.21	575.45
Total Non - Current Liabilities (D)	2197.15	3480.93
Current Liabilities		
Financial liabilities		
(i) Borrowings	1798.00	2564.04
(ii) Lease liabilities	35.99	40.42
(iii) Trade payables		
- Micro & Small Enterprises	41.72	57.32
- Others	1118.62	1446.66
(iv) Other Financial Liabilities	397.61	559.79
Other current liabilities	188.85	274.22
Provisions	7.12	7.76
Total Current Liabilities (E)	3587.91	4950.21
TOTAL EQUITY AND LIABILITIES (C+D+E)	9977.77	13046.57

17.11 Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties

Details:

Potential Benefits are as follows:

- a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
- b) optimization in administrative, managerial and other overheads;
- c) reduction in interest cost;
- d) pooling of resources for faster growth;
- e) ease of doing business;
- f) comprehensive products offering, availability of combined sales and distribution network;
- g) improved customer satisfaction;
- h) significant reduction in multiplicity of legal and regulatory compliances; and
- i) improved investor perception and enhanced shareholders' value.

The Transferor Company is a subsidiary company of the Transferee Company and both the companies are engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes and flaps. Hence, we do not see any risk or integration challenges arising out of merger. Further, as both Companies are presently serving the same markets, therefore, there will not be any change in the market condition due to merger. It may further be clarified that both companies are profitable and have strong Balance Sheets, Hence, this amalgamation will not lead to any financial uncertainties for transferee Company.

17.12 Financial implication of merger on promoters, public shareholders and the companies involved

Details:

The merger of Cavendish Industries Limited with and into JK Tyre & Industries Limited will not have any financial implications on account of the following:

1. *In consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date (as defined in the Scheme). Further, no equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective.*
2. *The rights and interest of the shareholders of the Transferee Company will not be prejudicially affected by the Scheme.*
3. *Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company shall become shareholders of the Transferee Company.*
4. *Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Transferee Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.*

The Scheme is expected to be beneficial to the shareholders of the Company leading to opportunity for growth and value creation in the long run and maximizing the value and returns to the shareholders, achieving cost and operational efficiencies.

17.13 Conditions imposed by lending scheduled commercial banks/financial institutions, if any, while issuing its NOC to the Scheme

Details

In terms of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, both the Transferor Company and the Transferee Company have secured No Objection Certificates (“NoC”) from over 75% of their secured lenders, based on value, for the proposed Scheme. No specific conditions have been imposed by lending scheduled commercial banks/financial institutions, if any, while issuing its NOC to the Scheme.

17.14 Disclose all pending actions against the entities involved including its promoters and directors in the scheme and possible impact of the same on the Transferee Company to the shareholders

Details

There are no pending actions against the Transferor Company and the Transferee Company as on date. Further, the detail of pending litigation against the Transferee Company is forming part of the explanatory statement. It may also be noted that there are no actions taken or subsisting against the Transferor Company and the Transferee Company including its promoters / directors of the Transferor Company and the Transferee Company, which adversely impact the Scheme.

18. ADDITIONAL DISCLOSURES

The additional documents submitted with NSE, as per Annexure – M of the NSE Checklist and in line with the advice received from BSE via email dated April 1, 2025, pursuant to Point (Q) of the observation letter, along with the application filed under Regulation 37 of the SEBI Listing Regulations for obtaining the Observation Letter, are enclosed herewith as ‘Annexure – 20’.

19. INSPECTION OF DOCUMENTS

In addition to the documents appended hereto, the electronic copy of following documents will be available for inspection in the investors section of the website of the Company at www.jktyre.com

- a. Certified copy of the Tribunal Order
 - b. Memorandum and Articles of Association of the Transferee Company and the Transferor Company
 - c. Audited financial statements of the Transferee Company and the Transferor Company for the financial year ended as on March 31, 2025
 - d. Copy of the Scheme
 - e. Certificate of the Statutory Auditor of the Transferee Company and the Transferor Company, respectively, confirming that the accounting treatment prescribed under the Scheme is in compliance with Section 133 of the Act and other Generally Accepted Accounting Principles in India
 - f. All other documents displayed on the Transferee Company’s website i.e. www.jktyre.com in terms of the SEBI Master Circular
- 20.** Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Transferee Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Transferee Company recommend the Scheme for approval of the equity shareholders.

Sd/-
Justice Vijender Jain
(Former Chief Justice Punjab & Haryana High Court)
Chairperson appointed by the Tribunal for the Meeting

New Delhi, July 31, 2025

Registered Office:

Jaykaygram, PO – Tyre Factory,
Rajsamand, Kankroli – 313 342,
Rajasthan, India
CIN: L67120RJ1951PLC045966
Website: www.jktyre.com
E-mail: kmanik@jkmail.com
Tel: 02952 – 302 400 / 330 011
Fax: 02952 – 232018

INFORMATION AT A GLANCE

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution	Wednesday, August 27, 2025
Remote e-Voting start date and time	Sunday, August 31, 2025 at 9.00 a.m. (IST)
Remote e-Voting end date and time	Tuesday, September 2, 2025 at 5.00 p.m. (IST)
Date on which the resolution is deemed to be passed	Wednesday, September 3, 2025
Name, address and Contact details of Registrar and Share Transfer Agent	Alankit Assignments Limited 4E/2, Alankit House, Jhandewalan Extension, New Delhi - 110 055 (India) Website: www.alankit.com E-mail: rta@alankit.com Contact person: Shri J.K. Singla Email ID: jksingla@alankit.com Tel: 91-11-42541234
Name, address and contact details of e-voting service provider	Central Depository Services (India) Limited A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (East), Mumbai – 400 013, Maharashtra, India E-mail Id: helpdesk.evoting@cdslindia.com Tel: 1800 21 09911
Name and contact details for clarifications	Shri Kamal Kumar Manik Company Secretary & Compliance Officer JK Tyre & Industries Limited 3, Bahadur Shah Zafar Marg, New Delhi - 110 002, India Tel: 91 11 – 6820 1112 Email Id: kmanik@jkmail.com

**SCHEME OF AMALGAMATION
OF
CAVENDISH INDUSTRIES LIMITED
WITH
JK TYRE & INDUSTRIES LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS**

UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013



(A) **OVERVIEW OF THE SCHEME**

1. This Scheme (*as defined hereinafter*) is presented under Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*) read with Section 2(1B), Section 47, Section 72A and other applicable provisions of the Income Tax Act (*as defined hereinafter*) and provides for amalgamation of the Transferor Company (*as defined hereinafter*) with the Transferee Company (*as defined hereinafter*) and dissolution of the Transferor Company without winding up; and
2. The Scheme also provides for various other matters consequent and incidental thereto or otherwise integrally connected thereto.

(B) **DESCRIPTION OF COMPANIES**

1. **Cavendish Industries Limited (“Transferor Company”)** is a public limited company incorporated under the provisions of the Act. The Transferor Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps. The Transferor Company is a subsidiary of the Transferee Company.
2. **JK Tyre & Industries Limited (“Transferee Company”)** is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 and a company within the meaning of provisions of the Act. The Transferee Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads. The equity shares of the Transferee Company are listed on the Stock Exchanges (*as defined hereinafter*).

(C) **RATIONALE**

1. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will *inter alia* result in all the businesses being housed in one listed company with the following benefits:
 - (a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
 - (b) optimisation in administrative, managerial and other overheads;
 - (c) reduction in interest cost;
 - (d) pooling of resources for faster growth;
 - (e) ease of doing business;
 - (f) comprehensive products offering, availability of combined sales and distribution network;
 - (g) improved customer satisfaction;
 - (h) significant reduction in multiplicity of legal and regulatory compliances; and
 - (i) improved investor perception and enhanced shareholders’ value.
2. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

(D) **PARTS OF THE SCHEME**

The Scheme is divided into the following parts:

1. **PART - I** of the Scheme deals with the definitions, share capital, date of taking effect and implementation of this Scheme;
2. **PART - II** of the Scheme deals with the amalgamation of the Transferor Company with the Transferee Company and other related matters; and
3. **PART - III** of the Scheme deals with the general terms and conditions applicable to this Scheme.



PART – I
DEFINITIONS, SHARE CAPITAL OF THE PARTIES AND DATE OF TAKING EFFECT AND IMPLEMENTATION
OF THIS SCHEME

1. DEFINITIONS

1.1 In this Scheme, unless inconsistent with the subject or context thereof: (a) capitalised terms defined by inclusion in quotations and/or parenthesis shall have the meanings so ascribed; and (b) the following expressions shall have the meanings ascribed hereunder:

“Act” means the Companies Act, 2013 and the rules and regulations made thereunder and includes any alterations, modifications and amendments made thereto and/or any re-enactment thereof;

“Applicable Law” or **“Law”** means any applicable national, foreign, provincial, local or other law including applicable provisions of all (a) constitutions, decrees, treaties, conventions, statutes, protocols, enactments, laws (including the common law), bye-laws, codes, notifications, rules, regulations, policies, guidelines, circulars, press notes, clearances, approvals, directions, directives, ordinances or orders of any Appropriate Authority (*as defined hereinafter*), statutory authority, court, Tribunal (*as defined hereinafter*); (b) Permits (*as defined hereinafter*); and (c) orders, decisions, writs, injunctions, judgments, awards and decrees of or agreements with any Appropriate Authority having jurisdiction over the Parties, in each case having the force of law and that is binding or applicable to a person, as may be in force from time to time;

“Appointed Date” means 1 April 2025 or such other date as may be mutually agreed by the respective Boards of the Parties;

“Appropriate Authority” means:

- a) the government of any jurisdiction (including any central, state, municipal or local government or any political or administrative subdivision thereof) and any department, ministry, agency, instrumentality, court, central bank, commission or other authority thereof;
- b) any public international organisation or supranational body and its institutions, departments, agencies and instrumentalities;
- c) any governmental, quasi-governmental or private body, self-regulatory organisation, or agency lawfully exercising, or entitled to exercise, any administrative, executive, judicial, legislative, regulatory, licensing, competition, Tax, importing, exporting or other governmental or quasi-governmental authority including without limitation, SEBI, Stock Exchanges; and
- d) the Tribunal.

“Board” in relation to a Party, means the board of directors of such Party, and shall include a committee of directors or any person authorized by such board of directors or such committee of directors;

“Effective Date” means the date on which last of the conditions specified in Clause 19 (Conditions Precedent) are complied with. Reference in this Scheme to the date of **“coming into effect of this Scheme”** or **“effectiveness of this Scheme”** or **“effect of this Scheme”** or **“upon the Scheme becoming effective”** or **“scheme coming into effect”** shall mean the Effective Date;

“Encumbrance” means: (a) any charge, lien (statutory or other), or mortgage, any easement, encroachment, right of way, right of first refusal or other encumbrance or security interest securing any obligation of any Person; (b) pre-emption right, option, right to acquire, right to set off or other third party right or claim of any kind, including any restriction on use, voting, transfer, receipt of income or exercise; or (c) any hypothecation, title retention, restriction, power of sale or other preferential arrangement; or (d) any agreement to create any of the above; and the term **“Encumber”** shall be construed accordingly;

“GST” means the goods and services Tax as applicable under the Central Goods & Services Tax Act, 2017, relevant state/Union Territory Goods & Services Tax Act, the Integrated Goods and Services Tax Act, 2017, and the rules issued thereunder (as amended from time to time);



"Income Tax Act" means the Income-tax Act, 1961, the rules and regulations framed under such a statute and includes any alterations, modifications, amendments made thereto, and/or any re-enactment of such a statute or any act, regulations, rules, guidelines, law, etc that may replace or supplement the same;

"INR" or "Rupee(s)" means Indian Rupee, the lawful currency of the Republic of India;

"Parties" means collectively the Transferor Company and the Transferee Company and **"Party"** shall mean each of them, individually;

"Permits" means all consents, licences, permits, certificates, permissions, authorisations, clarifications, approvals, entitlements, quotas, awards, sanctions, special status, privileges, clearances, confirmations, declarations, concessions, waivers, exemptions, registrations, filings, no objections, whether governmental, statutory, regulatory or otherwise as required under Applicable Law;

"Person" means an individual, a partnership, a corporation, a limited liability partnership, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization or an Appropriate Authority;

"Record Date" means the date to be fixed by the Board of the Transferee Company in consultation with the Board of the Transferor Company, for the purpose of determining the shareholders of the Transferor Company eligible to receive equity shares of the Transferee Company pursuant to Scheme;

"Registrar of Companies" or "RoC" means the Registrar of Companies having jurisdiction over the Parties;

"Scheme" means this scheme of amalgamation, as may be modified from time to time;

"SEBI" means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;

"SEBI Circular" means the circular issued by the SEBI, being SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and any amendments thereof, modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

"SEBI LODR Regulations" means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any amendments thereof;

"Stock Exchanges" means the National Stock Exchange of India Limited and BSE Limited collectively and Stock Exchange shall mean each of them individually;

"Tax Laws" means all Applicable Laws dealing with Taxes including but not limited to income-tax, wealth tax, sales tax/ value added tax, service tax, goods and service tax, excise duty, customs duty or any other levy of similar nature;

"Taxation" or "Tax" or "Taxes" means all forms of taxes (direct or indirect), surcharges and statutory, governmental, state, provincial, local governmental or municipal impositions, duties, cess, fees, contributions and levies, tariffs, including income tax (including withholding tax, TDS/TCS), GST, excise duty, central sales tax, service tax, octroi, local body tax and customs duty, duties, charges, unearned income, transfer charges, advance tax, self-assessment tax, regular assessment tax, tax refunds, rights of any claim not made in respect of any refund of tax fees, surcharge, cess, levies or other similar assessments by or payable to an Appropriate Authority, whether levied by reference to income, profits, book profits, gains, net wealth, asset values, turnover, added value, goods and services or otherwise and shall further include payments in respect of or on account of Tax, or attributable directly or primarily to any of the Parties or any other Person and all penalties, fines, charges, costs and interest relating thereto;

"Tax Credits" means all credits or advances or balances including Tax incentives (including incentives in respect of income Tax, sales Tax, value added Tax, service Tax, custom duties and GST), advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc. pertaining to Taxes including without limitation to sales tax credit, income tax credit, advance tax, TDS, TCS, self-assessment tax, regular assessment tax, withholding tax credits, foreign tax credit, goods and



services tax credit (including transitional credit), sales tax/ VAT credit, deferred tax, minimum alternate tax credit, advance tax, CENVAT credit, GST credits, other indirect tax credit, other Tax receivables, Tax refunds (including those pending with any Tax authority), eligibility certificates, if any, advantages, subsidies, benefits and all other rights and facilities of every kind, nature and description whatsoever under Tax laws;

“TCS” means tax collectible at source, in accordance with the provisions of Income Tax Act;

“TDS” means tax deductible at source, in accordance with the provisions of Income Tax Act;

“Transferee Company” means JK Tyre & Industries Limited, a company incorporated under the provisions of the Indian Companies Act, 1913 and a company within the meaning of the Act under the corporate identity number L67120RJ1951PLC045966 and registered office at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India;

“Transferor Company” means Cavendish Industries Limited, a company incorporated under the provisions of the Act under the corporate identity number U74900WB2015PLC204899 and registered office at 7, Council House Street, Kolkata 700 001, West Bengal, India. The Transferor Company is in the process of shifting its registered office from its current address to at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India; and

“Tribunal” means National Company Law Tribunal having jurisdiction over the Parties and appellate authority thereof.

1.2 In this Scheme, unless the context otherwise requires:

1.2.1 words denoting the singular shall include the plural and vice versa;

1.2.2 headings, sub-headings, titles, sub-titles to clauses, sub-clauses and paragraphs are for information and convenience only and shall be ignored in construing the Scheme; and

1.2.3 all terms and words not defined in this Scheme shall unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, Income Tax Act, or any other applicable laws, rules, regulations, bye laws, as the case may be including any statutory modification or re-enactment thereof from time to time.

2. SHARE CAPITAL

2.1 The share capital structure of the Transferor Company as on the date of approval of this Scheme by the Board of the Transferor Company is as follows:

Particulars	Amount in INR
Authorized Share Capital	
4,00,00,00,000 equity shares of INR 10 each	40,00,00,00,000
1,00,00,00,000 unclassified shares of INR 10 each	10,00,00,00,000
TOTAL	50,00,00,00,000
Issued, subscribed and paid-up share capital	
5,99,71,273 equity shares of INR 10 each fully paid – up	59,97,12,730
TOTAL	59,97,12,730

2.2 The share capital structure of Transferee Company as on the date of approval of this Scheme by the Board of the Transferee Company is as follows:

Particulars	Amount in INR
Authorized share capital	
62,50,00,000 equity shares of INR 2 each	1,25,00,00,000
55,00,000 preference shares of INR 100 each	55,00,00,000
TOTAL	1,80,00,00,000
Issued, subscribed and paid-up share capital	
27,40,20,027 equity shares of INR 2 each fully paid – up	54,80,40,054
TOTAL	54,80,40,054



3. DATE OF TAKING EFFECT AND IMPLEMENTATION OF THIS SCHEME

This Scheme in its present form or with any modification(s) made as per Clause 18 of this Scheme, shall be effective from the Appointed Date shall become operative from the Effective Date.

PART – II

AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEEE COMPANY

4. AMALGAMATION AND VESTING OF ASSETS AND LIABILITIES AND ENTIRE BUSINESS OF THE TRANSFEROR COMPANY

4.1 Upon coming into effect of this Scheme and with effect from the Appointed Date and in accordance with the provisions of this Scheme and pursuant to Sections 230 to 232 and other applicable provisions of the Act and Section 2(1B) read with Section 47, Section 72A and other applicable provisions of the Income Tax Act, the Transferor Company shall stand amalgamated with the Transferee Company as a going concern and accordingly, all assets, Permits, contracts, liabilities, loan, duties and obligations of the Transferor Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, Permits, contracts, liabilities, loan, duties and obligations of the Transferee Company, by virtue of operation of law, and in the manner provided in this Scheme

4.2 Upon coming into effect of this Scheme and with effect from the Appointed Date, and without prejudice to the generality of the provisions of Clause 4.1 above, the manner of transfer and vesting of assets and liabilities of the Transferor Company under this Scheme, is as follows:

4.2.1 In respect of such of the assets and properties of the Transferor Company which are movable in nature (including but not limited to all tax related assets, intangible assets, brands, trademarks of the Transferor Company, whether registered or unregistered trademarks along with all rights of commercial nature including attached goodwill, title, interest, labels and brand registrations, copyrights trademarks and all such other industrial and intellectual property rights of whatsoever nature) or are otherwise capable of transfer by delivery or possession or by endorsement, shall stand transferred upon the Scheme coming into effect and shall, *ipso facto* and without any other order to this effect, become the assets and properties of the Transferee Company without requiring any deed or instrument of conveyance for transfer of the same. The vesting pursuant to this sub-clause shall be deemed to have occurred by physical or constructive delivery or by endorsement and delivery or by vesting and recordal, pursuant to this Scheme, as appropriate to the property being vested and title to the property shall be deemed to have been transferred accordingly;

4.2.2 Subject to Clause 4.2.3 below, with respect to the assets of the Transferor Company, other than those referred to in Clause 4.2.1 above, including all rights, title and interests in the agreements (including agreements for lease or license of the properties), investments in shares, mutual funds, bonds and any other securities, sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, whether or not the same is held in the name of the Transferor Company shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company, with effect from the Appointed Date, by operation of law as transmission or as the case may be, in favour of Transferee Company;

4.2.3 In respect of such of the assets and properties of the Transferor Company which are immovable in nature, including rights, interest and easements in relation thereto, the same shall stand transferred to the Transferee Company with effect from the Appointed Date, without any act or deed or conveyance being required to be done or executed by the Transferor Company and/or the Transferee Company;

4.2.4 For the avoidance of doubt and without prejudice to the generality of Clause 4.2.3 above and Clause 4.2.5 below, it is clarified that, with respect to the immovable properties of the Transferor Company in the nature of land and buildings, the Transferor Company and/or the Transferee Company shall register the true copy of the orders of the Appropriate Authority approving the Scheme with the offices of the relevant sub-registrar of Assurances or similar registering authority having jurisdiction over the location of such



immovable property and shall also execute and register, as required, such other documents as may be necessary in this regard. It is clarified that any document executed pursuant to this Clause 4.2.4 or Clause 4.2.5 below will be for the limited purpose of meeting regulatory requirements and shall not be deemed to be a document under which the transfer of any property of the Transferor Company takes place and the assets and liabilities of the Transferor Company shall be transferred solely pursuant to and in terms of this Scheme and the orders of the Appropriate Authority sanctioning this Scheme;

- 4.2.5 Notwithstanding anything contained in this Scheme, with respect to the immovable properties of the Transferor Company in the nature of land and buildings situated in states other than the State of Rajasthan, whether owned or leased, for the purpose of, *inter alia*, payment of stamp duty and vesting in the Transferee Company, if the Transferee Company so decides, the Transferor Company and/or the Transferee Company, whether before or after the Effective Date, may execute and register or cause to be executed and registered, separate deeds of conveyance or deeds of assignment of lease, as the case may be, in favour of the Transferee Company in respect of such immovable properties. Each of the immovable properties, only for the purposes of the payment of stamp duty (if required under Applicable Law), shall be deemed to be conveyed at a value determined by the relevant authorities in accordance with the applicable circle rates. The transfer of such immovable properties shall form an integral part of this Scheme;
- 4.2.6 All debts, liabilities, duties and obligations of the Transferor Company shall, without any further act, instrument or deed be transferred to, and vested in, and/or deemed to have been transferred to, and vested in, the Transferee Company, so as to become on and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Company, and it shall not be necessary to obtain the consent of any Person who is a party to contract or arrangement by virtue of which such liabilities have arisen in order to give effect to the provisions of this Clause 4;
- 4.2.7 On and from the Effective Date and till such time that the name of the bank accounts of the Transferor Company has been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the Transferor Company in the name of the Transferor Company and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company;
- 4.2.8 Unless otherwise agreed to between the Parties, the vesting of all the assets of the Transferor Company, as aforesaid, shall be subject to the Encumbrances, if any, over or in respect of any of the assets or any part thereof, provided however that such Encumbrances shall be confined only to the relevant assets of the Transferor Company or part thereof on or over which they are subsisting on and no such Encumbrance shall extend over or apply to any other asset(s) of the Transferee Company. Any reference in any security documents or arrangements (to which the Transferor Company is a party) related to any of its assets, shall be so construed to the end and intent that such security shall not extend, nor be deemed to extend, to any of the other asset(s) of the Transferee Company. Similarly, the Transferee Company shall not be required to create any additional security over assets vested under this Scheme for any loans, debentures, deposits or other financial assistance already availed of /to be availed of by it, and the Encumbrances in respect of such indebtedness of the Transferee Company shall not extend or be deemed to extend or apply to the assets so vested. With regards to any guarantees and/or obligations of similar nature provided by the Transferee Company to the lenders of the Transferor Company are concerned, upon the Scheme coming into effect, the said guarantees and/or obligations of similar nature will stand cancelled and annulled. No separate obligations and/or security would be provided by the Transferee Company to that effect;
- 4.2.9 All Permits, including the benefits attached thereto of the Transferor Company, shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed and shall be appropriately mutated or endorsed by the Appropriate Authorities concerned therewith in favour of the Transferee Company as if the same were



originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms, obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company to carry on the operations of the Transferor Company without any hindrance, whatsoever;

- 4.2.10 Without prejudice to the provisions as stated above, all trade and service names and marks, patents, copyrights, designs, goodwill which includes the positive reputation that the Transferor Company were enjoying to retain its clients, statutory licenses, infrastructural advantages, overall increase in market share, customer base, skilled employees, business claims, business information, business contracts, trade style and name, marketing and distribution channels, marketing or other commercial rights, customer relationship, trade secrets, information on consumption pattern or habits of the consumers in the territory, technical know-how, client records, KYC (know your customer) records/ POAs (power of attorney), authorisations, client details and other intellectual property rights of any nature whatsoever, books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), drawings, computer programs, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers and suppliers, other customer information, customer credit information, customer pricing information and all other records and documents, whether in physical or electronic form relating to business activities and operations of the Transferor Company shall be transferred to the Transferee Company from the Appointed Date, without any further act, instrument or deed;
- 4.2.11 On coming into effect of this Scheme, without any further act or deed and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements and other instruments (including all licences and other assurances in favour of the Transferor Company or powers or authorities granted by or to it) and other assets pertaining to the Transferor Company and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Transferor Company, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, or under which the Transferor Company has any obligations to discharge and which are subsisting or having effect shall, without any further act, instrument or deed, continue in full force and effect in favour of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee or obligor thereto or thereunder;
- 4.2.12 All contracts, agreements (including joint venture agreements, memorandum of understandings, consortium agreements), undertakings of whatsoever nature, whether written or otherwise, deeds, bonds, arrangements, service agreements, or other instruments, all assurances in favour of the Transferor Company or powers or authorities granted to it, of whatever nature along with the contractual rights (including claim receivables and claim proceeds) and obligations to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect, immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company pursuant to this Scheme becoming effective, without any further act, instrument, deed or thing. The absence of any formal amendment which may be required by a third party to effect such transfer and vesting shall not affect the operation of the foregoing sentence. Without prejudice to the foregoing, the Transferee Company may wherever necessary, enter into and/ or execute deeds, writings, confirmations or novation to all such contracts, if necessary, in order to give formal effect to the provisions of this Clause.
- 4.2.13 Provided that, upon this Scheme coming into effect, all inter-company transactions including loans, contracts executed or entered into by or *inter se* between the Transferor Company and the Transferee Company, if any, shall stand cancelled with effect from the Effective Date and neither the Transferor Company nor the Transferee Company shall have any obligation or liability against the other party in relation thereto; and
- 4.3 Without prejudice to the provisions of the foregoing sub-clauses of Clause 4.2, the Transferor Company and the Transferee Company may execute any and all instruments or documents and do all acts, deeds and things as may be required, including filing of necessary particulars and/or modification(s) of charge, necessary applications, notices, intimations or letters with any Appropriate Authority or Person to give effect to the Scheme. Any procedural requirements



required to be fulfilled solely by the Transferor Company, shall be fulfilled by the Transferee Company as if it were the duly constituted attorney of the Transferor Company. The Transferee Company shall take such actions as may be necessary and permissible to get the assets, Permits and contracts of the Transferor Company transferred and/or registered in its name.

5. EMPLOYEES

- 5.1 Upon the effectiveness of this Scheme and with effect from the Effective Date, all employees of the Transferor Company shall become employees of the Transferee Company, without any interruption in service, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any Persons in relation to the employees of the Transferor Company. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, leave balance, gratuity and other retiral/ terminal benefits.
- 5.2 The accumulated balances, if any, standing to the credit of the aforesaid employees in the existing provident fund, gratuity fund and superannuation fund of which they are members, will be transferred respectively to such provident fund, gratuity fund and superannuation funds nominated by the Transferee Company and/or such new provident fund, gratuity fund and superannuation fund to be established by the Transferee Company, in accordance with Applicable Law and caused to be recognized by the Appropriate Authorities. Pending the transfer as aforesaid, the dues of the said employees would continue to be deposited in the existing provident fund, gratuity fund, superannuation fund, national pension scheme account and other fund respectively of the Transferor Company and such funds shall be held for the benefit of the employees transferred under the Scheme.

6. LEGAL PROCEEDINGS

- 6.1 Upon effectiveness of this Scheme and with effect from the Effective Date, if any suit, cause of action, appeal or other legal, quasi-judicial, arbitral or other administrative proceedings, including but not limited to proceedings related to tax, of whatsoever nature by or against the Transferor Company pending on the Effective Date, the same shall not abate, be discontinued or be in any way prejudicially affected by anything contained in this Scheme, but such proceedings of the Transferor Company may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Transferor Company as if this Scheme had not been made. On and from the Effective Date, the Transferee Company may initiate any legal or tax proceeding for and on behalf of the Transferor Company.
- 6.2 From the Appointed Date and until the Effective Date, the Transferor Company shall defend all legal proceedings, other than in the ordinary course of business, with the advice and instructions of the Transferee Company.

7. TAXES/ DUTIES/ CESS

- 7.1 This Scheme has been drawn up to comply and come within the definition and conditions relating to "Amalgamation" as specified under Section 2(1B), Section 47 and Section 72A of the Income Tax Act. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Sections of the Income Tax Act, at a later date, including resulting from an amendment of law or for any other reason whatsoever, the Scheme shall stand modified/ amended to the extent determined necessary to comply and come within the definition and conditions relating to "Amalgamation" as defined in the Income Tax Act. In such an event the clauses which are inconsistent shall be modified or if the need arises be deemed to be deleted and such modification/deemed deletion shall however not affect the other parts of the Scheme.
- 7.2 All the profits or Taxes (including but not limited to Tax credits or any costs, charges, expenditure or losses accruing to the Transferor Company in India and abroad or expenditure or losses arising or incurred or suffered by the Transferor Company shall for all purpose be treated and be deemed to be and accrue as the profits, Taxes, Tax Credits costs, charges, expenditure or losses of the Transferee Company, as the case may be.



- 7.3 Without prejudice to the generality of the foregoing, on and from the Appointed Date, if any TDS/ TCS certificate or any other Tax Credit certificate or any other document in name of Transferor Company is received, or Tax Credit is appearing in Form 26AS or other returns of Transferor Company, it shall be deemed to have been received by and in the name of the Transferee Company which shall be entitled to claim credit for such TDS/ TCS or any other Tax Credit.
- 7.4 The benefits and privileges available to the shareholders of the Transferor Company by virtue of their shareholding in the Transferor Company under the provisions of the Income Tax Act shall continue to be available to the shareholders post the effectiveness of the Scheme in respect of shares of the Transferee Company received pursuant to amalgamation, including those specifically conferred under the respective provisions of the Income Tax Act, such as computing cost of acquisition of shares including grand fathering benefit for the purposes of Section 112A of the Income Tax Act read with Section 55(2)(ac) of the Income Tax Act, period of holding of shares of the Transferee Company, or any other deduction or concession available or conferred by the Income Tax Act or administrative or judicial pronouncements.
- 7.5 Upon the Scheme becoming effective, the Transferee Company shall be entitled to (i) claim deductions with respect to provisions, expenses, etc., disallowed in earlier years in the hands of the Transferor Company, which may be allowable in accordance with the provisions of the Income Tax Act on or after the Appointed Date; and (ii) exclude Items such as provisions, reversals, etc, for which no deduction or tax benefit has been claimed by the Transferor Company prior to the Appointed Date. All the deductions otherwise admissible to the Transferor Company, including payment admissible on actual payment basis or on deduction of appropriate Taxes or on payment of TCS or TDS (such as Section 43B, Section 40, Section 40A, Section 35DDA, etc. of the Income Tax Act) will be eligible for deduction to the Transferee Company, upon fulfilment of conditions, if any, required under the Income Tax Act.
- 7.6 Upon the Effective Date and with effect from the Appointed Date, all unutilized Tax Credits and exemptions, and other statutory benefits, including in respect of income tax (including but not limited to TDS, TCS, advance Tax, self-assessment tax, regular assessment tax, etc.), CENVAT, customs, value added tax, sales tax, service tax, goods and services tax etc. (including but not limited to GST input tax credit, other indirect tax credit, etc) to which the Transferor Company is entitled to shall be available to and vest in the Transferee Company (post amalgamation), without any requirement of a further act or deed.
- 7.7 Upon the Effective Date and with effect from the Appointed Date, all Taxes and duties payable by the Transferor Company (including under the Income Tax Act, Customs Act, 1962, Central Excise Act, 1944, State sales tax laws, Central Sales Tax Act, 1956, value added tax/ service tax/ goods and services tax and all other applicable laws), accruing and relating to the Transferor Company from the Appointed Date onwards, including but not limited to advance Tax payments, TDS, TCS, self-assessment tax, regular assessment tax, payment under protest, any refund and claims shall, for all purposes, be treated as advance Tax payments, TDS, TCS or refunds and claims, as the case may be, of the Transferee Company post amalgamation.
- 7.8 If the Transferor Company is entitled to any benefits under incentive schemes and policies under Tax Laws, such as tax deferrals, exemptions, benefits and subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and all such benefits under all such incentive schemes and policies as mentioned above shall be available and stand vested in the Transferee Company and shall remain valid, effective and enforceable on the same terms and conditions.
- 7.9 Upon coming into effect of this Scheme, all Tax compliances under any Tax laws by the Transferor Company on or after Appointed Date shall be deemed to be made by the Transferee Company. Any taxes deducted by the Transferee Company from payments made to the Transferor Company shall be deemed to be advance tax paid by the Transferee Company.
- 7.10 All inter-se transactions amongst the Transferor Company and the Transferee Company between the Appointed Date and the Effective Date shall be considered as transactions from the Transferee Company to itself subject to the other provisions of this Scheme. Any TDS by the Transferor Company / Transferee Company on inter-se transactions between the Transferor Company and the Transferee Company between the Appointed Date and the Effective Date shall be deemed to be advance tax paid or Tax deposited by the Transferee Company and shall, in all proceedings, be dealt with accordingly in the hands of the Transferee Company. The Transferee Company shall be accordingly entitled to claim refund of Tax paid, if any, on these inter-se transactions. Further, for the avoidance of doubt, input Tax Credits already availed of or utilized by the Transferor Company and the Transferee Company in respect of inter-se transactions of supply or receipt of goods and



services between the Appointed Date and the Effective Date shall not be adversely impacted by this Scheme.

- 7.11 The accounts of Transferee Company as on the Appointed Date shall be revised in accordance with the applicable provisions and terms of this Scheme. Transferor Company and the Transferee Company (post Amalgamation) shall be entitled to file/ revise its income tax returns, (including income tax returns under Section 170A of the Income Tax Act or otherwise) TDS/TCS certificates, TDS/TCS returns, GST returns and other statutory returns, notwithstanding that the period for filing/ revising such returns may have lapsed and to obtain TDS/TCS certificates, including TDS/TCS certificates relating to transactions between or amongst the Transferor Company and the Transferee Company and shall have the right to claim refunds, advance tax credits, input tax credit, credits of all Taxes paid/withheld/ collected, if any, to the extent permissible under the Applicable Laws relating to Tax, as may be required for the purpose of/ consequent to implementation of this Scheme. Such returns may be revised and filed notwithstanding that the statutory period for such revision and filing may have expired. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction by and between the Transferor Company and the Transferee Company.
- 7.12 All the accumulated losses and the unabsorbed depreciation of the Transferor Company, if available, shall be deemed to be the loss or, as the case may be, allowance for unabsorbed depreciation of the Transferee Company for the previous year in which the Amalgamation is effected, as per the provisions of Section 72A of the Income Tax Act. For this purpose, each of the Transferor Company and the Transferee Company shall comply with the stipulated conditions as prescribed for the respective companies under Section 72A of the Income Tax Act read with prescribed rules thereunder. It is hereby clarified that in case of any refunds, benefits, incentives, grants, subsidies, etc., the Transferor Company, shall, if so required by the Transferee Company, issue notices in such form as the Transferee Company may deem fit and proper stating that pursuant to the Appropriate Authority having sanctioned this Scheme under Sections 230 to 232 of the Act, the relevant refund, benefit, incentive, grant, subsidies, be paid or made good or held on account of the Transferee Company, as the Person entitled thereto, to the end and intent that the right of the Transferor Company, to recover or realise the same, stands transferred to the Transferee Company.

8. CONSIDERATION

- 8.1 Upon the effectiveness of this Scheme and in consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date, as under:

92 (Ninety Two) fully paid up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company.

The equity shares of the Transferee Company to be issued pursuant to this Clause 8.1 shall be referred to as "**Transferee Company New Equity Shares**".

- 8.2 No equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective.
- 8.3 The Transferee Company New Equity Shares shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company, as the case may be, and shall rank *pari passu* in all respects with any existing equity shares of the Transferee Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Transferee Company.
- 8.4 The issue and allotment of the Transferee Company New Equity Shares is an integral part hereof and shall be deemed to have been carried out under the orders passed by the Tribunal without requiring any further act on the part of the Transferee Company or the Transferor Company or their shareholders and as if the procedure laid down under the Act and such other Applicable Law as may be applicable, were duly complied with. It is clarified that the approval of the shareholders of the Transferee Company to this Scheme, shall be deemed to be their consent/ approval for the



issue and allotment of the Transferee Company New Equity Shares.

- 8.5 The Transferee Company New Equity Shares shall be in dematerialised form. The shareholders of the Transferor Company who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date to enable it to issue and allot the Transferee Company New Equity Shares.

However, if no such details have been provided to the Transferee Company by the shareholders of the Transferor Company holding shares in physical form on or before the Record Date, then the Transferee Company shall allot the corresponding Transferee Company New Equity Shares to the demat account of the trust or the trustee of, Transferee Company to be settled by the Transferee Company ("Trust") who shall hold these shares in trust for the benefit of such shareholders. The Transferee Company New Equity Shares held by the Trust shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trust, along with such other documents as may be required. Any benefit in the form of dividend, bonus shares etc. received by the Trust in respect of these shares shall also be transferred to such shareholder. All costs and expenses incurred in this respect shall be borne by the Transferee Company.

- 8.6 In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Company, the Board of Directors of the Transferor Company shall be empowered in appropriate cases, prior or even subsequent to the Record Date, to effectuate such a transfer in the Transferor Company as if such changes in registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor of the shares in the Transferor Company and in relation to the shares issued by the Transferee Company after the effectiveness of this Scheme. The Board of Directors of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new members in Transferee Company on account difficulties faced in the transition period.
- 8.7 For the purpose of the allotment of the Transferee Company New Equity Shares, pursuant to this Scheme, in case any shareholder's holding in the Transferor Company is such that the shareholder becomes entitled to a fraction of a share of the Transferee Company, the Transferee Company shall not issue fractional shares to such shareholder and shall consolidate all such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated Transferee Company New Equity Shares to a trustee (nominated by the Board of the Transferee Company in that behalf) in dematerialised form, who shall hold such shares, with all additions or accretions thereto, in trust for the benefit of the respective shareholders to whom they belong for the specific purpose of selling such shares in the market at such price or prices and at any time within a period of 90 days from the date of allotment of the Transferee Company New Equity Shares as the trustee may, in its sole discretion, decide and distribute the net sale proceeds (after deduction of the expenses incurred and applicable income tax) to the respective shareholders in the same proportion of their fractional entitlements. It is clarified that any such distribution shall take place only on the sale of all the fractional shares of the Transferee Company pertaining to the fractional entitlements.
- 8.8 Upon the Scheme being effective, the Transferee Company shall apply for listing of the Transferee Company New Equity Shares on the Stock Exchanges in terms of and in compliance of SEBI Circular or SEBI LODR Regulations as may be applicable from time to time. The Transferee Company New Equity Shares allotted by the Transferee Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.
- 8.9 In the event, the Transferor Company and/or the Transferee Company restructure their equity share capital by way of share split or consolidation or bonus or any other corporate action during the pendency of the Scheme, the share entitlement ratio, per Clause 8.1 above shall be adjusted accordingly, to consider the effect of any such corporate actions.
- 8.10 The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges.



9. ACCOUNTING TREATMENT

9.1 Accounting Treatment in the books of the Transferee Company

Notwithstanding anything contained to the contrary elsewhere in this Scheme, upon this Scheme becoming effective, the Transferee Company shall account for amalgamation of the Transferor Company in its books of account in accordance with Ind AS notified under Section 133 of the 2013 Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time and such accounting treatment would be in accordance with the applicable Ind AS:

- 9.1.1 The Transferee Company shall record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of account of the Transferor Company.
- 9.1.2 The balance of the reserves appearing in the financial statements of the Transferor Company will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Transferee Company.
- 9.1.3 The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.
- 9.1.4 The Transferee Company shall credit its Share Capital account in its books of account with the aggregate face value of the Transferee Company New Equity Shares issued and allotted by the Transferee Company to the shareholders of the Transferor Company pursuant to Clause 8.1.
- 9.1.5 Inter-company deposits/ loans and advances/ any other balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.
- 9.1.6 All investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation and there shall be no further rights or obligations in that behalf;
- 9.1.7 The difference, if any, between the value of net assets acquired and recorded as per clause 9.1.1 and the value of (a) reserves acquired and recorded as per clause 9.1.2, (b) Transferee Company New Equity Shares issued and allotted as per clause 9.1.4, (c) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause 9.1.5 and (d) cancellation of investments as per clause 9.1.6 above shall be recorded as capital reserve account.
- 9.1.8 In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- 9.1.9 Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Transferee Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

9.2 Accounting Treatment in the books of the Transferor Company

The Transferor Company shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of account of the Transferor Company.

10. COMBINATION OF AUTHORISED SHARE CAPITAL OF THE TRANSFEE COMPANY

- 10.1 Upon the effectiveness of this Scheme, the aggregate amount of authorised share capital of the Transferor Company as on the Effective Date will be reclassified, altered and combined with the



authorised equity share capital of the Transferee Company as on the Effective Date and accordingly the authorised share capital of the Transferee Company shall stand reclassified, altered and increased without any further act, instrument or deed on the part of Transferee Company including payment of stamp duty and fees to RoC.

10.2 The Memorandum of Association and Articles of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Sections 13, 14, 61 or any other applicable provisions of the Act, would be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the Transferor Company on its authorized share capital shall be utilized and applied to the increased share capital of the Transferee Company, and shall be deemed to have been so paid by the Transferee Company on such combined authorised share capital and accordingly, the Transferee Company shall not be required to pay any fees/ stamp duty on the authorised share capital so increased.

10.3 The existing capital clause contained in the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified and amended pursuant to Sections 13, 61 and 64 of the Act and Section 232 and other applicable provisions of the Act, as set out below:

"The Authorised Share Capital of the Company is INR 5180,00,00,000 (Rupees Five thousand one hundred and eighty crore) divided into 20,62,50,00,000 (Two Thousand and Sixty Two Crore and Fifty Lakh) equity shares of INR 2 (Rupees Two) each, 55,00,000 (Fifty Five Lakh) preference shares of INR 100 (Rupees Hundred) each and 1,00,00,00,000 (One Hundred Crore) unclassified shares of INR 10 (Rupees Ten) each with power to classify the unclassified shares into Equity or Preference shares or reclassify the same and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company, for the time being. The rights attached to the preference shares should be such as may be determined by the Directors at the time of issue thereof.

10.4 For the avoidance of doubt, it is clarified that in case the authorised share capital of the Transferee Company undergoes any change, either as a consequence of any corporate actions or otherwise, then Clause 10.3 shall automatically stand modified / adjusted to take into account the effect of such change.

10.5 It is clarified that the consent/ approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be the consent/ approval of the shareholders of the Transferee Company also to the alteration of the memorandum and articles of association of the Transferee Company as may be required under the Act and no further resolution(s) under Sections 4, 13, 14 and 61 and all other applicable provisions of the Act, if any, would be required to be separately passed.

11. DISSOLUTION OF THE TRANSFEROR COMPANY

On the Scheme becoming effective, the Transferor Company shall stand dissolved without being wound up and the Board and any committees thereof shall without any further act, instrument or deed be and stand discharged. On and from the Effective Date, the name of the Transferor Company shall be deemed to be struck off from the records of the RoC.

PART III GENERAL TERMS & CONDITIONS

12. FACILITATION PROVISION

12.1 The Transferee Company may, from time to time, in accordance with the Act, rules, regulations framed by the SEBI and Applicable Law, issue securities (including by way of a rights issue, preferential allotment, private placement, qualified institutional placement or any other permissible manner), during the pendency of the Scheme.

12.2 Upon the Scheme becoming effective, all contracts, agreements (including joint venture agreements, memorandum of understandings, consortium agreements), undertakings of



whatsoever nature, whether written or otherwise, deeds, bonds, arrangements, service agreements, or other instruments, executed by the Transferor Company and any related party of the Transferee Company shall stand transferred to and vested in the Transferee Company, pursuant to the Scheme, and the Transferee Company shall be deemed to be a party to such agreements instead of the Transferor Company, and approval of shareholders of the Transferor Company and the Transferee Company to the Scheme shall be deemed to be their approval as required under Section 188 of the Act and Regulation 23 of the SEBI LODR Regulations and no separate approval shall be obtained by the Transferee Company, in this regard.

- 12.3 Upon taking into effect of this Scheme, the Transferee Company will be authorised to make requisite managerial remuneration to the directors of the Transferor Company for the services rendered by them to the Transferor Company before the Effective Date in accordance with the limits and/or remunerations as approved by the shareholders of the Transferor Company at the time of their appointment.
- 12.4 On the approval of this Scheme by the shareholders and such other classes of Persons of the said Parties, if any, the shareholders and classes of Persons shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to this Scheme and related matters.

13. PROPERTY IN TRUST

Notwithstanding anything contained in this Scheme, on or after Effective Date, until any property, asset, license, approval, permission, contract, agreement and rights and benefits arising therefrom pertaining to the Transferor Company are transferred, vested, recorded, effected and/or perfected, in the records of any Appropriate Authority, regulatory bodies, any third party, or otherwise, in favour of the Transferee Company, the Transferee Company is deemed to be authorized to enjoy the property, asset or the rights and benefits arising from the license, approval, permission, contract or agreement as if it were the owner of the property or asset or as if it were the original party to the license, approval, permission, contract or agreement.

14. VALIDITY OF EXISTING RESOLUTIONS, ETC.

- 14.1 Upon coming into effect of this Scheme, the resolutions/ power of attorney of/ executed by the Transferor Company, as the case may be, as considered necessary by the Board of the Transferee Company, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions and power of attorney passed/ executed by the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company, as the case may be, shall be added to the limits, if any, under like resolutions passed by the Transferee Company, as the case may be, and shall constitute the aggregate of the said limits in the Transferee Company, as the case may be.
- 14.2 Without prejudice to the generality of Clause 14.1 above, it is clarified that the consent/ approval of the shareholders of the Transferee Company to this Scheme and the Scheme coming into effect, the borrowing limit of the Transferee Company under Section 180(1)(c) and limits under Section 186 of the Act shall be increased to INR 9500,00,00,000 (Indian Rupees Nine thousand Five Hundred crore only) and INR 6000,00,00,000 (Indian Rupees Six thousand crore only) respectively and no further consent/ approval from the shareholders of the Transferee Company or any other authority shall be required under the Applicable Laws, to give effect to the provisions of Clause 14 of the Scheme.

15. DIVIDENDS

- 15.1 The Parties shall be entitled to declare and pay dividends to their respective shareholders in the ordinary course of business, whether interim or final.
- 15.2 It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of any of the Parties, as the case may be, to demand or claim or be entitled to any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of respective Parties, and subject to approval, if required, of the shareholders of the respective Parties.



16. BUSINESS UNTIL EFFECTIVE DATE

16.1 With effect from the date of approval of the Scheme by the respective Boards of the Parties and up to and including the Effective Date:

16.1.1 the Transferor Company shall carry on its business with reasonable diligence and business prudence and in the same manner as it has been hitherto conducting; and

16.1.2 the Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Appropriate Authorities concerned as necessary under Applicable Law for such consents, approvals and sanctions which the Transferee Company may require to carry on the business of the Transferor Company, as the case may be, and to give effect to the Scheme.

16.2 The Transferor Company with effect from the Appointed Date and up to and including the Effective Date:

16.2.1 shall be deemed to have been carrying on and shall carry on their businesses and activities and shall hold and stand possessed of their assets for and on account of, and in trust for the Transferee Company;

16.2.2 all profits or income arising or accruing to the Transferor Company and all Taxes paid/ credits thereon (including but not limited to advance tax, tax deducted at source, dividend distribution tax, securities transaction tax, Taxes withheld/ paid in a foreign country, income-tax, sales tax, excise duty, custom duty, service tax, value added tax, goods and services tax, etc.) by the Transferor Company in respect of the profits or activities or operation of the business or losses arising or incurred by the Transferor Company shall, be treated as and deemed to be the profits or income, taxes or losses or corresponding items as mentioned above of the Transferee Company and shall, in all proceedings, be dealt with accordingly; and

16.2.3 all loans raised and all liabilities and obligations undertaken by the Transferor Company after the Appointed Date and prior to the Effective Date, shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Company in which it shall vest in terms of this Scheme and to the extent they are outstanding on the Effective Date, shall also, without any further act, instrument or deed be and be deemed to become the debts, liabilities, duties and obligations of the Transferee Company.

17. APPLICATIONS / PETITIONS TO THE TRIBUNAL

The Parties shall make and file all applications and petitions under Sections 230 to 232 and other applicable provisions of the Act before the Tribunal, for sanction of this Scheme under the provisions of the Act.

18. MODIFICATION OR AMENDMENTS TO THIS SCHEME

18.1 The Board of the Parties acting jointly may make any modifications or amendments to this Scheme at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or appropriate.

18.2 The Boards of the relevant Parties may assent/ consent to any conditions or limitations that the Tribunal or any other Appropriate Authority may impose or otherwise directs or requires any modification or amendment of the Scheme, and such modification or amendment shall not, to the extent it adversely affects the interests of any of the Parties, be binding on each of the Parties, as the case may be, except where the prior written consent of the affected Party as the case may be, has been obtained for such modification or amendment.

18.3 For the purposes of giving effect to this Scheme or to any modification hereof, the Boards of the relevant Parties, acting jointly or individually, as may be relevant, give such directions including directions for settling any question or difficulty that may arise and such directions shall be binding on the Parties as if the same were specifically incorporated in this Scheme.



19. CONDITIONS PRECEDENT

- 19.1 Unless otherwise decided (or waived) by the relevant Parties, the Scheme is conditional upon and subject to the following conditions precedent:
- 19.1.1 obtaining no-objection letter from Stock Exchanges in relation to the Scheme under Regulation 37 of the SEBI LODR Regulations;
 - 19.1.2 the Transferee Company complying with other provisions of the SEBI Circular, including seeking approval of the shareholders through e-voting, as applicable. The Scheme shall be acted upon only if the votes cast by the public shareholders of the Transferee Company in favour of the proposal contemplated herein are more than the number of votes cast by the public shareholders of the Transferee Company against the proposal contemplated herein, as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;
 - 19.1.3 approval of the Scheme by the requisite majority of each class of shareholders and such other classes of persons of the Parties, as applicable or as may be required under the Act and as may be directed by the Tribunal;
 - 19.1.4 the sanctions and orders of the Tribunal, under Sections 230 to 232 of the Act being obtained by the Parties; and
 - 19.1.5 certified/ authenticated copies of the orders of the Tribunal, sanctioning the Scheme, being filed with the RoC having jurisdiction over the Parties.

20. WITHDRAWAL OF THIS SCHEME, NON-RECEIPT OF APPROVALS AND SEVERABILITY

- 20.1 Parties, acting jointly, shall be at liberty to withdraw the Scheme, any time before the Scheme is effective including due to any condition or alteration imposed by the Tribunal or Appropriate Authority or otherwise is unacceptable to them.
- 20.2 In the event of withdrawal of the Scheme under Clause 20.1 above, no rights and liabilities whatsoever shall accrue to or be incurred *inter se* the Parties or their respective shareholders or creditors or employees or any other Person.
- 20.3 In the event of any of the requisite sanctions and approvals not being obtained on or before such date as may be agreed to by the relevant Parties, this Scheme or relevant part(s) of this Scheme shall become null and void and each Party shall bear and pay their respective costs, charges and expenses for and/or in connection with this Scheme.

21. COSTS AND EXPENSES

All costs, charges and expenses (including, but not limited to, any taxes and duties, stamp duty, registration charges, etc.) of in relation to or in connection with the Scheme and incidental to the completion of transactions contemplated under this Scheme shall be borne and paid by the Transferee Company.

22. SAVING OF CONCLUDED TRANSACTIONS

Nothing in this Scheme shall affect any transaction or proceedings already concluded or liabilities incurred by the Transferor Company, until the Effective Date, to the end and intent that the Transferee Company, shall accept and adopt all acts, deeds and things done and executed by the Transferor Company in respect thereto as done and executed on behalf of the Transferee Company.



SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

Independent Auditor's Report on the Quarterly and Year Ended Audited Consolidated Financial Results of JK Tyre & Industries Limited Pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
JK Tyre & Industries Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying statement of quarterly and year ended Consolidated Financial Results of **JK Tyre & Industries Limited** (hereinafter referred to as the "Holding Company"), its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its share of net profit/(loss) after tax and total comprehensive income/(loss) of its associates for the quarter and year ended March 31, 2025 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the audit reports of the other auditors on standalone/ consolidated financial statements/ financials results/financials information of subsidiaries and associates referred to in Other Matters section below, the Statement:

a. includes the results of the following entities:

(i) **Subsidiaries:**

3DInnovations Pvt. Ltd.
JK International Ltd.
J.K. Asia Pacific Ltd. (JKAPL)
J.K. Asia Pacific (S) Pte. Ltd. (JKAPPL-Subs of JKAPL)
Cavendish Industries Ltd.
Lankros Holdings Ltd. (LANKROS)
Sarvi Holdings Switzerland AG. (SARVI-Subs. of LANKROS)
JK Tornel, S.A. de C.V. (JKTSA-Subs. of SARVI)
Comercializadora America Universal, S.A. DE C.V.*
Compania Hulera Tacuba, S.A de C.V.*
Compania Hulera Tornel, S.A. de C.V. (CHT)*
Compania Inmobiliaria Norida, S.A. de C.V.*
General de Inmuebles Industriales, S.A. de C.V.*
Gintor Administracion, S.A. de C.V.*
Hules Y Procesos Tornel, S.A. de C.V.*
Treel Mobility Solutions Private Limited (w.e.f. February 19, 2025)
* Subsidiary of JK TSA

(ii) **Associates:**

Valiant Pacific L.L.C. (Associate of JKAPPL)
Dwarkesh Energy Ltd.
Western Tire Holdings, Inc. (Associate of CHT)
Treel Mobility Solutions Private Limited (up to February 18, 2025)



- b. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations, as amended; and
- c. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group for the quarter and year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Consolidated Financial Results

The Statement, which is the responsibility of the Holding Company's management and has been approved by the Holding Company's Board of Directors, has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group and its associates in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

The respective Board of Directors of the companies included in the Group and its associates, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of the assets of the Group and its associates and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively, for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results, that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of the Group and of its associates to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates are responsible for overseeing the financial reporting process of their respective companies.



Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and of its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group and of its associates of which we are the independent auditors and whose financials information we have audited, to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

Other Matters

- (a) We did not audit the financial statements of 15 subsidiaries (including 12 subsidiaries incorporated outside India) whose standalone/ consolidated financial statements/financial results/financials information reflect total assets of Rs. 6,873.22 crores as at March 31 2025, total revenue of Rs. 1,764.99 crores and Rs. 7,297.71 crores, total net profit after tax of Rs. 3.41 crores and Rs. 128.48 crores, total comprehensive income of Rs. 4.20 crores and Rs. 129.58 crores for the quarter and year ended March 31, 2025 respectively and net cash inflow of Rs. 19.63 crores for the year ended on that date, as considered in the Statement. The Statement also includes the Group's share of profit/(loss) after tax of Rs. 0.59 crores and Rs. (5.93) crores and total comprehensive income/(loss) of Rs. 0.59 crores and Rs. (5.93) crores for the quarter and year ended March 31, 2025, respectively, as considered in the Statement, in respect of two associates whose financial statements have not been audited by us. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, is based solely on the report of such auditors and the procedures performed by us are as stated under Auditor's Responsibilities for the Audit of the Statement section above.
- (b) We did not audit the financial statements of a subsidiary incorporated outside India, whose unaudited standalone financial statements reflect total assets of Rs. 0.01 crore as at March 31, 2025, total revenue of NIL and NIL, total net profit/ (loss) after tax NIL and NIL, total comprehensive income/(loss) of NIL and NIL for the quarter and year ended March 31, 2025 respectively and net cash flows -NIL for the year ended on that date, as considered in the Statement. These financial statements are unaudited and have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of said subsidiary, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements are not material to the Group.
- (c) The Statement include the Group's share of profit/ (loss) after tax of Rs. (0.19) crore and Rs. 0.33 crores and total comprehensive income/(loss) of Rs. (0.36) crore and Rs. 1.42 crores for the quarter and year ended March 31, 2025 respectively, as considered in the Statement, in respect of two associates whose financial statements have not been audited by us. These financial information are unaudited and have been furnished to us by the Board of Directors and disclosures included in respect of said associates, is based solely on the certificate furnished by the Board of Directors of such Companies. In our opinion and according to the information and explanations given to us by the Board of Directors, these financial statements are not material to the Group. The Group has not consolidated the financial results of one associate company, Hari Shankar Singhania Elastomer and Tyre Research Institute (HASETRI) which is section 8 company under Companies Act 2013 and the equity of the said associate company is not available for distribution to its members.

Our opinion on the Statement, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Board of Directors.



**SS KOTHARI MEHTA
& CO. LLP**

CHARTERED ACCOUNTANTS

The Statement includes the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year to date figures up to the end of third quarter of the current financial year, which were subjected to limited review by us, Further the Statement includes the results of a subsidiary for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and figures before the date of acquisition of the subsidiary during the current financial year, which were subject to review by the Board of Directors.

For **SS Kothari Mehta & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 000756N/N500441



Vijay Kumar

Partner

Membership Number: 092671

UDIN: **25092671BMOFBM6827**

Place: New Delhi

Date: May 20, 2025

JK TYRE & INDUSTRIES LTD.

Statement of Audited Consolidated Financial Results for the Quarter and Year Ended 31st March, 2025

(₹ in Crores)

Sl. No.	Particulars	Quarter Ended			Year Ended	
		31.03.2025 (Audited)	31.12.2024 (Unaudited)	31.03.2024 (Audited)	31.03.2025 (Audited)	31.03.2024 (Audited)
I.	Revenue from Operations	3758.60	3673.68	3698.45	14692.92	15001.78
II.	Other Income	21.29	20.66	15.63	79.28	44.35
III.	Total Income (I+II)	3779.89	3694.34	3714.08	14772.20	15046.13
IV.	Expenses					
	Cost of Materials Consumed	2222.82	2294.57	2254.35	9084.84	8796.95
	Purchases of Stock-in-trade	40.39	34.51	62.91	154.79	215.04
	(Increase) / Decrease in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	159.34	52.02	(133.41)	(63.71)	60.65
	Employee Benefits Expense	361.54	357.98	369.07	1451.02	1431.83
	Finance Costs	120.73	123.12	108.61	476.29	446.93
	Depreciation and Amortisation Expense	116.94	113.82	112.00	456.49	436.75
	Other Expenses	611.42	620.38	664.37	2467.43	2419.71
	Total Expenses	3633.18	3596.40	3437.90	14027.15	13807.86
V.	Operating Profit (PBITD)	384.38	334.88	496.79	1677.83	2121.95
VI.	Profit / (Loss) before Exceptional Items and Tax (III-IV)	146.71	97.94	276.18	745.05	1238.27
VII.	Exceptional Items	(2.77)	(17.55)	(24.46)	(31.62)	(27.35)
VIII.	Profit / (Loss) before Tax (VI+VII)	143.94	80.39	251.72	713.43	1210.92
IX.	Tax Expense					
	(1) Current Tax	53.72	19.37	74.72	177.01	339.06
	(2) Deferred Tax	(12.21)	3.65	2.10	20.63	60.38
X.	Profit / (Loss) after Tax (VIII-IX)	102.43	57.37	174.90	515.79	811.48
XI.	Share in Profit / (Loss) of Associates	(3.77)	(4.77)	(3.24)	(6.48)	(5.54)
XII.	Profit / (Loss) for the period (X+XI)	98.66	52.60	171.66	509.31	805.94
XIII.	Profit / (Loss) for the period attributable to:					
	Owners of the Parent	97.04	51.52	169.33	495.04	786.23
	Non-controlling Interest	1.62	1.08	2.33	14.27	19.71
XIV.	Other Comprehensive Income					
(A)	Items that will not be Reclassified to Profit or Loss					
	Re-measurement losses on Defined Benefit Plans	7.38	(0.01)	11.14	5.16	(10.78)
	Share of Other Comprehensive Income in Associates	(0.01)	-	(0.01)	(0.02)	(0.02)
	Income Tax Relating to Items that will not be Reclassified to Profit or Loss	(1.87)	(0.05)	(3.96)	(1.36)	3.20
(B)	Items that will be Reclassified to Profit or Loss					
	Exchange Differences on Translating the Financial Statements of Foreign Operations	7.46	(10.90)	6.39	(91.34)	45.74
	Total Other Comprehensive Income for the period	12.96	(10.96)	13.56	(87.56)	38.14
XV.	Total Comprehensive Income for the period (XII+XIV)	111.62	41.64	185.22	421.75	844.08
XVI.	Other Comprehensive Income for the period attributable to:					
	Owners of the Parent	12.86	(10.95)	13.62	(87.60)	38.23
	Non-controlling Interest	0.10	(0.01)	(0.06)	0.04	(0.09)
XVII.	Total Comprehensive Income for the period attributable to:					
	Owners of the Parent	109.90	40.57	182.95	407.44	824.46
	Non-controlling Interest	1.72	1.07	2.27	14.31	19.62
XVIII.	Paid-up Equity Share Capital (Face Value: ₹ 2/- per share)	54.80	54.80	52.14	54.80	52.14
XIX.	Other Equity excluding Revaluation Reserve				4795.58	4434.57
XX.	Earnings per equity share of ₹ 2 each					
	Basic (₹)	3.54	1.88	6.18	18.07	29.84
	Diluted (₹)	3.54	1.88	6.16	18.05	29.74



JK TYRE & INDUSTRIES LTD.

Statement of Consolidated Assets and Liabilities

(₹ in Crores)

Sl. No.	Particulars	As at	As at
		31.03.2025	31.03.2024
		(Audited)	(Audited)
	ASSETS		
(1)	Non-current Assets		
(a)	Property, Plant and Equipment	6523.79	6562.20
(b)	Capital Work-in-progress	417.33	365.83
(c)	Investment Property	5.31	5.41
(d)	Goodwill	17.17	-
(e)	Other Intangible Assets	205.26	261.20
(f)	Intangible Assets under Development	1.12	1.17
(g)	Financial Assets		
	- Investments accounted using Equity Method	62.84	60.17
	- Other Investments	48.53	66.95
	- Other Financial Assets	125.28	94.78
(h)	Deferred Tax Assets (Net)	84.11	82.91
(i)	Other Non-current Assets	74.67	37.31
		7565.41	7537.93
(2)	Current Assets		
(a)	Inventories	2525.60	2281.59
(b)	Financial Assets		
	- Investments	11.29	11.23
	- Trade Receivables	2831.29	2754.44
	- Cash and Cash Equivalents	186.53	171.32
	- Other Bank Balances	524.85	598.19
	- Other Financial Assets	249.78	147.35
(c)	Current Tax Assets (Net)	126.06	81.80
(d)	Other Current Assets	498.06	510.64
		6953.46	6556.56
	TOTAL ASSETS	14518.87	14094.49
	EQUITY AND LIABILITIES		
	Equity		
(a)	Equity Share Capital	54.80	52.14
(b)	Other Equity	4795.58	4434.57
	Equity Attributable to Owners of the Parent	4850.38	4486.71
(c)	Non-controlling Interest	133.30	119.34
		4983.68	4606.05
	Liabilities		
(1)	Non-current Liabilities		
(a)	Financial Liabilities		
	- Borrowings	2028.19	2186.85
	- Lease Liabilities	78.07	97.86
	- Other Financial Liabilities	908.83	823.03
(b)	Provisions	112.03	118.10
(c)	Deferred Tax Liabilities (Net)	608.41	576.81
		3735.53	3802.65
(2)	Current Liabilities		
(a)	Financial Liabilities		
	- Borrowings	2763.74	2286.58
	- Lease Liabilities	41.15	38.19
	- Trade Payables		
	Micro & Small Enterprises	57.35	63.11
	Others	1834.78	2094.10
	- Other Financial Liabilities	596.49	600.65
(b)	Other Current Liabilities	487.91	536.72
(c)	Provisions	18.11	31.54
(d)	Current Tax Liabilities (Net)	0.13	34.90
		5799.66	5685.79
	TOTAL EQUITY AND LIABILITIES	14518.87	14094.49



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JK TYRE & INDUSTRIES LTD.

Information about Operating Segments:

(₹ in Crores)

PARTICULARS	Consolidated Financial Results				
	Quarter Ended			Year Ended	
	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)
1. SEGMENT REVENUE					
India	3406.41	3263.71	3215.20	13018.80	12924.09
Mexico	449.60	506.82	611.77	2146.99	2626.66
Others	0.64	0.31	0.75	1.30	0.75
Total Segment Revenue	3856.65	3770.84	3827.72	15167.09	15551.50
Inter-segment Sales	(98.05)	(97.16)	(129.27)	(474.17)	(549.72)
Income from Operations	3758.60	3673.68	3698.45	14692.92	15001.78
2. SEGMENT RESULTS					
Profit / (Loss) before Finance Costs, Exceptional Items & Tax					
India	264.79	196.24	354.37	1128.22	1543.11
Mexico	2.11	25.41	30.14	94.07	143.09
Others	0.54	(0.59)	0.28	(0.95)	(1.00)
Total	267.44	221.06	384.79	1221.34	1685.20
Less: Finance Costs	(120.73)	(123.12)	(108.61)	(476.29)	(446.93)
Profit Before Exceptional Items & Tax	146.71	97.94	276.18	745.05	1238.27
Exceptional Items	(2.77)	(17.55)	(24.46)	(31.62)	(27.35)
Profit Before Tax	143.94	80.39	251.72	713.43	1210.92
3. CAPITAL EMPLOYED					
(Segment Assets)					
India	12656.26	12920.14	12261.95	12656.26	12261.95
Mexico	1798.22	1731.85	1774.75	1798.22	1774.75
Others	64.39	63.56	57.79	64.39	57.79
Total Assets	14518.87	14715.55	14094.49	14518.87	14094.49
(Segment Liabilities)					
India	8432.40	8775.28	8327.48	8432.40	8327.48
Mexico	1102.28	1067.00	1160.20	1102.28	1160.20
Others	0.51	0.61	0.76	0.51	0.76
Total Liabilities	9535.19	9842.89	9488.44	9535.19	9488.44
CAPITAL EMPLOYED					
(Segment Assets - Segment Liabilities)					
India	4223.86	4144.86	3934.47	4223.86	3934.47
Mexico	695.94	664.85	614.55	695.94	614.55
Others	63.88	62.95	57.03	63.88	57.03
Total Capital Employed	4983.68	4872.66	4606.05	4983.68	4606.05

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JK TYRE & INDUSTRIES LTD.

Notes:

* Standalone financial information of the Company:

(₹ in Crores)

PARTICULARS	Quarter Ended			Year Ended	
	31.03.2025 (Audited)	31.12.2024 (Unaudited)	31.03.2024 (Audited)	31.03.2025 (Audited)	31.03.2024 (Audited)
Turnover	2690.54	2514.08	2629.01	10244.66	10349.49
Operating Profit (PBITD)	280.32	203.01	345.79	1075.25	1397.22
Profit before Tax	135.68	64.00	204.35	529.11	881.97
Profit after Tax	96.55	46.36	146.29	385.23	590.76

Standalone Financial Results for the Quarter and Year ended 31.03.2025 can be viewed on websites of the Company, National Stock Exchange of India Ltd. and BSE Ltd. at www.jktyre.com, www.nseindia.com and www.bseindia.com respectively.

- * The Board has recommended a dividend of ₹3.00 per equity share i.e. 150% for the financial year ended 31st March, 2025.
- * The Company operates its business through three operating segments, representing our business on the basis of geographies which are India, Mexico and Others.
- * Statement of cash flow is attached in Annexure-I.
- * The Competition Commission of India ("CCI") on 2nd February 2022 had released an Order dated 31st August 2018 for alleged contravention of provisions of the Competition Act, 2002 against the Company, certain other Tyre manufacturers and Automotive Tyre Manufacturers Association. CCI had imposed a penalty of ₹ 309.95 crores on the Company. The Company had filed an Appeal before the Hon'ble National Company Law Appellate Tribunal against the said CCI Order. The NCLAT, through an order dated 1st December 2022, has disposed of the aforementioned appeal, after taking note of the multiple errors in the said CCI Order dated 31st August 2018, and remanded the matter back to the CCI, to re-examine the matter on merits and also to consider reviewing the penalty (if violation is established) in accordance with the provisions of the Competition Act. CCI has since filed an appeal before Hon'ble Supreme Court of India against NCLAT order dated 1st December 2022. Based on legal advice, the Company continues to believe that it has a strong case, and accordingly, no provision has been made in the accounts. The Company strongly reiterates that there has been no wrongdoing on the part of the Company and reassures all the stakeholders that the Company has never indulged in or was part of any cartel or undertook any anti-competitive practices.
- * Exceptional items include unfavourable foreign exchange fluctuation of ₹ 2.62 crores & ₹ 28.33 crores and VRS Expense of ₹ 0.15 crore & ₹ 3.29 crores for the quarter and year ended 31.03.2025 respectively.
- * The figures of current and corresponding quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current / corresponding financial year.
- * The Company has a total of 16 subsidiaries and 4 associates as on 31st March, 2025.
- * The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20th May, 2025. The auditors of the company have carried out the audit of the same.
- * Figures for the previous periods have been regrouped / rearranged, wherever necessary.

JK Tyre adjudged 'Best in Class' ESG rating from CareEdge for the second consecutive year

New Delhi
20th May, 2025

For JK Tyre & Industries Ltd.


Raghupati Singhania
Chairman & Managing Director

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, Website: www.jktyre.com, Corporate Identity Number: L67120RJ1901PLC045966



JK TYRE & INDUSTRIES LTD.

Consolidated Cash Flow Statement for the year ended 31st March, 2025

(₹ in Crores)

Sl. No.	Particulars	Year Ended	
		31.03.2025 (Audited)	31.03.2024 (Audited)
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before Tax	713.43	1,210.92
	Adjustment for:		
	Depreciation and Amortisation Expense	456.49	436.75
	Finance Costs	476.29	446.93
	(Profit) / Loss on Sale of Property, Plant & Equipment	(0.28)	13.24
	(Profit) / Loss on Sale of Investment	(0.34)	-
	Fair Value Changes in Non-current Investments	(0.42)	(3.01)
	Unrealised Foreign Exchange Fluctuation	(33.84)	(46.91)
	Foreign Currency Translation gain / (loss) on Consolidation	(3.10)	(2.54)
	Interest / Dividend Received	(67.48)	(34.10)
	Non Cash Expense	-	0.02
	Allowance for Doubtful Debts / Advances and Bad debts written off	12.00	23.00
	Operating Profit before Working Capital changes	1,552.75	2,044.30
	(Increase) / Decrease in Trade and Other Receivables	(210.67)	(547.46)
	(Increase) / Decrease in Inventories	(297.07)	(78.05)
	Increase / (Decrease) in Trade and Other Payables	(72.50)	413.65
	Cash generated from Operations	972.51	1,832.44
	Direct Taxes (net)	(256.74)	(218.28)
	Net Cash flow from Operating Activities	715.77	1,614.16
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant and Equipment	(638.74)	(774.30)
	Sale of Property, Plant and Equipment	50.95	30.11
	Investment in Subsidiary	(10.00)	-
	Purchase of Investments	(3.74)	(3.45)
	Redemption of Investments	12.26	11.49
	Deposit Accounts with Banks	73.22	(491.06)
	Interest Received	60.75	18.73
	Dividend Received	0.38	0.41
	Net Cash used in Investing activities	(454.92)	(1,208.07)
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Issue of Share Capital (Net of Expenses)	-	491.59
	Proceeds / (Repayment) of Short-term Borrowings (Net)	525.06	(131.55)
	Proceeds from Long-term Borrowings	304.47	299.52
	Repayment of Long-term Borrowings	(456.28)	(493.37)
	Payment of Lease Liabilities	(40.74)	(49.81)
	Finance Costs paid	(478.70)	(454.34)
	Dividend paid	(91.25)	(75.32)
	Net Cash used in Financing Activities	(237.44)	(413.28)
	Net increase / (decrease) in Cash and Cash Equivalents	23.41	(7.19)
	Cash and Cash Equivalents as at the beginning of the period	171.32	173.15
	Cash and Cash Equivalents of New Subsidiary	1.11	-
	Foreign Currency Translation gain / (loss) on Cash and Cash Equivalents	(9.31)	5.36
	Cash and Cash Equivalents as at the end of the period	186.53	171.32
Notes:			
	Cash and Cash Equivalents include:		
	- Cash, Cheques on hand and Remittances in transit	80.46	44.09
	- Balances with Banks	115.38	121.87
	- Unrealised Translation gain / (loss) on Foreign Currency balances	(9.31)	5.36
	Total	186.53	171.32



Independent Auditor's Report on the Quarterly and Year ended Audited Standalone Financial Results of JK Tyre & Industries Limited Pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended

**To The Board of Directors of
JK Tyre & Industries Limited**

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying standalone financial results of **JK Tyre & Industries Limited** (the "Company") for the quarter and year ended March 31, 2025 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and other comprehensive income/(loss) and other financial information of the Company for the quarter and year ended March 31, 2025.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statement under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone financial statements. The Company's Board of Directors are responsible for the preparation of the Statement that give a true and fair view of the net profit and other comprehensive income/(loss) and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.



SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

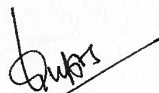
Other Matters

The Statement includes the results for the quarter ended March 31, 2025, being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2025 and the published unaudited year -to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For **S S Kothari Mehta & Co. LLP**

Chartered Accountants

Firm Registration Number: 000756N/N500441



Vijay Kumar

Partner

Membership Number: 092671

UDIN: **25092671BMDFBN7118**



Place: New Delhi

Date: May 20, 2025

JK TYRE & INDUSTRIES LTD.

Statement of Audited Standalone Financial Results for the Quarter and Year ended 31st March, 2025

(₹ in Crores)

SL. NO.	PARTICULARS	Quarter Ended			Year Ended	
		31.03.2025 (Audited)	31.12.2024 (Unaudited)	31.03.2024 (Audited)	31.03.2025 (Audited)	31.03.2024 (Audited)
I.	Revenue from Operations	2673.70	2495.64	2616.08	10176.33	10313.27
II.	Other Income	16.84	18.44	12.93	68.33	36.22
III.	Total Income (I+II)	2690.54	2514.08	2629.01	10244.66	10349.49
IV.	Expenses					
	Cost of Materials Consumed	1428.79	1460.19	1424.57	5737.08	5512.66
	Purchases of Stock-in-Trade	284.36	244.21	258.76	1073.90	997.03
	(Increase) / Decrease in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	92.51	(15.75)	(43.56)	(79.31)	25.49
	Employee Benefits Expense	202.69	208.65	210.81	819.27	836.20
	Finance Costs	69.44	70.03	58.82	266.75	241.55
	Depreciation and Amortisation Expense	70.13	67.17	65.25	268.53	252.45
	Other Expenses	401.87	413.77	432.64	1618.47	1580.89
	Total Expenses	2549.79	2448.27	2407.29	9704.69	9446.27
V.	Operating Profit (PBIDT)	280.32	203.01	345.79	1075.25	1397.22
VI.	Profit / (Loss) before Exceptional Items and Tax (III-IV)	140.75	65.81	221.72	539.97	903.22
VII.	Exceptional Items	(5.07)	(1.81)	(17.37)	(10.86)	(21.25)
VIII.	Profit / (Loss) before Tax (VI+VII)	135.68	64.00	204.35	529.11	881.97
IX.	Tax Expense					
	(1) Current Tax	37.97	16.39	47.90	144.45	278.96
	(2) Deferred Tax	1.16	1.25	10.16	(0.57)	12.25
X.	Profit / (Loss) for the Period (PAT) (VIII-IX)	96.55	46.36	146.29	385.23	590.76
XI.	Other Comprehensive Income					
	Items that will not be Reclassified to Profit or Loss:					
	- Re-measurement Losses on Defined Benefit Plans	6.32	(1.05)	11.81	3.61	(0.34)
	- Income Tax Relating to Items that will not be Reclassified to Profit or Loss	(1.60)	0.27	(4.13)	(0.91)	0.12
	Total Other Comprehensive Income	4.72	(0.78)	7.68	2.70	(0.22)
XII.	Total Comprehensive Income for the Period (X+XI)	101.27	45.58	153.97	387.93	590.54
XIII.	Paid-Up Equity Share Capital (Face Value: ₹2 per share)	54.80	54.80	52.14	54.80	52.14
XIV.	Other Equity excluding Revaluation Reserve				4137.91	3843.89
XV.	Earnings per equity share of ₹2 each					
	- Basic (₹)	3.52	1.69	5.34	14.06	22.42
	- Diluted (₹)	3.52	1.69	5.32	14.05	22.36

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JK TYRE & INDUSTRIES LTD.
STATEMENT OF ASSETS AND LIABILITIES

(₹ in Crores)

Sl. No.	Particulars	As at	As at
		31.03.2025	31.03.2024
		(Audited)	(Audited)
A	ASSETS		
1	Non-current Assets		
(a)	Property, Plant and Equipment	3644.92	3560.20
(b)	Capital work-in-progress	273.82	316.92
(c)	Investment Property	5.31	5.41
(d)	Other Intangible Assets	12.54	12.02
(e)	Intangible Assets under development	1.12	1.17
(f)	Financial Assets		
	- Investments	783.38	783.22
	- Other Financial Assets	111.94	81.74
(g)	Other Non-Current Assets	67.00	27.11
		4900.03	4787.79
2	Current Assets		
(a)	Inventories	1519.20	1396.54
(b)	Financial Assets		
	- Investments	11.29	11.23
	- Trade Receivables	2265.86	2169.88
	- Cash and Cash Equivalents	51.28	64.64
	- Other Bank Balances	496.11	527.19
	- Other Financial Assets	147.75	115.74
(c)	Current Tax Assets (Net)	33.94	51.01
(d)	Other Current Assets	552.31	428.60
		5077.74	4764.83
	TOTAL ASSETS	9977.77	9552.62
B	EQUITY AND LIABILITIES		
	EQUITY		
(a)	Equity Share Capital	54.80	52.14
(b)	Other Equity	4137.91	3843.89
		4192.71	3896.03
	LIABILITIES		
1	Non-current Liabilities		
(a)	Financial Liabilities		
	- Borrowings	846.82	834.83
	- Lease Liabilities	67.51	87.78
	- Other Financial Liabilities	742.45	666.88
(b)	Provisions	35.16	35.73
(c)	Deferred Tax Liabilities (Net)	505.21	500.68
		2197.15	2125.90
2	Current Liabilities		
(a)	Financial Liabilities		
	- Borrowings	1,798.00	1,521.32
	- Lease Liabilities	35.99	34.13
	- Trade Payables		
	Micro and Small Enterprises	41.72	41.62
	Others	1118.62	1294.35
	- Other Financial Liabilities	397.61	401.82
(b)	Other Current Liabilities	188.85	230.32
(c)	Provisions	7.12	7.13
		3587.91	3530.69
	TOTAL EQUITY AND LIABILITIES	9977.77	9552.62



JK TYRE & INDUSTRIES LTD.

Notes:

- * The Board has recommended a dividend of ₹3.00 per equity share i.e. 150% for the financial year ended 31st March, 2025.
- * The Company has only one operating segment namely, 'Tyre'.
- * Statement of cash flow is attached in Annexure-I.
- * The Competition Commission of India ("CCI") on 2nd February 2022 had released an Order dated 31st August 2018 for alleged contravention of provisions of the Competition Act, 2002 against the Company, certain other Tyre manufacturers and Automotive Tyre Manufacturers Association. CCI had imposed a penalty of ₹ 309.95 crores on the Company. The Company had filed an Appeal before the Hon'ble National Company Law Appellate Tribunal against the said CCI Order. The NCLAT, through an order dated 1st December 2022, has disposed of the aforementioned appeal, after taking note of the multiple errors in the said CCI Order dated 31st August 2018, and remanded the matter back to the CCI, to re-examine the matter on merits and also to consider reviewing the penalty (if violation is established) in accordance with the provisions of the Competition Act. CCI has since filed an appeal before Hon'ble Supreme Court of India against NCLAT order dated 1st December 2022. Based on legal advice, the Company continues to believe that it has a strong case, and accordingly, no provision has been made in the accounts. The Company strongly reiterates that there has been no wrongdoing on the part of the Company and reassures all the stakeholders that the Company has never indulged in or was part of any cartel or undertook any anti-competitive practices.
- * Exceptional items include unfavourable foreign exchange fluctuation of ₹ 4.92 crores & ₹ 7.57 crores and VRS ₹ 0.15 crore & ₹ 3.29 crores for the quarter and year ended 31.03.2025 respectively.
- * The figures of current and corresponding quarter are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current / corresponding financial year.
- * The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 20th May, 2025. The auditors of the company have carried out the audit of the same.
- * Figures for the previous periods have been regrouped / rearranged, wherever necessary.

JK Tyre adjudged 'Best in Class' ESG rating from CareEdge for the second consecutive year

New Delhi
20th May, 2025

For JK Tyre & Industries Ltd.


Raghupati Singhania
Chairman & Managing Director

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, Website: www.jktyre.com, Corporate Identity Number : L1120RJ1951PLC045866



JK Tyre & Industries Limited

Cash Flow Statement for the year ended 31st March, 2025

(₹ in Crores)

Sl. No.	Particulars	Year Ended	
		31.03.2025 (Audited)	31.03.2024 (Audited)
A.	CASH FLOW FROM OPERATING ACTIVITIES:		
	Net Profit before Tax	529.11	881.97
	Adjustment for:		
	Depreciation and Amortisation expense	268.53	252.45
	Finance Costs	266.75	241.55
	(Profit) / Loss on sale of Property, Plant and Equipment (Net)	(0.18)	13.33
	(Profit) / Loss on sale of Investment	(0.34)	-
	Fair Value Changes in Non-Current Investments	1.56	(3.01)
	Unrealised Foreign Exchange Fluctuation	(1.88)	(26.37)
	Interest / Dividend Received	(58.24)	(25.38)
	Allowance for Doubtful Debts / Advances and Bad Debts written off	12.00	23.00
	Operating Profit before Working Capital changes	1,017.31	1,357.54
	(Increase) / Decrease in Trade and Other Receivables	(219.02)	(526.34)
	(Increase) / Decrease in Inventories	(122.66)	(104.87)
	Increase / (Decrease) in Trade and Other Payables	(147.99)	555.83
	Cash generated from Operations	527.64	1282.16
	Direct Taxes (Net)	(124.32)	(184.12)
	Net Cash from Operating Activities	403.32	1098.04
B.	CASH FLOW FROM INVESTING ACTIVITIES:		
	Purchase of Property, Plant and Equipment	(421.62)	(567.23)
	Sale of Property, Plant and Equipment	38.11	29.61
	Purchase of Investments	(1.32)	(1.02)
	Investment in Subsidiary	(10.00)	-
	Redemption of Investments	12.26	11.49
	Deposit Accounts with Banks	30.96	(493.95)
	Interest Received	49.85	11.35
	Dividend Received	0.38	0.41
	Net Cash used in Investing Activities	(301.38)	(1,009.34)
C.	CASH FLOW FROM FINANCING ACTIVITIES:		
	Issue of Share Capital (Net of Expenses)	-	491.59
	Proceeds / (Repayment) of Short-term Borrowings (Net)	302.73	(127.87)
	Proceeds from Long-term Borrowings	186.60	174.34
	Repayment of Long-term Borrowings	(206.68)	(240.87)
	Payment of Lease Liabilities	(36.17)	(46.02)
	Finance Costs paid	(270.54)	(250.14)
	Dividend paid	(91.25)	(75.32)
	Net Cash from / (used in) Financing Activities	(115.31)	(74.29)
	Net increase / (decrease) in Cash and Cash Equivalents	(13.37)	14.41
	Cash and Cash Equivalents as at the beginning of the year	64.64	50.23
	Foreign Currency Translation gain / (loss) on Cash and Cash Equivalents	0.01	-
	Cash and Cash Equivalents as at the end of the year	51.28	64.64
Notes:			
1.	Cash and Cash Equivalents Include:		
	- Cash, Cheques on hand and Remittances in transit	26.66	20.74
	- Balances with Banks	24.61	43.90
	- Unrealised Translation gain / (loss) on Foreign Currency balances	0.01	-
	Total	51.28	64.64

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ANNEXURE – A To THE INDEPENDENT AUDITORS’ REPORT

Annexure “A” referred to in paragraph 1 under the heading “report on other legal and regulatory requirements” of our report of even date on the financial statements of Cavendish Industries Limited for the year ended March 31, 2025.

- i. (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right of use assets (RoU).
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) As per the physical verification program, certain Property, Plant and Equipment and right of use assets (RoU) were physically verified during the year by the Management which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. Based on information and records provided to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the property tax receipt registered sale deed / transfer deed / conveyance deed provided to us, we report that, the title deeds of all the immovable properties, (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment, are held in the name of the Company as at the balance sheet date, except for the following:
- (d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) and intangible assets during the year.
- (e) Based on information and explanations given to us and records provided, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals (except for stock lying with the third parties and in transit which have been verified based on confirmations). In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores,

Rs. in Crores (10 Million)

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held – indicate range, where appropriate	Reason for not being held in name of company
Land	2.32	Title under dispute	No	Since 31 st March 2015	Under Litigation*

*refer note no.33

in aggregate, during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns / statements (stock statements, book debt statements, credit monitoring arrangement reports, statements on ageing analysis of the debtors/other receivables, and other stipulated financial information) filed by the Company with such banks or financial institutions are generally in agreement with the unaudited books of account of the Company of the respective quarters.

- iii. The Company has made an investment in a Company but not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, hence reporting under clause 3(iii) (a) to (f) of the Order is not applicable.
- iv. The Company has not granted any loans, made investments or provided guarantees or securities and hence reporting under clause 3(iv) of the Order is not applicable.
- v. The Company has not accepted any deposits from the public or amounts which are deemed to be deposits within meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules. Hence, we do not offer comment on the same. Further, according to the information and explanations given to us, no order has been passed by the Company Law Board or the National Company Law Tribunal or the Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- vi. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government

for the maintenance of cost records under section 148(1) of the Act in respect of the Company's products and services to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

- vii. (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues with the appropriate authorities to the extent applicable.

There were no undisputed statutory dues payable in respect of Goods and Services tax, Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they become payable.

- (b) There are no statutory dues as referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes.
- viii. As per the information and representation made to us, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix. (a) As per the records and information provided, in our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief and as per the records and information provided, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associates or joint venture. Hence, reporting under clause 3(ix)(e) of the Order is not applicable.
- (f) The Company does not have any subsidiary, associates or joint venture. Hence, reporting on clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- xi. (a) Based on the audit procedures performed and on the basis of information and explanations provided by the management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations and records made available by the management of the Company and audit procedures performed, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards. (Read with note no. 45)
- xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports issued to the Company during the year and till date in determining the nature, timing and extent of our audit procedures.
- xv. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934 and hence reporting under

clause 3(xvi)(a), (b) and (c) of the Order is not applicable. As per the information and explanation provided to us, there are two CIC within the group as defined in Core Investment Companies (Reserve Bank) Directions, 2016.

- xvii. The Company has not incurred cash losses during the financial year covered by our audit or in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company and/ or certificate with respect to meeting financial obligations by the Company as and when they fall due. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any

assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
- xxi. The Company is not required to prepare Consolidated Financial Statements and accordingly reporting under clause 3(xxi) of the Order is not applicable.

For **LODHA & CO LLP**
Chartered Accountants
ICAI-FRN: 301051E/E300284

Shyamal Kumar
Partner
Membership No. 509325

Place: New Delhi
Date: 15th May 2025

ANNEXURE – B To THE AUDITORS’ REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Cavendish Industries Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards

and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance

that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LODHA & CO LLP**
Chartered Accountants
FRN: 301051E/E300284

Shyamal Kumar
Partner
Membership No.509325

Place: New Delhi

Date: 15th May, 2025

Cavendish Industries Limited

Balance Sheet As At 31ST MARCH 2025

₹ in Crores (10 Million)

	Note No.	As at 31.03.2025	As at 31.03.2024
ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	2	2569.76	2620.27
(b) Capital work-in-progress		90.16	14.42
(c) Other Intangible Assets	3	1.52	0.59
(d) Financial Assets			
- Investments	4	4.85	2.43
- Others	5	13.14	13.01
(f) Other Non-Current Assets	7	3.49	6.19
		2682.92	2656.91
(2) Current Assets			
(a) Inventories	8	597.48	579.48
(b) Financial Assets			
- Trade Receivables	9	624.87	498.46
- Cash and cash equivalents	10	46.82	44.60
- Other Bank Balances	11	28.49	70.77
- Other Financial Assets	12	24.57	26.27
(c) Current Tax Assets (Net)	13	4.03	3.87
(d) Other Current Assets	14	51.52	60.85
		1377.78	1284.30
TOTAL ASSETS		4060.70	3941.21
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	SOCE - I	59.97	59.97
(b) Other Equity	SOCE - II	1004.25	895.67
		1064.22	955.64
LIABILITIES			
(1) Non-current Liabilities			
(a) Financial Liabilities			
- Borrowings	15	1010.01	1211.27
- Lease Liabilities		10.58	11.41
- Other Financial Liabilities	16	166.38	156.15
(b) Provisions	17	27.21	26.84
(c) Deferred Tax Liabilities (Net)	6	71.68	34.78
		1285.86	1440.45
(2) Current Liabilities			
(a) Financial Liabilities			
- Borrowings	18	766.04	604.44
- Lease Liabilities		5.23	4.59
- Trade Payables			
- Micro and Small Enterprises	19	15.60	21.49
- Others	19	387.98	500.38
- Other Financial Liabilities	20	162.18	148.54
(b) Other current liabilities	21	372.95	265.12
(c) Provisions	22	0.64	0.56
		1710.62	1545.12
TOTAL EQUITY AND LIABILITIES		4060.70	3941.21

Company Overview, Basis of preparation and Material Accounting Policies. 1
The accompanying notes are an integral part of the financial statements.

As per our report of even date

For LODHA & CO. LLP
Chartered Accountants
SHYAMAL KUMAR
Partner
New Delhi, the 15th May, 2025

KAMAL KUMAR MANIK
Chief Financial Officer & Company Secretary

Dr. Raghupati Singhania (DIN: 00036129)
Arun K. Bajoria (DIN: 00026540)
Kalpataru Tripathy (DIN: 00865794)
Dr. Shailendra Chauksey (DIN: 00040282)
Shreekant Somany (DIN: 00021423)

Chairman
Director
Director
Director
Director

Cavendish Industries Limited

Statement of Profit & Loss FOR THE YEAR ENDED 31ST MARCH 2025

		₹ in Crores (10 Million)	
	Note No.	2024-2025	2023-2024
I. Revenue from operations	23	3981.24	3657.11
II. Other income	24	9.61	7.59
III. Total Income (I + II)		3990.85	3664.70
IV. Expenses			
Cost of materials consumed		2517.68	2345.32
Purchases of Stock-in-Trade		152.50	124.10
(Increase) / Decrease in inventories of Finished goods, Work-in-progress and Stock-in-trade	25	133.01	(9.51)
Employee benefits expense	26	291.04	252.92
Finance costs	27	164.60	170.78
Depreciation and amortisation expense		125.81	115.24
Other expenses	28	455.10	438.63
Total Expenses (IV)		3839.74	3437.48
V. Profit before Interest, Depreciation & Tax (PBIDT)		441.52	513.24
VI. Profit / (Loss) before exceptional items and tax (III-IV)		151.11	227.22
VII. Exceptional Items	40	(6.06)	(19.30)
VIII. Profit / (Loss) before tax (VI+VII)		145.05	207.92
IX. Tax Expenses:			
(1) Current Tax		-	-
(2) Deferred Tax		36.79	52.33
X. Profit / (Loss) for the Year (VIII-IX)		108.26	155.59
XI. Other Comprehensive Income			
Items that will not be reclassified to profit or loss :			
Re-measurement gains / (losses) on defined benefit plans		0.43	(0.96)
Income tax relating to items that will not be reclassified to profit or loss		(0.11)	0.24
Total Other Comprehensive Income		0.32	(0.72)
XII. Total Comprehensive Income for the Year (X+XI)		108.58	154.87
XIII. Earnings per equity share of ₹ 10 each			
Basic/Diluted (₹)	41	18.05	25.94

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For LODHA & CO. LLP
Chartered Accountants
SHYAMAL KUMAR
Partner
New Delhi, the 15th May, 2025

KAMAL KUMAR MANIK
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Chairman
Director
Director
Director
Director

Cavendish Industries Limited

Statement of Changes in Equity (SOCE) for the year ended 31st. March, 2025

₹ in Crores (10 Million)

I EQUITY SHARE CAPITAL

(1) Current reporting period

As at 01.04.2024	Change due to prior period errors	Restated Balance as at 01.04.2024	Change during the Current Year	As at 31.03.2025
59.97	-	59.97	-	59.97

(2) Previous reporting period

As at 01.04.2023	Change due to prior period errors	Restated Balance as at 01.04.2023	Change during the Current Year	As at 31.03.2024
59.97	-	59.97	-	59.97

a. Authorised:

Equity Shares - 400,00,00,000 of ₹ 10 each

Unclassified Shares - 100,00,00,000 of ₹ 10 each

4000.00	4000.00
1000.00	1000.00
5000.00	5000.00

b. Issued, Subscribed and fully Paid up:

Equity Shares - 5,99,71,273 (Previous Year: 5,99,71,273) of ₹ 10 each

Balance at the beginning of the year

Change during the year

Balance at the end of the year

59.97	59.97
-	-
59.97	59.97

c. Reconciliation of the number of shares outstanding:

Shares outstanding as at the beginning of the year

Change during the year

Shares outstanding as at the end of the year

5,99,71,273	5,99,71,273
-	-
5,99,71,273	5,99,71,273

d. Details of each shareholder holding more than 5% shares:

Name of Shareholder

JK Tyre & Industries Ltd.

JK Tornel S.A. De C.V.

Valiant Pacific LLC.

No. of Shares held	No. of Shares held
4,44,60,965	4,44,60,965
80,00,000	80,00,000
75,00,000	75,00,000

e. Details of shares held by the Holding Company including shares held by its Subsidiary and Associate:

JK Tyre & Industries Ltd.

JK Tornel S.A. De C.V.

Valiant Pacific LLC.

4,44,60,965	4,44,60,965
80,00,000	80,00,000
75,00,000	75,00,000

f. Rights and preferences attached to Equity Shares:

- The Company has only one class of Equity Shares having face value of ₹ 10/- each and each shareholder is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

g. Conditions attached with Unclassified Shares:

Unclassified shares may be classified into Equity or Preference Shares or reclassified or divided in the capital with or without voting rights, as may be permissible in law.

Statement of Changes in Equity (SOCE) for the year ended 31st March 2025

h. Shareholding of Promoters:

Shares held by promoters at the end of 31.03.2025				
S.no.	Name of Promoter	No. of Shares	% of total shares	% Change during FY 2024-25
1	JK Tyre & Industries Ltd.	4,44,60,965*	74.13	-

* In addition, 8000000 Equity Shares (13.34%) are also held by JK Tornel, S.A. De C.V. , a subsidiary of JK Tyre & Industries Ltd.

Shares held by promoters at the end of 31.03.2024				
S. No.	Name of Promoter	No. of Shares	% of total shares	% Change during FY 2023-24
1	JK Tyre & Industries Ltd.	4,44,60,965*	74.13	-

* In addition, 8000000 Equity Shares (13.34%) are also held by JK Tornel, S.A. De C.V. , a subsidiary of JK Tyre & Industries Ltd.

II OTHER EQUITY

₹ in Crores (10 Million)

(1) Current reporting period

Particulars	Reserve & Surplus			
	Securities Premium	Retained Earnings		Total Other Equity
		Surplus in P/L Statement	Other Comprehensive Income*	
As at 1st April,2024	789.41	115.86	(9.60)	895.67
Profit / (Loss) for the year	-	108.26	-	108.26
Other comprehensive income (Net of Taxes)	-	-	0.32	0.32
As at 31st Mar, 2025	789.41	224.12	(9.28)	1004.25

(2) Previous reporting period

Particulars	Reserve & Surplus			
	Securities Premium	Retained Earnings		Total Other Equity
		Surplus in P/L Statement	Other Comprehensive Income*	
As at 1st April,2023	789.41	(39.73)	(8.88)	740.80
Profit / (Loss) for the year	-	155.59	-	155.59
Other comprehensive income (Net of Taxes)	-	-	(0.72)	(0.72)
As at 31st Mar, 2024	789.41	115.86	(9.60)	895.67

* Represents Re-measurement Gains / (Losses) on Defined Benefit Plans.

Component of equity

Securities Premium

Nature and Purpose

Represents amounts received in excess of face value on issue of equity shares which may be utilised for purposes specified u/s 52(2) of the Companies Act, 2013.

As per our report of even date

For LODHA & CO. LLP

Chartered Accountants

SHYAMAL KUMAR

Partner

New Delhi, the 15th May, 2025

KAMAL KUMAR MANIK

Chief Financial Officer & Company Secretary

Dr. Raghupati Singhania (DIN: 00036129)

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Chairman

Director

Director

Director

Director

Notes to Financial Statements

NOTE - 1 COMPANY OVERVIEW, BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES

1.1 The Company overview:

Cavendish Industries Limited (CIL) is a public limited company incorporated and domiciled in India and its shares are not listed on any Stock Exchanges in India. The registered office of the company is situated at Jaykaygram, PO -Tyre Factory Kankroli, Rajsamand- 313342, Rajasthan, India,

CIL develops, manufactures, markets and distributes automotive Tyres, Tubes & Flaps. The company markets its Tyres for sale to vehicle manufacturers for fitment in original equipment and for sale in domestic as well as overseas markets. The company has three manufacturing plants located in Uttarakhand.

These financial statements were approved and adopted by board of directors of the Company in their meeting held on 15th May 2025.

1.2 Basis of preparation and measurement of financial statements:

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other relevant provisions of the Companies Act, 2013. All accounting policies and applicable IND AS have been applied consistently for all periods presented.

The functional currency of the company is Indian rupee (₹).

The financial statements have been prepared under historical cost convention on accrual basis, except for the items that have been measured at fair value as required by relevant Ind AS. The financial statements correspond to the classification provisions contained in Ind AS-1 (Presentation of Financial Statements).

The preparation of these financial statements requires management judgements, estimates and assumptions that affect the application of accounting policies, the accounting disclosures made and the reported amounts of assets, liabilities, income, and expenses. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period of revision and future periods also if the revisions affects both current and future periods.

1.3 Material accounting policies:

(i) Property, plant and equipment:

- a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenses directly attributable to bringing

the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Expenditure during construction / erection period is included under capital work-in-progress which is allocated to the respective property, plant and equipment on completion of construction / erection.

- b) Depreciation on property, plant and equipment (including Continuous Process Plants considered on technical evaluation) has been provided using Straight line method over their useful lives and in the manner prescribed under Schedule II of the Companies Act, 2013. However, in respect of certain property, plant and equipment, depreciation is provided as per their useful lives as assessed by the management supported by technical advice ranging from 20 to 35 years for plant and machinery and 30 to 70 years for buildings. Accelerated depreciation in respect of a production accessory is provided over 6 years.

The carrying amount is eliminated from the financial statements, upon sale and disposition of the assets and the resultant gains or losses are recognised in the statement of profit and loss.

(ii) Lease:

- a) The Company, as a lessee, at the inception of contract, assesses whether the contract is a lease or not. If yes, the contract conveys in favour of the Company, the right to control the use of an identified asset for a period of time in exchange for consideration.

The right-of-use assets are initially recognized at cost, which comprises of the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. In the Balance Sheet, Right-of-use assets are presented under respective items of Property, Plant and Equipment or Investment Property, as the case may be. The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Lessee. In addition, the carrying amount of lease liabilities and right-of-use assets are re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

- b) Depreciation on Right-of-use Asset has been provided using Straight line method over their useful lives or lease period, whichever is lower. Interest Expense on Lease Liabilities are

Notes to Financial Statements

provided using discount rate used to determine Lease Liabilities. Depreciation and Interest expenses are recognised in the Statement of Profit and Loss.

c) For short-term leases and leases for which, the underlying asset value is low, right-of-use assets and lease liabilities are not recognised. The lease payments associated with these leases are recognised as expense over the lease term.

d) The Company, as a lessor, recognises lease payments from operating leases as income on straight-line basis over the lease term. The Company has recognised costs, including depreciation, incurred in earning the lease income as an expense.

(iii) Inventories:

Inventories are valued at lower of cost and net realisable value. However, materials and other supplies held for use in production of inventories are not written down below cost, if the finished goods are expected to be sold at or above cost. The cost is computed on weighted average basis. Finished Goods, Traded Goods and Process Stock include cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Slow-moving and obsolete items based upon technical evaluation are provided for.

(iv) Employee benefit:

Employee benefits include wages & salaries, provident fund, employee state insurance scheme, gratuity fund and compensated absences, etc.

(a) Defined-contribution plans

Contributions to the employees' regional provident fund, Employees' Pension Scheme and Employees' State Insurance are recognised as defined contribution plan and charged as expenses during the period in which the employees perform the services.

(b) Defined-benefit plans

Retirement benefits in the form of Gratuity and Leave Encashment are considered as defined benefit plan and determined on actuarial valuation using the Projected Unit Credit Method at the balance sheet date. Actuarial Gains or Losses through re-measurement of the net obligation of a defined benefit liability or asset is recognised in Other Comprehensive Income. Such re-measurements are not reclassified to Statement of Profit and Loss in subsequent periods.

(c) Short term employee benefits

Short term benefits are charged off at the undiscounted amount in the year in which the related service is rendered.

(v) Income tax:

Income tax is comprised of current and deferred tax. Income tax expense is recognised in the Statement of Profit and Loss,

except to the extent it relates to items directly recognised in equity or in other comprehensive income.

(a) **Current tax:** Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions of Income Tax Act, 1961.

(b) **Deferred tax:** Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent, it is probable that taxable income will be available against which the same can be realised. Deferred tax assets are reviewed at the end of each subsequent reporting period.

(c) **Minimum Alternate Tax (MAT) Credit:** MAT credit is recognized when there is convincing evidence that the Company will pay normal income tax during the specified period. It is reviewed at the end of each subsequent reporting period.

(vi) Financial Instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) Financial assets

Financial assets include cash and cash equivalents, trade and other receivables, investments in securities and other eligible current and non-current assets.

At initial recognition, all financial assets are measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price. The financial assets are subsequently classified under one of the following three categories according to the purpose for which they are held. The classification is reviewed at the end of each reporting period.

■ Financial assets at amortised cost: At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates. These financial assets are intended to be held until maturity. Therefore, they are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial asset. The EIR amortisation is included as interest income in the profit or loss on time proportionate basis. The losses arising from impairment are recognised in the profit or loss.

■ Financial assets at fair value through other comprehensive income: At the date of initial recognition, are held to collect contractual cash flows of principal and interest on principal amount outstanding on specified dates, as well as held for selling. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in Other Comprehensive Income (OCI). Interest income calculated using the effective interest rate (EIR)

Notes to Financial Statements

method on time proportionate basis, impairment loss or gain and foreign exchange loss or gain are recognised in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in Other Comprehensive Income is reclassified from the OCI to Statement of Profit and Loss.

- Financial assets at fair value through profit or loss: At the date of initial recognition, financial assets are held for trading, designated financial assets to be valued through profit or loss or which are measured neither at Amortised Cost nor at Fair Value through OCI. Therefore, they are subsequently measured at each reporting date at fair value, with all fair value movements recognised in the Statement of Profit and Loss. Dividend income on equity shares is recognized when the right to receive payment is established, which becomes certain after shareholders' approval. Interest and dividend income as well as fair value changes are disclosed separately in Statement of Profit & Loss.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expires or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. Upon derecognition, the difference between the carrying amount of a financial asset derecognised and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the Statement of Profit and Loss.

The company assesses impairment based on the expected credit losses (ECL) model to all its financial assets measured at amortised cost. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that entity expects to receive (i.e all cash shortfalls) discounted at original effective interest rate. Impairment loss allowance (or reversal) for the period is recognised in the Statement of Profit and Loss.

(b) Financial liabilities

Financial liabilities include long-term and short-term loans and borrowings, trade and other payables and other eligible current and non-current liabilities.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and other payables, net of directly attributable transaction costs. After initial recognition, financial liabilities are classified under one of the following two categories:

- Financial liabilities at amortised cost: After initial recognition, such financial liabilities are subsequently measured at amortised cost by applying the Effective Interest Rate (EIR) method to the gross carrying amount of the financial liability. The EIR amortisation is included in finance expense in the Statement of profit and loss.

- Financial liabilities at fair value through profit or loss: which are designated as such on initial recognition, or which are held for trading. Fair value gains / losses attributable to changes in own credit risk is recognised in OCI. These gains / losses are not subsequently transferred to Statement of Profit and Loss. All other changes in fair value of such liabilities are recognised in the Statement of Profit and Loss.

The Company derecognises a financial liability when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability derecognised and the sum of consideration paid and payable is recognised in statement of profit and loss as other income or finance costs / other expenses.

(vii) Derivative financial instruments:

Derivative instruments such as forward currency contracts, interest rate swaps and option contracts are used to hedge foreign currency risks and interest rate risk. Such derivatives are initially recognised at their fair values on the date on which a derivative contract is entered into and are subsequently re-measured at fair value on each reporting date. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

(viii) Revenue:

Revenue is recognised upon transfer of control of promised goods or services to customers at transaction price (net of taxes and duties), arrived at by determining the consideration received or receivable after adjusting returns, allowances, trade discounts, volume discounts etc. in exchange of goods or services.

For applying above principle, the Company adopts five step model, which are: a) Identify the contract(s) with customer(s); b) Identify the performance obligations under the contract(s); c) Determine the transaction price; d) Allocate the transaction price to the performance obligations in the contract(s); e) recognise revenue, when or as the entity satisfies a performance obligation.

Contract Liabilities are recognised when there is an entity's obligation to transfer goods or services to a customer for which, the entity has received consideration from the customer. Revenue in excess of invoicing are classified as contract assets.

Sale of Goods:

Revenue from the sale of goods is recognised at the point in time, when control is transferred to the customer.

Interest Income:

Interest income is recognized on time proportion basis using the effective interest method.

Notes to Financial Statements

Dividend income:

Dividend income is recognized when the right to receive payment is established, which becomes certain after shareholders' approval.

(ix) Grants:

Grants and subsidies from the Government are recognised when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with. Revenue Grants are recognised in the Statement of Profit and Loss. Capital Grants relating to specific assets are recognised in the balance sheet by deducting the grant from carrying amount of the asset and depreciation is charged on reduced carrying value of asset.

Export incentives are recognised in the Statement of Profit and Loss.

(x) Impairment:

The carrying amount of Property, plant and equipment, Intangible assets and Investment property and Investments are reviewed at each Balance Sheet date to assess impairment if any, based on internal / external factors. An asset is treated as impaired, when the carrying cost of asset exceeds its recoverable value, being higher of value in use and net selling price. An impairment loss is recognised as an expense in the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed, if there has been an improvement in recoverable amount.

2. PROPERTY, PLANT & EQUIPMENT

₹ in Crores (10 Million)

PARTICULARS	GROSS VALUE				DEPRECIATION				NET VALUE	
	As at 31.03.2024	Additions / Adjustments	Sales / Adjustments	As at 31.03.2025	Upto 31.03.2024	For the Year	Sales / Adjustments	Upto 31.03.2025	As at 31.03.2025	As at 31.03.2024
Land - Freehold *	388.60	-	-	388.60	-	-	-	-	388.60	388.60
	(388.60)	-	-	(388.60)	-	-	-	-	(388.60)	(388.60)
Buildings										
- Owned	308.79	13.56	-	322.35	49.96	5.27	-	55.23	267.12	258.83
	(271.74)	(37.05)	-	(308.79)	(45.53)	(4.43)	-	(49.96)	(258.83)	(226.21)
- On Lease-Right of use \$	20.39	2.73	1.25	21.87	8.56	3.80	1.12	11.24	10.63	11.83
	(13.91)	(6.48)	-	(20.39)	(5.40)	(3.16)	-	(8.56)	(11.83)	(8.51)
Plant & Equipment:										
- Owned	2732.51	68.21	20.56	2780.16	777.84	114.00	7.90	883.94	1896.22	1954.67
	(2554.01)	(178.95)	(0.45)	(2732.51)	(672.40)	(105.81)	(0.37)	(777.84)	(1954.67)	(1881.61)
- On Lease-Right of use \$	4.63	2.20	1.29	5.54	1.72	1.54	1.29	1.97	3.57	2.91
	(5.26)	(2.35)	(2.98)	(4.63)	(3.51)	(1.19)	(2.98)	(1.72)	(2.91)	(1.75)
Furniture and Fixtures	5.65	0.12	-	5.77	4.75	0.47	-	5.22	0.55	0.90
	(5.55)	(0.10)	-	(5.65)	(4.29)	(0.46)	-	(4.75)	(0.90)	(1.26)
Office Equipment	2.57	0.76	-	3.33	0.33	0.47	-	0.80	2.53	2.24
	(0.60)	(1.97)	-	(2.57)	(0.24)	(0.09)	-	(0.33)	(2.24)	(0.36)
Vehicles	0.84	0.30	-	1.14	0.55	0.05	-	0.60	0.54	0.29
	(0.84)	-	-	(0.84)	(0.51)	(0.04)	-	(0.55)	(0.29)	(0.33)
As at 31.03.2025	3463.98	87.88	23.10	3528.76	843.71	125.60	10.31	959.00	2569.76	2620.27
As at 31.03.2024	(3240.51)	(226.90)	(3.43)	(3463.98)	(731.88)	(115.18)	(3.35)	(843.71)	(2620.27)	(2508.63)

Figures in brackets represent amounts pertaining to previous year.

In accordance with the option given under Ind AS, the property plant and equipment as on 01.04.2015 were recognised at the carrying value of previous GAAP as deemed cost.

The Company has not revalued any Property, Plant & Equipment during the year.

For security against borrowings- refer Note No. 15

* Refer Note No. 33

\$ Refer Note no. 34

Notes to Financial Statements

3. OTHER INTANGIBLE ASSETS

₹ in Crores (10 Million)

PARTICULARS	GROSS VALUE				AMORTISATION				NET VALUE	
	As at 31.03.2024	Additions / Adjustments	Sales / Adjustments	As at 31.03.2025	Upto 31.03.2024	For the Year	Sales / Adjustments	Upto 31.03.2025	As at 31.03.2025	As at 31.03.2024
Computer Software #	4.95	1.14	-	6.09	4.36	0.21	-	4.57	1.52	0.59
	(4.46)	(0.49)	-	(4.95)	(4.30)	(0.06)	-	(4.36)	(0.59)	(0.16)

Figures in brackets represent amounts pertaining to previous year.

Being amortised over a period of 5 years.

₹ in Crores (10 Million)

As at
31.03.2025

As at
31.03.2024

4. INVESTMENTS [NON-CURRENT (OTHER THAN TRADE)]

Investment in Equity Shares (at fair value through P&L)

Solarithic Power SPV Pvt. Ltd. (2430000 shares @ ₹10/-each)

Truere UP 2 Pvt. Ltd. (24186760 shares @ ₹ 10/-each)

2.43

2.43

2.42

-

4.85

2.43

5. OTHER FINANCIAL ASSETS [NON-CURRENT]

Bank deposits *

Security Deposits

0.01

0.01

13.13

13.00

13.14

13.01

* Represent fixed deposits having maturity more than 12 months as security deposit with sales tax department ₹ 0.01 cr. (Previous year : ₹ 0.01 cr.)

6. DEFERRED TAX ASSET / (LIABILITY) (NET)

Deferred Tax Liability related to Property,

Plant & Equipment

Deferred Tax Asset on:

(i) Expenses / Provision Allowable

(ii) Unabsorbed Depreciation / Losses

Deferred Tax Asset / (Liability) - Net

(294.56)

(281.51)

14.97

14.38

207.91

232.35

(71.68)

(34.78)

7. OTHER NON-CURRENT ASSETS

Advances - Project Related

3.49

6.19

3.49

6.19

8. INVENTORIES (Valued at lower of cost or net realisable value)

Raw Materials*

Work-in-Progress

Finished Goods

Stock-in-trade

Stores and Spares

332.16

189.87

21.88

32.70

191.04

315.48

13.86

11.61

38.54

29.82

597.48

579.48

* Includes raw materials in transit ₹ 148.07 crs. (Previous Year : ₹ 56.47 crs.)

9. TRADE RECEIVABLES [CURRENT] (Unsecured)

Considered Good \$

Credit Impaired

Less : Allowance for Bad and Doubtful debts

624.87

498.46

0.29

0.29

(0.29)

(0.29)

624.87

498.46

\$ Refer Note No. 45 for trade receivables from related parties.

Notes to Financial Statements

Ageing of Trade Receivables as at 31.03.2025 and 31.03.2024:

₹ in Crores (10 Million)

Particulars	Not Due as on 31.03.2025	Outstanding as on 31.03.2025 for following periods from due date of payment					TOTAL
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered Good	416.20	175.05	22.95	1.83	1.97	3.14	621.14
(ii) Credit impaired	-	-	-	-	-	0.29	0.29
Disputed Trade Receivables							
(i) Considered Good	-	0.03	0.01	1.11	0.45	2.13	3.73
(ii) Credit impaired	-	-	-	-	-	-	-
TOTAL	416.20	175.08	22.96	2.94	2.42	5.56	625.16

Particulars	Not Due as on 31.03.2024	Outstanding as on 31.03.2024 for following periods from due date of payment					TOTAL
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables							
(i) Considered Good	394.46	92.34	2.80	2.68	1.28	2.45	496.01
(ii) Credit impaired	-	-	-	-	-	0.29	0.29
Disputed Trade Receivables							
(i) Considered Good	-	-	0.07	0.3	0.61	1.47	2.45
(ii) Credit impaired	-	-	-	-	-	-	-
TOTAL	394.46	92.34	2.87	2.98	1.89	4.21	498.75

₹ in Crores (10 Million)

	As at 31.03.2025	As at 31.03.2024
10. CASH & CASH EQUIVALENTS		
Balances with Banks in Current Accounts	14.61	25.67
Remittances in transit and Cheques on hand	32.21	18.93
Cash on hand	-	-
	<u>46.82</u>	<u>44.60</u>
11. OTHER BANK BALANCES		
Deposit Accounts *	28.49	70.77
	<u>28.49</u>	<u>70.77</u>
* Represent DSRA ₹24.28 crs, deposits with Banks under lien towards margin money against Bank Guarantees ₹ 1.09 cr. & Letter of Credit ₹ 3.12 crs. (previous year: ₹ 64.82 crs., ₹ 1.03 cr, and ₹ 4.92 crs. respectively).		
12. OTHER FINANCIAL ASSETS [CURRENT]		
<i>Unsecured, Considered Good</i>		
Interest Recoverable	1.78	3.42
Advances to Employees	2.62	2.55
Derivative Instruments measured at fair value	20.17	20.30
	<u>24.57</u>	<u>26.27</u>
13. CURRENT TAX ASSET / (LIABILITIES) (Net)		
Current Tax Assets/ (Liabilities) (Net)	4.03	3.87
	<u>4.03</u>	<u>3.87</u>
14. OTHER CURRENT ASSETS		
Balances with Govt. Authorities	42.77	44.61
Prepaid Expenses	2.31	3.53
Advances to Suppliers	5.85	12.15
Others	0.59	0.56
	<u>51.52</u>	<u>60.85</u>

Notes to Financial Statements

15. BORROWINGS [NON-CURRENT]

	Non-Current		₹ in Crores (10 Million) Current *	
	As at 31.03.2025	As at 31.03.2024	As at 31.03.2025	As at 31.03.2024
SECURED LOANS				
Term Loans: **				
- Financial Institution	221.66	302.33	88.86	86.57
- Banks	788.35	908.94	122.93	121.27
	<u>1010.01</u>	<u>1211.27</u>	<u>211.79</u>	<u>207.84</u>

* Amount payable during next 12 months is included under the head "Borrowings (Current)"(Note no. 18).

** Net of ₹ 15.19 crs. (Previous year ₹ 16.26 crs.) for unamortised processing charges.

Notes :

- A. Term Loans aggregating ₹1218.24 crs. are secured with first pari passu charge on movable and immovable assets at Company's plants in Uttarakhand, both present & future; pledge of 51% shareholding held by the Holding Company on pari passu basis; exclusive charge on Debt Service Reserve Account (DSRA); and second pari passu charge on all the current assets of the Company, both present & future.

Foreign Currency Term Loan from a Financial Institution amounting to ₹311.02 crs. is repayable in 14 equal quarterly instalments; Rupee Term Loans from Banks aggregating to ₹884.24 crs (out of which Rs. 123.75 crores temporarily converted into Foreign Currency Loan) from Banks are repayable in 22 to 39 unequal quarterly instalments; Rupee term loan amounting to ₹22.98 crs. from a bank is repayable in 34 equal quarterly instalments.

- B. Term Loans of ₹18.75 crs. from banks are secured by subservient charge created on current assets and movable fixed assets of the company, both present and future. Further, term loan is repayable in 3 bi-annual equal instalments.

	₹ in Crores (10 Million)	
	As at 31.03.2025	As at 31.03.2024
16. OTHER FINANCIAL LIABILITIES [NON-CURRENT]		
Trade Deposits & Others	166.38	156.15
	<u>166.38</u>	<u>156.15</u>
17. PROVISIONS [NON-CURRENT]		
Provision for Employee Benefits (Refer Note No. 43)	27.21	26.84
	<u>27.21</u>	<u>26.84</u>
18. BORROWINGS [CURRENT]		
SECURED LOANS		
Repayable on demand from Banks *	300.20	254.94
Current Maturities of long-term borrowings	211.79	207.84
	<u>511.99</u>	<u>462.78</u>
UNSECURED LOANS		
Loans From:		
Banks	254.05	141.66
	<u>254.05</u>	<u>141.66</u>
	<u>766.04</u>	<u>604.44</u>

* Represent Working Capital borrowings secured by hypothecation of current assets of the Company, both present and future with second charge created on movable and immovable assets of its Plants at Laksar, Uttarakhand.

Notes to Financial Statements

19. TRADE PAYABLES [CURRENT]

Ageing of Trade Payables is as given hereunder:

₹ in Crores (10 Million)

Particulars	Not Due as on 31.03.2025	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	15.60	-	-	-	-	15.60
(ii) Others	375.64	-	-	-	-	375.64
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
SUB TOTAL	391.24	-	-	-	-	391.24
Add: Unbilled Dues						12.34
TOTAL TRADE PAYABLES						403.58

Particulars	Not Due as on 31.03.2024	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	21.49	-	-	-	-	21.49
(ii) Others	435.46	-	-	-	-	435.46
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
SUB TOTAL	456.95	-	-	-	-	456.95
Add: Unbilled Dues						64.92
TOTAL TRADE PAYABLES						521.87

₹ in Crores (10 Million)

As at 31.03.2025 As at 31.03.2024

20. OTHER FINANCIAL LIABILITIES [CURRENT]

Interest accrued but not due on borrowings	1.90	1.18
Liabilities for Expenses*	160.28	146.74
Derivative Instruments measured at fair value	-	0.62
	162.18	148.54

21. OTHER CURRENT LIABILITIES

Government and Other Statutory Dues	65.55	44.93
Extended Producer Responsibility compliance obligation (EPR)	9.42	31.42
Contract Liabilities	297.48	188.27
Others	0.50	0.50
	372.95	265.12

22. PROVISIONS [CURRENT]

Provision for Employee Benefits (Refer Note No. 43)	0.64	0.56
	0.64	0.56

Notes to Financial Statements

₹ in Crores (10 Million)

	As at 31.03.2025	As at 31.03.2024
23. REVENUE FROM OPERATIONS		
Sale of :-		
Products	3955.28	3631.21
Other operating revenues:		
Miscellaneous Income #	25.96	25.90
	<u>3981.24</u>	<u>3657.11</u>
# Includes Government Incentives of ₹ 6.26 crs. (Previous year : ₹ 3.41 crs.)		
24. OTHER INCOME		
Interest from financial Assets valued at Amortised cost	3.99	5.57
Other Interest Income	5.00	1.80
Profit on Sale of Fixed Assets (Net)	0.10	-
Others	0.52	0.22
	<u>9.61</u>	<u>7.59</u>
25. (INCREASE) / DECREASE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock		
Finished Goods	315.48	307.59
Work-in-Progress	32.70	28.88
Stock-in-Trade	11.61	13.81
	<u>359.79</u>	<u>350.28</u>
Closing Stock		
Finished Goods	191.03	315.48
Work-in-Progress	21.89	32.70
Stock-in-Trade	13.86	11.61
	<u>226.78</u>	<u>359.79</u>
Net (Increase) / Decrease in Stocks	<u>133.01</u>	<u>(9.51)</u>
26. EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	239.77	204.33
Contribution to Provident and other Funds	14.93	14.35
Employees' Welfare and other Benefits	36.34	34.24
	<u>291.04</u>	<u>252.92</u>
27. FINANCE COSTS		
Interest on Borrowings & Others	160.53	168.17
Interest on Lease Liabilities	1.39	1.14
Other Borrowing Costs	2.68	1.47
	<u>164.60</u>	<u>170.78</u>
28. OTHER EXPENSES		
Consumption of Stores and spares	42.27	41.59
Power and Fuel	156.28	161.75
Freight and Transportation	139.73	132.58
Lease Rent	2.41	2.21
Advertisement and sales promotion	0.61	0.68
Conversion Charges	2.95	3.33
Repair & Maintenance Expenses	18.21	13.71
Insurance	5.61	5.66
Corporate Social Responsibility Expenses	0.22	0.01
Extended Producer Responsibility (EPR)	27.57	20.73
Miscellaneous Expenses	59.24	56.38
	<u>455.10</u>	<u>438.63</u>

Notes to Financial Statements

29. Estimated amount of contracts remaining to be executed on capital account ₹ 83.80 crs. (Previous Year: ₹ 90.27 crs.).
30. Contingent liabilities in respect of claims not accepted and not provided for account ₹ 11.93 crs (Previous year: ₹ 11.93 crs).
31. Debt / Advances include ₹ 3.73 crs. (Previous year: ₹ 2.45 crs) for which legal and other necessary action has been taken. In the opinion of the Management, these debts are recoverable and the same have been classified as good.
32. a) **Ageing of Capital work in progress as on 31.03.2025 & 31.03.2024 is as follows:**

₹ in Crores (10 Million)

Category	Particulars	Amount in Capital Work-in-Progress for a period of				TOTAL
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Capital work in progress	As at 31.03.2025					
	Projects in progress	90.16	-	-	-	90.16
	As at 31.03.2024					
	Projects in progress	14.42	-	-	-	14.42

No project were temporarily suspended by the Company during the current year and previous year.

- b) There were no material projects which have exceeded their originally planned cost and completion schedule.
- c) Capital work in progress includes following pre-operative expenses pending allocation:

₹ in Crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Employee Benefit Expense & Consultancy	0.18	0.43
Miscellaneous Expenses	0.73	0.82
Finance Cost	0.00	3.63
Add: Expenditure up to previous year	1.08	1.12
Sub-Total	1.99	6.00
Less: Transferred to Property, Plant and Equipment	0.96	4.92
Total	1.03	1.08

33. The Immovable Properties which are not held in name of the Company as on 31.03.2025 and 31.03.2024 are as given hereunder:

₹ in Crores (10 Million)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the company
Property, Plant & Equipment	Land *	2.32	No	31.03.2015	Under Litigation

*4.75 acres

Notes to Financial Statements

34. The Company has lease contracts for buildings and plant & equipment. These are recognised as Right of use assets and related lease liabilities in accordance with accounting policy of the Company as given in Note no. 1.3 (ii).

a) The movements in Right of use assets is shown in Note no. 2, Property, Plant & Equipment.

(b) The movement in lease liabilities included in Other Financial Liabilities during the year is as follows:

₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
As at beginning of the year	16.00	11.46
Additions	4.93	8.83
Accretion of Interest	1.39	1.14
Less: Payments	(6.38)	(5.43)
Less: Leases Terminated	(0.13)	-
Balance at the end of the year	15.81	16.00
Current	5.23	4.59
Non-current	10.58	11.41

(c) The amounts recognised in profit and loss during the year:

₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
Depreciation expenses of right of use assets	5.34	4.35
Interest expense on Lease liabilities	1.39	1.14
Lease Rent recognised as expenses for short term leases	0.34	0.16
Lease Rent recognised as expenses for low value asset leases	2.07	2.05
	9.14	7.70

(d) Cash outflows in regard to Lease contracts, as Lessee:

₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
Operating activities		
Short term / low value assets Lease payments	2.41	2.21
Financing activities		
Repayment of Principal portion of Lease Liabilities	4.99	4.29
Repayment of Interest portion of Lease Liabilities	1.39	1.14

(e) The contractual maturities of lease liabilities as at 31st March, 2025 and 31st March, 2024 on undiscounted basis are given below:

₹ in Crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Not later than one year	6.26	5.77
Later than one year and not later than five years	11.47	12.80
Later than five years	0.00	0.03

Notes to Financial Statements

35. The details of amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 to the extent of information available with the Company are as under:

(i) Principal & Interest amount due and remaining unpaid as at 31.03.2025: Nil (Previous year: Nil), (ii) Payment made beyond the appointed day during the year: Nil (Previous year: Nil) and (iii) Interest Accrued and unpaid as at 31.03.2025: Nil (Previous year: Nil).

36. a. The Company has borrowings from Banks and Financial Institutions on the basis of securities of Current Assets. It has also filed the quarterly statements of current assets with all consortium banks and Financial Institutions during the year and these statements agree with salient relevant items of books of account of the Company.

b. The Company has utilised the borrowings received from Banks and Financial Institution for the purpose for which it was taken during the year.

37. Expenditure on Research and Development (R&D) activities during the year: ₹ in Crores (10 Million)

Particulars		2024-2025	2023-2024
i)	Revenue Expenditure*:		
	1. Employee Cost	0.19	0.20
	2. Cost of Materials and Testing Charges	1.01	1.52
	Subtotal (i)	1.20	1.72
ii)	Capital Expenditure	-	-
	Total (i+ii)	1.20	1.72

* Included in respective revenue accounts.

38. The amount required to be spent under Section 135 of the Companies Act, 2013 for the year ended 31st March 2025 is ₹ 0.21 crs (31st March 2024: Nil.) i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013. The Company has spent ₹ 0.22 crs (Previous year: ₹ 0.01 crs). on Corporate Social Responsibility during the year.

39. Amount paid to Auditors: ₹ in Crores (10 Million)

Particulars		2024-2025	2023-2024
i)	Statutory Auditors		
a)	Audit Fee	0.12	0.12
b)	Taxation	0.01	0.01
c)	Certificates / Other Services	0.02	0.05
d)	Reimbursement of expenses: ₹ 199236 (Previous Year: ₹ 80064)		
ii)	Cost Auditors		
a)	Audit Fee	0.01	0.01
b)	Certification / other services: ₹ 2750 (Previous Year: ₹ 3050)		

40. Exceptional items include unfavorable Foreign Exchange Rate fluctuation ₹ 6.06 crs. (Previous Year: ₹ 8.62 crs.) and Extended Producer Responsibility of ₹ Nil (Previous Year: ₹ 10.68 Crores).

40A. The Board of Directors of the Company on 16th September 2024 has approved the 'Scheme of Amalgamation' with JK Tyre & Industries Ltd., a Holding Company. The Appointed Date of the Scheme is 1st April, 2025 and the Scheme is subject to customary regulatory, shareholders, creditors and NCLT approvals.

Notes to Financial Statements

41. Earnings Per Share (EPS)

₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
a. Profit/(Loss) for the year attributable to Equity shareholders	108.26	155.59
b. Weighted average number of Equity Shares for Basic/Diluted EPS	59971273	59971273
c. Earnings per share of ₹ 10 each - Basic / Diluted (₹)	18.05	25.94

42. FINANCIAL RATIOS:

Sl. No.	Description	Units	2024-25	2023-24	Change in Ratio (%)	Explanation note
1	Current Ratio Current Assets / (Current Liabilities excluding current maturities of Long-Term Borrowings)	Times	0.92	0.96	-4.28	
2	Debt-Equity Ratio (Total Debt / Equity)	Times	1.67	1.90	-12.16	
3	Debt Service Coverage Ratio (Earnings before Interest, Depreciation and Tax / (Interest + Principal repayments))	Times	1.12	1.35	-17.54	
4	Return on Equity Ratio (Net Profits / Average Equity)	%	10.72	17.72	-39.50	Refer A
5	Inventory turnover ratio (Revenue from Operations / Average Inventory)	Times	6.77	6.53	3.60	
6	Trade Receivables turnover ratio (Revenue from Operations / Average Accounts Receivables)	Times	7.09	7.44	-4.73	
7	Trade payables turnover ratio (Purchases / Average Trade Payables)	Times	6.19	4.75	30.15	Refer B
8	Net capital turnover ratio (Revenue from Operations / Working Capital)	Times	-32.89	-69.03	-52.35	Refer C
9	Net profit ratio (Net Profit / Total Income)	%	2.71	4.25	-36.11	Refer A
10	Return on Capital employed (Earnings before interest and taxes / Average Capital Employed)	%	11.27	14.58	-22.70	
11	Return on investment (Income on Investment / Average Investments in Fixed Deposits)	%	6.49	6.66	-2.50	

Note A : Lower Profitability led to reduction in return on equity and net profit ratio.

B : Reduction in average trade payable led to better Trade Payable Turnover Ratio.

C : Better working capital management.

Notes to Financial Statements

43. The disclosures required under Ind AS 19 "Employee Benefits" notified in the Companies (Indian Accounting Standards) Rules, 2015 are as given below:

₹ in Crores (10 Million)

(a) Defined Benefit Plan

(i)

Particulars		Leave Encashment		Gratuity	
		(Non-Funded)		(Funded)	
		2024-2025	2023-2024	2024-2025	2023-2024
I	Change in the Present Value of Obligation				
1	Present Value of Defined Benefit Obligation at the beginning of the year	10.74	9.21	39.87	34.33
2	Current Service Cost	1.61	1.49	3.15	2.88
3	Interest Cost	0.70	0.64	2.72	2.47
4	Acquisitions (Credit) /cost	-	-	-	-
5	Re-measurement (or actuarial) (gain) / loss arising from:				
	- change in financial assumptions	-	-	1.21	1.71
	- experience variance (i.e. actual experience vs assumptions)	0.20	0.15	(1.51)	(0.43)
6	Past Service Cost	-	-	-	-
7	Benefits Paid	(1.46)	(0.75)	(2.11)	(1.09)
8	Present Value of Obligation as at the end	11.79	10.74	43.33	39.87
II	Change in the Fair Value of Plan Assets				
1	Fair value of plan assets at the beginning of the year	-	-	23.59	19.13
2	Acquisitions adjustment / transfer	-	-	-	-
3	Investment Income	-	-	1.72	1.49
4	Employer's Contribution	-	-	4.11	3.59
5	Benefits Paid	-	-	(2.11)	(1.09)
6	Return on plan assets, excluding amount recognised in net interest expense	-	-	0.33	0.47
7	Fair value of plan assets as at the end	-	-	27.64	23.59
III	Expenses recognised in the Statement of Profit & Loss Account *				
1	Current Service Cost	1.61	1.49	3.15	2.88
2	Past Service cost	-	-	-	-
3	Net Interest income / (cost) on the Net Defined Benefit Liability / (Asset)	0.70	0.64	1.00	0.98
4	Expenses recognised in the income statement	2.31	2.13	4.15	3.86
IV	Other Comprehensive Income				
1	Actuarial (Gains) / Losses:				
	- change in financial assumptions	0.31	0.41	1.21	1.71
	- experience variance (i.e. actual experience vs assumptions)	(0.11)	(0.26)	(1.51)	(0.43)
2	Return on plan assets, excluding amount recognised in net interest expense	-	-	(0.33)	(0.47)
3	Components of defined benefit costs recognised in other comprehensive income	0.20	0.15	(0.63)	0.81
V	Actuarial Assumptions:				
1	Discount Rate	6.80%	7.00%	6.80%	7.00%
2	Expected rate of return on plan assets	-	-	7.00%	7.00%
3	Mortality	Indian Assured Lives Mortality (2006-08) Ultimate			
4	Salary Escalation	5.00%	5.00%	5.00%	5.00%

* Included under the head Employee Benefits Expense - Refer Note 26.

Notes to Financial Statements

(ii)

₹ in Crores (10 Million)

Particulars	Leave Encashment					Gratuity				
	2024-25	2023-24	2022-23	2021-22	2020-21	2024-25	2023-24	2022-23	2021-22	2020-21
Present Value of Defined Benefit Obligation	11.79	10.74	9.21	8.41	7.79	43.33	39.87	34.33	30.30	26.05
Fair Value of Plan Assets	-	-	-	-	-	27.64	23.59	19.13	17.01	14.62
Surplus / (Deficit)	(11.79)	(10.74)	(9.21)	(8.41)	(7.79)	(15.69)	(16.28)	(15.20)	(13.29)	(11.43)
Experience adjustment on Plan Liabilities (Gain) / Loss	(0.11)	(0.26)	(0.45)	0.29	(0.29)	(1.51)	(0.43)	(0.16)	4.70	(0.45)
Experience adjustment on Plan Assets (Gain) / Loss	-	-	-	-	-	(0.33)	(0.47)	0.68	0.11	(0.28)

(iii) Sensitivity analysis

Reasonably possible changes at the year end, to one of the relevant actuarial assumptions, holding other assumptions as constant, would have affected the defined benefit obligation as the amount shown below:

₹ in Crores (10 Million)

Particulars	Leave Encashment				Gratuity			
	31st March 2025		31st March 2024		31st March 2025		31st March 2024	
	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	13.48	10.36	12.30	9.44	50.06	37.67	46.27	34.52
Salary Growth Rate (- / + 1%)	10.33	13.50	9.40	12.31	37.54	50.11	34.39	46.32
Attrition Rate (- / + 1%)	11.67	12.03	10.62	11.00	42.85	44.29	39.35	40.95
Mortality Rate (- / + 10% of mortality rates)	11.78	11.80	10.73	10.75	43.30	43.36	39.83	39.90

(iv) The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of assets management, historical results of return on plan assets and the policy for plan assets management.

(v) The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

(vi) Maturity Profile of Defined Benefit Obligation:

₹ in Crores (10 Million)

Particulars	2024-2025		2023-2024	
	Leave Encashment	Gratuity	Leave Encashment	Gratuity
Within next 1 Year	0.27	0.54	0.19	0.68
Between 2 - 5 Years	1.92	4.24	1.67	3.59
Between 6 - 10 Years	4.71	12.36	4.89	11.51
More than 10 Years	44.98	130.71	40.22	115.58

(b) Defined Contribution Plans -

Employer's Contributions to Provident and other Funds charged off during the 12 months ended 31st March, 2025 of ₹ 10.79 crs. (Previous Year: ₹ 10.49 crs.) has been included under the head Employee Benefits Expense. (Refer Note 26)

Notes to Financial Statements

44. REVENUE RECOGNISED UNDER CONTRACTS

(a) The disaggregation of revenue earned under contracts as per Ind AS-115 is as follows: ₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
Category-wise:		
<i>Revenue recognised at the point of time:</i>		
Tyres, Tubes & Flaps	3911.84	3593.66
Other goods	43.44	37.55
	3955.28	3631.21
Geography-wise		
Within India	3595.62	3309.87
Outside India	359.66	321.34
	3955.28	3631.21

(b) Revenue-related receivables and contract liabilities at the year-end: ₹ in Crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Trade receivables (refer note 9)	624.87	498.46
Contract liabilities (refer note 21)	297.48	188.27

(c) Reconciling the amount of revenue recognised during the year in the statement of profit and loss with the contracted price: ₹ in Crores (10 Million)

Particulars	2024-2025	2023-2024
Revenue as per contracted price	4118.19	3830.77
Reductions towards variable consideration components*	(162.91)	(199.56)
Revenue from contracts with customers	3955.28	3631.21

* The reduction towards variable consideration comprises of discounts, claims against obligations, etc.

(d) Impairment in Trade Receivables are disclosed as 'Allowance for Bad and Doubtful debts' amounting ₹ 0.29 cr. (Previous year: ₹ 0.29 cr.).

45. Related Parties

a) Ultimate Holding Company:

Bengal & Assam Company Ltd [upto 22nd Dec'2023]

Holding Company:

JK Tyre & Industries Ltd. (JKTIL)

b) i) Fellow Subsidiaries of the Holding Company (with which, the Company has transactions):

J.K. Fenner (India) Ltd. (JKFIL) [upto 22nd Dec'2023]

ii) Fellow Subsidiaries of the Company (with which, the Company has transactions)

Compañía Hulera Tornel, S.A. de C.V. (CHT)

Treel Mobility Solutions Pvt Ltd (Treel-S)(w.e.f.19th Feb'25)

c) Associates (with which, the Company has transactions):

Hari Shankar Singhania Elastomer and Tyre Research Institute (HASETRI)

JK Lakshmi Cement Ltd. [upto 22nd Dec'2023]

Treel Mobility Solutions Pvt Ltd (Treel) (Till 18th Feb'25)

Valiant Pacific LLC. (VPL)

Western Tires Inc (WTI)

Notes to Financial Statements

d) **Key Management Personnel (KMP) (with which, the Company has transactions):**

(i)	Dr. Raghupati Singhania	Chairman
(ii)	Shri Kalpataru Tripathy	Director
(iii)	Dr. Prakash Vishnu Bhide	Director [Tenure completed on 11 th April'2024]
(iv)	Smt. Shwetambara Shardul Shroff Chopra	Director
(v)	Shri Arun Kumar Bajoria	Whole-Time Director
(vi)	Shri Kamal Kumar Manik	Company Secretary & Chief Financial Officer
(vii)	Shri Ashok Kumar Kinra	Non-Executive Director of BACL [upto 22 Dec'2023]
(viii)	Dr. Shailendra Chouksey	Director (w.e.f.12th Apr'2024)
(ix)	Shri Shrikant Somany	Director (w.e.f.26th Nov'2024)
(x)	Shri Anuj Kathuria	Director [Tenure from 16 th May 24 to 14 th Feb'2025]

e) **Post- Employment benefit plan Entity:**

CIL Employees Gratuity Fund (CIL-EGF)

f) **Other Related Parties (With which the Company has transactions):**

- (i) Bengal & Assam Company Ltd (BACL-(O)) - Investor having significant influence
(ii) J.K. Fenner (India) Ltd. (JKFIL-(O))-Subsidiary of BACL [w.e.f. 23rd Dec'2023]

I. The following transactions were carried out with related parties in the ordinary course of business and on arm's length basis:

₹ in Crores (10 Million)

Nature of Transactions	Holding Company	Fellow Subsidiaries	Associates	Other Related Parties	TOTAL
Sale of good to JKTIL, CHT-81.80,VPL-78.55, & WTI-31.78	1001.67	81.80	110.33	-	1193.80
Sale of good to JKTIL, CHT-126.51,VPL-48.88, & WTI-31.94	(837.59)	(126.51)	(80.82)	-	(1044.92)
Sale of Capital items to JKTIL	9.26	-	-	-	9.26
Sale of Capital items to JKTIL	(0.07)	-	-	-	(0.07)
Purchase of Goods from JKTIL	112.09	-	-	-	112.09
Purchase of Goods from JKTIL, JKFIL & JKLC	(183.90)	(0.01)	(0.14)	(0.02)	(184.07)
Purchase of Capital items from JKTIL	0.13	-	-	-	0.13
Purchase of Capital items from JKTIL	(1.62)	-	-	-	(1.62)
Services availed from JKTIL, HASETRI-0.28, JKFIL (O)-0.08, BACL-(O) - 0.91	57.11	-	0.28	0.99	58.38
Services availed from JKTIL, HASETRI-0.30,JKFIL (O)-0.14	(58.88)	-	(0.30)	(0.14)	(59.32)
Sharing of expenses paid to JKTIL & TREEL (₹ 33800)	0.02	-	-	-	0.02
Sharing of expenses paid to JKTIL & TREEL (₹ 32600)	(0.01)	-	-	-	(0.01)
Contribution to CIL-EGF	-	-	-	3.52	3.52
Contribution to CIL-EGF	-	-	-	(4.67)	(4.67)
Outstanding as at year end:					
Receivable:					
CHT-63.56, VPL-73.25 & WTI -18.56	-	63.56	91.81	-	155.37
CHT-44.68, VPL-27.19 & WTI -8.45	-	(44.68)	(35.64)	-	(80.32)
Payable:					
JKTIL – 347.52, CIL-EGF – 15.68, BACL-(O) - 0.19	347.52	-	-	15.87	363.39
JKTIL – 305.01, CIL-EGF – 16.28,JKFIL (O) – 0.02	(305.01)	-	-	(16.30)	(321.31)

Note: Figures in brackets represent amounts pertaining to previous year.

Notes to Financial Statements

II. Transactions with KMP:

	2024-25	2023-24
Short-term employee benefits	₹ 0.12 cr.	0.08 cr.
Other payments	₹ 0.00 cr.	0.10 cr.

46. Income Tax:

(A) Amounts recognised in Statement of Profit and Loss		₹ In Crores (10 Million)	
Particulars	2024-2025	2023-2024	
Current Tax	-	-	
Deferred Tax:			
Relating to origination and reversal of temporary differences	36.79	52.33	
Total Deferred Tax	36.79	52.33	
Income tax expense reported in the statement of profit and loss	36.79	52.33	
(B) Income Tax recognized in other comprehensive Income			
Particulars	2024-2025	2023-2024	
Deferred tax on Re-measurement losses on defined benefit plans	0.11	(0.24)	
Total	0.11	(0.24)	
(C) Reconciliation of effective tax rate			
Particulars	2024-2025	2023-2024	
Accounting profit / (Loss) before income tax	145.05	207.92	
At applicable Statutory Income Tax Rate @ 25.168%	36.79	52.33	
Others	-	-	
Income tax Expense	36.79	52.33	
Effective Tax Rate	25.36%	25.17%	
(D) Reconciliation of Deferred Tax (Assets) / Liabilities (Net)			
Particulars	As at 31.03.2025	As at 31.03.2024	
Opening Balance	34.78	(17.31)	
Deferred Tax (asset) / expense recognized in:			
Statement of profit and loss	36.79	52.33	
Other comprehensive income	0.11	(0.24)	
Deferred Tax Liabilities/ (Assets) (Net)	71.68	34.78	

47. Other statutory Information:

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the financial year.
- The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year.
- The Company did not have any material transactions with companies struck-off under section 248 of the companies Act, 2013 or section 560 of the companies Act, 1956 during the financial year.

Notes to Financial Statements

- e. The Company has not traded or invested in Crypto Currency or Virtual Currency during the year.
- f. The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.
- g. During the year, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- h. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- i. The Company has no such transactions which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961.
- j. The Company has not made any Loans or Advances to any promoters, directors, KMPs and the related parties (as defined under the Companies Act, 2013), either severally or jointly with any other person, that are:
- repayable on demand; or
 - without specifying any terms or period of repayment.

48. Fair Values:

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments of the company:

₹ In Crores (10 Million)

Particulars	As at 31.03.2025		As at 31.03.2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(i) Financial Assets				
(a) At Fair Value through Profit & Loss				
- Investments	4.85	4.85	2.43	2.43
- Others	20.17	20.17	20.30	20.30
(b) At Amortised Cost				
- Trade receivables	624.87	624.87	498.46	498.46
- Others	92.85	92.85	134.35	134.35
Total	742.74	742.74	655.54	655.54
(ii) Financial Liabilities				
(a) At Fair Value through Profit & Loss	-	-	0.62	0.62
(b) At Amortised Cost				
- Borrowings	1776.05	1776.05	1815.71	1815.71
- Trade payables	403.58	403.58	521.87	521.87
- Others	344.37	344.37	320.07	320.07
Total	2524.00	2524.00	2658.27	2658.27

Notes to Financial Statements

The following methods and assumptions were used to estimate the fair values:

1. Cash and short-term deposits, trade receivables, loans, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
2. Other non-current receivables are evaluated by the Company, based on parameters such as interest rates, individual creditworthiness of the counterparty etc. Based on this evaluation, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amounts of such receivables, net of allowances (if any), are not materially different from their calculated fair values.
3. Fair value of borrowings from banks and other non-current financial liabilities, are estimated by discounting future cash flows using rates currently available for debt on similar terms and remaining maturities.
4. The fair values of derivatives are calculated using the RBI reference rate as on the reporting date as well as other variable parameters.

Fair Value Hierarchy:

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Quoted prices in active markets.

Level 2 – Inputs other than quoted prices included within level 1 that are observable, either directly or indirectly.

Level 3 – Inputs that are not based on observable market data.

The following table presents the fair value measurement hierarchy of financial assets and liabilities, which have been measured, subsequent to initial recognition, at fair value as at 31st March, 2025 and 31st March 2024:

₹ In Crores (10 Million)

Particulars	Level 1	Level 2	Level 3
31st March, 2025			
Financial Assets			
- Unquoted Shares	-	-	4.85
- Option Contracts	-	20.09	-
- Forward Contracts	-	0.08	-
Financial Liability			
- Forward Contracts	-	-	-
31st March, 2024			
Financial Assets			
- Unquoted Shares	-	-	2.43
- Option Contracts	-	20.30	-
Financial Liability			
- Forward Contracts	-	0.62	-

There has been no transfer among levels 1, 2 and 3 during the year ended 31st March, 2025.

49. Financial Risk Management objectives and policies:

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk, interest rate risk and commodity price risk), credit risk and liquidity risk.

- **Market Risk:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as commodity price risk.

Notes to Financial Statements

- Foreign Currency Risk:** Foreign Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The company has obtained foreign currency borrowings and has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk.

After taking cognisance of the natural hedge, the company takes appropriate hedges to mitigate its risk resulting from fluctuations in foreign currency exchange rate(s).

Foreign Currency Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in USD with all other variables held constant. The impact on company's profit before tax is due to changes in the foreign exchange rate is as follows:

₹ In crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Change in USD	+ ₹ 1.00	+ ₹ 1.00
Effect on profit before tax	(1.06)	(0.90)
Change in USD	- ₹ 1.00	- ₹ 1.00
Effect on profit before tax	1.06	0.90

Option Contracts for hedging Payables ₹ 266.59 crs. - US \$ 31.15 Million (Previous year: ₹ 346.28 crs. - US \$ 41.53 million) and Forward Contracts for hedging Payables ₹ 123.78 crs. - US \$ 14.46 Million (Previous year: ₹ 142.22 crs. - US \$ 17.06 Million) is outstanding as at 31.03.2025.

Foreign currency exposure unhedged net payable is ₹ 90.63 crs. – US \$ 10.59 Million (Previous year: ₹ 74.79 crs. – US \$ 8.97 Million) as at 31.03.2025.

- Interest rate Risk:** Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiations with the lenders for ensuring the cost effective method of financing.

Interest Rate Sensitivity: The following table demonstrates the sensitivity to a reasonably possible change in interest rates on financial assets affected. With all other variables held constant, the company's profit before tax is affected through the impact on finance cost with respect to our borrowing, as follows:

₹ In crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Change in basis points	+ 25	+ 25
Effect on profit before tax	(4.44)	(4.54)
Change in basis points	- 25	- 25
Effect on profit before tax	4.44	4.54

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

Notes to Financial Statements

- **Commodity price risk:** The Company is affected by the price volatility of certain commodities. Its operating activities require the purchase of raw material and manufacturing of tyres, and therefore, require a continuous supply of certain raw materials such as natural rubber, synthetic rubber, carbon black, fabric, bead wire, rubber chemicals etc. To mitigate the commodity price risk, the Company has an approved supplier base to get best competitive prices for the commodities and to assess the market to manage the cost without any compromise on quality.
- **Credit Risk:** Credit risk is the risk that counter party might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).
- **Trade Receivables:** Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving deposits, pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis. However, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

Credit Risk Exposure: The allowance for expected credit loss on customer balances for the year ended March 31, 2025 and March 31, 2024:

₹ in crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Balance at the beginning	0.29	0.29
Add: Provision created during the Year	-	-
Balance at the End	0.29	0.29

- **Deposits with Bank:** The deposits with banks constitute mostly the liquid investment of the company and are generally not exposed to credit risk.
- **Liquidity Risk:** Liquidity risk is the risk where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

Notes to Financial Statements

The table below summarises the maturity profile of company's financial liabilities based on contractual payments:

₹ in crores (10 Million)

Particulars	Upto 5 years	> 5 years
As at 31st March 2025		
Borrowings*	1502.58	273.47
Trade and Other Payables	403.58	-
Lease Liabilities	15.81	-
Other financial liabilities	162.18	166.38
Total	2084.15	439.85
As at 31st March 2024		
Borrowings*	1424.29	391.42
Trade and Other Payables	521.87	-
Lease Liabilities	15.97	0.03
Other financial liabilities	148.54	156.15
Total	2110.67	547.60

*Including working capital facility from consortium banks renewed every year.

50. **Capital Management:** The Company's policy is to maintain an adequate capital base so as to maintain creditor and market confidence and to sustain future development. Capital includes issued capital, share premium and all other equity reserves attributable to equity holders. In order to strengthen the capital base, the company may use appropriate means to enhance or reduce capital, as the case may be.

The company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net Debt is calculated as borrowings less cash and cash equivalents.

₹ in crores (10 Million)

Particulars	As at 31.03.2025	As at 31.03.2024
Borrowings	1776.05	1815.71
Less: Cash and Cash equivalents	46.82	44.60
Net debt	1729.23	1771.11
Equity Share Capital	59.97	59.97
Other Equity	1004.25	895.67
Total Capital	1064.22	955.64
Capital and net debt	2793.45	2726.75
Gearing ratio	61.90%	64.95%

51. The company has only one operating segment namely, 'Tyre'. Revenue from one customer of the Company is ₹ 1001.67 crs. (2023-24: ₹ 837.59 crs.), which is more than 10% of the Company's total revenue.
52. Figures less than ₹ 50,000 have been shown at actual in brackets.
53. Previous year figures have been reclassified / regrouped wherever necessary.

As per our report of even date

For LODHA & CO. LLP
Chartered Accountants
SHYAMAL KUMAR
Partner

New Delhi, the 15th May, 2025

KAMAL KUMAR MANIK
Chief Financial Officer & Company Secretary

Dr. Raghupati Singhania (DIN: 00036129)
Arun K. Bajoria (DIN: 00026540)
Kalpataru Tripathy (DIN: 00865794)
Dr. Shailendra Chauksey (DIN: 00040282)
Shreekanth Somany (DIN: 00021423)

Chairman
Director
Director
Director
Director

Cavendish Industries Limited

Cash Flow Statement FOR THE YEAR ENDED 31ST MARCH 2025

₹ in Crores (10 Million)

	2024-2025	2023-2024
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before tax and extraordinary items	145.05	207.92
Adjustment for:		
Depreciation and Amortisation expense	125.81	115.24
Finance Costs	164.60	170.78
(Profit) / Loss on sale of Property, Plant & Equipment	(0.10)	-
Unrealised Foreign Exchange Fluctuation	(14.08)	(14.89)
Interest Received	(8.99)	(7.37)
Operating Profit before working capital changes	412.29	471.68
(Increase) / Decrease in Trade and Other Receivables	(113.58)	(28.91)
(Increase) / Decrease in Inventories	(18.00)	(38.94)
Increase / (Decrease) in Trade and Other Payables	12.79	63.91
Cash generated from Operations	293.50	467.74
Direct taxes (Net)	(0.16)	1.98
Net Cash from Operating activities	293.34	469.72
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Property, Plant & Equipment	(156.74)	(149.96)
Sale of Property, Plant & Equipment	12.76	0.08
Deposit Accounts with Banks	42.28	2.78
Investment Purchase	(2.42)	(2.43)
Interest Received	10.63	6.04
Net Cash used in Investing activities	(93.49)	(143.49)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds / (Utilisation) from Short-term borrowings (net)	159.09	(11.93)
Proceeds from Long-term borrowings	42.02	77.37
Repayment of Long-term borrowings	(230.95)	(208.38)
Payment of Lease Liabilities	(4.99)	(4.29)
Finance Costs paid	(162.80)	(168.78)
Net Cash from / (used) in Financing activities	(197.63)	(316.01)
Net increase / (decrease) in Cash and Cash Equivalents	2.22	10.22
Cash and Cash Equivalents as at the beginning of the year	44.60	34.38
Foreign Currency Translation gain / (loss) on Cash and Cash Equivalents	-	-
Cash and Cash Equivalents as at the end of the year	46.82	44.60
Notes:		
(i) Cash and Cash Equivalents Include:		
- Cash, Cheques on hand and Remittances in transit	32.21	18.93
- Balances with Banks	14.61	25.67
- Unrealised Translation gain / (loss) on Foreign Currency balances	-	-
Total	46.82	44.60
(ii) Changes in liabilities arising from financing activities:		

Particulars	31.03.2024	CASH FLOWS	NON CASH CHANGES		31.03.2025
			FOREIGN EXCHANGE MOVEMENT	Others	
LONG TERM BORROWINGS	1,419.11	(188.93)	(9.46)	1.08	1,221.80
	1,564.11	(131.01)	(16.14)	2.15	1,419.11
SHORT TERM BORROWINGS	396.60	159.09	(1.44)	-	554.25
	408.32	(11.93)	0.21	-	396.60
LEASE LIABILITIES	16.00	(4.99)	-	4.80	15.81
	11.46	(4.29)	-	8.83	16.00
TOTAL LIABILITIES FROM FINANCING ACTIVITIES	1,831.71	(34.83)	(10.90)	5.88	1,791.86
	1,983.89	(147.23)	(15.93)	10.98	1,831.71

Figures in Italics represent amounts pertaining to previous year.

As per our report of even date

For LODHA & CO. LLP
Chartered Accountants
SHYAMAL KUMAR
Partner
New Delhi, the 15th May, 2025

KAMAL KUMAR MANIK
Chief Financial Officer & Company Secretary

Dr. Raghupati Singhania (DIN: 00036129)
Arun K. Bajoria (DIN: 00026540)
Kalpataru Tripathy (DIN: 00865794)
Dr. Shailendra Chauksey (DIN: 00040282)
Shreekanth Somany (DIN: 00021423)

Chairman
Director
Director
Director
Director



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF JK TYRE & INDUSTRIES LIMITED AT ITS MEETING HELD ON MONDAY, SEPTEMBER 16, 2024 ON THE DRAFT SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LIMITED WITH JK TYRE & INDUSTRIES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

1. Background

- 1.1. The Board of Directors of JK Tyre & Industries Limited ("**Board**") at its meeting held on September 16, 2024, have approved the draft Scheme of Amalgamation of Cavendish Industries Limited ("**Transferor Company**") with JK Tyre & Industries Limited ("**Company**" or "**Transferee Company**") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**Act**") ("**Scheme**").
- 1.2. Pursuant to Section 232(2)(c) of the Act, the Board of the Company is required to adopt a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel ("**KMPs**"), promoters and non-promoter shareholders of the Company laying out in particular the share exchange ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) of the shareholders and creditors (if any) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, *inter alia*, provides for the amalgamation of the Transferor Company with the Company and issue of equity shares by the Company to the shareholders of the Transferor Company, in consideration thereof.
- 1.5. The following documents were, *inter alia*, placed before the Board, duly initialed by the Chairman for the purpose of identification:
 - (a) Draft Scheme;
 - (b) Share Exchange Ratio Report dated September 16, 2024 issued by M/s. PwC Business Consulting Services LLP, (Registration No. IBBI/RV-E/02/2022/158) Registered Valuer ("**Share Exchange Ratio Report**"), describing the methodology adopted by them in arriving at the share exchange ratio in connection with the Scheme;
 - (c) Fairness Opinion dated September 16, 2024 issued by ICICI Securities Limited, an Independent SEBI registered Merchant Banker ("**Fairness Opinion**"), providing an opinion on the fairness of share exchange ratio specified in the Share Exchange Ratio Report in connection with the Scheme;



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 Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000
 Website : www.jktyre.com CIN : L67120RJ1951PLC045966



1 | 4 **VIKRANT**

- (d) Certificate dated September 16, 2024 issued by M/s. S. S. Kothari Mehta & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 000765N/N500441), the Statutory Auditors of the Company, confirming the accounting treatment stated in the scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles;
- (e) Report dated September 16, 2024 of the Audit Committee of the Company; and
- (f) Report dated September 16, 2024 of the Committee of Independent Directors of the Company.

2. Need for the amalgamation and rationale of the Scheme

1. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:

- (a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
- (b) optimisation in administrative, managerial and other overheads;
- (c) reduction in interest cost;
- (d) pooling of resources for faster growth;
- (e) ease of doing business;
- (f) comprehensive products offering, availability of combined sales and distribution network;
- (g) improved customer satisfaction;
- (h) significant reduction in multiplicity of legal and regulatory compliances; and
- (i) improved investor perception and enhanced shareholders' value.

2. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

3. Share Exchange Ratio Report

3.1 The share exchange ratio for issue of consideration pursuant to the Scheme is summarized as follows:



Upon the Scheme coming into effect and in consideration of the amalgamation of the Transferor Company with the Company, the Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date (*as defined in the Scheme*), as under:

92 (Ninety Two) fully paid up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company.

The Share Exchange Ratio Report and the Fairness Opinion have been duly considered by the Board, and the Board has come to the conclusion that share exchange ratio specified in the Scheme is fair and reasonable.

- 3.2 The Transferee Company New Equity Shares (*as defined in the Scheme*) shall be subject to the provisions of the memorandum of association and articles of association of the Company, as the case may be, and shall rank *pari passu* in all respects with any existing equity shares of the Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Company.
- 3.3 No special valuation difficulties were reported.

4. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**

- 4.1 In consideration of the amalgamation of the Transferor Company with the Company, the Company shall, issue and allot, equity shares to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date (*as defined in the Scheme*). Further, no equity shares shall be issued by the Company in respect of the shares, if any, held by the Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective.
- 4.2 The rights and interests of the shareholders of the Company will not be prejudicially affected by the Scheme.
- 4.3 Upon the Scheme becoming effective, the Transferor Company shall be dissolved without being wound up and the shareholders of the Transferor Company shall become shareholders of the Company.
- 4.4 Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Company issued as consideration pursuant to the Scheme, shall be listed on BSE Limited and the National Stock Exchange of India Limited.

5. **Effect of the Scheme on the Key Managerial Personnel ("KMP") of the Company**

- 5.1 There shall be no effect of the Scheme on the KMPs of the Company, pursuant to the Scheme.

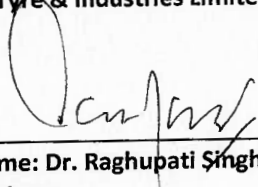


5.2 Further none of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Company.

In the opinion of the Board, Scheme will be of advantage and beneficial to the Company, its shareholders and other stakeholders.

By Order of the Board of Directors

For and on Behalf of
JK Tyre & Industries Limited



Name: Dr. Raghupati Singhania
Chairman
DIN: 00036129

Place: New Delhi

Date: September 16, 2024



CAVENDISH

INDUSTRIES LTD.

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF CAVENDISH INDUSTRIES LIMITED AT ITS MEETING HELD ON MONDAY, SEPTEMBER 16, 2024 ON THE DRAFT SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LIMITED WITH JK TYRE & INDUSTRIES LIMITED AND THEIR RESPECTIVE SHAREHOLDERS

1. Background

- 1.1. The Board of Directors of Cavendish Industries Limited ("Board") at its meeting held on September 16, 2024 have approved the draft Scheme of Amalgamation of Cavendish Industries Limited ("Company" or "Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").
- 1.2. Pursuant to Section 232(2)(c) of the Act, the Board of the Company is required to adopt a report explaining the effect of the Scheme on each class of shareholders, key managerial personnel ("KMPs"), promoters and non-promoter shareholders of the Company laying out in particular the share entitlement ratio and specifying any special valuation difficulties and the same is required to be circulated as part of the notice of the meeting(s) of the shareholders and creditors (if any) to be held for the purpose of approving the Scheme.
- 1.3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
- 1.4. The Scheme, *inter alia*, provides for the amalgamation of the Company with the Transferee Company and issue of equity shares by the Transferee Company to the shareholders of the Company, in consideration thereof.
- 1.5. The following documents were, *inter alia*, placed before the Board, duly initialed by the Company Secretary / Director of the Company for the purpose of identification:
 - (a) Draft Scheme;
 - (b) Share Exchange Ratio Report dated September 16, 2024 issued by M/s. PwC Business Consulting Services LLP, (Registration No. IBBI/RV-E/02/2022/158) (Registered Valuer ("Share Exchange Ratio Report"), describing the methodology adopted by them in arriving at the share exchange ratio in connection with the Scheme; and
 - (c) Certificate dated September 16, 2024 issued by M/s. Lodha & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301051E/E300284), the Statutory Auditors of the Company, confirming the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles; and

Admin Off. : Patriot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110002
 Works : Village - Khedimubarakpur, Tehsil - Laksar, Dist. - Haridwar - 247663, Uttarakhand. Ph: +91 1332 256000
 Registered Office : 7, Council House Street, Kolkata - 700 001
 CIN No. : U74900WB2015PLC204899

P + 91 11 23766515

A UNIT OF JK TYRE

(d) Report dated September 16, 2024, of the Audit Committee of the Company.

2. Need for the amalgamation and rationale of the Scheme

1. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:

- (a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
- (b) optimisation in administrative, managerial and other overheads;
- (c) reduction in interest cost;
- (d) pooling of resources for faster growth;
- (e) ease of doing business;
- (f) comprehensive products offering, availability of combined sales and distribution network;
- (g) improved customer satisfaction;
- (h) significant reduction in multiplicity of legal and regulatory compliances; and
- (i) improved investor perception and enhanced shareholders' value.

2. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

2. Share Exchange Ratio Report

a. The share exchange ratio for issue of consideration pursuant to the Scheme is summarized as follows:

Upon the Scheme coming into effect and in consideration of the amalgamation of the Company with the Transferee Company, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Company, whose name is recorded in the register of members as member of the Company as on the Record Date (*as defined in the Scheme*), as under:

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92 (Ninety-Two) fully paid up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company.

The Share Exchange Ratio Report have been duly considered by the Board, and the Board has come to the conclusion that share exchange ratio specified in the Scheme is fair and reasonable.

- b. The Transferee Company New Equity Shares (*as defined in the Scheme*) shall be subject to the provisions of the memorandum of association and articles of association of the Transferee Company, as the case may be, and shall rank *pari passu* in all respects with any existing equity shares of the Transferee Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Transferee Company.
- c. No special valuation difficulties were reported.
3. **Effect of the Scheme on the equity shareholders (promoter and non-promoter) of the Company**
 - a. In consideration of the amalgamation of the Company with the Transferee Company, the Transferee Company shall, issue and allot, equity shares on a proportionate basis to each shareholder of the Company, whose name is recorded in the register of members as member of the Company as on the Record Date (*as defined in the Scheme*). Further, no equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Company, and all such shares shall stand cancelled upon the Scheme becoming effective.
 - b. Upon the Scheme becoming effective, the Company shall be dissolved without being wound up and the shareholders of the Company shall become shareholders of the Transferee Company.
 - c. Upon the effectiveness of the Scheme and subject to receipt of regulatory approvals, the equity shares of the Transferee Company issued as consideration to the shareholders of the Company in terms of the Scheme, will be listed on BSE Limited and the National Stock Exchange of India Limited.

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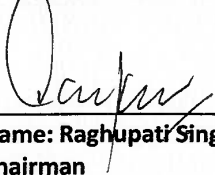
A UNIT OF JK TYRE

4. **Effect of the Scheme on the Key Managerial Personnel ("KMP") of the Company**
- a. The KMPs of the Company shall become employees of the Transferee Company on effectiveness of the Scheme.
- b. Further none of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Company.

In the opinion of the Board, Scheme will be of advantage and beneficial to the Company, its shareholders and other stakeholders.

By Order of the Board of Directors

For and on Behalf of
Cavendish Industries Limited



Name: Raghupati Singhania
Chairman

DIN: 00036129

Place: New Delhi

Date: September 16, 2024





Dated: 16 September 2024

**The Board of Directors
JK Tyre & Industries Limited**
Jaykaygram, PO – Tyre Factory
Kankroli – 313 342
Rajasthan, India

**The Board of Directors
Cavendish Industries Limited**
7, Council House Street,
Kolkata – 700 001
West Bengal, India

Re: Recommendation of the fair share exchange ratio for the proposed amalgamation of Cavendish Industries Limited (“Cavendish” or “Transferor Company”) with JK Tyre & Industries Limited (“JK Tyre” or “Transferee Company”).

Dear Sir / Madam,

We refer to our engagement letter dated 11 September 2024 whereby JK Tyre and Cavendish (together referred to as the “Clients” or the “Companies” or “you”) have appointed PwC Business Consulting Services LLP (hereinafter referred to as “PwC BCS”) to recommend the fair share exchange ratio (“Share Exchange Ratio”) for the proposed amalgamation of the Transferor Company with the Transferee Company.

PwC BCS has been hereinafter referred to as the ‘Valuer’ or ‘we’ or ‘us’ in this share exchange ratio report (“Share Exchange Report” or “Valuation Report” or “Report”).

BACKGROUND OF COMPANIES

JK Tyre & Industries Limited is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 and Companies Act, 2013 with corporate identity number L67120RJ1951PLC045966 and registered office at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India. The Transferee Company is *inter-alia* engaged in developing, manufacturing, marketing and distribution of automotive tyres, tubes, flaps and retreads. The equity shares of the Transferee Company are listed on both National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). JK Tyre via its subsidiaries/ associates has manufacturing/ trading operations in Mexico, Middle East and USA.

Cavendish Industries Limited is a public limited company incorporated under the provisions of the Companies Act, 2013 with corporate identity number U74900WB2015PLC204899 and registered office at 7, Council House Street, Kolkata 700 001, West Bengal, India. The Transferor Company is in the process of shifting its registered office from its current address. The Transferor Company is *inter-alia* engaged in developing, manufacturing, marketing and distribution of automotive tyres, tubes & flaps. The equity shares of the Transferor Company are not listed on any stock exchanges in India or overseas. JK Tyre holds ~74.1% equity stake directly in Cavendish, ~13.3% through its subsidiary JK Tornel S.A. De C.V. and ~12.5% through its associate Valiant Pacific LLC.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the managements of the Clients (“Management”) pursuant to a composite scheme of amalgamation (the proposed “Scheme” or “Scheme of Amalgamation”) are evaluating the amalgamation of the Transferor Company with the Transferee Company (“Proposed Transaction”) under the provisions of Sections 230 to 232 of the Companies Act,

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.

T: +91 (22) 66691500, F: + 91 (22) 66547801 / 04 / 07 / 08, www.pwc.com/india

LLPIN : AAO-9288 Registered with limited liability.

Registered Office : 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.





2013 and applicable provisions of the Income Tax Act, other applicable laws and rules issued thereunder, as may be applicable.

We understand from the Scheme that as consideration for the Proposed Transaction, the equity shareholders of the Transferor Company would be issued equity shares of the Transferee Company.

For the aforesaid purpose, the Board of Directors of the Clients have appointed PwC BCS to submit a Registered Valuer Report providing the recommendation of Share Exchange Ratio for the amalgamation of the Transferor Company with the Transferee Company on a going concern basis with 13 September 2024 being the Valuation Date, for the consideration of the Board of Directors of the Clients in accordance with the generally accepted professional standards.

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of Clients.

As per the Scheme, we understand that the Appointed Date for the Proposed Transaction is 01 April 2025.

The Report will be used by the Clients only for the purpose, as indicated in this Report, for which we have been appointed. The results of our analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

The scope of our services is to recommend Share Exchange Ratio for the Proposed Transaction and conduct a relative (and not absolute) valuation of equity shares of the Transferor Company and the Transferee Company.

This Report is our deliverable for the above engagement. This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and gathered from public domain:

- Considered the audited standalone financial statements of the Transferor Company, Transferee Company and its key subsidiaries/ associates for the last three years ended 31 March 2024 and the three month period ended 30 June 2024;
- Considered the audited consolidated financial statements of the Transferee Company for the last three years ended 31 March 2024 and limited review consolidated financial statements for the three month period ended 30 June 2024;
- Considered the audited consolidated financial statements of JK Tornel S.A. DE C.V. for the last three years ended 31 March 2024 and the three month period ended 30 June 2024;
- Considered the financial projections of the Transferor Company from 01 July 2024 to 31 March 2030, including key underlying assumptions with respect to the projected profit & loss account, capital expenditure and working capital estimates;
- Considered the financial projections of the standalone operations of the Transferee Company and its key investee companies from 01 July 2024 to 31 March 2030, including





- key underlying assumptions with respect to the projected profit & loss account, capital expenditure and working capital estimates;
- Details of surplus assets such as real estate and valuation report/ estimates thereof;
 - Considered the draft Scheme;
 - Considered the market prices of the Transferee Company as published by NSE;
 - Analysis of general market data, including economic and industry information that may affect the value;
 - Considered information available in the public domain in respect of the comparable companies / transactions, as appropriate, if available;
 - Considered the International Valuation standards (effective 31 January 2024) published by the International Valuation Standards Council, and;
 - Other information and documents that we considered necessary for the purpose of this engagement.

During the discussions with the management of the Transferor Company, Transferee Company and its subsidiaries/ associates, we have also obtained explanations and information considered reasonably necessary for our exercise. The Clients have been provided with the opportunity to review the draft report (excluding our conclusions) as part of our standard practice to make sure that factual accuracies / omissions are avoided in our final report.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation: -

- requested and received financial and qualitative information from the Management;
- considered and researched publicly available market data related to the Companies and various other industry factors;
- discussions with the management of the Companies to understand the business, key value drivers, historical financial performance and projected financial performance of the respective companies;
- selection of well accepted valuation methodology/(ies) as considered appropriate by us; and
- arriving at values of the Transferor Company and the Transferee Company on a relative basis in order to determine the Share Exchange Ratio.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or other PwC network firms.

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed per the terms of our engagement; (ii) Valuation Date and (iii) and are based on the balance sheets of the respective companies as at 30 June 2024 and other information provided by the Management. The Management has represented that the business activities of the companies have been carried out in the normal and ordinary course between 30 June 2024 and the date hereof and that no material adverse change has occurred in their respective operations and financial position between 30 June 2024 and the Valuation Date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, industry and other conditions in general and the information made available to us as of, date hereof. Events occurring after the date hereof may affect this Report and the





assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report, and (ii) the accuracy of information made available to us by/ on behalf of the Clients. In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence or otherwise investigated the historical financial information provided to us. We have not independently investigated or otherwise verified the data provided by/ on behalf of the Clients. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not require us to conduct any financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies and their investee companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information.

Also, with respect to explanations and information sought from/ on behalf of the Clients, we have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/ on behalf of the Clients. The Management has indicated to us that they have understood that any material omissions, inaccuracies, or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by/ on behalf of the Clients and their impact on the Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that these Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/ unaudited balance sheet of the Companies. Our conclusion of value assumes that the assets and liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the Report date.

No investigation of the claims of the Companies to title of assets has been made for the purpose of this Report and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

We must emphasize that the projected financial information has been prepared by the management(s) of the respective Companies and provided to us for the purpose of our analysis. The fact that we have considered the projected financial information in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the projected financial information. Since





the projected financial information relates to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/ forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of the Management.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on the information provided by/ on behalf of the Management in this regard.

This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transactions, or other alternatives, or whether or not such alternatives could be achieved or are available. We have not examined or advised on accounting, legal or tax matters involved in the Proposed Transaction.

We owe responsibility to only the Boards of Directors of the Clients that have appointed us under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Clients. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employees, or agents.

In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, without our prior written consent other than in connection with the Proposed Transaction. In addition, we express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction. Our Report and the opinion/ valuation analysis contained herein is not and nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

Any person/ party intending to provide finance/ invest in the shares/ businesses of the companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.

We are independent of the Clients and have no current or expected interest in the Clients or its assets. The fee for the engagement is not contingent upon the results reported.

This Valuation Report is subject to the laws of India.

Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.



SHARE CAPITAL DETAILS OF THE COMPANIES

JK Tyre & Industries Limited

The issued and subscribed equity share capital of JK Tyre as at 13 September 2024 is INR 52.1 crores consisting of 260,723,629 equity shares of face value of INR 2/- each. The equity shareholding pattern of JK Tyre is as follows:

Shareholders	Number of Equity Shares	% Share Holding
Promoter and Promoter Group	138,525,055	53.1%
Public	122,198,574	46.9%
Grand Total	260,723,629	100.0%

Source: Management

Further, JK Tyre has issued and allotted 24,000 Compulsorily Convertible Debentures ("CCDs") having face value of INR 1,00,000 each to International Finance Corporation ("IFC") on a preferential allotment basis on 20 March 2023. The CCDs carry a coupon rate of 6% p.a. compounded quarterly and shall be convertible into equity shares of INR 2 each, within a period up to 18 months from the date of allotment, at a conversion price of INR 180.50 for each equity share.

Accordingly, the equity shareholding pattern of JK Tyre on a fully diluted basis post the conversion of the above CCDs is as follows:

Shareholders	Number of Equity Shares	% Share Holding
Promoter and Promoter Group	138,525,055	50.6%
Public	135,494,972	49.4%
Grand Total	274,020,027	100.0%

Cavendish Industries Limited

The issued and subscribed equity share capital of Cavendish as at 13 September 2024 is ~INR 60.0 crores consisting of 59,971,273 equity shares of face value of INR 10/- each. The equity shareholding pattern of Cavendish is as follows:

Shareholders	Number of Equity Shares	% Share Holding
JK Tyre & Industries Ltd.	44,460,965	74.1%
JK Tornel S.A. De C.V.	8,000,000	13.3%
Valiant Pacific LLC.	7,500,000	12.5%
Others	10,308	0.0%
Grand Total	59,971,273	100.0%

Source: Management

Numbers may not add due to rounding

The Management has informed us that, without approval of the shareholders, there would not be any variation in the equity capital of the Companies till the proposed Scheme becomes effective. Accordingly, our Report and recommendation of the Share Exchange Ratio considers the above shareholding pattern of the Companies.





APPROACH & METHODOLOGY - BASIS OF TRANSACTION

We have considered International Valuation Standards in carrying out our valuation analysis and delivering our valuation conclusion. There are several commonly used and accepted valuation approaches for determining the value of a business/ shares of a company, which have been considered in the present case, to the extent relevant and applicable:

1. Asset Approach - Net Asset Value ('NAV') Method
2. Income Approach
 - Discounted Cash Flow ('DCF') Method
3. Market Approach
 - Market Price Method
 - Comparable Companies' Multiples ('CCM') Method
 - Comparable Companies' Transaction Multiples ('CTM') Method

Asset Approach - Net Asset Value method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the 'going concern' criteria or in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the companies/ business would continue as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

Income Approach (Discounted Cash Flows (DCF) Method)

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the business/ firm/ equity shareholders.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies'/ business' capital – both creditors and shareholders.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Market Approach

Under this approach, value of a company is assessed basis its market price (i.e. if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e. similar) listed companies or transactions in similar companies. Following are the methods under Market Approach:



- **Market Price ('MP') Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper indicator of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when the shares are thinly traded. Further, in the case of amalgamation, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

- **Comparable Companies' Multiple ('CCM') method**

Under this method, value of a business / company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. The market price, as a ratio of the comparable company's attribute such as sales, capital employed, earnings, etc. is used to derive an appropriate multiple. This multiple is then applied to the attribute of the asset being valued to indicate the value of the subject asset. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

- **Comparable Companies' Transaction Multiples ('CTM') Method**

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of the above Companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Out of the above, we have used approaches / methods, as considered appropriate. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been tabled in the next section of this Report.





BASIS OF SHARE EXCHANGE RATIO

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share.

The determination of a share exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single share exchange ratio. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio of the equity shares of the Transferor Company and the Transferee Company. The final responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of Clients who should consider other factors such as their own assessment of the Proposed Transaction and input of other advisors.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgement, in an independent and bona fide manner based on our previous experience of assignments of a similar nature. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled below.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation (on a per share basis) of the Transferor Company and the Transferee Company based on the various methodologies explained herein earlier and other factors considered relevant, having regard to information base, key underlying assumptions, and limitations. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for the Proposed Transaction. It is important to note that we are not attempting to arrive at the absolute equity values of the Transferor Company and the Transferee Company but at their relative values to facilitate the determination of the Share Exchange Ratio for the Proposed Transaction. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

In the current analysis, the amalgamation of the Transferor Company with the Transferee Company is proceeded with on the assumption that the Transferor Company and the Transferee Company would amalgamate as going concerns and actual realization of the operating assets for the Transferor Company and the Transferee Company is not contemplated. In such a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the equity shares of the Transferor Company and the Transferee Company under the Asset Approach, we have considered it appropriate not to give any weightage to the same in arriving at the Share Exchange Ratio.

Given the nature of the businesses of the Transferor Company and the Transferee Company and the fact that we have been provided with projected financials for the Transferor Company and the Transferee Company, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive at the relative value of the equity shares of both the Transferor Company and the Transferee Company for the purpose of arriving at the Share Exchange Ratio.

Within the DCF Method, equity value per share for the Transferor Company and the Transferee Company is computed as follows:





- Enterprise Value of the Transferor Company has been computed using DCF Method. Further, adjustments for debt & debt like items, cash and cash equivalents and surplus assets as appearing in the balance sheet as at 30 June 2024 have been considered to arrive at the equity value of the Transferor Company. To arrive at the price per equity share of the Transferor Company, we have considered the total issued and paid up equity shares of the Transferor Company as at 13 September 2024.
- Equity values of the Transferee Company and its investments in certain subsidiaries and associates have been computed separately using the DCF Method and adjusted for the value of cash and cash equivalents and surplus assets as appearing in the balance sheet as at 30 June 2024 to arrive at the equity value of the Transferee Company. To arrive at the price per equity share of the Transferee Company, we have considered the total issued and paid up equity shares (on a fully diluted basis) of the Transferee Company as at 13 September 2024.

Considering the stage of operations of the Transferor Company and the Transferee Company, industry within which they operate and the historical and current profitability status, we have considered EV/EBITDA multiples of various listed comparable companies. We have relied on publicly available information and certain databases such as CapIQ, etc. to arrive at the comparable company multiple.

In the present case, the equity shares of the Transferee Company are listed on NSE and BSE and there are regular transactions in its equity shares with reasonable volume. In the circumstances, the share price of the Transferee Company has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, higher of the prices as per the below two methods has been taken for determining the value of the Transferee Company under the Market Price methodology:

- the volume weighted average price for 90 trading days preceding the Valuation Date,
- the volume weighted average price for 10 trading days preceding the Valuation Date,

Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of information in the public domain on comparable transactions of similar scale and nature of operations. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

For our final analysis and recommendation, we have considered the values arrived under the Income and Market Approach to arrive at the relative value of equity shares of the Transferor Company and the Transferee Company for the purpose of the Proposed Transaction.

The basis of the proposed amalgamation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. It is important to note that we are not attempting to arrive at the absolute equity values of the Transferor Company and the Transferee Company but at their relative values to facilitate the determination of a Share Exchange Ratio for the Proposed Transaction.

We have applied methods discussed above, as considered appropriate, and arrived at their assessment of the relative values per equity share of the Transferor Company and the Transferee Company. To arrive at the Share Exchange Ratio for the Proposed Transaction, suitable minor adjustments/ rounding off have been done in the relative values for arriving at the recommended swap ratio.





In view of the above, considering the relevant facts and circumstances detailed in this Report, the tables below summarises the workings pertaining to the value per share of the Transferor Company and Transferee Company and the Share Exchange Ratio as derived by us.

Valuation Approach	Transferor Company		Transferee Company	
	Value per Equity Share (INR)	Weight	Value per Equity Share (INR)	Weight
Asset Approach – NAV	168.4	NA	169.4	NA
Income Approach - DCF Method	444.4	50.0%	480.7	50.0%
Market Approach				
Multiples Method	415.6	50.0%	471.7	25.0%
Market Price method*	NA	NA	433.0	25.0%
Concluded Value per Share	430.0		466.6	

* Higher of 10 trading days or 90 trading days volume weighted average price as of 13 September 2024.
NA – Not Applicable

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Share Exchange Ratio:

- **92 equity shares of JK Tyre (of INR 2/- each fully paid up) for every 100 equity shares of Cavendish (of INR 10/- each fully paid up).**

Respectfully submitted,

For and on behalf of
PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ Digitally signed
by NEERAJ GARG
Date: 2024.09.16
GARG 11:21:50 +05'30'

Neeraj Garg
Partner
IBBI Membership No: IBBI/RV/02/2021/14036
Date: 16 September 2024
VRN - IOVRVF/PWC/2024-2025/3941





16 September, 2024

To,

**The Board of Directors,
JK Tyre & Industries Ltd.**
3, Bahadur Shah Zafar Marg,
New Delhi - 110002

Sub: Fairness opinion to the Board of Directors of JK Tyre & Industries Ltd. (JK Tyre or Company) on the recommendation of Share Exchange Ratio for merger of Cavendish Industries Limited (Cavendish) into JK Tyre (Proposed Transaction)

In terms of our engagement with JK Tyre dated September 9, 2024, JK Tyre has requested ICICI Securities (I-Sec) to provide a fairness opinion to the Board of Directors of JK Tyre on the Share Exchange Ratio recommended by the Registered Valuer for the proposed Composite Scheme of Amalgamation and Arrangement (**Scheme**), pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

BACKGROUND, PURPOSE AND USE OF THIS FAIRNESS OPINION

JK Tyre is one of the leading tyre manufacturers in India and ranked 19th globally. It has wide range of products catering to diverse business segments that includes truck, bus, light commercial vehicles, passenger cars, multi-utility vehicles and tractors. Its equity shares are listed on the BSE and NSE.

Cavendish is engaged in manufacturing tyres, tubes and flaps for trucks, buses, non-truck, tractor rear and two and three wheelers. Its plant is at Haridwar (Laksar) and three units at its manufacturing facility with total capacity of producing ~11.2 million tyres. Its shares are not listed on any stock exchange.

JK Tyre and Cavendish, are hereinafter jointly referred to as the “**Companies**”

We understand that the Scheme contemplates merger / amalgamation of Cavendish into JK Tyre.

The Company has appointed PWC Business Consulting Services LLP (“PWC”) as **Registered Valuer** to determine and recommend the Share Exchange Ratio for the Scheme, on a going concern basis with 13 September 2024 being the valuation date. In this connection, pursuant to the requirements of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 June 2023, we have been requested by the Board of Directors of JK Tyre to render an opinion on whether the Share Exchange Ratio determined and recommended by the Registered Valuer vide their valuation report dated 16 September 2024, is fair.

The Registered Valuer has recommended the following Share Exchange Ratio for the Scheme:

Share Entitlement Ratio for Merger of Cavendish into JK Tyre:

“92 equity shares of JK Tyre & Industries Limited (of INR 2 each fully paid up) for every 100 equity shares of Cavendish Industries Limited (of INR 10 each fully paid up).”



This fairness opinion is intended only for the sole use and information of the Board of Directors of JK Tyre and only in connection with the Proposed Transaction. We are not responsible in any way to any other person / party for any decision of such person or party based on this fairness opinion. Any person / party intending to provide finance / invest in the shares / business of any of the companies involved in the Transaction or their subsidiaries / joint ventures / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. It is hereby notified that any reproduction, copying or otherwise quoting of this fairness opinion or any part thereof, other than in connection with the Transaction as aforesaid can be done only with our prior permission in writing.

SOURCES OF INFORMATION

In arriving at our opinion set forth below, we have relied on:

1. Audited financial statements of the JK Tyre & Industries Limited, Cavendish Industries Limited, Valiant Pacific LLC, JK Tornel & Subsidiaries S.A. de C.V., Treel Mobility Solutions (P) Ltd. and Western Tire Holdings Inc. for the last year ended 31 March 2024 and as at 30 June 2024;
2. Financial projections of JK Tyre & Industries Limited, Cavendish Industries Limited, Valiant Pacific LLC, JK Tornel & Subsidiaries S.A. de C.V., Treel Mobility Solutions (P) Ltd. from 01 April 2024 to 31 March 2030, including key underlying assumptions with respect to the projected profit & loss account, and projected balance sheet;
3. The draft Composite Scheme of Amalgamation and Arrangement;
4. Market prices of JK Tyre & Industries Limited as published by NSE
5. Other information and documents that we considered necessary for the purpose of this engagement.

SCOPE LIMITATIONS

Our fairness opinion is subject to the scope limitations detailed hereinafter. As such the fairness opinion is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein. Our work does not constitute an audit, due diligence or certification of the historical financial statements in relation to the Companies including their respective working results or businesses referred. Accordingly, we are unable to and do not express an opinion on the accuracy of any financial information referred to in this fairness opinion. Our analysis and results are specific to the purpose of the exercise of giving our fairness opinion as described hereinabove. It may not be valid for any other purpose or if provided on behalf of any other entity. Our fairness opinion is addressed to and is solely for the benefit of the Board of Directors of JK Tyre and should not be publicly or otherwise circulated, provided or disclosed to any person, authority (including regulatory authority), entity or any public or private platform without our prior written consent. No other person, entity or regulatory authority shall, save with our written consent, rely on this opinion or any part thereof.

We have considered financial information in our analysis and have made adjustments for facts made known to us till the date of our report, including taking into consideration current market parameters. An exercise of this nature involves consideration of various factors. This fairness opinion is issued on the understanding that each of the Companies have drawn our attention to all the matters which may have an impact on our opinion including any significant changes that have taken place or are likely to take place in the financial position or businesses upto the date of approval of the Scheme by the Board



of Directors. We have no responsibility to update this fairness opinion for events and circumstances occurring after this date.

In the course of the present exercise, we were provided with both written and verbal information, including financial data. The terms of our engagement were such that we were entitled to rely upon the information provided without detailed inquiry. Also, we assume that the management of each of the Companies, has not omitted any relevant and material factors for the purposes of the work which we have undertaken in connection with this fairness opinion.

We shall have no obligation to verify the accuracy or completeness of any information or express any opinion or offer any form of assurance regarding the accuracy or completeness of such information and shall not assume any liability therefor. We assume no responsibility whatsoever for any errors in the information furnished to us and their impact on the present exercise.

We express no opinion whatsoever and make no recommendation at all to the shareholders or secured or unsecured creditors of each of the Companies, as to how they should vote at their respective meetings held in connection with the Scheme. We do not express and should not be deemed to have expressed any views on any other term of the Scheme. We also express no opinion and accordingly accept no responsibility with respect to the financial performance of the Companies following the consummation of the Scheme. We also express no opinion on the likely market price of the Companies post the consummation of the Scheme.

No investigation with respect to the claim to title of assets of each of the Companies has been made for the purpose of this exercise and the same has been assumed to be valid. We have not placed any individual value on the assets of each of the Companies and have also not considered any liens or encumbrances on the same. Further we have not opined and accordingly do not take responsibility whatsoever for matters of a legal nature. Also, we are not opining on matters related to taxation. This fairness opinion should not be construed as a certification regarding the compliance of the Scheme with the provisions of any law including Companies Act, tax laws and capital market related laws or as regards any legal implications or issues arising from the Scheme.

In the ordinary course of business, ICICI Securities Limited and its affiliates is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of ICICI Securities Limited may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the Scheme.

In arriving at our opinion, we have assumed and relied upon, without any independent verification or validation, the accuracy and completeness of the financial and other information and data publicly available or provided to or otherwise reviewed by or discussed with us and have relied upon the assurances of the management of JK Tyre that they are not aware of any facts or circumstances that would make such information or data inaccurate or misleading in any material respect. With respect to the financials and forecasts, we have been advised by JK Tyre, and have assumed, that: (i) they have been reasonably prepared and/or confirmed on bases reflecting the best currently available estimates and good faith judgements of the management of JK Tyre as to the future financial performance of the Companies or their respective subsidiaries and/or associates, and (ii) they are based on the understanding of the management of JK Tyre of the current business strategy, operations, competition and macro-economic indicators and involves known and unknown risks, uncertainties, assumptions, and



other factors that may cause the actual results to be materially different from any future results, performance or achievements expressed or implied by the financials and forecast of the Companies or their respective subsidiaries and/or associates.

Without limiting the generality of the foregoing, we have also assumed, at the direction of JK Tyre, their respective subsidiaries and associates, as applicable, will receive all statutory clearances with respect to their respective operations in accordance with the assumptions regarding such clearances in their financials and forecasts.

We have been informed by the management of JK Tyre that the financials and forecasts provided to us have been prepared in accordance with Indian Accounting Standards (Ind-AS). We have not made or been provided with any independent evaluation or appraisal of the assets or liabilities (contingent or otherwise) of the Companies or their respective subsidiaries and/or associates, as applicable, and/or any other entity (other than the Valuation Report, which we have reviewed and relied upon without independent verification for purposes of this opinion), nor have we made any physical inspection or title verification of the properties or assets of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity, and we do not express any opinion as to the value of any asset of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity, whether at current prices or in the future. We have not evaluated the solvency or fair value of the Companies, their respective subsidiaries and/or associates, as applicable, and/or any other entity under the laws of India or any other laws relating to bankruptcy, insolvency or similar matters.

We have assumed, at the direction of JK Tyre, that the Transaction will be consummated in accordance with its terms, without waiver, modification or amendment of any material term, condition or agreement and that, in the course of obtaining the necessary governmental, judicial, regulatory and other approvals, consents, releases and waivers for the Transaction, no delay, limitation, restriction or condition, including any divestiture requirements or amendments or modifications, will be imposed that would have an adverse effect on JK Tyre, their respective subsidiaries and/or associates, as applicable, and/or any other entity or the contemplated benefits of the Transaction. We also have assumed, at the direction of JK Tyre, that the final executed Scheme will not differ in any material respect from the Draft Scheme reviewed by us.

We have not undertaken any independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, or other contingent liabilities, or any settlements thereof, to which JK Tyre, their respective subsidiaries and/or associates, as applicable, and/or any other entity, are or may be a party or are or may be subject, and this opinion does not consider the potential effects of any such litigation, actions, claims, other contingent liabilities or settlements.

We express no view or opinion as to any terms or other aspects or implications of the Transaction (other than the Ratios to the extent expressly specified herein), including, without limitation, the form or structure of the Transaction, the taxation impact of the Transaction or the Equity Shares issued and allotted under the Transaction or any terms or other aspects or implications of any other agreement, arrangement or understanding entered into in connection with or related to the Transaction or otherwise. We were not requested to, and we did not, participate in the negotiation of the terms of the Transaction. Our opinion does not address any matters otherwise than as expressly stated herein, including but not limited solely to matters such as corporate governance, shareholder rights or any other equitable consideration, and is limited to the fairness, from a financial point of view, to the Public Shareholders of JK Tyre of the Ratios provided for in the Scheme and no opinion or view is expressed with respect to any consideration received in connection with the Transaction by the holders of any other class of



securities, creditors or other constituencies of any party. In addition, no opinion or view is expressed with respect to the fairness (financial or otherwise) of the amount, nature or any other aspect of any compensation to any of the officers, directors or employees of any party to the Transaction, or class of such persons, relative to the Ratios. Furthermore, no opinion or view is expressed as to the relative merits of the Transaction in comparison to other strategies or transactions that might be available to JK Tyre or in which JK Tyre might engage or as to the underlying business decision of JK Tyre to proceed with or effect the Transaction. Further, JK Tyre will remain solely responsible for the commercial assumptions on which this opinion is based and for its decision to proceed with the Transaction.

Further, our opinion does not take into account any corporate actions of JK Tyre after the date hereof, including payment of dividends. We are not expressing any opinion as to what the value of the Equity Shares actually will be when issued or the prices at which the Equity Shares will trade at any time, including following announcement or consummation of the Transaction. In addition, we express no opinion or recommendation as to how any shareholder, creditor or other person should vote or act in connection with the Transaction or any related matter. In addition, we are not expressing any view or opinion with respect to, and have relied, with the consent of JK Tyre, upon the assessments of representatives of JK Tyre regarding, legal, regulatory, accounting, tax and other matters relating to the Companies, any of their respective subsidiaries and/or associates, as applicable, or any other entity and the Transaction (including the contemplated benefits of the Transaction) as to which we understand that JK Tyre obtained such advice as it deemed necessary from qualified professionals.

We have also assumed that all aspects of the Transaction and any other transaction contemplated in the Scheme would be in compliance with applicable laws and regulations, and we have issued this opinion on the understanding that we would not in any manner verify, or be responsible for ensuring, such compliance, including without limitation, compliance with the provisions of SEBI Regulations. Without prejudice to the generality of the foregoing, we express no opinion and have assumed that the Transaction will not trigger obligation to make open offers under the Securities Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and accordingly, we have not considered the consequences or impact on ICICI Securities, if any such offers are mandated, and we have also assumed that the Transaction will not result in any adverse effect on ICICI Securities or its business, whether under tax or other laws or under the terms of any license or approval.

We have acted as financial advisor to the Board of Directors of JK Tyre to render this opinion and will receive a fee for our services, which will be paid upon the rendering of this opinion. In addition, JK Tyre has agreed to reimburse our expenses (subject to certain restrictions) and indemnify us against certain liabilities arising out of our engagement.

We and our affiliates comprise a full-service securities firm and commercial bank engaged in securities, commodities and derivatives trading, foreign exchange and other brokerage activities, and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of companies, governments and individuals. In the ordinary course of our businesses, we and our affiliates may invest on a principal basis or on behalf of customers or manage funds that invest, make or hold long or short positions, finance positions or trade or otherwise effect transactions in equity, debt or other securities or financial instruments (including derivatives, bank loans or other obligations) of JK Tyre and their respective subsidiaries, joint ventures, associates and/or affiliates.



We and our affiliates in the past have provided, currently are providing, and in the future may provide, investment banking, commercial banking and other financial services to JK Tyre and its subsidiaries, joint ventures, associates and/or affiliates, and have received or in the future may receive compensation for the rendering of these services.

It is understood that this letter is for the benefit and use of the Board of Directors of JK Tyre (in its capacity as such) in connection with and for purposes of its evaluation of the Transaction and is not rendered to or for the benefit of, and shall not confer rights or remedies upon, any person other than the Board of Directors of JK Tyre. This opinion may not be disclosed, referred to, or communicated (in whole or in part) to any third party, nor shall any public reference to us be made, for any purpose whatsoever except (i) with our prior written consent in each instance; (ii) as required to be disclosed by JK Tyre to the Stock Exchanges pursuant to applicable laws and may be disclosed on the website of JK Tyre and the Stock Exchanges to the extent required under applicable laws and further may also be made a part of the explanatory statement to be circulated to the shareholders and/or creditors of JK Tyre; and (iii) as required to be disclosed to relevant judicial, regulatory or government authorities, in each case only as may be mandatorily required by applicable laws. Our opinion is necessarily based on financial, economic, monetary, market and other conditions and circumstances as in effect on, and the information made available to us as of, the date hereof. It should be understood that subsequent developments may affect this opinion, and we do not have any obligation to update, revise, or reaffirm this opinion.

RATIONALE & CONCLUSION

In the circumstances, having regard to all relevant factors and on the basis of information and explanations given to us, we are of the opinion on the date hereof, that the Share Exchange Ratio, as recommended by the Registered Valuers is fair.

Yours faithfully,

For ICICI Securities Limited,



Deepak Nawal
Senior Vice President
ICICI Securities, Mumbai
Date: 16 September 2024



SS KOTHARI MEHTA & CO. LLP

CHARTERED ACCOUNTANTS

Statutory Auditor's Certificate

To,
The Board of Directors,
J K Tyre & Industries Limited
Patriot House 3,
Bahadur Shah Zafar Marg,
New Delhi - 110 002

Subject: Certificate in relation to the proposed accounting treatment in the books of J K Tyre & Industries Limited as mentioned in clause 9 of the Proposed Scheme of Amalgamation of Cavendish Industries Limited with J K Tyre & Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015

1. We, S S Kothari Mehta & Co. LLP, Chartered Accountants, the statutory auditors of J K Tyre & Industries Limited (hereinafter referred to as "**the Company**" or "**the Transferee Company**"), having its registered office at **Patriot House 3, Bahadur Shah Zafar Marg, New Delhi - 110 002**, have requested by the Company to examined the proposed accounting treatment specified in Clause 9 of the Proposed Scheme of Amalgamation of **Cavendish Industries Limited (" the Transferor Company")** with **J K Tyre & Industries Limited and their respective shareholders ("Proposed Scheme")** under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the "Act") with reference to its compliance with the applicable Securities and Exchange Board of India ('SEBI') (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder ("SEBI regulations"), and applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made thereunder and Other Generally Accepted Accounting Principles in India.
2. The Proposed Scheme is approved by the Board of Directors of the Company in their meeting held on September 16, 2024, and is subject to approval of the respective Shareholders, the National Company Law Tribunal ("NCLT") and statutory and Regulatory Authorities, as applicable.

Management Responsibility

3. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Indian Accounting Standards read with rules made thereunder and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Proposed Scheme as reproduced in Annexure I and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



4. The Company's Management is also responsible for ensuring that the Company complies with the requirements of the Act ; SEBI regulations ; the applicable accounting standards in relation to the scheme ; providing all relevant information with respect to the proposed scheme to the NCLT and other regulatory authorities as applicable.

Auditor Responsibility

5. Our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in clause 9 of the proposed Scheme and reproduces in Annexure I to this certificate is in conformity with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles and SEBI regulations.
6. We conducted our examination of the proposed accounting treatment, in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have performed the following procedures:
 - a. Review the proposed accounting treatment as contained in the Annexure I to this certificate to ensure it is in accordance with applicable Ind AS specified under Section 133 of the Act read with rules made thereunder and Other Generally Accepted Accounting Principles.
 - b. Making suitable inquires and obtained relevant representations from the management of the Company.
8. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and according to the information and explanations given to us, the proposed accounting treatment in the books of the Company contained in clause 9 of the Proposed Scheme and as reproduced in Annexure I to this Certificate, initialled and stamped by for the purposes of identification only, is in conformity with SEBI regulations, and applicable Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013 read with rules made thereunder and Other Generally Accepted Accounting Principles.



**SS KOTHARI MEHTA
& CO. LLP**
CHARTERED ACCOUNTANTS

Restriction on Distribution or Use

11. Our work was performed solely to assist the Company in meeting its responsibilities in relation to compliance with the requirements of Section 230 to 232, and other applicable provisions of the Act read with Rules and forward submission along with Scheme of Amalgamation to the SEBI, the BSE & the NSE, jurisdictional National Company Law Tribunal and other regulatory authorities and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration No: 000765N/N500441




Vijay Kumar
Partner
Membership Number: 092671
UDIN: 24092671BKFBRO7750

Place: New Delhi

Date: September 16, 2024

Enclosed; Annexure I

Annexure I

Proposed accounting treatment as mentioned in Clause 9 of the Proposed Scheme of Amalgamation of Cavendish Industries Limited (Transferor Company) with JK Tyre & Industries Limited (Transferee Company)

9. ACCOUNTING TREATMENT

9.1. Accounting Treatment in the books of the Transferee Company

Notwithstanding anything contained to the contrary elsewhere in this Scheme, upon this Scheme becoming effective, the Transferee Company shall account for amalgamation of the Transferor Company in its books of account in accordance with Ind AS notified under Section 133 of the 2013 Act, under the Companies (India Accounting Standards) Rules, 2015, as may be amended from time to time and such accounting treatment would be in accordance with the applicable Ind AS:

- 9.1.1. The Transferee Company shall record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme at the respective carrying amounts as they would appear in the standalone books of account of the Transferor Company.
- 9.1.2. The balance of the reserves appearing in the financial statements of the Transferor Company will be aggregated with the corresponding balances of reserves as appearing in the financial statements of the Transferee Company.
- 9.1.3. The identity of the reserves shall be preserved and shall appear in the financial statements of the Transferee Company in the same form in which they appeared in the financial statements of the Transferor Company.
- 9.1.4. The Transferee Company shall credit its Share Capital account in its books of account with the aggregate face value of the Transferee Company New Equity Shares issued and allotted by the Transferee Company to the shareholders of the Transferor Company pursuant to Clause 8.1.
- 9.1.5. Inter-company deposits/ loans and advances/ any other balances between the Transferee Company and the Transferor Company, if any, appearing in the books of the Transferee Company shall stand cancelled without any further act or deed, upon this Scheme becoming effective, and thereafter there shall be no obligation in that behalf.
- 9.1.6. All investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to amalgamation and there shall be no further rights or obligations in that behalf;
- 9.1.7. The difference, if any, between the value of net assets acquired and recorded as per clause 9.1.1 and the value of (a) reserves acquired and recorded as per clause 9.1.2, (b) Transferee Company New Equity Shares issued and allotted as per clause 9.1.4, (c) cancellation of inter-company balances/ deposits and loans or advances as per clause as per clause 9.1.5 and (d) cancellation of investments as per clause 9.1.6 above shall be recorded as capital reserve account.



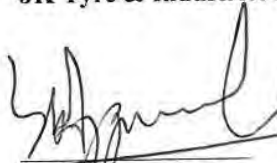
Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-66001112, 66001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000
Website : www.jktyre.com CIN : L67120RJ1951PLC045966



9.1.8. In case of any differences in accounting policies between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.

9.1.9. Notwithstanding anything to the contrary contained herein above, the Board of Directors of the Transferee Company shall be allowed to account for any of these balances, including any of the matters not dealt with in clauses herein above, in any manner whatsoever as may be deemed fit in accordance with the Indian accounting standards (Ind AS) specified under section 133 of the 2013 Act read with Companies (Indian Accounting Standards) Rules, 2015.

For and on behalf of
JK Tyre & Industries Limited


Sanjeev Aggarwal
Chief Financial Officer



**LODHA
& CO LLP**

Chartered Accountants

12, Bhagat Singh Marg, New Delhi - 110 001, India
Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414
Fax : 91 11 23345168 / 23314309
Email : delhi@lodhaco.com

Statutory Auditor's Certificate

To,
The Board of Directors,
Cavendish Industries Limited
Patriot House 3,
Bahadur Shah Zafar Marg,
New Delhi – 110002

Subject: Certificate in relation to the proposed accounting treatment in the books of Cavendish Industries Limited as mentioned in clause 9.2 of the Proposed Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “proposed Scheme”) with applicable Indian Accounting Standards (“Ind AS”) prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015

1. We, Lodha & Co LLP, Chartered Accountants, the statutory auditors of Cavendish Industries Limited (hereinafter referred to as “**the Company**” or “**the Transferor Company**”), having its registered office at 7, Council House Street, Kolkata- 700001 have been requested by the Company to examine the proposed accounting treatment specified in Clause 9.2 of the Proposed Scheme of Amalgamation of **Cavendish Industries Limited (“the Transferor Company”) with JK Tyre & Industries Limited (“the Transferee Company”) and their respective shareholders (“Proposed Scheme”)** under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (the “Act”) with reference to its compliance with the applicable Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder (“SEBI regulations”), and applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rules made thereunder and Other Generally Accepted Accounting Principles in India.
2. The Proposed Scheme is approved by the Board of Directors of the Company in their meeting held on September 16, 2024 and is subject to approval of the respective Shareholders, the National Company Law Tribunal (“NCLT”) and statutory and Regulatory Authorities, as applicable.

Management Responsibility

3. The responsibility for the preparation of the Proposed Scheme and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Indian Accounting Standards read with rules made thereunder and other Generally Accepted Accounting Principles, is that of the Board of Directors of the Companies involved in the Scheme. This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the Proposed Scheme as reproduced in Annexure A and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The Company’s Management is also responsible for ensuring that the Company complies with the requirements of the Act; SEBI regulations; the applicable accounting standards in relation to the



Regd. Office : 19, Esplanade Mansions, 14 Government Place East, Kolkata 700069, West Bengal, India.
Lodha & Co (Registration No. 301051E) a Partnership Firm was converted into Lodha & Co LLP
(Registration No. 301051E/E300284) a Limited Liability Partnership with effect from December 27, 2023

Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur

scheme; providing all relevant information with respect to the proposed scheme to the NCLT and other regulatory authorities as applicable.

Auditor Responsibility

5. Our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in clause 9.2 of the proposed Scheme and undertaking in Annexure A as issued in connection with certificate is in conformity with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles and SEBI regulations.
6. We conducted our examination of the proposed accounting treatment, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (“Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have performed the following procedures:
 - a. Review the proposed accounting treatment as contained in the Annexure A to this certificate to ensure it is in accordance with applicable Ind AS specified under Section 133 of the Act read with rules made thereunder and other Generally Accepted Accounting Principles.
 - b. Making suitable inquires and obtained relevant representations from the management of the Company.
8. Our examination did not extend to any aspects of a legal or propriety nature covered in the Scheme.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1. Quality Control for firms that perform Audit Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination and according to the information and explanations given to us, the proposed accounting treatment in the books of the Company contained in clause 9.2 of the Proposed Scheme and undertaking in Annexure A as issued in connection with certificate, initialled and stamped by for the purposes of identification only, is in conformity with SEBI regulations, and applicable Accounting Standards notified by the Central Government under Section 133 of the Companies Act, 2013 read with rules made thereunder and other Generally Accepted Accounting Principles.

Restriction on Distribution or Use

11. Our work was performed solely to assist the Company in meeting its responsibilities in relation to compliance with the requirements of Section 230 to 232 of the Companies Act 2013, and other applicable provisions of the Act read with Rules and forward submission along with Scheme of Amalgamation to the SEBI, the BSE & the NSE, jurisdictional National Company Law Tribunal and other regulatory authorities and should not be used, referred to or distributed for any other



purpose or to any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For Lodha & Co LLP

Chartered Accountants

Firm Registration No: 301051E /E300284

Shyamal Kumar

Shyamal Kumar

Partner:

Membership Number:

UDIN: 24509325BKABWM6046

Place: *New Delhi*

Date: *16/Sept/2024*



CAVENDISH

Proposed accounting treatment as mentioned in Clause 9.2 of the Proposed Scheme of Amalgamation of Cavendish Industries Limited with J K Tyre & Industries Limited

9.2 Accounting Treatment in the books of the Transferor Company

The Transferor Company shall stand dissolved without being wound up upon this Scheme becoming effective. Hence there is no accounting treatment prescribed under this Scheme in the books of accounts of the Transferor Company.

For Cavendish Industries Limited


Kamal Kumar Manik
(Chief Financial Officer & Company Secretary)



P +91 1332 256000
F +91 1332 256226
E : ltp@jkmail.com

Cavendish Industries Limited
Village - Khedimubarakpur, Tehsil - Laksar, Distt. Haridwar - 247663, Uttarakhand
Registered Office - 7, Council House Street, Kolkata - 700 001
CIN No. : U74900WB2015PLC204899
A UNIT OF JK TYRE



DCS/AMAL/TS/R37/3581/2024-25

April 01, 2025

To,

The Company Secretary,
JK Tyre & Industries Ltd
 Jaykaygram, PO - Tyre Factory, Kankroli,
 Kankroli, Rajasthan, 313342

Sub: Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited

We refer to Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company" OR "CIL") with JK Tyre & Industries Limited ("Transferee Company" or "JKTIL") and their Respective Shareholders and its respective shareholders and creditors filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated April 01, 2025, has inter alia given the following comment(s) on the said Scheme of Arrangement:

- A. "The proposed composite Scheme of Amalgamation and Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."
- B. "The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme."
- C. "The Entity is advised that, the additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges."
- D. "The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators / authorities / tribunal."
- E. "The Entity shall ensure compliance with the SEBI circulars issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated June 20, 2023, and also ensure that all the liabilities of Transferor Company are transferred to the Transferee Company."
- F. "The Entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."
- G. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."

- H. "The entities are advised to disclose the following as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013 –
- i. Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.
 - ii. Clarification letter dated January 17, 2025, issued by Statutory Auditor with respect to method of accounting to be followed for accounting amalgamation in Transferee Company post-merger.
 - iii. Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.
 - iv. Revised shareholding pattern submitted by JKTIL vide email dated March 21, 2025.
 - v. Pre and Post scheme shareholding of CIL and JKTIL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
 - vi. Capital built-up of CIL since incorporation and last 3 years shareholding pattern filed by CIL with ROC.
 - vii. Details of Revenue, PAT and EBIDTA of CIL and JKTIL for last 3 years.
 - viii. Projections considered for valuation of CIL and JKTIL.
 - ix. Justification for growth rate considered for valuation of CIL and JKTIL.
 - x. Value of Assets and liabilities of CIL that are being transferred to Transferee Company and post-merger balance sheet of JKTIL.
 - xi. Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties.
 - xii. Financial implication of merger on Promoters, Public Shareholders and the companies involved.
 - xiii. Conditions imposed by lending scheduled commercial banks/financial institutions, if any, while issuing its NOC to the Scheme.
 - xiv. Disclose all pending actions against the entities involved in the scheme and possible impact of the same on the Transferee Company to the shareholders.
- I. "Entities are advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
- J. "The Entity is advised that the proposed equity shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only."
- K. "The Entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document."
- L. "No changes to the draft scheme except those mandated by the regulators / authorities / tribunals shall be made without specific written consent of SEBI."
- M. "The Entity is advised that the observations of SEBI / Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT."
- N. "The Entity is advised to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme."

- O. "It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments / observations on draft scheme by SEBI / stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013, to SEBI again for its comments / observations / representations."
- P. "The listed entity involved in the proposed scheme shall disclose the No-Objection letter of the Stock Exchange(s) on its website within 24 hours of receiving the same."
- Q. The listed entity is advised that the applicable additional information, if any, to be submitted to SEBI along with the draft scheme of arrangement as advised by Email dated April 01, 2025, shall form part of disclosure to the shareholders.

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Please note that the submission of documents / information, in accordance with the circular to SEBI / Exchange should not any way be deemed or construed that the same has been cleared or approved by SEBI / Exchange. SEBI / Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.


Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**



BSE

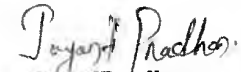
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Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,



Ashok Kumar Singh
Deputy General Manager



J ayantiPradhan
Assistant Manager



Ref: NSE/LIST/44459

April 02, 2025

The Company Secretary
JK Tyre & Industries Limited

Kind Attn.: Mr. Kamal Manik

Dear Sir,

Sub: Observation Letter for draft scheme of arrangement between Cavendish Industries Limited (“CIL/Transferor Company”) and JK Tyre & Industries Limited (“JKTIL/Transferee Company”) and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

We are in receipt for captioned draft composite scheme of arrangement filed by JK Tyre & Industries Limited.

Based on our letter reference no. NSE/LIST/44459 dated December 31, 2024, submitted to SEBI pursuant to SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and Regulation 37 and Regulation 94(2) of SEBI (LODR) Regulations, 2015 for comments on the Draft Scheme of Arrangement. SEBI vide its letter dated April 01, 2025, has inter alia given the following comment(s) on the draft scheme of arrangement:

- a) *The Company shall ensure that the proposed composite scheme of Amalgamation and Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- b) *The Company shall ensure to disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters, and directors, before Hon'ble NCLT and shareholders, while seeking approval of the Scheme.*
- c) *The Company shall ensure that additional information, if any, submitted by the Company after filing the Scheme with the Stock Exchanges, from the date of receipt of this letter, is displayed on the websites of the listed company and the Stock Exchanges.*
- d) *The company shall ensure that the entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by regulators/authorities/tribunal.*
- e) *The Company shall ensure compliance with the SEBI Circular issued from time to time. The entities involved in the Scheme shall duly comply with various provisions of the SEBI Master Circular dated June 20, 2023, and ensure that all the liabilities of Transferor Company are transferred to the Transferee Company.*
- f) *The Company shall ensure that information pertaining to all the Unlisted Companies, if any, involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- g) *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*



Signer: SAILI MOHAN KAMBLE
Date: Wed, Apr 2, 2025 15:57:40 IST
Location: NSE

- h) *The Companies shall ensure that the following disclosure as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the Company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, so that public shareholders can make an informed decision in the matter.*
- i. *Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.*
 - ii. *Clarification letter dated January 17, 2025 issued by Statutory Auditor with respect to method of accounting to be followed for accounting amalgamation in Transferee Company post-merger.*
 - iii. *Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share-Swap Ratio and Rationale for using above methods.*
 - iv. *Revised shareholding pattern submitted by JKTIL vide email dated March 21, 2025.*
 - v. *Pre and Post scheme shareholding of CIL and JKTIL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.*
 - vi. *Capital built-up of CIL since incorporation and last 3 years shareholding pattern filed by CIL with ROC.*
 - vii. *Details of Revenue, PAT and EBIDTA of CIL and JKTIL for last 3 years.*
 - viii. *Projections considered for valuation of CIL and JKTIL.*
 - ix. *Justification for growth rate considered for valuation of CIL and JKTIL.*
 - x. *Value of Assets and liabilities of CIL that are being transferred to Transferee Company and post-merger balance sheet of JKTIL.*
 - xi. *Details of potential benefits and risks associated with the merger, including integration challenges, market conditions and financial uncertainties.*
 - xii. *Financial implication of merger on Promoters, Public Shareholders and the companies involved.*
 - xiii. *Conditions imposed by lending scheduled commercial banks/financial institutions, if any, while issuing its NOC to the Scheme.*
 - xiv. *Disclose all pending actions against the entities involved including its promoters and directors in the scheme and possible impact of the same on the Transferee Company to the shareholders.*
- i) *The Company shall ensure that the details of proposed scheme under consideration as provided by the Company to the Stock Exchanges shall be prominently disclosed in the notice sent to the shareholders.*
- j) *The Company shall ensure that the proposed equity shares, if any, to be issued in terms of the “Scheme” shall mandatorily be in demat form only.*
- k) *The Company shall ensure that the “Scheme” shall be acted upon subject to the Company complying with the relevant clauses mentioned in the scheme document.*
- l) *The Company shall ensure that no changes to the draft scheme except those mandated by the regulators/authorities/tribunals shall be made without specific written consent of SEBI.*
- m) *The Company shall ensure that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before NCLT and the Company is obliged to bring the observations to the notice of NCLT.*

- n) *The Companies shall ensure that all the applicable additional information shall form part of disclosures to the shareholders, which was submitted by the Company to the Stock Exchange as per Annexure M of Exchange checklist.*
- o) *The Company shall ensure to comply with all the applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder, including obtaining the consent from the creditors for the proposed scheme.*
- p) *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ Stock exchange. Hence, the Company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Please note that the submission of documents/information, in accordance with the Circular to SEBI and National Stock Exchange of India Limited (NSE), should not in any way be deemed or construed that the same has been cleared or approved by SEBI and NSE. SEBI and NSE does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the documents submitted.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 37 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

The Listed entity involved in the proposed Scheme shall disclose the No-Objection Letter of the Stock Exchange(s) on its website within 24 hours of receiving the same.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from April 02, 2025, within which the Scheme shall be submitted to NCLT.

Kindly note, this Exchange letter should not be construed as approval under any other Act /Regulation/rule/bye laws (except as referred above) for which the Company may be required to obtain approval from other department(s) of the Exchange. The Company is requested to separately take up matter with the concerned departments for approval, if any.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37 of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

This Document is Digitally Signed



Continuation Sheet

Yours faithfully,
For National Stock Exchange of India Limited

Saili Kamble
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL: <https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed



Signer: SAILI MOHAN KAMBLE
Date: Wed, Apr 2, 2025 15:57:40 IST
Location: NSE



November 6, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Kind Att. Ms. Jayanti Pradhan / Ms. Tanmayi Lele

Scrip code: 530007

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) and JK Tyre & Industries Limited (“Company” or “Transferee Company”) and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

Ref: Report on Complaint in terms of Paragraph 6.a of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time (“SEBI Master Circular”)

Dear Sir/ Madam,

This is in reference to the Scheme filed by the Company pursuant to Regulation 37 of the Listing Regulations with BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

As per Paragraph 6.a of Part I of the SEBI Master Circular, the Company is *inter alia* required to submit a ‘Report on Complaints’ containing the details of complaints received by the Company on the Scheme from various sources within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant stock exchange.

The period of 21 days from the date of uploading of the draft Scheme along with related documents by BSE on its website i.e. October 10, 2024, has expired on October 30, 2024, accordingly, we attach herewith a ‘Report on Complaints’, as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.jktyre.com, as per the aforementioned SEBI Master Circular.

We request you to take the above on record as compliance under the applicable provisions of the Listing Regulations and SEBI Master Circular.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



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



COMPLAINTS REPORT

[In respect of Scheme of Amalgamation of Cavendish Industries Limited and JK Tyre & Industries Limited and their respective Shareholders]

Period of Complaints Report: October 10, 2024 to October 30, 2024

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.		Not Applicable	





November 19, 2024

To,
Manager - Listing Compliance
 National Stock Exchange of India Limited,
 'Exchange Plaza', C-1, Block G, Bandra Kurla Complex,
 Bandra (E), Mumbai - 400 051

Kind Att. Ms. Srishti Agarwal / Ms. Shiwani Mundhra

Scrip Code / SYMBOL: JKTYRE

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Ref: Report on Complaint in terms of Paragraph 6.a of Part I of the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended from time to time ("SEBI Master Circular")

Dear Sir/ Madam,

This is in reference to the Scheme filed by the Company pursuant to Regulation 37 of the Listing Regulations with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**").

As per Paragraph 6.a of Part I of the SEBI Master Circular, the Company is *inter alia* required to submit a 'Report on Complaints' containing the details of complaints received by the Company on the Scheme from various sources within 7 days of expiry of 21 days from the date of uploading of the draft Scheme and related documents on the website of the relevant stock exchange.

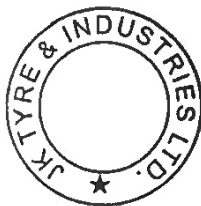
The period of 21 days from the date of uploading of the draft Scheme along with related documents by NSE on its website i.e. October 28, 2024, has expired on November 17, 2024, accordingly, we attach herewith a 'Report on Complaints', as **Annexure-1** to this letter.

The Report on Complaints is also being uploaded on the website of the Company, i.e., www.jktyre.com, as per the aforementioned SEBI Master Circular.

We request you to take the above on record as compliance under the applicable provisions of the Listing Regulations and SEBI Master Circular.

For JK Tyre & Industries Limited


Kamal Kumar Manik
 Company Secretary



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



VIKRANT

COMPLAINTS REPORT

[In respect of Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective Shareholders]

Period of Complaints Report: October 28, 2024 to November 17, 2024

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	Nil
3.	Total Number of complaints/comments received (1+2)	Nil
4.	Number of complaints resolved	Not applicable
5.	Number of complaints pending	Not applicable

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		





JKTIL: SECTL:SE:11:2024

October 3, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("SEBI Master Circular")

It is hereby certified that the draft Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders ("Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular, including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied



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



(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the Share Exchange Ratio Report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificates issued by the statutory auditors of the Transferor Company and the Transferee Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Transferee Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary

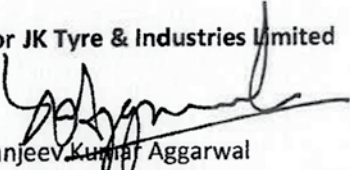


For JK Tyre & Industries Limited


Anshuman Singhania
Managing Director

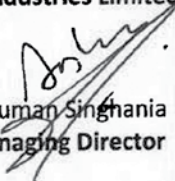
Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation of Cavendish Industries Limited (Transferor Company) with JK Tyre & Industries Limited (Transferee Company) and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

For JK Tyre & Industries Limited


Sanjeev Kumar Aggarwal
Chief Financial Officer



For JK Tyre & Industries Limited


Anshuman Singhania
Managing Director



- 3 OCT 2024



JKTIL: SECTL:SE:13:2024

October 3, 2024

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Scrip Code/Symbol: JKTYRE

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

Compliance report as per Securities and Exchange Board of India's ("SEBI") Master Circular dated June 20, 2023 bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 ("SEBI Master Circular")

It is hereby certified that the draft Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders ("Scheme") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Master Circular, including the following:

Sl. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of the SEBI Master Circular			
	Para (1)(A)(2)	Submission of documents to Stock Exchanges	Complied
	Para (1)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Complied

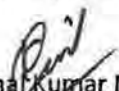


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 Website : www.jktyre.com CIN : L67120RJ1951PLC045966




(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied. Copy of the Share Exchange Ratio Report is enclosed as part of this application.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied. Copy of the certificates issued by the statutory auditors of the Transferor Company and the Transferee Company confirming that accounting treatment mentioned in the Scheme is in compliance with Section 133 of the Companies Act 2013 and accounting standards framed thereunder is enclosed as part of this application.
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The Transferee Company will comply with provisions of e-voting as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



For JK Tyre & Industries Limited


Anshuman Singhania
Managing Director


Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation of Cavendish Industries Limited (Transferor Company) with JK Tyre & Industries Limited (Transferee Company) and their respective shareholders are in compliance with all the Accounting Standards applicable to a listed entity.

For JK Tyre & Industries Limited


Sanjeev Kumar Aggarwal
Chief Financial Officer



For JK Tyre & Industries Limited


Anshuman Singhania
Managing Director

- 3 OCT 2024



LEGAL PROCEEDINGS

Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against JK Tyre & Industries Ltd., Promoters and Directors

- A. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against JK Tyre & Industries Ltd.
1. One of our dealer partners filed a civil suit (“**Plaintiff**”) against us before the Court of the Principal Senior Civil Judge, Vijaywada, contending that they had placed several security deposits with us and we refused to pay interest and handling charges due on such deposits. The Court of the Principal Senior Civil Judge, Vijaywada, by order dated July 10, 2023 decreed the suit against us directing us to pay a sum of ₹ 70.69 crores and interest thereon. We have filed an appeal before the High Court of Andhra Pradesh at Amravati against the aforesaid order dated July 10, 2023 contending, inter alia, that the claim was already settled with the Plaintiff. In the meanwhile, the Plaintiff has filed an application dated September 11, 2023 under Section 7 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal (“**NCLT Jaipur**”) to initiate corporate insolvency resolution process against us for the purpose of recovering of the said sum along with interest thereon and handling charges pursuant to the order dated July 10, 2023. The counsel for the Plaintiff has submitted before the High Court on December 19, 2023 that they will not press further proceedings before the NCLT Jaipur till the time the High Court passes orders in the stay application and petition under Order VII, Rule 11 of the CPC against order dated July 10, 2023 filed by us. Regular hearing in both matters i.e. Appeal and CRP are going on before High Court of Andhra Pradesh. Vide Order dated 17.3.2025, the NCLT, Jaipur has adjourned the matter sine die. The Hon’ble High Court of Andhra Pradesh vide its Order dated 30.4.2025 has been pleased to grant stay on all proceedings pursuant to final Decree dated 10.7.2023.
 2. Our Company has instituted recovery proceedings against GP Catarinense Comercio Importacao e Exportacao Ltda, J.S. Comercio de Pneus Ltda., and Brumel Distribuidora de Pneus Ltda. (“**GPP Companies**”), in Brazil, for recovery of approximately USD 6.7 million in relation to non-payment of dues by the GPP Companies for tyres exported to them by us. The case is currently pending before the Regional Court of Sao Jose dos Pinhais, Metropolitan Region of Curitiba – Parana, Brazil.
 3. The company received a show cause on October 6, 2021 (“**Show Cause Notice**”) from the Principal Commissioner CGST & Central Excise, Bhopal (“**Principal Commissioner**”) requiring us to pay central value added tax (“**CENVAT**”) credit under the Cenvat Credit Rules, 2004, as amended, in relation to sale by our Company of certain capital goods to Rent Alpha Private Limited and J.K. Credit & Finance Limited amounting to ₹14.4 crore. We deposited an amount of ₹ 1.00 crore on December 2, 2019 under protest during the course of investigation preceding the Show Cause Notice. Further, we filed reply dated May 18, 2022 to the Show Cause Notice wherein we contested payment of ₹ 14.40 crore. The Principal Commissioner subsequently issued a letter August 31, 2022 wherein they intimated the matter was transferred to the call book under the directions of the Principal Commissioner as a similar matter is pending before the Madras High Court. We have not received any further notices from the Principal Commissioner in relation to the Show Cause Notice.
 4. The Directorate General of GST Intelligence (“**DGGI**”) issued a show cause notice dated April 12, 2022 to our Company alleging, *inter alia*, that we had not paid composite tax on supply of tubes, tyres and flaps as applicable under the Central Goods and Services Tax Act, 2017 (“**CGST Act**”) and had supplied tubes/flaps at a lower GST rate by wilfully misdeclaring the supply as non-composite supply. It is further alleged that we had belatedly paid ₹ 81.90 crores towards such differential tax liability on February 21, 2019 after investigation was initiated by the DGGI. We have filed our reply against the show cause notice dated April 12, 2022 before the Additional Commissioner of Central Tax, Chennai South Central Tax Commissionerate. The financial impact of this case is estimated to be ₹ 81.90 crore along with applicable interest, and penalty amount equal to the tax. The matters are currently pending.
 5. The Ministry of Corporate Affairs, Government of India submitted a letter dated December 16, 2013 to the Competition Commission of India (“**CCI**”) forwarding a representation from the All India Tyre Dealer’s Federation, alleging that our Company and certain other domestic tyre manufacturing companies were engaging in cartelisation. The CCI by order dated June 24, 2014 instructed the office of the Director General (“**DG Office**”) to investigate into the affairs of our Company and other domestic tyre manufacturing companies in relation to this matter. The DG Office submitted its report on December 8, 2015, and subsequently the CCI vide its order dated August 31, 2018 (“**CCI Order**”) held that, we, acting in concert with other tyre manufacturers, had indulged in cartelization and increased the prices of cross ply/bias tyres variants sold by each of us in the replacement market belonging to the truck/bus segment, and have also limited and controlled the production and supply in the said market, thereby contravening the provisions of Section 3 of the Competition Act, 2002. The CCI Order imposed a penalty of ₹ 309.95 crore on the Company and a penalty of Rs. 16.45 Lakhs on Shri Arun K. Bajoria, Director & President – International, inter alia. An appeal against the CCI Order was filed along with the other concerned domestic tyre manufacturing companies before the National Company Law Appellate Tribunal, Principal Bench, New Delhi (“**NCLAT**”). Shri Arun K. Bajoria also filed appeal before NCLAT, against the said CCI order. The NCLAT vide order dated December 1, 2022 (“**NCLAT Order**”) remitted the matter to the CCI, directing

the CCI to re-examine arithmetical errors by the DG Office in the case, and to consider reviewing the penalty imposed on us keeping in mind promotion of the domestic tyre industry. The CCI and another tyre manufacturer have filed an appeal before the Supreme Court of India against the NCLAT Order, which are currently pending. The Company strongly reiterates that there has been no wrong doing on the part of the Company and that the Company has never indulged in or was part of any cartel or undertook any anti-competitive practice.

6. In Reference Case No. 1 of 2019, the CCI passed a prima facie order directing the DG Office to investigate JK Tyre & Industries Ltd. ("JK Tyre") for alleged cartelization in respect of a tender(s) issued by the Director, State Transport, Haryana, for purchase of new steel radial tyres of different sizes and specifications. The investigation has since been completed by DG, CCI. The Company has received copy of DG's Supplementary Report dated 21st February 2025 along with DG's first report dated 28th July 2023. The DG's investigation concludes that JK Tyre along with its representative and another tyre company with its representative engaged in cartelization during the year 2013 in respect of Himachal Pradesh tender, in contravention of provisions of Section 3(3) read with Section 3(1) of the Competition Act. It may be noted that there is no direct evidence given by DG in its report against the Company. DG has pointed out exchange of one e-mail between two Agencies of JK Tyre and the said another tyre company in some other matter and also exchange of information between the said two agencies undermining the competitive integrity and since these two were representatives of JK Tyre and an another tyre company respectively, DG has inferred that JK Tyre and an another tyre company are also in cartel. Under Section 48(1) of the Competition Act, individuals who are incharge/ responsible for the conduct of the business of the contravening companies are also deemed to be guilty of the contravention along with the company and accordingly DG has identified Chairman & Managing Director of JK Tyre along with other individuals in respect of other entities in contravention of the provisions of the Competition Act. It may be noted that the Company at its own and on behalf of Chairman & Managing Director will be submitting its response/ objections on DG's report after receipt of complete version of the DG's Investigation report (i.e. non redacted portion). The Company strongly reiterates that there has been no wrong doing on the part of the Company and that the Company has never indulged in or was part of any cartel or undertook any anti-competitive practice.
7. The Directorate of Enforcement ("ED") passed an order dated July 13, 2020 ("Freezing Order 1") for freezing our bank account under the Prevention of Money Laundering Act, 2002 ("PMLA") following a letter of request for assistance in criminal matters dated September 26, 2018 received from the Office of the Prosecutor General, Rio De Janeiro, Brazil under the United Nations Convention Against Corruption (Merida Convention – Decree No. 5.687/2006) and United Nations Convention Against Transnational Organised Crime (Palermo Convention – Decree No. 5,015/2004). We challenged the Freezing Order 1 in a writ petition and the Freezing Order 1 was set-aside by the Hon'ble High Court of Delhi by order dated October 27, 2021 for procedural impropriety. With consent of parties to the proceedings, the Hon'ble High Court's order also contained directions for ED to consider the submission of all parties and then pass fresh orders in accordance with law. Subsequently, ED passed another freezing order dated April 29, 2022, ("Freezing Order 2") for freezing an amount of ₹ 2.85 crores (approx.) held in our bank account. The Adjudicating Authority under PMLA, by order dated October 21, 2022, allowed the continuation of Freezing Order 2. We have filed an appeal before the Appellate Tribunal under PMLA against the order of the Adjudicating Authority dated October 21, 2022. We have also filed a writ petition before the Hon'ble High Court of Delhi challenging the Freezing Order 2. In the said writ petition, by order dated August 05, 2022, the Hon'ble High Court lifted the freeze on our bank account pursuant to us furnishing a fixed deposit of approximately ₹ 2.85 crores. The Hon'ble Delhi High Court in the hearing on 24th Jul 2025 set aside the freezing order and further directed that all consequential proceedings be set aside. However, proceedings before Appellate Authority are pending.
8. Norton Intec Rubber Private Limited filed a claim before the MSME Council, Chennai against our Company for recovery of outstanding amount of approximately ₹ 29.53 crore comprising principal of approximately ₹ 0.91 crore and interest amounting to approximately ₹ 28.62 crore calculated in accordance with the requirements of the Micro, Small and Medium Enterprises Development Act, 2006, as amended ("MSME Act"). The MSME Council, Chennai pursuant to order dated June 3, 2010 rejected the objections filed by us against the aforementioned claim. Against such order dated June 3, 2010, we filed a writ petition before the Madras High Court. The Madras High Court dismissed the writ petition filed by us, pursuant to order dated August 20, 2010. We filed an appeal before a division bench of the Madras High Court challenging such order passed by the single-judge bench. In the meantime, the MSME Council, Chennai passed its final award on September 20, 2010 ("Final Award") directing us to pay Norton Intec Rubber Private Limited an amount of approximately ₹ 10.81 crore. Further, the division bench of the Madras High Court dismissed the appeal filed by us pursuant to order dated November 20, 2012, against which, we have filed an appeal before the Supreme Court of India. The Supreme Court of India pursuant to its orders dated January 28, 2013 and March 20, 2013 stayed the execution of the Final Award subject to the deposit of 50% of the award amount, further to which, we deposited ₹ 6.00 crore. The matter is currently pending hearing before the Supreme Court of India. The financial impact of this case is estimated to be ₹ 12.21 crore including ₹ 1.40 crore towards balance interest.
9. The Directorate of Revenue Intelligence, Ahmedabad Zonal Unit issued a show cause notice on September 27, 2013 and a demand notice on October 3, 2013 ("Demand Notices") to our Company alleging that our Company had wrongfully claimed exemption from safeguard duty on import of carbon black from China under the Customs Tariffs Act, 1975. Pursuant to the Demand Notices, the Commissioner of Customs, Chennai-IV passed an order dated February 25, 2015

against us, which we challenged by way of writ petition filed before the High Court of Rajasthan (Jodhpur Bench). The matter is currently pending before the High Court of Rajasthan (Jodhpur Bench). The financial impact of this case is estimated to be ₹ 3.12 crore as duty plus any interest and penalty that may be levied.

10. Our Company received notices on June 13, 2017 and January 22, 2018 from the Additional Director General, Directorate of Revenue Intelligence (“ADG, DRI”) alleging non-payment of customs duty on import of metal boxes used by foreign suppliers for raw material packaging, against which, we filed an appeal with the Additional Director General (Adjudication), Directorate of Revenue Intelligence, Mumbai (“ADG (Adjudication)”). The ADG (Adjudication) by way of order dated June 17, 2020 upheld the notice issued by the ADG, DRI, against which order, we filed an appeal before the Customs, Excise and Service Tax Appellate Tribunal, Mumbai (“CESTAT, Mumbai”), which is currently pending. The financial impact of this case is estimated at ₹ 8.75 crore as duty plus interest and penalty payable under the Customs Act.
11. Our Company received notices on February 27, 2017 and April 26, 2018 from the Investigation Department, Directorate of Revenue Intelligence (“Investigation Department, DRI”) alleging non-payment of customs duty on import of spools, separators and pallets used for packaging of imported steel tyre cords, against which we filed an appeal with the ADG (Adjudication). The ADG (Adjudication) by way of order dated January 2, 2020 upheld the notice issued by the Investigation Department, DRI, against which order, we have filed an appeal before the CESTAT, Mumbai, which is currently pending. The financial impact of this case is estimated at ₹ 18.29 crore as duty plus any interest and penalty that may be levied.
12. We had entered into lease deeds dated August 5, 1975 and November 19, 1975, and transfer deed dated August 12, 1975, with the State Government of Rajasthan for the purposes of acquiring land for our Kankroli Tyre Plant in District Rajsamand, whereunder it was stated that the annual rent shall be subject to revision after every thirty years and the enhancement in rent at each revision shall not exceed 25% of the rent payable for the period immediately preceding such revision. The Revenue Department of the State Government of Rajasthan amended the Rajasthan Land Revenue (Industrial Areas Allotment) Rules, 1959 pursuant to notifications dated November 25, 1987 and August 13, 2009 (“Notifications”), prescribing certain rental rates based on the population of the concerned town/city/village. The District Collector, Rajsamand by way of order dated June 12, 2012 issued a demand notice (“Demand Notice”) for recovery of difference in annual lease rent charges on our land retrospectively from 1987 till December 12, 2013 based on the rate prescribed in the Notifications. Subsequently, the Tehsildar, District Rajsamand issued notice dated June 18, 2012 under Form No. II, Rule 24 of Rajasthan Land Revenue (Payments, Credits, Refunds & Recovery) Rules, 1958 alleging dues of ₹ 0.34 crore in lieu of lease rent charges outstanding in our name. The Tehsildar further issued notice dated August 27, 2012 (“Attachment Notice”) for the attachment and sale of property under the provisions of Section 230 of the Rajasthan Land Revenue Act, 1956 calling upon us to deposit the impugned lease rent charges failing which our movable property shall be attached and sold. We have filed a writ petition before the High Court of Rajasthan (Jodhpur Bench) praying for setting aside the Demand Notice and Attachment Notice, which is currently pending.
13. We had entered into power delivery agreement dated July 10, 2007 with V.S. Lignite Power Private Limited (“VSPPL”) whereunder we were entitled to consume 4.44% of the energy generated by VSPPL at its captive thermal power plant at Bikaner, in proportion to our shareholding in VSPPL. The State Government of Rajasthan had issued Notification No. F.12(14) FD/Tax/2006-143 dated March 8, 2006 in exercise of powers conferred by Section 3(3) of the Rajasthan Electricity (Duty) Act, 1962, whereunder persons generating energy for their own use and consumption were exempt from payment of electricity duty. However, we received electricity bills dated March 1, 2013 for the billing month of February 2013 (“Electricity Notice 1”) from Ajmer Vidyut Vitaran Nigam Limited (“AVVNL”) which included levy of electricity duty. We filed a writ petition before the High Court of Rajasthan (Jodhpur Bench) praying for the quashing of the Electricity Notice 1 issued by AVVNL. Subsequently, we received another notice dated July 23, 2015 from the Chief Engineer (Commercial), AVVNL (“Electricity Notice 2”) alleging that VSPPL had failed to meet the eligibility conditions of a captive power plant and accordingly, the exemption of electricity duty and water conservation cess was not available to us. We received a bill dated August 1, 2015 from AVVNL for recovery of the aforesaid charges set out in the Electricity Notice 2. We have filed a writ petition before the High Court of Rajasthan (Jodhpur Bench) challenging the recovery of late payment surcharge and praying for quashing of the Electricity Notice 2, which is currently pending.
14. The Rajasthan Electricity Regulation Commission (“RERC”) passed order dated March 23, 2017 against our Company and other entities directing payment of deficit in renewable purchase obligations (payment for minimum percentage of renewable energy by end users) under the RERC (Renewable Energy Certificate and Renewable Purchase Obligation Compliance Framework) Regulations, 2010 for the period from March 23, 2007 to December 22, 2010. We have filed an appeal against the order of the RERC dated March 23, 2017 before the Appellate Tribunal for Electricity, New Delhi. Tribunal vide its decision dated 30.7.2024 held that amendment made in Regulation 4(2) of Renewal Purchase Obligation (RPO) Regulations, 2007 to revise the percentage of minimum purchase of RE vide Regulations of 2011 and 2014 is correct. Therefore, Tribunal do not find any error or infirmity in the impugned orders of the Rajasthan Renewable Energy Corporation. The appeals are devoid of any merit and are hereby dismissed as such.
15. The RERC pursuant to order dated September 1, 2022 permitted AVVNL and other electricity distribution companies in the State to impose special fuel surcharge on consumers (including us, being industrial consumers) at the rate of Rs. 0.07 per unit (KWh) per month for 60 months with effect from the billing month of October, 2022 onwards. Accordingly, the

Chief Engineer, AVVNL passed order dated September 20, 2022 (together with the RERC order dated September 1, 2022, the "Recovery Orders") for recovery of the aforesaid special fuel recharge. We have filed a writ petition before the High Court of Rajasthan (Jodhpur Bench) praying for quashing of the Recovery Orders, which is currently pending.

16. We had entered into agreement with Zorya Distributed Power Services Private Limited for setting up a solar power plant at our Kankroli Tyre Plant for exclusive supply of power. The Additional Chief Engineer(HQ), AVVNL pursuant to letter-cum-order dated November 23, 2021 ("Surcharge Order") levied cross-subsidy surcharge on third party sale of solar power under the RERC (Terms and Conditions for Tariff Determination from Renewable Energy Sources) Regulations, 2020. We have filed a writ petition before the High Court of Rajasthan (Jodhpur Bench) praying for quashing of the Surcharge Order, which is currently pending.
17. The Tehsildar, Rajasmand, Rajasthan by notice dated March 17, 2003 directed recovery of ₹ 49, 320 under the Rajasthan Land Revenue Act, 1956 for deficit in lease rate payment. We have filed an appeal against the notice dated March 17, 2003 before the District Collector, Rajasmand, which is currently pending.
18. Kuehne Plus Nagel Pvt. Ltd. has filed a Commercial Suit before Delhi High Court against JK Tyre & Industries Ltd. (the Company) and Cavendish Industries Limited (CIL), thereby claiming an amount of Rs. 8.97 Crores towards detention, demurrage, consignment handling and allied charges which were paid by them to the shipping line and port on the ground that our Company along with the buyer / consignee failed to collect the consignment from the destination port.

The said Kuehne Plus Nagel Pvt. Ltd. had issued Demand Notice under Insolvency & Bankruptcy Code, 2016 to both the Company and CIL. We had suitably replied to the said notice on 9th February, 2024 by stating that no amount is due and payable by us on the ground that Kuehne Plus Nagel Pvt. Ltd. had acted as Forwarding Agent on CY to CY (Container Yard to Container Yard) basis. Hence their role ceased at the destination Container Yard. Beyond the said point, it was the responsibility of the Buyer / Consignee to collect the container.

Further, there are adequate laws and rules framed by Port Authority who would have taken action in accordance with such rules. It would not be out of place to state here that the said Kuehne Plus Nagel Pvt. Ltd. did not inform our Company prior to assuming the responsibility to deal with the goods after it reached the destination port and as such JK Tyre & Industries Ltd. (Company) is not responsible for the acts and consequences of Kuehne Plus Nagel Pvt. Ltd. after the title in the goods had passed onto Buyer / named Consignee. The matter is pending before Delhi High Court for adjudication of the jurisdiction issue.

19. The Company has received a demand order dated 29th February 2024 on 16th March 2024 from the Additional Commissioner, CGST & Central Excise, Bhopal against Show Cause Notice dated 24th February 2023 issued in the matter of Input Tax Credit (ITC) availed on lease rental services from the Lessors in respect of the capital goods received on lease for the period July 2017 to 2019.

The amount involved is Rs. 8.78 Crore and interest as applicable as per Section 50 of CGST Act, 2017 along with penalty of Rs. 8.78 Crore against which an appeal stating relevant grounds was filed on 29th May 2024. However, the Commissioner (Appeals) has passed order against our appeal. The Company has a strong case to appeal before the higher authorities and the same is being evaluated.

On similar grounds, the Input Tax Credit (ITC) availed on lease rental services from the Lessors in respect of the capital goods received on lease for the period October 2019 to March 2020 and April 2020 to March 2022 was disallowed. The overall liability on account of tax along with applicable interest and penalty amounts to Rs. 4.24 crores and Rs. 15.10 crores respectively. On our appeal, the Commissioner has passed an order reducing the liability on account of tax and penalty from Rs. 4.24 crores to Rs. 2.23 crores and interest as applicable and from Rs. 15.10 crores to Rs. 8.87 crores and interest as applicable. The Company has a strong case to appeal before the higher authorities and the same is being evaluated.

20. In respect of the Assessment years 2012-13, 2015-16, 2018-19 & 2020-21 certain expenditures have been disallowed by Assessing authorities under Income - Tax, Act 1961. The Company is pursuing these matters. If, however, the Company's representation / appeals not upheld, the total liability of Rs. 27.75 crores can entail on the Company.
21. Miscellaneous cases related to GST matters such as Transitional credit, non reversal of ITC on Credit Notes issued by Supplier, reconciliation differences between GSTR 2A and GSTR 3B, ITC on hotel accommodation and other expenses as disputed, defective processes adopted by Department pertaining to refund of GST, certificates from customers towards reversal of ITC against credit notes issued to them totaling to Rs.8.1 crores approximately. All these cases are being persuade appropriately through company's representations / appeals.
22. Service Tax matters where Department has incorrectly classified IPR services as consulting engineering services thereby imposing taxes and penalties both aggregating to Rs. 4.93 crores. The company is of the contention that since the taxable value of service has already suffered tax under IPR as prescribed under the law, the same cannot be taxed twice under different heading. The case has being persuade appropriately through company's representations / appeals.
23. Miscellaneous cases pertaining to Labour Laws, ESIC, Provident Fund, Industrial Dispute Act, Consumer Court cases and Entry Tax matters are disputed by the company. The overall amount involved is Rs. 7.68 crores. These cases are also persuade appropriately through company's representations / appeals.

B. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Promoter of JK Tyre & Industries Ltd.

Bengal & Assam Company Limited ('the Company') had applied for adjudication of Stamp Duty before the Office of the Collector of Kolkata, Government of West Bengal ("Collector of Stamps"), in respect of 32,59,450 Equity Shares issued pursuant to the Scheme of Arrangement between erstwhile Florence Investech Limited, BMF Investments Limited and J.K. Fenner (India) Limited and Bengal & Assam Company Limited, sanctioned by the Hon'ble National Company Law Tribunal, Kolkata Bench, vide its Order dated 5th November, 2018. Collector of Stamps vide an Order dated 20th June, 2024 has adjudicated Stamp Duty of Rs. 10.73 Crore. The Company being aggrieved by the aforesaid Order of the Collector of Stamps, Kolkata had filed a Writ Petition before the Hon'ble High Court of Calcutta on 5th September, 2024. The Hon'ble High Court of Calcutta vide its Order dated 20th February 2025 had restrained the Collector Stamps, Kolkata, for taking any coercive measure against the Company till 31st July, 2025 or until further Order, whichever is earlier.

C. Details of ongoing adjudication and recovery proceedings, prosecution initiated and all other enforcement action taken, if any, against the Directors of JK Tyre & Industries Ltd.

In respect of the case reported under para A point 5, the CCI order had also imposed a penalty of Rs. 16.45 Lakh on Shri Arun K. Bajoria, Director & President – International. Further details are given in the aforesaid para A point 5.



D & A FINANCIAL SERVICES (P) LIMITED

Merchant Banking & Corporate Advisory Services 24 July 2025

To
The Board of Directors
CAVENDISH INDUSTRIES LIMITED
Jaykaygram, PO- Tyre Factory, Kankroli,
Rajsamand, Rajasthan, India, 313342

Subject: Compliance Report on the disclosure(s) made in the Abridged Prospectus in compliance with the requirement of Regulation 37 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 with respect to Cavendish Industries Limited under Proposed Composite Scheme of Amalgamation between JK Tyre & Industries Limited (Amalgamated Company) and Cavendish Industries Limited (Amalgamating Company) and their respective shareholders and creditors.

Dear Sir/s,

We, M/s D & A Financial Services Private Limited, SEBI registered Merchant Banker, having SEBI Registration No. INM000011484, have been appointed by **Cavendish Industries Limited** to provide a compliance report with respect to adequacy and accuracy of disclosure(s) made in the Abridged Prospectus concerning **Cavendish Industries Limited**, under the proposed composite scheme of amalgamation (Hereinafter referred to as "Scheme") of JK Tyre & Industries Limited and Cavendish Industries Limited (Hereinafter collectively referred to as "Companies").

Scope and Purpose of the Compliance Report

Pursuant to the requirements of SEBI circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 dated June 20, 2023 ("SEBI Scheme Circular"), a compliance report has to be obtained from an independent Merchant Banker on the information disclosed in Abridged Prospectus in line with information required to be disclosed as per Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**").

The purpose of the report is to inform the shareholders about the information/details of unlisted company to the extent applicable, involved in the scheme in line with the information required to be disclosed as per Part E of Schedule VI to ICDR Regulations.

Sources of the Information

We have received the following information from the management of the Companies:

1. Proposed Composite Scheme of Arrangement.
2. Abridged Prospectus dated 24 July, 2025 prepared in accordance with SEBI Scheme Circular
3. Information/documents/undertakings etc. provided by management of companies pertaining to disclosures made in Abridged Prospectus dated 24 July, 2025

H.O. & Regd. Office: 13, Community Centre, 2nd Floor, East of Kailash, New Delhi-110065 (India)

Phone: +91 11 41326121, 40167038

E-mail: investors@dnafinserv.com, compliance@dnafinserv.com, valuation@dnafinserv.com, contact@dnafinserv.com

Website: www.dnafinserv.com, **Branch Office** : Mumbai

CIN : U74899DL1981PTC012709



Disclaimer: This Report is intended solely for the limited purpose mentioned earlier and should not be regarded as a recommendation to the investors to invest in the Companies or deal in any form in the securities of the Companies. We have assumed that the documents/information provided by the management of Companies wherever required for the purpose of disclosures in Abridged Prospectus is complete in all respects.

This report is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, statute, act, guideline or similar instruction. The Management or related parties of Companies are prohibited from using this report other than for its sole limited purpose and not to make a copy of this report available to any party other than those required by statute for carrying out the limited purpose of this report. In no circumstances whatsoever, will D & A Financial Services (P) Limited, its Directors and Employees accept any responsibility of liability towards any third party for consequences arising out of the use of this report.

Compliance Report

We in the capacity of SEBI registered Merchant Banker do hereby certify that the information as disclosed in the Abridged Prospectus dated 24 July, 2025, is in line with disclosures required to be made as per Part E of Schedule VI to ICDR Regulations to the extent applicable to an unlisted company i.e. Cavendish Industries Limited and the disclosures made concerning Cavendish Industries Limited are accurate and adequate to the extent applicable and available.

Thanking You

For **D & A Financial Services Private Limited**



(Balakrishnan Iyer)

Authorized Signatory

SEBI Registration No. INM000011484

Date: 24 July 2025

Place: Mumbai

DISCLOSURE DOCUMENT

[IN THE FORMAT SPECIFIED FOR ABRIDGED PROSPECTUS, AS PROVIDED IN PART-E OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018]

CAVENDISH INDUSTRIES LIMITED

THIS DISCLOSURE DOCUMENT HAS BEEN PREPARED IN THE FORMAT SPECIFIED FOR AN **ABRIDGED PROSPECTUS** CONTAINING INFORMATION PERTAINING TO THE UNLISTED COMPANY - **CAVENDISH INDUSTRIES LIMITED**, INVOLVED IN THE SCHEME OF AMALGAMATION OF CAVENDISH INDUSTRIES LIMITED (“**THE TRANSFEROR COMPANY**”/ “**THE COMPANY**”) WITH JK TYRE & INDUSTRIES LIMITED (“**THE TRANSFEREE COMPANY**”) AND THEIR RESPECTIVE SHAREHOLDERS (“**THE SCHEME**”), UNDER SECTION 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, INCLUDING ANY STATUTORY MODIFICATION OR RE-ENACTMENT OR AMENDMENT THEREOF (COLLECTIVELY THE “**ACT**”) AND ALL OTHER APPLICABLE RULES AND REGULATIONS. THIS DISCLOSURE DOCUMENT CONTAIN APPLICABLE INFORMATION OF THE UNLISTED TRANSFEROR COMPANY - **CAVENDISH INDUSTRIES LIMITED**, IN COMPLIANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (“**SEBI**”) MASTER CIRCULAR NO. SEBI/HO/CFD/POD-2/P/CIR/2023/00094 DATED JUNE 21, 2023, AS AMENDED FROM TIME TO TIME, (“**SEBI MASTER CIRCULAR**”) READ WITH REGULATION 37 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

This Disclosure Document has been prepared in the format specified for the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable. This Disclosure Document should be read together with the Scheme, the Notice & the Explanatory Statement sent to the shareholders of Transferee Company.

This Disclosure Document should not be considered as an invitation or an offer of any securities by or on behalf of the Transferor Company or the Transferee Company. The new Equity Shares to be issued by the Transferee Company to the Shareholders of the Transferor Company, pursuant to the Scheme, shall be listed on all the Stock Exchanges on which the Equity Shares of the Transferee Company are listed. The Transferee Company will make necessary application(s) to the Stock Exchanges and other competent authorities, if any, for this purpose and will comply with the provisions of the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Listing Agreement, other SEBI Regulations and SEBI Circulars and other applicable provisions, if any, in this regard. As there is no issue of equity shares to the public at large, the requirements with respect to General Information Document (GID) are not applicable and this Abridged Prospectus should be read accordingly.

You may also download the Scheme and other relevant documents from the website of the Transferee Company (www.jktyre.com/), BSE Limited (BSE”) (www.bseindia.com) and the National Stock Exchange of India Limited (“NSE”) (www.nseindia.com) (hereinafter BSE and NSE collectively referred as “**the Stock Exchanges**”), where the equity shares of the Transferee Company are listed.

Unless specifically defined herein, capitalized terms and abbreviations used herein shall have the same meaning as ascribed to them in the Scheme.

THIS ABRIDGED PROSPECTUS CONTAINS 13 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



CAVENDISH INDUSTRIES LIMITED

CIN: U74900RJ2015PLC097517

Registered Office	Corporate Office	Contact Person	E-mail and Telephone	Website
Jaykaygram, PO- Tyre Factory, Kankroli, Rajsamand, Rajasthan, India, 313342	3, Bahadur Shah Zafar Marg, New Delhi-110002	Shri Kamal Kumar Manik (Chief Financial Officer & Company Secretary)	kmanik@jkmail.com Phone: 011 68201112	N.A.

PROMOTER(S) OF THE COMPANY:**JK TYRE & INDUSTRIES LIMITED****DETAILS OF OFFER TO PUBLIC:**

Type of Issue (Fresh/OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs.)	Offer for Sale (OFS) Size (by no. of shares or by amount in Rs.)	Total Issue Size (by no. of shares or by amount in Rs.)	Issue Under Regulation 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII
Not Applicable							

[The Transferor Company is not offering any securities/ equity shares and no investment by the public is being made in the Transferor Company, pursuant to the Scheme.]

DETAILS OF OFS BY PROMOTER(S)/ PROMOTER GROUP/ OTHER SELLING SHAREHOLDERS (UPTO A MAXIMUM OF 10 SELLING SHAREHOLDERS):

Name	Type	No. of Shares offered/ Amount in Rs	Weighted Average Cost of Acquisition (WACA) in Rs per Equity	Name	Type	No. of Shares offered/ Amount in Rs	WACA in Rs per Equity
Not Applicable							

[No transfer of the securities/ equity shares of the Transferor Company is proposed and no investment by the public is made in the Transferor Company, pursuant to the Scheme.]

ELIGIBILITY FOR THE ISSUE:**Not Applicable**

[The Transferor Company is not offering any securities/ equity shares and no investment by the public is being made in the Transferor Company, pursuant to the Scheme.]

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band	Not Applicable
Minimum Bid Lot Size	



Bid/Offer Opens on	[The Transferor Company is not offering any securities/ equity shares and no investment by the public is being made in the Transferor Company, pursuant to the Scheme.]
Bid/Closes on	
Finalization of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat accounts of Allottees	
Commencement of trading of Equity Shares	

DETAILS OF WACA OF ALL SHARES TRANSACTED OVER THE TRAILING EIGHTEEN MONTHS FROM THE DATE OF DISCLOSURE DOCUMENT:

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is 'X' times the WACA	Range of acquisition price Lowest Price- Highest Price (in Rs.)
Trailing Eighteen Months from the date of the Offer Document	Not Applicable [The Transferor Company is not offering any securities/ equity shares and no investment by the public is being made in the Company, pursuant to the Scheme.]		

RISKS IN RELATION TO THE FIRST OFFER:	Not Applicable [The Transferor Company is an unlisted Company and is not offering any securities / equity shares through an initial public offer to the public at large, pursuant to the Scheme.]
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GENERAL RISKS
Investment in equity and equity-related securities involves a degree of risk and investors should not invest any funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking any investment decision. For taking any investment decision, investors must rely on their own examination of the Transferor Company, the Transferee Company and the Scheme, including the risks involved. The equity shares of the Transferor Company or Transferee Company have not been recommended or approved by the Securities and Exchange Board of India ('SEBI') / Stock Exchanges, nor does SEBI / Stock Exchanges guarantee the accuracy or adequacy of the contents of the Disclosure Document. Specific attention of the investors is invited to the section titled ' INTERNAL RISK FACTORS '.

PROCEDURE
The procedure with respect to public issue/ offer would not be applicable to Cavendish Industries Limited as Cavendish Industries Limited is an unlisted company and is not offering any of its securities/ equity shares to the public under the Scheme. Further, the allotment of equity shares by JK Tyre & Industries Limited, pursuant to the Scheme is limited to the shareholders of Cavendish Industries Limited. Hence, the procedure with respect to a General Information Document is not applicable.

PRICE INFORMATION OF BOOK RUNNING LEAD MANAGER (BRLM) AND OTHER DETAILS
Not Applicable [The present Abridged Prospectus is not being issued as a result of a public offer] Name of BRLM and contact details (telephone and email id) of each BRLM: Not Applicable Name of Syndicate Members: Not Applicable

IN CASE OF ISSUES BY SMALL AND MEDIUM ENTERPRISES UNDER CHAPTER IX, DETAILS OF THE MARKET MAKER TO BE INCLUDED:

Name of Registrar to the Issue and contact details (telephone and email id)	
Name of Statutory Auditor	



Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture Trustee, if any	
Self-Certified Syndicate Banks	
Non-Syndicate Registered Brokers	
Details regarding website address(es)/ link(s) from which the investor can obtain a list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from an investor (as applicable)	

DETAILS OF THE SCHEME

Brief Particulars of the Scheme:

- a. The Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B), Section 47, Section 72A and other applicable provisions of the Income Tax Act, 1961 and provides for amalgamation of the Transferor Company with the Transferee Company and dissolution of the Transferor Company without winding up.
- b. Appointed Date for the Scheme is 1st April 2025 or such other date as may be mutually agreed by the respective Boards of the Parties.
- c. Upon coming into effect of the Scheme and with effect from the Appointed Date and in accordance with the provisions of the Scheme and pursuant to Sections 230 to 232 and other applicable provisions of the Act and Section 2(1B) read with Section 47, Section 72A and other applicable provisions of the Income Tax Act, the Transferor Company shall stand amalgamated with the Transferee Company as a going concern and accordingly, all assets, Permits, contracts, liabilities, loan, duties and obligations of the Transferor Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, Permits, contracts, liabilities, loan, duties and obligations of the Transferee Company, by virtue of operation of law, and in the manner provided in the Scheme.
- d. Upon the effectiveness of the Scheme and with effect from the Effective Date, all employees of the Transferor Company shall become employees of the Transferee Company, without any interruption in service, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company. The Transferee Company undertakes to continue to abide by any agreement/ settlement or arrangement, if any, entered into or deemed to have been entered into by the Transferor Company with any Persons in relation to the employees of the Transferor Company. The Transferee Company agrees that the services of all such employees with the Transferor Company prior to the transfer shall be taken into account for the purposes of all existing benefits to which the said employees may be eligible, including for the purpose of payment of any retrenchment compensation, leave balance, gratuity and other retiral/ terminal benefits.

Consideration for the Scheme of Amalgamation and allotment of Shares pursuant to the Scheme:

Upon the effectiveness of the Scheme and in consideration of the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, without any further application, act, deed, consent, acts, instrument or deed, issue and allot, on a proportionate basis to each shareholder of the Transferor Company, whose name is recorded in the register of members as member of the Transferor Company as on the Record Date, as under:



"92 (Ninety-Two) fully paid-up equity shares of INR 2 (Indian Rupees Two) each of the Transferee Company, credited as fully paid up, for every 100 (One Hundred) equity shares of INR 10 (Indian Rupees Ten) each of the Transferor Company."

No equity shares shall be issued by the Transferee Company in respect of the shares, if any, held by the Transferee Company and/or its subsidiary(s) in the Transferor Company, and all such shares shall stand cancelled upon the Scheme becoming effective.

Upon the Scheme being effective, the Transferee Company shall apply for listing of the new Equity Shares allotted pursuant to the Scheme, on the Stock Exchanges in terms of and in compliance of SEBI Circular or SEBI LODR Regulations as may be applicable from time to time. Such new Equity Shares allotted by the Transferee Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.

In the event, the Transferor Company and/or the Transferee Company restructure their equity share capital by way of share split or consolidation or bonus or any other corporate action during the pendency of the Scheme, the share entitlement ratio, as mentioned above shall be adjusted accordingly, to consider the effect of any such corporate actions.

Rationale for the Scheme:

1. The Transferor Company is inter-alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps. The Transferor Company is a subsidiary of the Transferee Company. The Transferee Company is inter-alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. The amalgamation will inter-alia result in all the businesses being housed in one listed company with the following benefits:
 - a. economies of scale, operational synergies & efficiencies at multiple levels of business operations;
 - b. optimization in administrative, managerial and other overheads;
 - c. reduction in interest cost;
 - d. pooling of resources for faster growth;
 - e. ease of doing business;
 - f. comprehensive products offering, availability of combined sales and distribution network;
 - g. improved customer satisfaction;
 - h. significant reduction in multiplicity of legal and regulatory compliances; and
 - i. improved investor perception and enhanced shareholders' value.
2. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

GENERAL INFORMATION

Name of Merchant Banker (Appointed under the SEBI Master Circular)	D & A Financial Services Private Limited Address: 13, Community Centre, East of Kailash, New Delhi-110065 Tel. No.: +91 11 41326121, 40167038 Email: valuation@dnafinserv.com Website: www.dnsfinserv.com
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	Contact person: Mr. Vardhman Doogar
Name of Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of Statutory Auditor	M/s Lodha & Co. LLP, Chartered Accountants (Firm Registration Number: 301051E/E300284) 12, Bhagat Singh Marg, New Delhi- 110001 Phone No.: 011-23710176 Email ID: delhi@lodhaco.com ; Website: http://www.lodhaco.com/
Name of Syndicate Members	Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrars to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	Not Applicable

PROMOTERS OF THE TRANSFEROR COMPANY:

Sr. No.	Name	Individual/ Corporate	Experience
1.	JK TYRE & INDUSTRIES LIMITED	Corporate	<p>JK Tyre & Industries Limited is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 on 14th February, 1951. It is a company within the meaning of provisions of the Companies Act, 2013.</p> <p>JK Tyre & Industries Limited is inter-alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads. The equity shares of the JK Tyre & Industries Limited are listed on BSE and NSE.</p> <p>JK Tyre & Industries Limited is the holding company of Cavendish Industries Limited.</p> <p>The flagship company of J.K. Organisation, JK Tyre & Industries Ltd is one of India's foremost tyre manufacturers and is also amongst the top 20 manufacturers in the world.</p> <p>JK Tyre is present in 100 countries with over 230 Global distributors. The Company has 11 globally benchmarked 'sustainable' manufacturing facilities - 9 in India and 2 in Mexico - that collectively produce around 35 million tyres annually. The Company also has a strong network of over</p>



		6000 dealers and 850+ dedicated Brand shops managed through its exclusive Steel Wheels and Xpress Wheels stores. Educational Qualification: Not Applicable
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BUSINESS OVERVIEW AND STRATEGY

Company Overview:

Cavendish Industries Limited is a public limited company incorporated under the provisions of the Companies Act, 2013. The Company is inter-alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps. The Company is a subsidiary of the Transferee Company – JK Tyre & Industries Limited.

Cavendish Industries Ltd. (CIL) was incorporated in the year 2015, which was acquired by JK Tyre & Industries Ltd from Kesoram Industries Ltd. The Company is one of the leading tyre manufacturers in India with a wide range of products catering to diverse business segments including, truck/bus bias, truck/ bus radial tyres, Non-truck bias tyres and 2/3 wheeler Tyres. The Company has total three plants located in Laksar (near Haridwar) in an area of about 150 acres of land.

Revenue Segmentation of CIL is as follows:

- Replacement Market: 85%
- OEM: 6%
- Export: 9%

CIL uses widespread distribution network of JK Tyre & Industries Ltd. spread across country and for export as well. CIL also take R&D support from it.

The employee strength of the Company is about 3,200.

The company has strategy to become major player in tyre manufacturing business.

Pursuant to the Scheme, Cavendish Industries Limited is proposed to be amalgamated with JK Tyre & Industries Limited.

BOARD OF DIRECTORS

Sr. No.	Name of the Director	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships Indian Companies / Foreign Companies
1.	Dr. Raghupati Singhania (DIN: 00036129)	Non-Executive Director	58 years' experience in managing various industries including	1. J.K. Fenner (India) Limited 2. JKT&I Employees Welfare Association Limited



			Automotive Tyres and Tubes, Power Transmission- V-Belts, Conveyor Belting, Automotive Belts, Oil Seals, Industrial Electronics and Material Handling System, Hybrid Seeds, Steel Products, etc. He holds a Bachelors' Degree in Science and Doctorate of Science.	<ol style="list-style-type: none"> 3. Dhanlakshmi Building Development Private Limited 4. JK Agri Genetics Limited 5. Bengal & Assam Company Limited 6. Hari Shankar Singhania Holdings Private Limited 7. Hari Shankar Singhania Elastomer and Tyre Research Institute 8. Tanvi Commercial Private Limited 9. Radical Agro Products Private Limited 10. RPS Securities Private Limited 11. Pushpawati Singhania Hospital & Research Institute 12. JK Lakshmi Cement Limited 13. JK Tyre & Industries Limited 14. Henry F. Cockill & Sons Ltd. 15. JK Tornel, S.A. de C.V.
2.	Smt. Shwetambara Shardul Shroff Chopra (DIN: 07489205)	Independent Director	over 18 years' experience in advising on corporate, financial and competition law matters. She qualified as a solicitor of England and Wales and worked with Clifford Chance, London. She has LLB degree from University of Wales, Cardiff and LLM from the London School of Economics and Political Science.	<ol style="list-style-type: none"> 1. JK Lakshmi Cement Limited 2. Bali Housing Private Limited
3.	Dr. Arun Kumar Bajoria (DIN: 00026540)	Whole Time Director	Over 58 years (including 32 years with Birla Group) and holds Bachelor's Degree in Mechanical Engineering from BITS, Pilani and a Diploma in Advance Management from London Business School as well as a	<ol style="list-style-type: none"> 1. JK Tyre & Industries Limited 2. 3D Innovations Private Limited 3. Hari Shankar Singhania Elastomer and Tyre Research Institute 4. Pushpawati Singhania Hospital & Research Institute 5. JK Tornel, S.A. de C.V. 6. Hules Y. Procesos Tornel, S.A. de. C.V. 7. Compania Inmobiliaria Norida, S.A. de. C.V. 8. Compania Hulera Tacuba, S.A. de. C.V. 9. General De Inmuebles Industriales, S.A. de. C.V.



			certificate course from Wharton Business School on 'Mergers & Acquisitions'.	
4.	Shri Kalpataru Tripathy (DIN: 00865794)	Independent Director	Over 27 years in diverse corporate legal matters and holds Bachelor's Degree in Science and is a Law Graduate and also holds Post Graduate Diploma in International Business Laws.	<ol style="list-style-type: none"> 1. The Lake Palace Hotels & Motels Private Limited 2. Ginni Filaments Limited. 3. Bengal & Assam Company Limited 4. Mohan Meakin Limited 5. JK Agri Genetics Limited 6. S V Creditline Limited 7. Alpha Corp Development Limited 8. Elica PB Whirlpool Kitchen Appliances Private Limited 9. Avadh Sugar & Energy Limited 10. The Sirpur Paper Mills Ltd 11. Enviro Tech Ventures Limited 12. KT Advisors LLP (Designated Partner)
5.	Shri Shreekant Somany (DIN: 00021423)	Additional Director	Over 50 years and is a well-known industrialist and Chairman & Managing Director of Somany Ceramics Limited (SCL). He joined family business after graduating from Calcutta University (B.Sc.) in the year 1969 and did his training in SIMILOR, SA Geneva (Switzerland).	<ol style="list-style-type: none"> 1. Somany Ceramics Limited 2. SR Continental Limited 3. JK Tyre & Industries Limited 4. Somany Bathware Limited
6.	Dr. Shailendra Chouksey (DIN: 00040282)	Independent Director	Over 45 years of corporate experience. Ph.D in Management, Post Graduate in Physics and is a MBA from the Faculty of Management Studies, Delhi University.	<ol style="list-style-type: none"> 1. Salkanpur Devi Sterling Products Private Limited 2. J.K. Fenner (India) Limited 3. Terrestrial Foods Limited



OBJECTS OF THE SCHEME

Objects of the Scheme	<p>The objects of the Scheme are for amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited in accordance with the Scheme under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Section 2(1B), Section 47, Section 72A and other applicable provisions of the Income Tax Act, 1961. The Scheme provides for amalgamation of the Transferor Company with the Transferee Company and dissolution of the Transferor Company without winding up.</p> <p>The Scheme also provides for various other matters consequent and incidental thereto.</p> <p>The detailed objects and rationale of the Scheme are set-out under the heading "Details of the Scheme", as above-mentioned.</p>
Details of means of finances	Not Applicable
The fund requirement for each of the Objects of the issue	Not Applicable [Cavendish Industries Limited is not offering securities / equity shares through an initial public offer to the public at large, pursuant to the Scheme.]
Details and reasons for non-deployment or delay in deployment of proceeds or change in utilization of proceeds	Not Applicable
Name of the monitoring agency, if any	Not Applicable
Terms of issue of convertible security, if any	Not Applicable
Number and amount of equity shares proposed to be sold by the Selling Shareholders, if any	Not Applicable

Shareholding Pattern (Pre and Post Scheme) – Cavendish Industries Limited

Sr. No.	Particulars	Pre-approval of Scheme		Post-approval of Scheme*	
		Number of Shares	%	Number of Shares	%
1.	Promoter & Promoter-Group**	5,99,71,273	100.00	N.A.	N.A.
2.	Public	0	0	N.A.	N.A.
3.	Non-Promoter Non-Public	0	0	N.A.	N.A.
	Total	5,99,71,273	100.00	N.A.	N.A.

* The Company will get amalgamated and shall not exist post implementation of the Scheme.

** out of these, 74.13% of the total equity share capital of the Transferor Company is held by the Transferee Company and 87.48% along with a subsidiary.

Number/ amount of equity shares proposed to be sold by the Selling Shareholders, if any	Not Applicable
------------------------------------------------------------------------------------------------	-----------------------



AUDITED FINANCIALS:

Particulars	Financial year ended		
	31-March-2025	31-March-2024	31-March-2023
Total income from operations (Net) (Rs. in lakhs)	398124	365711	386414
Net Profit/(Loss) before tax and extraordinary items/ exceptional items (Rs. in lakhs)	15111	22722	4521
Net Profit / (Loss) after tax and extraordinary items/ exceptional items (Rs. in lakhs)	10826	15559	904
Equity Share Capital (Rs. in lakhs)	5997	5997	5997
Reserves and Surplus (Rs. in lakhs)	100425	89567	74080
Net worth (Rs. in lakhs)	106422	95564	80077
Basic earnings per share (Rs.)	18.05	25.94	1.51
Diluted earnings per share (Rs.)	18.05	25.94	1.51
Return on net worth (%)	10.72%	17.72%	1.14%
Net asset value per share (Rs.)	177.45	159.35	133.53

INTERNAL RISK FACTORS

1. The tyre manufacturing industry has a limited number of suppliers of raw materials. Volatility in the prices and availability of raw materials or any failure by our suppliers to make timely delivery of raw materials or breakdown of our relationship with such suppliers could have an adverse effect on our business, financial condition and results of operations.
2. We are dependent on our automotive original equipment manufacturer customers for the sale of a significant portion of our tyres.
3. Our business is significantly dependent on our manufacturing facilities. Any disruption in manufacturing at, or temporary or permanent shutdown of, our manufacturing facilities, may materially and adversely affect our financial condition and results of operations.
4. If we fail to effectively implement our production schedules, our business and results of operations may be materially and adversely affected.
5. Product liability and other civil claims and costs incurred because of product recalls could harm our business, results of operations and financial condition.
6. We depend on dealers and distributors for the sale and distribution of our products and are subject to risks associated with our arrangements with such dealers and distributors.
7. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our future financial performance.
8. Implementation of the Scheme is dependent upon the approval from the regulatory authorities and if we are unable to manage timely compliance of regulatory requirements, it may impact the Scheme. Any modification or revision in the Scheme suggested/ directed by the competent authorities, which is not acceptable to the Board of Directors of the respective companies may adversely impact the proposal in the Scheme.



9. The Company's inability to effectively manage credit, market & liquidity risk may have an adverse impact on its earnings, capitalizations, credit ratings, cost of finance etc.
10. Non-compliance with regulations relating to, inter alia, environment, health & safety standards, taxation and labour laws may adversely affect business operations of the company.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTIONS:

A. Total number of outstanding litigations against the company and amount involved:

Nature of Cases	Number of outstanding cases	Amount Involved (In Rs. Crores) *
Criminal proceedings against the Company	1	Not Quantifiable
Material civil litigation against the Company**	Nil	N.A.
Actions by statutory or regulatory authorities against the Company	Nil	N.A.
Direct and indirect tax proceedings against the Company	Nil	N.A.
Disciplinary actions by the SEBI or Stock Exchanges against the Company	Nil	N.A.

Note: Legal notices not converted to litigations /proceedings have not been captured here.

*To the extent quantifiable.

** Civil litigations involving amount of more than the materiality threshold, as per Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, i.e., (a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or (b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or (c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following: (1) two percent of turnover, as per the last audited consolidated financial statements; (2) two percent of net worth, as per the last audited consolidated financial statements; (3) five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements (d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors, the event or information is considered material.

B. Brief details of top 5 material outstanding litigations against the Company and amount involved:

Sr. No.	Particulars	Litigations filed by	Current Status	Amount Involved (Rs. in Crores)
1.	FIR No-952/2022 under section-147,149,327, 506 IPC has been filed by Mr. Samay Singh, father of Mr. Pankaj Singh (who was terminated from services) against Mr. Dhiraj Sharma (company representative) & others before SHO PS, Laksar. The said Mr. Samay Singh, filed case under 156 (3) of Cr.PC in Laksar court, to register case against Mr. Dhiraj Sharma (company representative) & others as police was not	Mr. Samay Singh	SHO has enquired this matter & found that there is no need to file a case against Mr. Dhiraj Sharma and others. Accordingly, SHO has submitted final	N.A.



	registering case against them. The court has ordered to register the case against Mr. Dhiraj Sharma & others and take appropriate action.		report (FR) to the court. The case is pending for the direction of the court.	
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C. Regulatory action, if any disciplinary action taken by SEBI or Stock Exchange against the Promoter – JK Tyre & Industries Limited in the last 5 (five) financial years including outstanding action, if any: Nil

D. Brief details of outstanding criminal proceedings against Promoter – JK Tyre & Industries Limited: Nil

ANY OTHER IMPORTANT INFORMATION AS PER MERCHANT BANKER / ISSUER COMPANY
Nil

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines / regulations issued by the Government of India or the guidelines / regulations issued by the SEBI established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Disclosure Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or the rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements in this Disclosure Document are true and correct.

For and on behalf of
CAVENDISH INDUSTRIES LIMITED

Arun Kumar Bajoria
DR. ARUN KUMAR BAJORIA
Designation: **WHOLE TIME DIRECTOR**
DIN: **00026540**



Date: 24th July 2025
Place: New Delhi

To,
The Board of Directors,
J K Tyre & Industries Limited
Patriot House 3,
Bahadur Shah Zafar Marg,
New Delhi - 110 002

Subject: Clarification in respect to a query raised by the Securities and Exchange Board of India ("SEBI") on the accounting method that would be adopted to give effect to the Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with J.K. Tyre & Industries Limited ("Transferee Company" or "the Company") and their respective shareholders ("Scheme of Amalgamation")


This clarification is being issued in connection with the captioned subject.

We, S S Kothari Mehta & Co. LLP Chartered Accountants, statutory auditors of the Company, have examined the accounting treatment mentioned as per Clause 9.1 to Part II of the Scheme of Amalgamation while issuing the certificate on accounting treatment on September 16, 2024. The certificate on accounting treatment has been issued in terms of the provisions of Sections 230 to 232 of the Companies Act, 2013 (the "Act") with reference to its compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the SEBI (the "Master Circular"), the applicable Indian Accounting Standards notified under Section 133 of the Act read with rules made thereunder (the 'applicable Accounting Standards') and Other Generally Accepted Accounting Principles in India.

The proposed transaction is categorised as a "common control" in terms of Indian Accounting Standards notified under Section 133 of the Act, the Transferee Company shall account for the amalgamation of the Transferor Company into and within its books of accounts as per the "Pooling of Interest Method" in compliance with the Appendix C of Indian Accounting Standard 103 "Business Combinations" and other Indian Accounting Standards, as applicable, and notified under Section 133 of the Act, read with rules made thereunder and other generally accepted accounting principles in India, as applicable. We have examined the proposed accounting treatment and are of the view that it is in line with the IND AS 103 "Business Combinations"

We further understand that this clarification will be included as part of the notice and explanatory statement for shareholders and creditors meetings, as applicable, proposed to be held for approving the Scheme of Amalgamation.

For S S Kothari Mehta & Co. LLP
Chartered Accountants
Firm Registration Number: 000765N/N500441


Vijay Kumar
Partner
Membership No.: 092671



Place: New Delhi
Date: January 17, 2025

Shareholding pattern of all the Companies pre and post Amalgamation/ Arrangement

Pre and post Amalgamation/ Arrangement shareholding pattern of Cavendish Industries Limited (Transferor Company) and JK Tyre & Industries Limited (Transferee Company)

Sr. no.	Transferor Company (Cavendish Industries Limited)					Transferee company (JK Tyre & Industries Limited)					
	Description	Name of Shareholder	Pre-arrangement		Post-arrangement**		Name of Shareholder	Pre-arrangement		Post-arrangement	
			No. of shares	%	No. of shares	%		No. of shares	%	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group										
1	Indian										
(a)	Individuals/Hindu Undivided Family		10308	0.02				8035360	2.93	8044841	2.86
		Sunanda Singhania	10093	0.02			Bharat Hari Singhania	670978	0.24	670978	0.24
		Raghupati Singhania	139	0.00			Harsh Pati Singhania (Karta of Harshpati Singhania HUF)	311194	0.11	311194	0.11
		Vinita Singhania	46	0.00			Durgawati Jain	2000	0.00	2000	0.00
		Anshuman Singhania	30	0.00			Vikram Pati Singhania	364030	0.13	364030	0.13
							Anshuman Singhania	244875	0.09	244902	0.09
							Vikram Pati Singhania (Karta of Vikrampati Singhania HUF)	308379	0.11	308379	0.11
							Shriroats Singhania	207375	0.08	207375	0.07
							Harsh Pati Singhania	363990	0.13	363990	0.13
							Anshuman Singhania (Karta of Shripati Singhania HUF)	1513245	0.55	1513245	0.54
							Sharda Singhania	97449	0.04	97449	0.03
							Raghupati Singhania	1643990	0.60	1644117	0.59
							Sunanda Singhania	627500	0.23	636785	0.23
							Vinita Singhania	1403485	0.51	1403527	0.50
							Shubha Kanoria	1870	0.00	1870	0.00
							Raghupati Singhania (Karta of Raghupati Singhania HUF)	275000	0.10	275000	0.10
(b)	Central Government/ State Government(s)		-	-				-	-	-	-
(c)	Bodies Corporate	JK Tyre & Industries Ltd.	44460965	74.13				130489695	47.62	130489695	46.45
							Bengal & Assam Company Ltd.	130426995	47.60	130426995	46.43
							Hari Shankar Singhania Holdings Private Limited	49200	0.02	49200	0.02
							Nav Bharat Vanijya Limited	2500	0.00	2500	0.00
							Accurate Finance Services Limited	1000	0.00	1000	0.00
							Sidhivinayak Trading and Investment Limited	10000	0.00	10000	0.00
(d)	Financial Institutions/ Banks		-	-				-	-	-	-
(e)	Any Others		-	-				-	-	-	-
	Sub Total(A)(1)		44471273	74.15				138525055	50.55	138534536	49.31
2	Foreign										
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		-	-				-	-	-	-
			15500000	25.85				-	-	-	-
(b)	Bodies Corporate	JK Tornel, S.A.De C.V.	8000000	13.34				-	-	-	-
		Valiant Pacific LLC	7500000	12.51			Valiant Pacific LLC	-	-	6900000	2.46
(c)	Institutions		-	-				-	-	-	-
(d)	Any Others		-	-				-	-	-	-
	Sub Total(A)(2)		15500000	25.85				-	-	6900000	2.46
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		59971273	100.00				138525055	50.55	145434536	51.77
(B)	Public shareholding										
1	Institutions										
(a)	Mutual Funds		-	-				12911001	4.71	12911001	4.60
							HDFC MUTUAL FUND - HDFC HYBRID EQUITY FUND & HDFC TRANSPORTATION	4259394	1.55	4259394	1.52



Transferor Company (Cavendish Industries Limited)						Transferee company (JK Tyre & Industries Limited)					
Sr. no.	Description	Name of Shareholder	Pre-arrangement		Post-arrangement**		Name of Shareholder	Pre-arrangement		Post-arrangement	
			No. of shares	%	No. of shares	%		No. of shares	%	No. of shares	%
							AND LOGISTICS FUND & HDFC NIFTY SMALLCAP 250 ETF & HDFC NIFTY SMALLCAP 250 INDEX FUND & HDFC NIFTY500 MULTICAP 50:25:25 INDEX FUND				
(b)	Alternate Investment Fund		-	-				93055	0.03	93055	0.03
(c)	Banks		-	-				7529	0.00	7529	0.00
(d)	Central Government/ State Government(s)		-	-				455	0.00	455	0.00
(e)	Venture Capital Funds		-	-				-	-	-	-
(f)	Insurance Companies		-	-				3531682	1.29	3531682	1.26
(g)	NBFCs registered with RBI		-	-				317500	0.12	317500	0.11
(g.1)	Other Financial Institutions*		-	-				1515	0.00	1515	0.00
(h)	Foreign Institutional Investors		-	-							
(i)	Foreign Portfolio Investors Category I		-	-				28895975	10.55	28895975	10.29
							KOTAK FUNDS - INDIA MIDCAP FUND	3917537	1.43	3917537	1.39
							CASSINI PARTNERS, L.P. MANAGED BY HABROK CAPITAL MANAGEMENT LLP	2974783	1.09	2974783	1.06
(j)	Foreign Portfolio Investors Category II		-	-				1293954	0.47	1293954	0.46
(k)	Any Other		-	-				13296398	4.85	13296398	4.73
							INTERNATIONAL FINANCE CORPORATION	13296398	4.85	13296398	4.73
	Sub-Total (B)(1)		-	-				60349064	22.02	60349064	21.48
2	Non-institutions										
(a)1	Associate companies / Subsidiaries*		-	-				-	-	-	-
(b)1	Directors and their relatives (excluding independent directors and nominee directors)*							600	0.00	600	0.00
(c)1	Key Managerial Personnel*		-	-				40	0.00	40	0.00
(a)	Bodies Corporate		-	-				5171371	1.89	5171371	1.84
(b)	Individuals										
I	Individual shareholders holding nominal share capital up to Rs 2 lakh							42114156	15.37	42114156	14.99
II	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		-	-				11688690	4.26	11688690	4.16
							Deepak Bhagnani	3650058	1.33	3650058	1.30
III	Investor Education and Protection Fund		-	-				1109097	0.40	1109097	0.39
IV	Non Resident Indians (NRIs)		-	-				2122012	0.77	2122012	0.76
V	Foreign Nationals*		-	-				500	0.00	500	0.00
(c)	Any Other		-	-				12939442	4.72	12939445	4.61
I	Trusts		-	-				7044	0.00	7047	0.00
II	Overseas Body Corporate		-	-				4737500	1.73	4737500	1.69
							Edgefield Securities Limited	4737500	1.73	4737500	1.69
II.1	Unclaimed or Suspense or Escrow Account*		-	-				245	0.00	245	0.00
II.2	LLP*		-	-				6422060	2.34	6422060	2.29
							Tasha Investment Advisors	4887892	1.78	4887892	1.74



Transferor Company (Cavendish Industries Limited)						Transferee company (JK Tyre & Industries Limited)					
Sr. no.	Description	Name of Shareholder	Pre-arrangement		Post-arrangement**		Name of Shareholder	Pre-arrangement		Post-arrangement	
			No. of shares	%	No. of shares	%		No. of shares	%	No. of shares	%
							LLP				
III	Foreign Portfolio Investors Category III		-	-				-	-	-	-
IV	HUFs		-	-				1619598	0.59	1619598	0.58
V	Clearing Members		-	-				152995	0.06	152995	0.05
	Sub-Total (B)(2)		-	-				75145908	27.42	75145911	26.75
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)		-	-				135494972	49.45	135494975	48.23
	TOTAL (A)+(B)		59971273	100.00				274020027	100.00	280929511	100.00
(C)	Shares held by Custodians and against which DRs have been issued							-	-	-	-
	GRAND TOTAL (A)+(B)+(C)		59971273	100.00				274020027	100.00	280929511	100.00

Note:

* We have added sub-categories in public category, wherever required, to align this shareholding pattern with the format prescribed under Regulation 31 of the Listing Regulations.

Since, the transferee Company is a listed Company with more than 3 lakh shareholders, in public category of Transferee Company - we are giving names of only those shareholders who are holding more than 1% shares in the Company.

\$ Includes 3 equity shares in the 'No. of equity shares' (Post Arrangement) in respect of aggregate of fractional entitlements in accordance with SEBI circular dated June 20, 2023.

**The Transferor Company shall stand dissolved without being wound up upon this Scheme becoming effective.





Private & Confidential

15 October 2024

The Board of Directors
JK Tyre & Industries Limited
 Jaykaygram, PO – Tyre Factory
 Kankroli – 313 342
 Rajasthan, India

The Board of Directors
Cavendish Industries Limited
 7, Council House Street,
 Kolkata – 700 001
 West Bengal, India

Dear Sirs,

We refer to our fair Share Exchange Ratio (“SER”) report dated 16 September 2024 and Summary Workings dated 27 September 2024, for providing the fair share exchange ratio for the proposed amalgamation of the Cavendish Industries Limited (“Cavendish” or “Transferor Company”) with the JK Tyre & Industries Limited (“JK Tyre” or “Transferee Company”), proposed to be implemented through a composite scheme of arrangement, pursuant to Section 230 to 232 and other applicable provisions of Companies Act, 2013.

As asked by you, find below our responses to queries received by you from the National Stock Exchange of India Ltd.

Query: *“In the valuation of JK Tyre & Industries Limited, Cavendish Industries Limited, JK Tornel S.A. De C.V., Mexico, Valiant Pacific LLC, UAE & Treel Mobility Solutions Private Limited as per Income Approach, it has been observed that there is increase in projected revenue on a year-to-year basis. Kindly clarify reasons for the same, clarification has to be given on the letterhead of valuer who has given the valuation report.”*

Response: As discussed with the Management, the increase in the projected revenue of JK Tyre & Industries Limited, Cavendish Industries Limited, JK Tornel S.A. De C.V., Mexico and Valiant Pacific LLC, UAE is on account of the following reasons:

- Expected increase in production volumes driven by:
 - Augmentation of existing capacity through debottlenecking and/or higher capacity utilisation;
 - Addition of new production capacities under implementation as approved by the Board of Directors;
 - For companies which also have trading volumes (i.e. JK Tornel S.A. De C.V., Mexico and Valiant Pacific LLC, UAE), increase in traded volume; and
- Expected increase in the tyre prices considering general inflationary increase, including increase in raw material prices.

For Treel Mobility Solutions Private Limited, the projected revenue is expected to increase only on account of higher capacity utilization of existing plants and addition of new production capacity under implementation as approved by the Board of Directors.

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.

T : +91 (22) 66691500, F: + 91 (22) 66547801 / 04 / 07 / 08, www.pwc.com/india

LLPIN : AAO-9288 Registered with limited liability.

Registered Office : 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.



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This letter should be read in conjunction with our report and the limitations mentioned therein. Any terms not defined in this letter shall derive their meaning from our Report.

Trust you would find the above in order.

Yours faithfully,

For PwC Business Consulting Services LLP

IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ
GARG

Digitally signed
by NEERAJ GARG
Date: 2024.10.15
11:02:27 +05'30'

Neeraj Garg

Partner

IBBI Membership No.: IBBI/RV/02/2021/14036



Additional documents submitted with NSE as per Annexure M of the NSE Checklist and in line with the advice received from BSE via email dated April 1, 2025, pursuant to Point (Q) of the observation letter along with the application filed under Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for obtaining Observation Letter

Sr. No.	Particulars	Yes / No / Not Applicable	Annexure
1.	In cases of Demerger, apportionment of losses of the listed Company among the companies involved in the scheme.	Not Applicable	-
2.	Details of assets, liabilities, revenue and net worth of the companies involved in the scheme, both pre and post scheme of arrangement, along with a write up on the history of the demerged undertaking / Transferor Company certified by Chartered Accountant (CA).	Yes	Annexure 20.1
3.	Any type of arrangement or agreement between the demerged Company / resulting Company / merged / amalgamated Company / creditors / shareholders / promoters / directors / etc., which may have any implications on the scheme of arrangement as well as on the shareholders of listed entity.	Not Applicable	-
4.	In the cases of capital reduction / reorganization of capital of the Company, reasons along with relevant provisions of Companies Act, 2013 or applicable laws for proposed utilization of reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, as a free reserve, certified by CA.	Not Applicable	-
5.	In the cases of capital reduction/ reorganization of capital of the Company, built up for reserves viz. Capital Reserve, Capital Redemption Reserve, Securities premium, certified by CA.	Not Applicable	-
6.	In the cases of capital reduction/ reorganization of capital of the Company, Nature of reserves viz. Capital Reserve, Capital Redemption Reserve, whether they are notional and/or unrealized, certified by CA.	Not Applicable	-
7.	In the cases of capital reduction/ reorganization of capital of the Company, the built up of the accumulated losses over the years, certified by CA.	Not Applicable	-



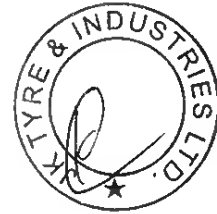
Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Phone: 91-11-66001112, 66001122
 Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-302400 / 330011
 Website : www.jktyre.com CIN : L67120RJ1951PLC045966



Sr. No.	Particulars	Yes / No / Not Applicable	Annexure
8.	Relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment, certified by CA.	Yes	Annexure 20.2
9.	In case of Composite Scheme, details of shareholding of companies involved in the scheme at each stage.	Not Applicable	-
10.	Whether the Board of unlisted Company has taken the decision regarding issuance of Bonus shares. If yes provide the details thereof.	Not Applicable	-
11.	List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.	Yes	Annexure 20.3
12.	Share Capital built-up in case of scheme of arrangement involving unlisted entity/entities, certified by CA.	Yes	Annexure 20.4
13.	Any action taken/pending by Govt./Regulatory body/Agency against all the entities involved in the scheme for the period of recent 8 years.	Yes	Annexure 20.5
14.	Comparison of revenue and net worth of demerged undertaking with the total revenue and net worth of the listed entity in last three financial years.	Not Applicable	-
15.	Detailed rationale for arriving at the swap ratio for issuance of shares as proposed in the draft scheme of arrangement by the Board of Directors of the listed Company.	Yes	Annexure 20.6
16.	In case of Demerger, basis for division of assets and liabilities between divisions of Demerged entity.	Not Applicable	-
17.	How the scheme will be beneficial to public shareholders of the Listed entity and details of change in value of public shareholders pre and post scheme of arrangement.	Yes	Annexure 20.7
18.	Tax/other liability/benefit arising to the entities involved in the scheme, if any.	Yes	Annexure 20.8
19.	Comments of the Company on the Accounting treatment specified in the scheme to conform whether it is in compliance with the Accounting Standards/Indian Accounting Standards.	Yes	Annexure 20.9
20.	If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number	Yes	Kindly refer Annexure 20.3



Sr. No.	Particulars	Yes / No / Not Applicable	Annexure
	of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.		
21.	Confirmation from valuer that the valuation done in the scheme is in accordance with applicable valuation standards.	Yes	Kindly refer Annexure 20.3
22.	Confirmation from Company that the scheme is in compliance with the applicable securities laws.	Yes	Annexure 20.10
23.	Confirmation that the arrangement proposed in the scheme is yet to be executed.	Yes	Annexure 20.11
24.	Part B of Annexure M of the NSE Checklist – Presentation.	Yes	Annexure 20.12



**LODHA
& CO LLP**

Chartered Accountants

To

Cavendish Industries Limited
7, Council House Street,
Kolkata 700 001, West Bengal, India.

12, Bhagat Singh Marg, New Delhi - 110 001, India
 Telephone : 91 11 23710176 / 23710177 / 23364671 / 2414
 Fax : 91 11 23345168 / 23314309
 Email : delhi@lodhaco.com

Subject: Certificate in respect of details of assets, liability, revenue and net worth of Cavendish Industries Limited

We, Lodha & Co LLP, Chartered Accountants (Firm Registration Number: 301051E/E300284), have received a request from the Company in accordance with the terms of our service scope letter September 16, 2024, to provide details of assets, liability, revenue and net worth of Cavendish Industries Limited ("CIL") (annexed hereto as "Annexure 1") prepared by the Management of the Company, in connection with reference to Proposed Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015.

Management Responsibility

The preparation of the statement of pre-scheme and post-scheme assets, liabilities, net worth and revenue as at and for the period ended 30th June, 2024, enclosed in Annexure-I ("**Statement**") is the responsibility of the Management of the Company, in connection with reference to Proposed Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "proposed Scheme") with applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, and the Companies (Accounting Standard) Amendment Rules, 2015. The management is also responsible for ensuring that the computations made are correct.

This responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.

The management of the Companies are also responsible for ensuring that the Companies comply with the relevant laws and regulations, including the SEBI LODR Regulations, as amended and provide relevant information to the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**"), Securities and Exchange Board of India ("**SEBI**"), National Company Law Tribunal ("**NCLT**") and other regulatory authority in connection with the Proposed Scheme.

Auditors Responsibility

Pursuant to the requirements, based on our verification of relevant records, information and explanation provided to us, it is our responsibility to express reasonable assurance in the form of this certificate with regard to the Statement (annexed herewith as Annexure 1) of pre-scheme and post-scheme assets, liabilities, net worth and revenue of the Company as at June 30, 2024.



Regd. Office : 19, Esplanade Mansions, 14 Government Place East, Kolkata 700069, West Bengal, India.
 Lodha & Co (Registration No. 301051E) a Partnership Firm was converted into Lodha & Co LLP
 (Registration No. 301051E/E300284) a Limited Liability Partnership with effect from December 27, 2023

Kolkata Mumbai New Delhi Chennai Hyderabad Jaipur

- i. the amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the period ended 30th June, 2024 have been accurately extracted from the audited Interim Condensed Financial statements of the Company;
- ii. pursuant to the Scheme becoming effective, the Transferor Company would cease to exist without being wound off. Hence, the question with respect to post scheme assets, liability, revenue and Net worth of the Transferor Company does not arise.
- iii. the net worth has been computed in terms of definition as per regulation 2(1)(s) of the SEBI LODR regulations read with sub-section (57) of section 2 of the Companies Act, 2013.
- iv. tested the arithmetical accuracy of the Statement.
- v. performed necessary inquiries with the management and obtained necessary representations.

We have carried out our examination in relation to statement of pre-scheme and post-scheme assets, liabilities, net worth and revenue of the Companies as at June 30, 2024 in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and other Assurance and Related Services Engagements.

Further, our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400, "Engagements to Perform Agreed-Upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India.

Opinion

Based on the examination and according to the information and explanation given to us and representations received from the management, with regard to the Statement, we are of opinion:

- i. the amounts of pre-scheme assets, liabilities, net worth and revenue as at and for the period ended 30th June, 2024 have been accurately extracted from the audited Interim Condensed Financial Statements of the Company;
- ii. The amounts of post-scheme assets, liability, net worth and revenue is not applicable, as Cavendish Industries Limited "Transferor company" shall stand dissolved without being wound up upon this scheme of amalgamation becoming effective after giving effect to the proposed accounting treatment as set out in Clause 9.2 of the Scheme
- iii. the net worth has been computed in terms of definition as per regulation 2(1)(s) of the SEBI LODR Regulations read with sub-section (57) of section 2 of the Companies Act 2013.



Restriction on Use

This certificate is addressed and provided to the Board of Directors of the Company solely for the purpose of the proposed Scheme for onwards submission to BSE, NSE, SEBI, NCLT and other regulatory authority in connection with the Proposed Scheme and should not be used by any other person or for any other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For Lodha & Co LLP

Chartered Accountants

Firm Registration No: 301051E/E300284



Shyamal Kumar

Membership No. 509235

UDIN: 24509325BKABXNLS69



Place: New Delhi

Date: 27th September 2024

CAVENDISH

Brief about the Transferor:

Cavendish Industries Limited ("Transferor Company") is a public limited company incorporated under the provisions of the Act. The Transferor Company is inter alia engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps. The Transferor Company is a subsidiary of the Transferee Company.

Details of pre and post assets, liabilities, net worth and revenue as at and for the quarter ended 30th June, 2024 of Cavendish Industries Limited "Transferor"

Rs. in Crs.

Particulars	Pre-Scheme	Post Scheme**
Assets	4003.67	Not Applicable
Liabilities	2993.96	
Total Equity	1009.71	
Net Worth*	1009.71	
Revenue from operations (Apr-Jun 24)	973.10	

* Net worth is calculated as defined under section 2(57) of the Companies Act, 2013. "Net Worth" means the aggregate value of the paid up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited books of account, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

** Not Applicable, as the Transferor company shall stand dissolved without being wound up upon this scheme of amalgamation becoming effective as per the clause 9.2 of Proposed Scheme of Amalgamation.

For Cavendish Industries Limited



Kamal Kumar Manik
(Chief Financial Officer & Company Secretary)

Place: New Delhi

Date: 27.09.2024

P +91 1332 256000
F +91 1332 256226
E : ltp@jkm.com

Cavendish Industries Limited
Village - Khedimubarakpur, Tehsil - Laksar, Distt. Haridwar - 247663, Uttarakhand
Registered Office - 7, Council House Street, Kolkata - 700 001
CIN No. : U74900WB2015PLC204899
A UNIT OF JK TYRE



APNU & CO.
CHARTERED ACCOUNTANTS

HO: 27, Vijay Block, Laxmi Nagar, Delhi-110092

September 27, 2024

To

JK Tyre & Industries Limited
3, Bahadur Shah Zafar Marg
New Delhi - 110002

Subject: Certificate on relevant sections of Companies Act, 2013 and applicable Indian Accounting Standards and Accounting treatment captured in the Scheme in respect of the proposed Scheme of Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited

Sir

We understand the Board of Directors of the JK Tyre & Industries Limited ("Company" or "Transferee Company") on 16 September 2024 approved the Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Scheme").

In this regard, at the request of the Company, we have reviewed the proposed Scheme as approved by Board of Directors and the Certificate dated September 16, 2024 issued by M/S S S Kothari Mehta & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 000765N/N500441), the Statutory Auditors of the Company (hereinafter referred as "Statutory Auditors"), dated September 16, 2024 in relation to the proposed accounting treatment in books of JK Tyre & Industries Limited as mentioned in clause 9 of the proposed Scheme.


We, A P N U & Company, independent chartered accountants, have reviewed the above-mentioned documents and information provided to us by the management and performed the procedures agreed with the Company and enumerated below with respect to certain information to be included in the filings to be made with National Stock Exchange of India Limited and BSE Limited (together, the "Stock Exchanges").

Accordingly, we state that, the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders ("Scheme") is drafted to comply with the provisions of Sections 230 to 232 of the Companies Act, 2013 and the Accounting Treatment of the amalgamation in books of Transferee Company as specified in Clause 9.1 of the Scheme is

Our Branches

• **Noida**

 **91 9811731372**

 **anujagrawalco@gmail.com**

BO: Ground Floor, GoWork, Tower-A, Logix Techno Park, Sector-127, Noida-201304

stated to be in compliance with Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as may be amended from time to time and Indian accounting standards framed thereunder, as also certified by M/s S S Kothari Mehta & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 000765N/N500441), the Statutory Auditors of the Company, through a certificate dated September 16, 2024. Further, considering the Transferor Company shall stand dissolved without being wound up upon the proposed Scheme, no accounting treatment is prescribed under the Scheme in the books of Transferor Company, and the same is also specified in the Clause 9.2 of the Scheme.

This certificate has been issued to the Company solely for the purpose set forth in the third paragraph of this certificate and may accordingly be furnished as required to the Stock Exchanges. We also hereby consent to the inclusion of extracts of this certificate in part or in full, in any document to be issued or filed in relation to the Scheme.

For A P N U & Company
Chartered Accountants
FRN: 019489C



CA. Anuj Agrawal
Partner
Membership No: 542660
Delhi

UDIN: 24542660BKCJOZ5238



Private & Confidential

27 September 2024

The Board of Directors
JK Tyre & Industries Limited
 Jaykaygram, PO – Tyre Factory
 Kankroli – 313 342
 Rajasthan, India

The Board of Directors
Cavendish Industries Limited
 7, Council House Street,
 Kolkata – 700 001
 West Bengal, India

Dear Sirs,

We refer to our engagement letter dated 11 September 2024 whereby JK Tyre & Industries Limited (“JK Tyre” or “Transferee Company”) and Cavendish Industries Limited (“Cavendish” or “Transferor Company”) (together referred to as the “Clients” or the “Companies”) had appointed us to provide the fair Share Exchange Ratio (“SER”) report for the proposed amalgamation of the Transferor Company with the Transferee Company.

We understand from the management of Clients (hereinafter together referred to as “Management”) that pursuant to a composite scheme of arrangement (the proposed “Scheme”), Clients envisage amalgamation of the Transferor Company with the Transferee Company (“Proposed Transaction”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 and applicable provisions of the Income Tax Act, other applicable laws and rules issued thereunder, as may be applicable.

Accordingly, we have completed our procedures and submitted the Share Exchange Ratio report providing our recommendation of the fair share exchange ratio (“Share Exchange Ratio”) on 16 September 2024.

We are a firm of registered valuers and are bound to keep the data provided by our client confidential. Having said this, however, since we have received a specific request from you based on the requirement of the Stock Exchanges, we are pleased to attach our summary workings for the Share Exchange Ratio and details based on the requirements of the checklist for Schemes filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for submission to Stock Exchanges/ Regional Director, Ministry of Corporate Affairs (‘MCA’) and regulatory authorities as per the terms of our engagement letter.

Yours faithfully,

For PwC Business Consulting Services LLP

IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ GARG
Digitally signed by NEERAJ GARG
 Date: 2024.09.27 16:05:57 +05'30'

Neeraj Garg
 Partner

IBBI Membership No.: IBBI/RV/02/2021/14036

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.
 T : +91 (22) 66691500, F: + 91 (22) 66547801 /04 / 07 / 08, www.pwc.com/india

LLPIN : AAC-9288 Registered with limited liability.

Registered Office : 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.

I. List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

Comparable companies considered for the valuation of JK Tyre and Cavendish using comparable companies' multiple methods are as follows:

- i. Apollo Tyres Limited
- ii. MRF Limited
- iii. JK Tyre & Industries Limited
- iv. CEAT Limited

II. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.

• **JK Tyre**

Particulars (INR Crore)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	10,313	2,492	8,291	10,784	12,123	13,192	13,989	14,491	14,998
EBITDA	1,361	306	1,066	1,372	1,661	1,783	1,896	1,928	1,952
EBITDA margins	13.2%	12.3%	12.9%	12.7%	13.7%	13.5%	13.6%	13.3%	13.0%

• **Cavendish**

Particulars (INR Crore)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	3,657	973	3,237	4,210	5,053	5,402	5,745	5,946	6,154
EBITDA	506	138	427	565	657	715	739	767	757
EBITDA margins	13.8%	14.2%	13.2%	13.4%	13.0%	13.2%	12.9%	12.9%	12.3%

• **JK Tornel S.A. De C.V., Mexico ("Tornel")**

Particulars (MXN million)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	5,494	1,235	4,688	5,923	7,243	7,946	8,684	9,566	10,394
EBITDA	432	107	423	530	790	770	818	828	873
EBITDA margins	7.9%	8.6%	9.0%	8.9%	10.9%	9.7%	9.4%	8.7%	8.4%



• **Valiant Pacific LLC, UAE (“Valiant”)**

Particulars (USD Million)	Actual		Projected						
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	53	18	57	75	85	95	108	121	134
EBITDA	0.3	0.2	0.3	0.5	0.8	1.1	1.4	1.7	2.0
EBITDA margins	0.5%	1.3%	0.5%	0.7%	1.0%	1.1%	1.3%	1.4%	1.5%

• **Treel Mobility Solutions Private Limited (“Treel”)**

Particulars (INR Crore)	Actual		Projected						
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	11	2.8	17	20	48	77	97	116	141
EBITDA	-0.8	0.2	1.0	1.2	7.1	13.7	17.6	20.9	24.4
EBITDA margins	-6.9%	7.4%	5.9%	6.1%	14.8%	17.9%	18.1%	18.0%	17.3%

Our DCF analysis considers the financial forecasts as provided by the companies. Our analysis considered historical performance, management explanations/ discussions on profitability and business expansion in future and high-level industry benchmarking basis information readily available in the public domain.

III. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

PwC BCS is registered with IOVRVF which has prescribed the use of International Valuation Standards (IVS). These IVS have been used in our analysis. Page no 7 of the Report carries a reference to this effect.





IV. Summary Workings

Share Exchange Ratio for the proposed amalgamation of the Cavendish (“Transferor Company”) with JK Tyre (“Transferee Company”):

Approach	Cavendish (A)		JK Tyre (B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach-Net Asset Value Method	168.4	NA	169.4	NA
Income Approach - Discounted Cashflow Method	444.4	50.0%	480.7	50.0%
Market Approach				
Comparable Companies Method				
-EV/EBITDA	415.6	50.0%	471.7	25.0%
-Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA	433.0	25.0%
Relative Value per Share	430.0		466.6	
Share Exchange Ratio (A:B) *	100		92	

**Rounded*

For Fair Share Exchange Ratio - Refer Appendix A.1 for underlying workings for JK Tyre and Appendix A.2 for underlying working for Cavendish.

Further, we have considered the following financials as of 30 June 2024 for the purpose of our analysis:

- Audited standalone financial statements of the Cavendish, JK Tyre and its key subsidiaries/ associates.
- Limited review consolidated financial statements of JK Tyre.



Appendix A.1

JK Tyre

Method	JK Tyre	
	Value per share (INR)	Weight
Income Approach (DCF Method) (i)	480.7	50.0%
Market Approach (CCM method) (ii)	471.7	25.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP) (iii)	433.0	25.0%
Net Asset Value Method	169.4	0.0%
Value per share	466.6	100.0%

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	3,782
Terminal value	7,599
Enterprise value as on 13 September 2024	11,381
Adjustments for:	
Add: Surplus assets	749
Less: Debt & Debt Like Items	(2,644)
Add: Investments	
(1) Value of ~100.0% equity stake in Lankros Holdings Limited	1,472
(2) Value of ~1.5% equity stake in Sarvi Holdings switzerland AG	22
(3) Value of ~0.0% equity stake in JK Tornel S.A. de C.V	0
(4) Value of ~74.1% equity stake in Cavendish	1,912
(5) Value of ~100.0% equity stake in J. K. Asia Pacific Ltd.	240
(6) Value of ~26.0% equity stake in Treel	9
(7) Value of ~33.4% equity stake in Dwarkesh Energy Limited	6
(8) Value of investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd.	13
(9) Investment Properties	14
Equity value as on 13 September 2024 (i)	13,173
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	274,020,027
Equity value per share as on 13 September 2024 (INR) (i / ii)	480.7

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A.1.(a) for underlying workings for Lankros Holdings Limited.
- 2) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings Switzerland AG.
- 3) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V.
- 4) Refer Appendix A2 for underlying workings for Cavendish.
- 5) Refer Appendix A.1.(d) for underlying workings for J. K. Asia Pacific Ltd.
- 6) Refer Appendix A.1.(g) for underlying workings for Treel.
- 7) Refer Appendix A.1.(h) for underlying workings for Dwarkesh Energy Limited.
- 8) Investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd has been fair valued considering closing share price of these companies as on 13 September 2024.
- 9) Fair Value of the investment properties located in Delhi and Udaipur has been considered based on a third party valuation report provided by the Management.



(ii) Market Approach - Comparable Companies Method	
Particulars	INR crores
Comparable companies' applied multiple (rounded)	7.87x
TTM EBITDA (01 July 2023 to 30 June 2024)	1,391
Operating value as on 30 July 2024	10,946
Add: CWIP as per 30 June 2024 standalone balance sheet of JK Tyre	188
Enterprise value as on 30 July 2024	11,134
Adjustments for:	
Add: Surplus assets	749
Less: Debt & Debt Like Items	(2,644)
Add: Investments	
(1) Value of ~100.0% equity stake in Lankros Holdings Limited	1,472
(2) Value of ~1.5% equity stake in Sarvi Holdings switzerland AG	22
(3) Value of ~0.0% equity stake in JK Tornel S.A. de C.V	0
(4) Value of ~74.1% equity stake in Cavendish	1,912
(5) Value of ~100.0% equity stake in J. K. Asia Pacific Ltd.	240
(6) Value of ~26.0% equity stake in Treel	9
(7) Value of ~33.4% equity stake in Dwarkesh Energy Limited	6
(8) Value of investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd.	13
(9) Investment Properties	14
Equity value as on 13 September 2024 (i)	12,926
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	274,020,027
Equity value per share as on 13 September 2024 (INR) (i / ii)	471.7

Totals may not add due to rounding

Peer Company	EV/EBITDA
CEAT Limited	7.32X
MRF Limited	12.27X
Apollo Tyres Limited	8.42X
JK Tyre & Industries Limited	7.10X
Median multiple of peer companies	7.87x

Notes:

- 1) Refer Appendix A.1.(a) for underlying workings for Lankros Holdings Limited.
- 2) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings switzerland AG.
- 3) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V.
- 4) Refer Appendix A2 for underlying workings for Cavendish.
- 5) Refer Appendix A.1.(d) for underlying workings for J. K. Asia Pacific Ltd.
- 6) Refer Appendix A.1.(g) for underlying workings for Treel.
- 7) Refer Appendix A.1.(h) for underlying workings for Dwarkesh Energy Limited.
- 8) Investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd has been fair valued considering closing share price of these companies as on 13 September 2024.
- 9) Fair Value of the investment properties located in Delhi and Udaipur has been considered based on a third party valuation report provided by the Management.





(iii) Market Price Method (Higher of 10 trading days or 90 trading days VWAP):

Particulars	JK Tyre
A) VWAP of shares traded on NSE for immediately preceding 90 days (INR)	433.0
B) VWAP of shares traded on NSE for immediately preceding 10 days (INR)	423.1
Price per Equity Share (Higher of A & B) (INR)	433.0

For determining the market price of JK Tyre, the volume weighted share price on NSE has been considered given the highest trading volume in respect of the equity shares during the preceding 90 trading days period prior to the Valuation Date.



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JK Tyre		
	90 Days	10 Days
Start Date	8-May-24	2-Sep-24
End Date	13-Sep-24	13-Sep-24
Total Volume (Mn)	129.90	14.36
Total Turnover (INR Mn)	56,251	6,077
VWAP (INR)		
(Total Turnover / Total volume)	433.0	423.1

Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
13-Sep-24	437.3	3.35	1,467
12-Sep-24	421.5	0.62	261
11-Sep-24	427.6	1.53	653
10-Sep-24	425.1	1.40	594
9-Sep-24	412.7	1.07	441
6-Sep-24	415.2	0.83	344
5-Sep-24	423.1	1.80	760
4-Sep-24	416.3	2.83	1,178
3-Sep-24	403.7	0.41	164
2-Sep-24	402.5	0.54	215
30-Aug-24	402.6	0.46	187
29-Aug-24	402.8	0.39	155
28-Aug-24	407.5	0.50	203
27-Aug-24	409.2	0.71	290
26-Aug-24	406.8	0.70	285
23-Aug-24	411.3	0.55	228
22-Aug-24	418.8	0.68	286
21-Aug-24	414.8	1.41	586
20-Aug-24	404.6	0.62	251
19-Aug-24	404.9	0.58	233
16-Aug-24	395.7	0.67	264
14-Aug-24	392.8	0.61	239
13-Aug-24	402.0	0.73	295
12-Aug-24	404.9	1.10	445
9-Aug-24	410.6	0.89	364
8-Aug-24	411.4	0.70	286
7-Aug-24	412.2	0.90	369
6-Aug-24	413.7	1.10	457
5-Aug-24	416.9	1.85	771
2-Aug-24	431.4	0.64	274
1-Aug-24	440.2	0.76	334
31-Jul-24	446.1	0.82	366
30-Jul-24	451.9	2.19	991
29-Jul-24	446.2	1.19	530





Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
26-Jul-24	441.9	1.52	670
25-Jul-24	437.6	0.51	224
24-Jul-24	440.7	0.90	397
23-Jul-24	429.5	1.30	558
22-Jul-24	440.7	0.78	344
19-Jul-24	445.7	1.55	690
18-Jul-24	465.0	2.97	1,383
16-Jul-24	478.2	1.96	937
15-Jul-24	490.0	12.44	6,094
12-Jul-24	455.6	0.81	369
11-Jul-24	462.4	1.72	793
10-Jul-24	456.6	4.04	1,845
9-Jul-24	448.3	2.12	948
8-Jul-24	455.8	1.23	560
5-Jul-24	458.8	1.14	524
4-Jul-24	459.8	2.32	1,066
3-Jul-24	453.8	2.24	1,018
2-Jul-24	451.4	5.11	2,308
1-Jul-24	445.1	5.94	2,644
28-Jun-24	422.2	10.85	4,582
27-Jun-24	397.9	1.63	648
26-Jun-24	397.5	1.20	476
25-Jun-24	398.5	2.03	810
24-Jun-24	392.8	0.67	261
21-Jun-24	395.0	0.91	361
20-Jun-24	394.4	0.56	220
19-Jun-24	395.0	1.04	412
18-Jun-24	400.4	0.94	375
14-Jun-24	400.4	0.91	366
13-Jun-24	403.4	0.65	262
12-Jun-24	406.4	0.65	262
11-Jun-24	406.9	0.77	314
10-Jun-24	411.9	0.69	285
7-Jun-24	408.2	0.60	245
6-Jun-24	404.8	0.91	367
5-Jun-24	386.9	0.64	248
4-Jun-24	382.5	1.51	577
3-Jun-24	410.6	0.69	284
31-May-24	402.9	0.51	205
30-May-24	405.9	0.53	214
29-May-24	411.5	0.37	151
28-May-24	415.9	0.51	211
27-May-24	422.2	0.98	415
24-May-24	417.7	0.45	189
23-May-24	419.0	0.87	365
22-May-24	431.0	5.96	2,570
21-May-24	403.6	0.75	304
18-May-24	402.9	0.14	56
17-May-24	399.5	0.42	168
16-May-24	400.2	1.28	512
15-May-24	389.4	0.60	234
14-May-24	383.5	0.41	156
13-May-24	377.5	0.83	314
10-May-24	386.9	0.51	195
9-May-24	397.8	0.46	185
8-May-24	399.7	0.78	313



Appendix A.2

Cavendish Industries Limited

Method	Cavendish	
	Value per share (INR)	Weight
Income Approach (DCF Method) (i)	444.4	50.0%
Market Approach (CCM method) (ii)	415.6	50.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	168.4	0.0%
Value per share	430.0	100.0%

Totals may not add due to rounding

Shareholder	Equity Shares held in Cavendish	Equity Shares held in Cavendish (%)	Value of Investment (INR Crore)
JK Tyre	44,460,965	74.1%	1,912
JK Tornel S.A. de C.V	8,000,000	13.3%	344
Valiant Pacific LLC	7,500,000	12.5%	323
Others	10,308	0.0%	0.4
Total	59,971,273	100.0%	2,579

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	2,089
Terminal value	2,237
Enterprise value as on 13 September 2024	4,326
Adjustments for:	
Add: Surplus assets	121
Less: Debt & Debt Like Items	(1,782)
Equity value as on 13 September 2024 (i)	2,665
Number of equity shares as on 13 September 2024 (ii)	59,971,273
Equity value per share as on 13 September 2024 (INR) (i / ii)	444.4

Totals may not add due to rounding





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(ii) Market Approach - Comparable Companies Method	
Particulars	INR crores
Comparable companies' applied multiple (rounded)	7.87x
TTM EBITDA (01 July 2023 to 30 June 2024)	524
Operating value as on 30 July 2024	4,126
Add: CWIP as per 30 June 2024 standalone balance sheet of JK Tyre	27
Enterprise value as on 30 July 2024	4,153
Adjustments for:	
Add: Surplus assets	121
Less: Debt & Debt Like Items	(1,782)
Equity value as on 13 September 2024 (i)	2,493
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	59,971,273
Equity value per share as on 13 September 2024 (INR) (i / ii)	415.6

Totals may not add due to rounding

Peer Company	EV/EBITDA
CEAT Limited	7.32x
MRF Limited	12.27x
Apollo Tyres Limited	8.42x
JK Tyre & Industries Limited	7.10x
Median multiple of peer companies	7.87x



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Appendix A.1.(a)

Lankros Holdings Limited

Lankros		
Net Asset Value Method		Euro
Particulars	Book Value	Fair Value
Non-Current Assets		
(1) Investment in Sarvi Holdings switzerland AG	9,623,346	158,089,043
Receivables	202,710	202,710
Total Non-Current Assets	9,826,056	158,291,753
Current Assets		
Cash at Bank	318	318
Total Current Assets	318	318
Total Assets	9,826,374	158,292,071
Total Liabilities	71,327	71,327
Net Asset Value	9,755,047	158,220,744
(2) Net Asset Value (INR Crore) (i)		1,472
Value of 100% equity stake in Lankros held by JK Tyre (100% of i) (INR Crore)		1,472

Totals may not add due to rounding

Notes:

- 1.) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings Switzerland AG
- 2.) Exchange rate (as on September 13, 2024) : 1 Euro= INR 93.00 (Source: S&P CapitalIQ)



Appendix A.1.(b)

Sarvi Holdings Switzerland AG (“Sarvi”)

Sarvi		
Net Asset Value Method	Swiss Francs	
Particulars	Book Value	Fair Value
Current Assets		
Cash and Bank	1	1
Prepaid expenses	15,967	15,967
Total Current Assets	15,968	15,968
Fixed Assets		
Loan	21,070	21,070
(1) Investment in JK Tornel S.A. de C.V	12,674,973	150,897,437
Total Fixed Assets	12,696,043	150,918,507
Total Assets	12,712,011	150,934,475
Total Liabilities	138,448	138,448
Net Asset Value	12,573,563	150,796,027
(2) Net Asset Value (INR Crore) (i)		1,492
(3) Net Asset Value (Euro million) (ii)		160
Value of ~1.5% equity stake in Sarvi held by JK Tyre (~1.5% of i) (INR Crore)		22
Value of ~98.5% equity stake in Sarvi held by Lankros (~98.5% of ii) (Euro million)		158

Totals may not add due to rounding

Notes:

- 1.) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V
- 2.) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= INR 98.95 (Source: S&P CapitalIQ)
- 3.) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= Euro 1.06 (Source: S&P CapitalIQ)



Appendix A.1.(c)

JK Tornel S.A. de C.V (“JK Tornel”)

Method	Tornel	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	1,494	100.0%
Market Approach (CCM method)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	471	0.0%
Equity Value	1,494	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	751
Terminal value	688
Enterprise value as on 13 September 2024	1,439
Adjustments for:	
Add: Surplus assets	76
Less: Debt & Debt Like Items	(384)
Add: Investments	
(1) Value of ~74.1% equity stake in Cavendish	344
(2) Value of ~40.0% equity stake in Western Tire	19
Equity value as on 13 September 2024 (INR Crore) (i)	1,494
(3) Equity value as on 13 September 2024 (Swiss Francs million) (ii)	151
Value of ~0.0% equity stake in Tornel held by JK Tyre (~0.0% of i) (INR Crore)	0.2
Value of ~99.9% equity stake in Tornel held by Sarvi (~99.9% of ii) (Swiss Francs million)	151

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A2 for underlying workings for Cavendish.
- 2) Refer Appendix A.1.(i) for underlying workings for Western Tire Holding, Inc. (“Western Tire”).
- 3) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= INR 98.95 (Source: S&P CapitalIQ)





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Appendix A.1.(d)

J.K. Asia Pacific Limited

Net Asset Value Method Particulars	Hong Kong Dollars	
	Book value	Fair Value
Non Current Assets		
(1) Investment in J.K. Asia Pacific (S) PTE LTD	589,159	223,544,234
Plant & Equipment	510,152	510,152
Total Non Current Assets	1,099,311	224,054,386
Current Assets		
Cash and cash equivalents	1,358,494	1,358,494
Prepayment and other receivables	13,380	13,380
Total Current Assets	1,371,874	1,371,874
Total Assets	2,471,185	225,426,260
Total Liabilities	(1,924,168)	(1,924,168)
Net Asset Value	547,017	223,502,092
(2) Net Asset Value (INR Crore) (i)		240
Value of ~100.0% equity stake in J.K. Asia Pacific Limited held by JK Tyre (INR Crore) (100.0% of i)		240

Notes:

- 1) Refer Appendix A.1.(e) for underlying workings for J.K. Asia Pacific (S) PTE LTD
- 2) Exchange rate (as on September 13, 2024) : 1 Honk Kong Dollar= INR 10.76 (Source: S&P CapitalIQ)



Appendix A.1.(e)

J.K. Asia Pacific (S) PTE LTD

Net Asset Value Method Particulars	Singapore Dollars	
	Book value	Fair Value
Non Current Assets		
(1) Investment in Valiant	73,703	37,049,637
Property Plant & Equipment	42,019	42,019
Total Non Current Assets	115,722	37,091,656
Current Assets		
Cash and cash equivalents	147,209	147,209
Trade & other receivables	33,637	33,637
Total Current Assets	180,846	180,846
Total Assets	296,568	37,272,502
Total Liabilities	(66,023)	(66,023)
Net Asset Value	230,545	37,206,479
(2) Net Asset Value (Hong Kong Dollars) (i)		223,544,234
Value of ~100.0% equity stake in J.K. Asia Pacific (S) PTE LTD held by J.K. Asia Pacific Limited (Hong Kong Dollars) (100.0% of i)		223,544,234

Notes:

- 1) Refer Appendix A.1.(f) for underlying workings for Valiant
- 2) Exchange rate (as on September 13, 2024): 1 Singapore Dollar= Hong Kong Dollar 6.01
(Source: S&P CapitalIQ)



Appendix A.1.(f)

Valiant

Method	Valiant	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	489	100.0%
Market Approach (CCM method) (ii)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	125	0.0%
Equity Value	489	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR Crore
Present value of horizon period cash flows	19
Terminal value	72
Enterprise value as on 13 September 2024	90
Adjustments for:	
Add: Surplus assets	48
Less: Debt & Debt Like Items	(0)
Add: Investments	
(1) Value of 12.5% equity stake in Cavendish	323
(2) Value of ~60% equity stake in Western Tyre	28
Equity value as on 13 September 2024	489
(3) Net Asset Value (Singapore Dollars) (i)	75,611,504
Value of ~49.0% equity stake in Valiant held by J.K. Asia Pacific (S) PTE LTD (Singapore Dollars) (49.0% of i)	37,049,637

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A2 for underlying workings for Cavendish.
- 2) Refer Appendix A.1.(i) for underlying workings for Western Tire Holding, Inc. ("Western Tire").
- 3) Exchange rate (as on September 13, 2024): 1 Singapore Dollar= INR 64.63
(Source: S&P CapitalIQ).





Appendix A.1.(g)

Treel Mobility Solutions Private Limited

Method	Treel	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	33	100.0%
Market Approach (CCM method)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	0.29	0.0%
Equity Value	33	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR Crore
Present value of horizon period cash flows	4
Terminal value	30
Enterprise value as on 13 September 2024	34
Adjustments for:	
Add: Surplus assets	1
Less: Debt & Debt Like Items	(2)
Equity value as on 13 September 2024 (i)	33
Value of ~26.0% equity stake in Treel held by JK Tyre (26.0% of i)	9



Appendix A.1.(h)

Dwarkesh Energy Limited

Particulars	INR crores	
	Book value	Fair Value
Net Asset Value Method		
Non Current Assets		
Capital Work in Progress	1	1
Security deposits & Capital Advances	1	1
Total Non Current Assets	3	3
Current Assets		
Investments in Mutual Funds	16	16
(1) Value of ~3.9% equity stake in Udaipur Cement Works Limited	98	73
Cash and Bank Balance	0	0
Other Current Assets	0	0
Total Current Assets	115	89
(2) Land held for sale	6	8
Total Assets	124	100
Total Liabilities	(82)	(82)
Net Asset Value (i)	41	17
Value of ~33.4% equity stake in Dwarkesh Energy Limited held by JK Tyre (33.4% of i)		6

Totals may not add due to rounding

Notes:

- Investment interest in Udaipur Cement Works Limited has been fair valued considering closing share price as on 13 September 2024.
- Fair value of 'Land held for sale' is based on the total acreage of 142 acres and price per acre of ~INR 0.55 million (basis price of the land parcels recently sold by the Company).



Appendix A.1.(i)

Western Tire Holding, Inc. (“Western Tire”)

Method	Western Tire	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method)	NA	NA
Market Approach (Implied multiple method) (i)	47	100.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	13	0.0%
Equity Value	47	100.0%

Particulars	INR crores
(1) Implied multiple (rounded)	.18x
TTM EBITDA (01 July 2023 to 30 June 2024)	234
Enterprise value as on 30 July 2024	42
Adjustments for:	
Add: Surplus assets	5
Less: Debt & Debt Like Items	(0)
Equity value as on 13 September 2024	47
Value of 40.0% equity stake in Western Tire held by Tornel (40.0% of i)	19
Value of 60.0% equity stake in Western Tire held by Valiant (60.0% of i)	28

Totals may not add due to rounding

Notes:

- 1) Implied multiple based on EV/TTM revenue of Valiant Pacific LLC (“Valiant”) of 0.18x. Refer Appendix A.1.(f) for underlying workings for Valiant.





The Board of Directors,
Cavendish Industries Limited,
7, Council House Street
Kolkatta - 700001

CERTIFICATION OF CAPITAL EVOLUTION

This certificate is issued on the request of the Cavendish Industries Limited, (hereinafter referred as the “Company”), having its registered office at 7, Council House Street, Kolkata, 700001 West Bengal, India. The Company is in the process of shifting its registered office from its current address to at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India, for onward submission to SEBI, BSE, NSE, NCLT and such other regulatory authorities, as required, in relation to the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Transferee Company”)

The details of Capital evolution (Equity Shares) of the Company, since incorporation i.e. January 12, 2015 and upto the date of this certificate is annexed hereto as “Annexure 1”

Management Responsibility

1. The preparation of the Statement is the responsibility of the Management of the company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
2. The Management is also responsible for ensuring that the Company complies with all other requirements of the authorities involved in the execution of the merger and any other regulation applicable to the company in this regard.

Chartered Accountant's Responsibility

- i) Pursuant to the requirements of BSE Limited related to certification of the Capital Evolution of the company, it is our responsibility to provide a reasonable assurance whether the information in the Statement is accurately extracted from the Books of accounts and other records of the Company;
- ii) We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

Opinion

Based on our examination, as above, we are of the opinion that the capital evolution of the company as mentioned in the Annexure 1 is as per the Audited financial statement and various forms submitted by the company to the Ministry of Corporate Affairs during this period.

Restriction on Use

The certificate is addressed to and provided to the Company solely for onward submission to SEBI, BSE, NSE, NCLT and such other regulatory authorities, as required, in relation to the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For R S Dani & Co.

Chartered Accountant
(FRN 000243C)

Manoj	Digitally signed by
Kumar	Manoj Kumar
Agarwal	Agarwal
	Date: 2024.09.27
	18:59:03 +05'30'

CA Manoj Agarwal
(Partner)

M No. 076309

Delhi, 27th September 2024

UDIN: 24076309BKDZMC5406

Encl: - Annexure 1

Annexure -1 to Certificate dated 27th September, 2024 UDIN 24076309BKDZMC5406

Details of Capital evolution of the transferor / demerged companies company - Cavendish Industries Limited

Equity Share Capital

Date of Issue#	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights/ Buy Back, etc.)	Cumulative Capital (No. of shares)	Whether listed, if not listed, give reasons thereof
January 31, 2015	50,000	10	Subscription to Memorandum of Association	50,000	No*
March 31, 2015	70,00,00,000	10	Allotment on Private Placement basis	70,00,50,000	No*
July 8, 2016	(65,00,46,429)	Not Applicable	Reduction in Equity Share Capital**	5,00,03,571	No*
March 30, 2020	51,70,000	145	Preferential Issue	5,51,73,571	No*
March 22, 2022	47,97,702	155	Allotment of Equity Share on Rights basis	5,99,71,273	No*

This is date of Allotment.

* The Company is unlisted.

** Pursuant to the Order of Hon'ble High Court, Calcutta dated 17th May 2016 (effective from 4th July 2016), issued, subscribed and paid-up equity share capital of the Company was reduced from ₹ 7,00,05,00,000 comprising 70,00,50,000 equity shares of ₹ 10 each to ₹ 50,00,35,710 comprising 5,00,03,571 equity shares of ₹ 10 each.

For R. S. Dani & Co.
Chartered Accountant
FRN: 000243N

Manoj Kumar Agarwal
Digitally signed by
Manoj Kumar Agarwal
Date: 2024.09.27
18:59:31 +05'30'

CA Manoj Agarwal
Partner
M No. 076309
Delhi - 27th September 2024
UDIN - 24076309BKDZMC5406



JKTIL: SECTL:SE:29.13:2024

October 3, 2024

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

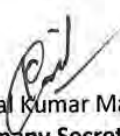
Scrip Code/Symbol: JKTYRE

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferee Company states that, there are no material actions taken by the Government / Regulatory body / agency against the Transferee Company in the past 8 years, which adversely impacts the Scheme.

For JK Tyre & Industries Limited


 Kamal Kumar Manik
 Company Secretary



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



CAVENDISH INDUSTRIES LTD.

CIL:SECTL:29:13:2024

October 3, 2024


To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Company" or "Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferor Company states that, there are no material actions taken by the Government / Regulatory body / agency against the Transferor Company in the past 8 years, which adversely impacts the Scheme.

For Cavendish Industries Limited


Kamal Kumar Manik
CFO & Company Secretary



With effect from 1st October 2024
Registered Office: Jaykaygram, PO Tyre Factory
Kankroli-313342, Rajasthan
Fax: 02952-232018, Ph: 02952-233400/233000
CIN:U74900RJ2015PLC097517

Admin.Off: Patnoi House, 3, Bahadur Shah Zafar Marg, New Delhi - 110002
Works: Village - Khedimberakpur, Tehsil - Laksar, Dist - Haridwar - 247663, Uttarakhand Ph: +9111332 256000
Registered Office: 7, Council House Street, Kolkata - 700 001
CIN No. - U74900WB2015PLC204899

P + 91 11 23766515

A UNIT OF JK TYRE



JKTIL: SECTL:SE:49:2024

October 3, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

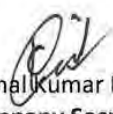
Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferee Company states that, there are no material actions taken by the Government / Regulatory body / agency against the Transferee Company in the past 8 years, which adversely impacts the Scheme.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



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



CAVENDISH INDUSTRIES LTD.

CIL:SECTL:49:2024

October 3, 2024


To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Company” or “Transferor Company”) with JK Tyre & Industries Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

The Transferor Company states that, there are no material actions taken by the Government / Regulatory body / agency against the Transferor Company in the past 8 years, which adversely impacts the Scheme.

For Cavendish Industries Limited


Kamal Kumar Manik
CFO & Company Secretary



With effect from 1st October 2024
Registered Office: Jaykaygram, PO Tyre Factory
Kankrol-313342, Rajasthan
Fax: 02952-232018, Ph: 02952-233400/233000
CIN:U74900RJ2015PLC097517



Admin. Off. - Pariot House, 3, Bahadur Shah Zafar Marg, New Delhi - 110002
Works - Villogs - Khedimubarakpur, Tehsil - Lakheri, Dist. - Haridwar - 247663, Uttarakhand. Ph: +91 1332/256000
Registered Office - 2, Council House Street, Kolkata - 700 001
CIN No. U74900WB2015PLC0204899

P-91 (1 23766515

A UNIT OF JK TYRE



JKTIL: SECTL:SE:29.15:2024

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Scrip Code/Symbol: JKTyre

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").

Detailed Rationale for arriving at the swap ratio for issuance of shares as proposed in the draft Scheme by the Board of Directors of the Transferee Company

In connection with the draft Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company"), the Board of Directors of the companies have arrived at the swap ratio for issuance of shares as proposed in the draft Scheme based on the share exchange ratio for issuance of shares as provided in the Share Exchange Ratio Report dated September 16, 2024 issued by PwC Business Consulting Services LLP, (Registration No. IBBI/RV-E/02/2022/158) Registered Valuer as well as detailed working issued by PwC Business Consulting Services LLP. These documents are also attached herewith for your reference.

Further, ICICI Securities Limited, an independent SEBI registered Category I Merchant Banker in its Fairness Opinion Report dated September 16, 2024, has also opined that the Share Exchange Ratio captured in Share Exchange Ratio Report is fair .

For JK Tyre & Industries Limited.


 (Kamal Kumar Manik)
 Company Secretary

Date: 3rd October 2024



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





JKTIL: SECTL:SE:51:2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 530007

Dear Sir,


Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”).

Detailed Rationale for arriving at the swap ratio for issuance of shares as proposed in the draft Scheme by the Board of Directors of the Transferee Company

In connection with the draft Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Transferee Company”), the Board of Directors of the companies have arrived at the swap ratio for issuance of shares as proposed in the draft Scheme based on the share exchange ratio for issuance of shares as provided in the Share Exchange Ratio Report dated September 16, 2024 issued by PwC Business Consulting Services LLP, (Registration No. IBBI/RV-E/02/2022/158) Registered Valuer as well as detailed working issued by PwC Business Consulting Services LLP. These documents are also attached herewith for your reference.

Further, ICICI Securities Limited, an independent SEBI registered Category I Merchant Banker in its Fairness Opinion Report dated September 16, 2024, has also opined that the Share Exchange Ratio captured in Share Exchange Ratio Report is fair .

For JK Tyre & Industries Limited.


(Kamal Kumar Manik)
Company Secretary



Date: 3rd October 2024



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





Dated: 16 September 2024

**The Board of Directors
JK Tyre & Industries Limited**
Jaykaygram, PO – Tyre Factory
Kankroli – 313 342
Rajasthan, India

**The Board of Directors
Cavendish Industries Limited**
7, Council House Street,
Kolkata – 700 001
West Bengal, India

Re: Recommendation of the fair share exchange ratio for the proposed amalgamation of Cavendish Industries Limited (“Cavendish” or “Transferor Company”) with JK Tyre & Industries Limited (“JK Tyre” or “Transferee Company”).

Dear Sir / Madam,

We refer to our engagement letter dated 11 September 2024 whereby JK Tyre and Cavendish (together referred to as the “Clients” or the “Companies” or “you”) have appointed PwC Business Consulting Services LLP (hereinafter referred to as “PwC BCS”) to recommend the fair share exchange ratio (“Share Exchange Ratio”) for the proposed amalgamation of the Transferor Company with the Transferee Company.

PwC BCS has been hereinafter referred to as the ‘Valuer’ or ‘we’ or ‘us’ in this share exchange ratio report (“Share Exchange Report” or “Valuation Report” or “Report”).

BACKGROUND OF COMPANIES

JK Tyre & Industries Limited is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 and Companies Act, 2013 with corporate identity number L67120RJ1951PLC045966 and registered office at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India. The Transferee Company is *inter-alia* engaged in developing, manufacturing, marketing and distribution of automotive tyres, tubes, flaps and retreads. The equity shares of the Transferee Company are listed on both National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”). JK Tyre via its subsidiaries/ associates has manufacturing/ trading operations in Mexico, Middle East and USA.

Cavendish Industries Limited is a public limited company incorporated under the provisions of the Companies Act, 2013 with corporate identity number U74900WB2015PLC204899 and registered office at 7, Council House Street, Kolkata 700 001, West Bengal, India. The Transferor Company is in the process of shifting its registered office from its current address. The Transferor Company is *inter-alia* engaged in developing, manufacturing, marketing and distribution of automotive tyres, tubes & flaps. The equity shares of the Transferor Company are not listed on any stock exchanges in India or overseas. JK Tyre holds ~74.1% equity stake directly in Cavendish, ~13.3% through its subsidiary JK Tornel S.A. De C.V. and ~12.5% through its associate Valiant Pacific LLC.

SCOPE AND PURPOSE OF THIS REPORT

We understand that the managements of the Clients (“Management”) pursuant to a composite scheme of amalgamation (the proposed “Scheme” or “Scheme of Amalgamation”) are evaluating the amalgamation of the Transferor Company with the Transferee Company (“Proposed Transaction”) under the provisions of Sections 230 to 232 of the Companies Act,

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.

T : +91 (22) 66691500, F: + 91 (22) 66547801 / 04 / 07 / 08, www.pwc.com/india

LLPIN : AAC-9288 Registered with limited liability.

Registered Office : 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.



2013 and applicable provisions of the Income Tax Act, other applicable laws and rules issued thereunder, as may be applicable.

We understand from the Scheme that as consideration for the Proposed Transaction, the equity shareholders of the Transferor Company would be issued equity shares of the Transferee Company.

For the aforesaid purpose, the Board of Directors of the Clients have appointed PwC BCS to submit a Registered Valuer Report providing the recommendation of Share Exchange Ratio for the amalgamation of the Transferor Company with the Transferee Company on a going concern basis with 13 September 2024 being the Valuation Date, for the consideration of the Board of Directors of the Clients in accordance with the generally accepted professional standards.

It is clarified that any reference to this Report in any document and/ or filing with any tribunal/ judicial/ regulatory authorities/ government authorities/ stock exchanges/ courts/ shareholders/ professional advisors/ merchant bankers, in connection with the Proposed Transaction, shall not be deemed to be an acceptance by the Valuer of any responsibility or liability to any person/ party other than the Board of Directors of Clients.

As per the Scheme, we understand that the Appointed Date for the Proposed Transaction is 01 April 2025.

The Report will be used by the Clients only for the purpose, as indicated in this Report, for which we have been appointed. The results of our analysis and our Report cannot be used or relied by the Clients for any other purpose or by any other party for any purpose whatsoever. We are not responsible to any other person/ party for any decision of such person/ party based on this Report.

The scope of our services is to recommend Share Exchange Ratio for the Proposed Transaction and conduct a relative (and not absolute) valuation of equity shares of the Transferor Company and the Transferee Company.

This Report is our deliverable for the above engagement. This Report is subject to the scope, assumptions, exclusions, limitations, and disclaimers detailed hereinafter. As such, the Report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to therein.

SOURCES OF INFORMATION

In connection with this exercise, we have used the following information received from the Management and gathered from public domain:

- Considered the audited standalone financial statements of the Transferor Company, Transferee Company and its key subsidiaries/ associates for the last three years ended 31 March 2024 and the three month period ended 30 June 2024;
- Considered the audited consolidated financial statements of the Transferee Company for the last three years ended 31 March 2024 and limited review consolidated financial statements for the three month period ended 30 June 2024;
- Considered the audited consolidated financial statements of JK Tornel S.A. DE C.V. for the last three years ended 31 March 2024 and the three month period ended 30 June 2024;
- Considered the financial projections of the Transferor Company from 01 July 2024 to 31 March 2030, including key underlying assumptions with respect to the projected profit & loss account, capital expenditure and working capital estimates;
- Considered the financial projections of the standalone operations of the Transferee Company and its key investee companies from 01 July 2024 to 31 March 2030, including





- key underlying assumptions with respect to the projected profit & loss account, capital expenditure and working capital estimates;
- Details of surplus assets such as real estate and valuation report/ estimates thereof;
 - Considered the draft Scheme;
 - Considered the market prices of the Transferee Company as published by NSE;
 - Analysis of general market data, including economic and industry information that may affect the value;
 - Considered information available in the public domain in respect of the comparable companies / transactions, as appropriate, if available;
 - Considered the International Valuation standards (effective 31 January 2024) published by the International Valuation Standards Council, and;
 - Other information and documents that we considered necessary for the purpose of this engagement.

During the discussions with the management of the Transferor Company, Transferee Company and its subsidiaries/ associates, we have also obtained explanations and information considered reasonably necessary for our exercise. The Clients have been provided with the opportunity to review the draft report (excluding our conclusions) as part of our standard practice to make sure that factual accuracies / omissions are avoided in our final report.

PROCEDURES ADOPTED AND VALUATION METHODS FOLLOWED

In connection with this exercise, we have adopted the following procedures to carry out the valuation: -

- requested and received financial and qualitative information from the Management;
- considered and researched publicly available market data related to the Companies and various other industry factors;
- discussions with the management of the Companies to understand the business, key value drivers, historical financial performance and projected financial performance of the respective companies;
- selection of well accepted valuation methodology/(ies) as considered appropriate by us; and
- arriving at values of the Transferor Company and the Transferee Company on a relative basis in order to determine the Share Exchange Ratio.

SCOPE LIMITATIONS, ASSUMPTIONS, QUALIFICATIONS, EXCLUSIONS AND DISCLAIMERS

Provision of valuation opinions and consideration of the issues described herein are areas of our regular practice. The services do not represent accounting, assurance, accounting/ tax due diligence, consulting or tax related services that may otherwise be provided by us or other PwC network firms.

This Report, its contents and the results herein are specific to (i) the purpose of valuation agreed per the terms of our engagement; (ii) Valuation Date and (iii) and are based on the balance sheets of the respective companies as at 30 June 2024 and other information provided by the Management. The Management has represented that the business activities of the companies have been carried out in the normal and ordinary course between 30 June 2024 and the date hereof and that no material adverse change has occurred in their respective operations and financial position between 30 June 2024 and the Valuation Date.

An analysis of this nature is necessarily based on the prevailing stock market, financial, economic, industry and other conditions in general and the information made available to us as of, date hereof. Events occurring after the date hereof may affect this Report and the





assumptions used in preparing it, and we do not assume any obligation to update, revise or reaffirm this Report.

In terms of our engagement, we have assumed and relied upon, without independent verification, (i) the accuracy of the information that was publicly available and formed a substantial basis for this Report, and (ii) the accuracy of information made available to us by/ on behalf of the Clients. In accordance with our Engagement Letter and in accordance with the customary approach adopted in valuation exercises, we have not audited, reviewed, certified, carried out a due diligence or otherwise investigated the historical financial information provided to us. We have not independently investigated or otherwise verified the data provided by/ on behalf of the Clients. Accordingly, we do not express an opinion or offer any form of assurance regarding the truth and fairness of the financial position as indicated in the historical financials/ financial statements and projections. The assignment did not require us to conduct any financial or technical feasibility study. We have not done any independent technical valuation or appraisal or due diligence of the assets or liabilities of the Companies and their investee companies. While information obtained from the public domain or external sources have not been verified for authenticity, accuracy, or completeness, we have obtained information as far as possible, from sources generally considered to be reliable. We assume no responsibility for such information.

Also, with respect to explanations and information sought from/ on behalf of the Clients, we have been given to understand by the Management that they have not omitted any relevant and material factors and that they have checked the relevance or materiality of any specific information to the present exercise with us in case of any doubt. Our conclusions are based on the assumptions and information given by/ on behalf of the Clients. The Management has indicated to us that they have understood that any material omissions, inaccuracies, or misstatements may materially affect our valuation analysis/ results. Accordingly, we assume no responsibility for any errors in the information furnished by/ on behalf of the Clients and their impact on the Report. However, nothing has come to our attention to indicate that the information provided was materially mis-stated/ incorrect or would not afford reasonable grounds upon which to base the Report. We do not imply and it should not be construed that we have verified any of the information provided to us, or that our inquiries could have verified any matter, which a more extensive examination might disclose.

The Report assumes that the Companies comply fully with relevant laws and regulations applicable in all its areas of operations unless otherwise stated, and that these Companies will be managed in a competent and responsible manner. Further, except as specifically stated to the contrary, this Report has given no consideration to matters of a legal nature, including issues of legal title and compliance with local laws, and litigation and other contingent liabilities that are not recorded in the audited/ unaudited balance sheet of the Companies. Our conclusion of value assumes that the assets and liabilities of the Companies, reflected in their respective latest balance sheets remain intact as of the Report date.

No investigation of the claims of the Companies to title of assets has been made for the purpose of this Report and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

We must emphasize that the projected financial information has been prepared by the management(s) of the respective Companies and provided to us for the purpose of our analysis. The fact that we have considered the projected financial information in this exercise should not be construed or taken as our being associated with or a party to such projections. Realizations of free cash flow forecast used in the analysis will be dependent on the continuing validity of assumptions on which they are based. Our analysis, therefore, will not, and cannot be directed to provide any assurance about the achievability of the projected financial information. Since





the projected financial information relates to future, actual results are likely to be different from the projected results because events and circumstances do not occur as expected, and the differences may be material. We express no opinion as to how closely the actual results will correspond to those projected/ forecast as the achievement of the forecast results is dependent on actions, plans and assumptions of the Management.

We have not conducted or provided an analysis or prepared a model for any individual assets/ liabilities and have wholly relied on the information provided by/ on behalf of the Management in this regard.

This Report does not look into the business/ commercial reasons behind the Proposed Transaction nor the likely benefits arising out of the same. Similarly, it does not address the relative merits of the Proposed Transaction as compared with any other alternative business transactions, or other alternatives, or whether or not such alternatives could be achieved or are available. We have not examined or advised on accounting, legal or tax matters involved in the Proposed Transaction.

We owe responsibility to only the Boards of Directors of the Clients that have appointed us under the terms of our engagement letter and nobody else. We will not be liable for any losses, claims, damages, or liabilities arising out of the actions taken, omissions of or advice given by any other party to the Clients. In no event shall we be liable for any loss, damages, cost, or expenses arising in any way from fraudulent acts, misrepresentations, or willful default on part of the Companies, their directors, employees, or agents.

In no circumstances shall the liability of a Valuer, its partners, its directors, or employees, relating to the services provided in connection with the engagement set out in this Report shall exceed the amount paid to such Valuer in respect of the fees charged by it for these services.

Neither the Report nor its contents may be referred to or quoted in any registration statement, prospectus, offering memorandum, annual report, loan agreement or other agreement or document given to third parties, without our prior written consent other than in connection with the Proposed Transaction. In addition, we express no opinion or recommendation as to how the shareholders of the Companies should vote at any shareholders' meeting(s) to be held in connection with the Proposed Transaction. Our Report and the opinion/ valuation analysis contained herein is not and nor should it be construed as advice relating to investing in, purchasing, selling, or otherwise dealing in securities or as providing management services or carrying out management functions. It is understood that this analysis does not represent a fairness opinion.

Any person/ party intending to provide finance/ invest in the shares/ businesses of the companies/ their holding companies/ subsidiaries/ joint ventures/ associates/ investee/ group companies, if any, shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision. If any person/ party (other than the Clients) chooses to place reliance upon any matters included in the Report, they shall do so at their own risk and without recourse to us.

We are independent of the Clients and have no current or expected interest in the Clients or its assets. The fee for the engagement is not contingent upon the results reported.

This Valuation Report is subject to the laws of India.

Any discrepancies in any table/ annexure between the total and the sums of the amounts listed are due to rounding-off.





SHARE CAPITAL DETAILS OF THE COMPANIES

JK Tyre & Industries Limited

The issued and subscribed equity share capital of JK Tyre as at 13 September 2024 is INR 52.1 crores consisting of 260,723,629 equity shares of face value of INR 2/- each. The equity shareholding pattern of JK Tyre is as follows:

Shareholders	Number of Equity Shares	% Share Holding
Promoter and Promoter Group	138,525,055	53.1%
Public	122,198,574	46.9%
Grand Total	260,723,629	100.0%

Source: Management

Further, JK Tyre has issued and allotted 24,000 Compulsorily Convertible Debentures (“CCDs”) having face value of INR 1,00,000 each to International Finance Corporation (“IFC”) on a preferential allotment basis on 20 March 2023. The CCDs carry a coupon rate of 6% p.a. compounded quarterly and shall be convertible into equity shares of INR 2 each, within a period up to 18 months from the date of allotment, at a conversion price of INR 180.50 for each equity share.

Accordingly, the equity shareholding pattern of JK Tyre on a fully diluted basis post the conversion of the above CCDs is as follows:

Shareholders	Number of Equity Shares	% Share Holding
Promoter and Promoter Group	138,525,055	50.6%
Public	135,494,972	49.4%
Grand Total	274,020,027	100.0%

Cavendish Industries Limited

The issued and subscribed equity share capital of Cavendish as at 13 September 2024 is ~INR 60.0 crores consisting of 59,971,273 equity shares of face value of INR 10/- each. The equity shareholding pattern of Cavendish is as follows:

Shareholders	Number of Equity Shares	% Share Holding
JK Tyre & Industries Ltd.	44,460,965	74.1%
JK Tornel S.A. De C.V.	8,000,000	13.3%
Valiant Pacific LLC.	7,500,000	12.5%
Others	10,308	0.0%
Grand Total	59,971,273	100.0%

Source: Management

Numbers may not add due to rounding

The Management has informed us that, without approval of the shareholders, there would not be any variation in the equity capital of the Companies till the proposed Scheme becomes effective. Accordingly, our Report and recommendation of the Share Exchange Ratio considers the above shareholding pattern of the Companies.





APPROACH & METHODOLOGY - BASIS OF TRANSACTION

We have considered International Valuation Standards in carrying out our valuation analysis and delivering our valuation conclusion. There are several commonly used and accepted valuation approaches for determining the value of a business/ shares of a company, which have been considered in the present case, to the extent relevant and applicable:

1. Asset Approach - Net Asset Value ('NAV') Method
2. Income Approach
 - Discounted Cash Flow ('DCF') Method
3. Market Approach
 - Market Price Method
 - Comparable Companies' Multiples ('CCM') Method
 - Comparable Companies' Transaction Multiples ('CTM') Method

Asset Approach - Net Asset Value method

The asset-based valuation technique is based on the value of the underlying net assets of the business, either on a book value basis or realizable value basis or replacement cost basis. This valuation approach is mainly used in cases where the firm is to be liquidated i.e., it does not meet the 'going concern' criteria or in case where the assets base dominates earnings capability. A scheme of amalgamation would normally be proceeded with, on the assumption that the companies/ business would continue as going concerns and an actual realization of the operating assets is not contemplated. In such a going concern scenario, the relative earning power is of importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance.

Income Approach (Discounted Cash Flows (DCF) Method)

Under the DCF method the projected free cash flows to the firm are discounted at the weighted average cost of capital/ cost of equity. The sum of the discounted value of such free cash flows is the value of the business/ firm/ equity shareholders.

Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company/ business that are available to all providers of the companies'/ business' capital – both creditors and shareholders.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company/ business. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

Market Approach

Under this approach, value of a company is assessed basis its market price (i.e. if its shares are quoted on a stock exchange) or basis multiples derived using comparable (i.e. similar) listed companies or transactions in similar companies. Following are the methods under Market Approach:



- **Market Price ('MP') Method**

The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares. But there could be situations where the value of the share as quoted on the stock market would not be regarded as a proper indicator of the fair value of the share especially where the market values are fluctuating in a volatile capital market or when the shares are thinly traded. Further, in the case of amalgamation, where there is a question of evaluating the shares of one company against those of another, the volume of transactions and the number of shares available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.

- **Comparable Companies' Multiple ('CCM') method**

Under this method, value of a business / company is arrived at by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. The market price, as a ratio of the comparable company's attribute such as sales, capital employed, earnings, etc. is used to derive an appropriate multiple. This multiple is then applied to the attribute of the asset being valued to indicate the value of the subject asset. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

- **Comparable Companies' Transaction Multiples ('CTM') Method**

Under this method, value of the equity shares of a company is arrived at by using multiples derived from valuations of comparable transactions. This valuation is based on the principle that transactions taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances.

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies. In addition, this valuation will fluctuate with changes in prevailing market conditions, the conditions and prospects, financial and otherwise, of the Companies, and other factors which generally influence the valuation of the above Companies and their assets.

The application of any particular method of valuation depends on the purpose for which the valuation is done. Although different values may exist for different purposes, it cannot be too strongly emphasized that a valuer can only arrive at one value for one purpose. Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgment, in an independent and bona fide manner based on our previous experience of assignments of a similar nature.

Out of the above, we have used approaches / methods, as considered appropriate. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods by us have been tabled in the next section of this Report.





BASIS OF SHARE EXCHANGE RATIO

In the ultimate analysis, valuation will have to be tempered by the exercise of judicious discretion by the Valuer and judgment taking into account all the relevant factors. There will always be several factors, e.g., present and prospective competition, yield on comparable securities and market sentiment, etc. which are not evident from the face of the balance sheets, but which will strongly influence the worth of a share.

The determination of a share exchange ratio is not a precise science and the conclusions arrived at in many cases will, of necessity, be subjective and dependent on the exercise of individual judgement. This concept is also recognized in judicial decisions. There is, therefore, no indisputable single share exchange ratio. While we have provided our recommendation of the Share Exchange Ratio based on the information available to us and within the scope and constraints of our engagement, others may have a different opinion as to the Share Exchange Ratio of the equity shares of the Transferor Company and the Transferee Company. The final responsibility for the determination of the exchange ratio at which the Proposed Transaction shall take place will be with the Board of Directors of Clients who should consider other factors such as their own assessment of the Proposed Transaction and input of other advisors.

Our choice of methodology of valuation has been arrived at using usual and conventional methodologies adopted for transactions of a similar nature and our reasonable judgement, in an independent and bona fide manner based on our previous experience of assignments of a similar nature. The valuation approaches/ methods used, and the values arrived at using such approaches/ methods have been tabled below.

The Share Exchange Ratio has been arrived at on the basis of a relative equity valuation (on a per share basis) of the Transferor Company and the Transferee Company based on the various methodologies explained herein earlier and other factors considered relevant, having regard to information base, key underlying assumptions, and limitations. Though different values have been arrived at under each of the above methodologies, it is finally necessary to arrive at a single value for the Proposed Transaction. It is important to note that we are not attempting to arrive at the absolute equity values of the Transferor Company and the Transferee Company but at their relative values to facilitate the determination of the Share Exchange Ratio for the Proposed Transaction. For this purpose, it is necessary to give appropriate weights to the values arrived at under each methodology.

In the current analysis, the amalgamation of the Transferor Company with the Transferee Company is proceeded with on the assumption that the Transferor Company and the Transferee Company would amalgamate as going concerns and actual realization of the operating assets for the Transferor Company and the Transferee Company is not contemplated. In such a going concern scenario, the relative earning power, as reflected under the Income and Market approaches, is of greater importance to the basis of amalgamation, with the values arrived at on the net asset basis being of limited relevance. Hence, while we have calculated the values of the equity shares of the Transferor Company and the Transferee Company under the Asset Approach, we have considered it appropriate not to give any weightage to the same in arriving at the Share Exchange Ratio.

Given the nature of the businesses of the Transferor Company and the Transferee Company and the fact that we have been provided with projected financials for the Transferor Company and the Transferee Company, we have considered it appropriate to apply the DCF Method under the Income Approach to arrive at the relative value of the equity shares of both the Transferor Company and the Transferee Company for the purpose of arriving at the Share Exchange Ratio.

Within the DCF Method, equity value per share for the Transferor Company and the Transferee Company is computed as follows:





- Enterprise Value of the Transferor Company has been computed using DCF Method. Further, adjustments for debt & debt like items, cash and cash equivalents and surplus assets as appearing in the balance sheet as at 30 June 2024 have been considered to arrive at the equity value of the Transferor Company. To arrive at the price per equity share of the Transferor Company, we have considered the total issued and paid up equity shares of the Transferor Company as at 13 September 2024.
- Equity values of the Transferee Company and its investments in certain subsidiaries and associates have been computed separately using the DCF Method and adjusted for the value of cash and cash equivalents and surplus assets as appearing in the balance sheet as at 30 June 2024 to arrive at the equity value of the Transferee Company. To arrive at the price per equity share of the Transferee Company, we have considered the total issued and paid up equity shares (on a fully diluted basis) of the Transferee Company as at 13 September 2024.

Considering the stage of operations of the Transferor Company and the Transferee Company, industry within which they operate and the historical and current profitability status, we have considered EV/EBITDA multiples of various listed comparable companies. We have relied on publicly available information and certain databases such as CapIQ, etc. to arrive at the comparable company multiple.

In the present case, the equity shares of the Transferee Company are listed on NSE and BSE and there are regular transactions in its equity shares with reasonable volume. In the circumstances, the share price of the Transferee Company has been considered as suggested in regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Accordingly, higher of the prices as per the below two methods has been taken for determining the value of the Transferee Company under the Market Price methodology:

- the volume weighted average price for 90 trading days preceding the Valuation Date,
- the volume weighted average price for 10 trading days preceding the Valuation Date,

Comparable Companies' Transaction Multiple (CTM) method has not been used due to lack of information in the public domain on comparable transactions of similar scale and nature of operations. Further, the transaction multiples may include acquirer specific considerations, synergy benefits, control premium and minority adjustments.

For our final analysis and recommendation, we have considered the values arrived under the Income and Market Approach to arrive at the relative value of equity shares of the Transferor Company and the Transferee Company for the purpose of the Proposed Transaction.

The basis of the proposed amalgamation would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. It is important to note that we are not attempting to arrive at the absolute equity values of the Transferor Company and the Transferee Company but at their relative values to facilitate the determination of a Share Exchange Ratio for the Proposed Transaction.

We have applied methods discussed above, as considered appropriate, and arrived at their assessment of the relative values per equity share of the Transferor Company and the Transferee Company. To arrive at the Share Exchange Ratio for the Proposed Transaction, suitable minor adjustments/ rounding off have been done in the relative values for arriving at the recommended swap ratio.





In view of the above, considering the relevant facts and circumstances detailed in this Report, the tables below summaries the workings pertaining to the value per share of the Transferor Company and Transferee Company and the Share Exchange Ratio as derived by us.

Valuation Approach	Transferor Company		Transferee Company	
	Value per Equity Share (INR)	Weight	Value per Equity Share (INR)	Weight
Asset Approach – NAV	168.4	NA	169.4	NA
Income Approach - DCF Method	444.4	50.0%	480.7	50.0%
Market Approach				
Multiples Method	415.6	50.0%	471.7	25.0%
Market Price method*	NA	NA	433.0	25.0%
Concluded Value per Share	430.0		466.6	

* Higher of 10 trading days or 90 trading days volume weighted average price as of 13 September 2024.
NA – Not Applicable

In view of the above, and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, we recommend the following Share Exchange Ratio:

- **92 equity shares of JK Tyre (of INR 2/- each fully paid up) for every 100 equity shares of Cavendish (of INR 10/- each fully paid up).**

Respectfully submitted,

For and on behalf of
PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ Digitally signed
by NEERAJ GARG
Date: 2024.09.16
GARG 11:21:50 +05'30'

Neeraj Garg
Partner
IBBI Membership No: IBBI/RV/02/2021/14036
Date: 16 September 2024
VRN - IOVRVF/PWC/2024-2025/3941



Private & Confidential

27 September 2024

The Board of Directors
JK Tyre & Industries Limited
Jaykaygram, PO – Tyre Factory
Kankroli – 313 342
Rajasthan, India

The Board of Directors
Cavendish Industries Limited
7, Council House Street,
Kolkata – 700 001
West Bengal, India

Dear Sirs,

We refer to our engagement letter dated 11 September 2024 whereby JK Tyre & Industries Limited (“JK Tyre” or “Transferee Company”) and Cavendish Industries Limited (“Cavendish” or “Transferor Company”) (together referred to as the “Clients” or the “Companies”) had appointed us to provide the fair Share Exchange Ratio (“SER”) report for the proposed amalgamation of the Transferor Company with the Transferee Company.

We understand from the management of Clients (hereinafter together referred to as “Management”) that pursuant to a composite scheme of arrangement (the proposed “Scheme”), Clients envisage amalgamation of the Transferor Company with the Transferee Company (“Proposed Transaction”) under the provisions of Sections 230 to 232 of the Companies Act, 2013 and applicable provisions of the Income Tax Act, other applicable laws and rules issued thereunder, as may be applicable.

Accordingly, we have completed our procedures and submitted the Share Exchange Ratio report providing our recommendation of the fair share exchange ratio (“Share Exchange Ratio”) on 16 September 2024.

We are a firm of registered valuers and are bound to keep the data provided by our client confidential. Having said this, however, since we have received a specific request from you based on the requirement of the Stock Exchanges, we are pleased to attach our summary workings for the Share Exchange Ratio and details based on the requirements of the checklist for Schemes filed under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, (LODR Regulations) for submission to Stock Exchanges/ Regional Director, Ministry of Corporate Affairs (“MCA”) and regulatory authorities as per the terms of our engagement letter.

Yours faithfully,

For PwC Business Consulting Services LLP
IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158

NEERAJ GARG
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Date: 2024.09.27 16:05:57
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Neeraj Garg
Partner
IBBI Membership No.: IBBI/RV/02/2021/14036

PwC Business Consulting Services LLP, 252 Veer Savarkar Marg, Shivaji Park, Dadar, Mumbai – 400 028.
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LLPIN : AAC-9288 Registered with limited liability.

Registered Office : 11-A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi, 110 002.

I. List of comparable companies considered for comparable companies' multiple method, if the same method is used in valuation.

Comparable companies considered for the valuation of JK Tyre and Cavendish using comparable companies' multiple methods are as follows:

- i. Apollo Tyres Limited
- ii. MRF Limited
- iii. JK Tyre & Industries Limited
- iv. CEAT Limited

II. If the Income Approach method used in the Valuation, Revenue, PAT and EBIDTA (in value and percentage terms) details of entities involved in the scheme for all the number of years considered for valuation. Reasons justifying the EBIDTA/PAT margin considered in the valuation report.

• **JK Tyre**

Particulars (INR Crore)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	10,313	2,492	8,291	10,784	12,123	13,192	13,989	14,491	14,998
EBITDA	1,361	306	1,066	1,372	1,661	1,783	1,896	1,928	1,952
EBITDA margins	13.2%	12.3%	12.9%	12.7%	13.7%	13.5%	13.6%	13.3%	13.0%

• **Cavendish**

Particulars (INR Crore)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	3,657	973	3,237	4,210	5,053	5,402	5,745	5,946	6,154
EBITDA	506	138	427	565	657	715	739	767	757
EBITDA margins	13.8%	14.2%	13.2%	13.4%	13.0%	13.2%	12.9%	12.9%	12.3%

• **JK Tornel S.A. De C.V., Mexico ("Tornel")**

Particulars (MXN million)	Actual		01 July 2024 to 31 March 2025	Projected					
	FY24	01 April 2024 to 30 June 2024		FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	5,494	1,235	4,688	5,923	7,243	7,946	8,684	9,566	10,394
EBITDA	432	107	423	530	790	770	818	828	873
EBITDA margins	7.9%	8.6%	9.0%	8.9%	10.9%	9.7%	9.4%	8.7%	8.4%





• **Valiant Pacific LLC, UAE (“Valiant”)**

Particulars (USD Million)	Actual		Projected						
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	53	18	57	75	85	95	108	121	134
EBITDA	0.3	0.2	0.3	0.5	0.8	1.1	1.4	1.7	2.0
EBITDA margins	0.5%	1.3%	0.5%	0.7%	1.0%	1.1%	1.3%	1.4%	1.5%

• **Treel Mobility Solutions Private Limited (“Treel”)**

Particulars (INR Crore)	Actual		Projected						
	FY24	01 April 2024 to 30 June 2024	01 July 2024 to 31 March 2025	FY25	FY26	FY27	FY28	FY29	FY30
Number of Months	12	3	9	12	12	12	12	12	12
Revenue	11	2.8	17	20	48	77	97	116	141
EBITDA	-0.8	0.2	1.0	1.2	7.1	13.7	17.6	20.9	24.4
EBITDA margins	-6.9%	7.4%	5.9%	6.1%	14.8%	17.9%	18.1%	18.0%	17.3%

Our DCF analysis considers the financial forecasts as provided by the companies. Our analysis considered historical performance, management explanations/ discussions on profitability and business expansion in future and high-level industry benchmarking basis information readily available in the public domain.

III. Confirmation that the valuation done in the scheme is in accordance with applicable valuation standards.

PwC BCS is registered with IOVRVF which has prescribed the use of International Valuation Standards (IVS). These IVS have been used in our analysis. Page no 7 of the Report carries a reference to this effect.



IV. Summary Workings

Share Exchange Ratio for the proposed amalgamation of the Cavendish (“Transferor Company”) with JK Tyre (“Transferee Company”):

Approach	Cavendish (A)		JK Tyre (B)	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach-Net Asset Value Method	168.4	NA	169.4	NA
Income Approach - Discounted Cashflow Method	444.4	50.0%	480.7	50.0%
Market Approach				
Comparable Companies Method				
-EV/EBITDA	415.6	50.0%	471.7	25.0%
-Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA	433.0	25.0%
Relative Value per Share	430.0		466.6	
Share Exchange Ratio (A:B) *	100		92	

**Rounded*

For Fair Share Exchange Ratio - Refer Appendix A.1 for underlying workings for JK Tyre and Appendix A.2 for underlying working for Cavendish.

Further, we have considered the following financials as of 30 June 2024 for the purpose of our analysis:

- Audited standalone financial statements of the Cavendish, JK Tyre and its key subsidiaries/ associates.
- Limited review consolidated financial statements of JK Tyre.





Appendix A.1

JK Tyre

Method	JK Tyre	
	Value per share (INR)	Weight
Income Approach (DCF Method) (i)	480.7	50.0%
Market Approach (CCM method) (ii)	471.7	25.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP) (iii)	433.0	25.0%
Net Asset Value Method	169.4	0.0%
Value per share	466.6	100.0%

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	3,782
Terminal value	7,599
Enterprise value as on 13 September 2024	11,381
Adjustments for:	
Add: Surplus assets	749
Less: Debt & Debt Like Items	(2,644)
Add: Investments	
(1) Value of ~100.0% equity stake in Lankros Holdings Limited	1,472
(2) Value of ~1.5% equity stake in Sarvi Holdings switzerland AG	22
(3) Value of ~0.0% equity stake in JK Tornel S.A. de C.V	0
(4) Value of ~74.1% equity stake in Cavendish	1,912
(5) Value of ~100.0% equity stake in J. K. Asia Pacific Ltd.	240
(6) Value of ~26.0% equity stake in Treel	9
(7) Value of ~33.4% equity stake in Dwarkesh Energy Limited	6
(8) Value of investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd.	13
(9) Investment Properties	14
Equity value as on 13 September 2024 (i)	13,173
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	274,020,027
Equity value per share as on 13 September 2024 (INR) (i / ii)	480.7

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A.1.(a) for underlying workings for Lankros Holdings Limited.
- 2) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings Switzerland AG.
- 3) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V.
- 4) Refer Appendix A2 for underlying workings for Cavendish.
- 5) Refer Appendix A.1.(d) for underlying workings for J. K. Asia Pacific Ltd.
- 6) Refer Appendix A.1.(g) for underlying workings for Treel.
- 7) Refer Appendix A.1.(h) for underlying workings for Dwarkesh Energy Limited.
- 8) Investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd has been fair valued considering closing share price of these companies as on 13 September 2024.
- 9) Fair Value of the investment properties located in Delhi and Udaipur has been considered based on a third party valuation report provided by the Management.



(ii) Market Approach - Comparable Companies Method	
Particulars	INR crores
Comparable companies' applied multiple (rounded)	7.87x
TTM EBITDA (01 July 2023 to 30 June 2024)	1,391
Operating value as on 30 July 2024	10,946
Add: CWIP as per 30 June 2024 standalone balance sheet of JK Tyre	188
Enterprise value as on 30 July 2024	11,134
Adjustments for:	
Add: Surplus assets	749
Less: Debt & Debt Like Items	(2,644)
Add: Investments	
(1) Value of ~100.0% equity stake in Lankros Holdings Limited	1,472
(2) Value of ~1.5% equity stake in Sarvi Holdings switzerland AG	22
(3) Value of ~0.0% equity stake in JK Tornel S.A. de C.V	0
(4) Value of ~74.1% equity stake in Cavendish	1,912
(5) Value of ~100.0% equity stake in J. K. Asia Pacific Ltd.	240
(6) Value of ~26.0% equity stake in Treel	9
(7) Value of ~33.4% equity stake in Dwarkesh Energy Limited	6
(8) Value of investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd.	13
(9) Investment Properties	14
Equity value as on 13 September 2024 (i)	12,926
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	274,020,027
Equity value per share as on 13 September 2024 (INR) (i / ii)	471.7

Totals may not add due to rounding

Peer Company	EV/EBITDA
CEAT Limited	7.32x
MRF Limited	12.27x
Apollo Tyres Limited	8.42x
JK Tyre & Industries Limited	7.10x
Median multiple of peer companies	7.87x

Notes:

- 1) Refer Appendix A.1.(a) for underlying workings for Lankros Holdings Limited.
- 2) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings switzerland AG.
- 3) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V.
- 4) Refer Appendix A2 for underlying workings for Cavendish.
- 5) Refer Appendix A.1.(d) for underlying workings for J. K. Asia Pacific Ltd.
- 6) Refer Appendix A.1.(g) for underlying workings for Treel.
- 7) Refer Appendix A.1.(h) for underlying workings for Dwarkesh Energy Limited.
- 8) Investment interest in HDFC Bank Ltd. and Bengal & Assam Company ltd has been fair valued considering closing share price of these companies as on 13 September 2024.
- 9) Fair Value of the investment properties located in Delhi and Udaipur has been considered based on a third party valuation report provided by the Management.





(iii) Market Price Method (Higher of 10 trading days or 90 trading days VWAP):

Particulars	JK Tyre
A) VWAP of shares traded on NSE for immediately preceding 90 days (INR)	433.0
B) VWAP of shares traded on NSE for immediately preceding 10 days (INR)	423.1
Price per Equity Share (Higher of A & B) (INR)	433.0

For determining the market price of JK Tyre, the volume weighted share price on NSE has been considered given the highest trading volume in respect of the equity shares during the preceding 90 trading days period prior to the Valuation Date.



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JK Tyre		
	90 Days	10 Days
Start Date	8-May-24	2-Sep-24
End Date	13-Sep-24	13-Sep-24
Total Volume (Mn)	129.90	14.36
Total Turnover (INR Mn)	56,251	6,077
VWAP (INR)		
(Total Turnover / Total volume)	433.0	423.1

Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
13-Sep-24	437.3	3.35	1,467
12-Sep-24	421.5	0.62	261
11-Sep-24	427.6	1.53	653
10-Sep-24	425.1	1.40	594
9-Sep-24	412.7	1.07	441
6-Sep-24	415.2	0.83	344
5-Sep-24	423.1	1.80	760
4-Sep-24	416.3	2.83	1,178
3-Sep-24	403.7	0.41	164
2-Sep-24	402.5	0.54	215
30-Aug-24	402.6	0.46	187
29-Aug-24	402.8	0.39	155
28-Aug-24	407.5	0.50	203
27-Aug-24	409.2	0.71	290
26-Aug-24	406.8	0.70	285
23-Aug-24	411.3	0.55	228
22-Aug-24	418.8	0.68	286
21-Aug-24	414.8	1.41	586
20-Aug-24	404.6	0.62	251
19-Aug-24	404.9	0.58	233
16-Aug-24	395.7	0.67	264
14-Aug-24	392.8	0.61	239
13-Aug-24	402.0	0.73	295
12-Aug-24	404.9	1.10	445
9-Aug-24	410.6	0.89	364
8-Aug-24	411.4	0.70	286
7-Aug-24	412.2	0.90	369
6-Aug-24	413.7	1.10	457
5-Aug-24	416.9	1.85	771
2-Aug-24	431.4	0.64	274
1-Aug-24	440.2	0.76	334
31-Jul-24	446.1	0.82	366
30-Jul-24	451.9	2.19	991
29-Jul-24	446.2	1.19	530





Date	VWAP (INR)	Volume (Mn)	Turnover (INR Mn)
26-Jul-24	441.9	1.52	670
25-Jul-24	437.6	0.51	224
24-Jul-24	440.7	0.90	397
23-Jul-24	429.5	1.30	558
22-Jul-24	440.7	0.78	344
19-Jul-24	445.7	1.55	690
18-Jul-24	465.0	2.97	1,383
16-Jul-24	478.2	1.96	937
15-Jul-24	490.0	12.44	6,094
12-Jul-24	455.6	0.81	369
11-Jul-24	462.4	1.72	793
10-Jul-24	456.6	4.04	1,845
9-Jul-24	448.3	2.12	948
8-Jul-24	455.8	1.23	560
5-Jul-24	458.8	1.14	524
4-Jul-24	459.8	2.32	1,066
3-Jul-24	453.8	2.24	1,018
2-Jul-24	451.4	5.11	2,308
1-Jul-24	445.1	5.94	2,644
28-Jun-24	422.2	10.85	4,582
27-Jun-24	397.9	1.63	648
26-Jun-24	397.5	1.20	476
25-Jun-24	398.5	2.03	810
24-Jun-24	392.8	0.67	261
21-Jun-24	395.0	0.91	361
20-Jun-24	394.4	0.56	220
19-Jun-24	395.0	1.04	412
18-Jun-24	400.4	0.94	375
14-Jun-24	400.4	0.91	366
13-Jun-24	403.4	0.65	262
12-Jun-24	406.4	0.65	262
11-Jun-24	406.9	0.77	314
10-Jun-24	411.9	0.69	285
7-Jun-24	408.2	0.60	245
6-Jun-24	404.8	0.91	367
5-Jun-24	386.9	0.64	248
4-Jun-24	382.5	1.51	577
3-Jun-24	410.6	0.69	284
31-May-24	402.9	0.51	205
30-May-24	405.9	0.53	214
29-May-24	411.5	0.37	151
28-May-24	415.9	0.51	211
27-May-24	422.2	0.98	415
24-May-24	417.7	0.45	189
23-May-24	419.0	0.87	365
22-May-24	431.0	5.96	2,570
21-May-24	403.6	0.75	304
18-May-24	402.9	0.14	56
17-May-24	399.5	0.42	168
16-May-24	400.2	1.28	512
15-May-24	389.4	0.60	234
14-May-24	383.5	0.41	156
13-May-24	377.5	0.83	314
10-May-24	386.9	0.51	195
9-May-24	397.8	0.46	185
8-May-24	399.7	0.78	313



Appendix A.2

Cavendish Industries Limited

Method	Cavendish	
	Value per share (INR)	Weight
Income Approach (DCF Method) (i)	444.4	50.0%
Market Approach (CCM method) (ii)	415.6	50.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	168.4	0.0%
Value per share	430.0	100.0%

Totals may not add due to rounding

Shareholder	Equity Shares held in Cavendish	Equity Shares held in Cavendish (%)	Value of Investment (INR Crore)
JK Tyre	44,460,965	74.1%	1,912
JK Tornel S.A. de C.V	8,000,000	13.3%	344
Valiant Pacific LLC	7,500,000	12.5%	323
Others	10,308	0.0%	0.4
Total	59,971,273	100.0%	2,579

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	2,089
Terminal value	2,237
Enterprise value as on 13 September 2024	4,326
Adjustments for:	
Add: Surplus assets	121
Less: Debt & Debt Like Items	(1,782)
Equity value as on 13 September 2024 (i)	2,665
Number of equity shares as on 13 September 2024 (ii)	59,971,273
Equity value per share as on 13 September 2024 (INR) (i / ii)	444.4

Totals may not add due to rounding





(ii) Market Approach - Comparable Companies Method	
Particulars	INR crores
Comparable companies' applied multiple (rounded)	7.87x
TTM EBITDA (01 July 2023 to 30 June 2024)	524
Operating value as on 30 July 2024	4,126
Add: CWIP as per 30 June 2024 standalone balance sheet of JK Tyre	27
Enterprise value as on 30 July 2024	4,153
Adjustments for:	
Add: Surplus assets	121
Less: Debt & Debt Like Items	(1,782)
Equity value as on 13 September 2024 (i)	2,493
Number of equity shares (fully diluted basis) as on 13 September 2024 (ii)	59,971,273
Equity value per share as on 13 September 2024 (INR) (i / ii)	415.6

Totals may not add due to rounding

Peer Company	EV/EBITDA
CEAT Limited	7.32x
MRF Limited	12.27x
Apollo Tyres Limited	8.42x
JK Tyre & Industries Limited	7.10x
Median multiple of peer companies	7.87x



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Appendix A.1.(a)

Lankros Holdings Limited

Lankros		
Net Asset Value Method		Euro
Particulars	Book Value	Fair Value
Non-Current Assets		
(1) Investment in Sarvi Holdings switzerland AG	9,623,346	158,089,043
Receivables	202,710	202,710
Total Non-Current Assets	9,826,056	158,291,753
Current Assets		
Cash at Bank	318	318
Total Current Assets	318	318
Total Assets	9,826,374	158,292,071
Total Liabilities	71,327	71,327
Net Asset Value	9,755,047	158,220,744
(2) Net Asset Value (INR Crore) (i)		1,472
Value of 100% equity stake in Lankros held by JK Tyre (100% of i) (INR Crore)		1,472

Totals may not add due to rounding

Notes:

- 1.) Refer Appendix A.1.(b) for underlying workings for Sarvi Holdings Switzerland AG
- 2.) Exchange rate (as on September 13, 2024) : 1 Euro= INR 93.00 (Source: S&P CapitalIQ)





Appendix A.1.(b)

Sarvi Holdings Switzerland AG (“Sarvi”)

Sarvi		
Net Asset Value Method	Swiss Francs	
Particulars	Book Value	Fair Value
Current Assets		
Cash and Bank	1	1
Prepaid expenses	15,967	15,967
Total Current Assets	15,968	15,968
Fixed Assets		
Loan	21,070	21,070
(1) Investment in JK Tornel S.A. de C.V	12,674,973	150,897,437
Total Fixed Assets	12,696,043	150,918,507
Total Assets	12,712,011	150,934,475
Total Liabilities	138,448	138,448
Net Asset Value	12,573,563	150,796,027
(2) Net Asset Value (INR Crore) (i)		1,492
(3) Net Asset Value (Euro million) (ii)		160
Value of ~1.5% equity stake in Sarvi held by JK Tyre (~1.5% of i) (INR Crore)		22
Value of ~98.5% equity stake in Sarvi held by Lankros (~98.5% of ii) (Euro million)		158

Totals may not add due to rounding

Notes:

- 1.) Refer Appendix A.1.(c) for underlying workings for JK Tornel S.A. de C.V
- 2.) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= INR 98.95 (Source: S&P CapitalIQ)
- 3.) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= Euro 1.06 (Source: S&P CapitalIQ)



Appendix A.1.(c)

JK Tornel S.A. de C.V (“JK Tornel”)

Method	Tornel	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	1,494	100.0%
Market Approach (CCM method)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	471	0.0%
Equity Value	1,494	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR crores
Present value of horizon period cash flows	751
Terminal value	688
Enterprise value as on 13 September 2024	1,439
Adjustments for:	
Add: Surplus assets	76
Less: Debt & Debt Like Items	(384)
Add: Investments	
(1) Value of ~74.1% equity stake in Cavendish	344
(2) Value of ~40.0% equity stake in Western Tire	19
Equity value as on 13 September 2024 (INR Crore) (i)	1,494
(3) Equity value as on 13 September 2024 (Swiss Francs million) (ii)	151
Value of ~0.0% equity stake in Tornel held by JK Tyre (~0.0% of i) (INR Crore)	0.2
Value of ~99.9% equity stake in Tornel held by Sarvi (~99.9% of ii) (Swiss Francs million)	151

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A2 for underlying workings for Cavendish.
- 2) Refer Appendix A.1.(i) for underlying workings for Western Tire Holding, Inc. (“Western Tire”).
- 3) Exchange rate (as on September 13, 2024) : 1 Swiss Franc= INR 98.95 (Source: S&P CapitalIQ)





Appendix A.1.(d)

J.K. Asia Pacific Limited

Net Asset Value Method Particulars	Hong Kong Dollars	
	Book value	Fair Value
Non Current Assets		
(1) Investment in J.K. Asia Pacific (S) PTE LTD	589,159	223,544,234
Plant & Equipment	510,152	510,152
Total Non Current Assets	1,099,311	224,054,386
Current Assets		
Cash and cash equivalents	1,358,494	1,358,494
Prepayment and other receivables	13,380	13,380
Total Current Assets	1,371,874	1,371,874
Total Assets	2,471,185	225,426,260
Total Liabilities	(1,924,168)	(1,924,168)
Net Asset Value	547,017	223,502,092
(2) Net Asset Value (INR Crore) (i)		240
Value of ~100.0% equity stake in J.K. Asia Pacific Limited held by JK Tyre (INR Crore) (100.0% of i)		240

Notes:

- 1) Refer Appendix A.1.(e) for underlying workings for J.K. Asia Pacific (S) PTE LTD
- 2) Exchange rate (as on September 13, 2024) : 1 Honk Kong Dollar= INR 10.76 (Source: S&P CapitalIQ)



Appendix A.1.(e)

J.K. Asia Pacific (S) PTE LTD

Net Asset Value Method Particulars	Singapore Dollars	
	Book value	Fair Value
Non Current Assets		
(1) Investment in Valiant	73,703	37,049,637
Property Plant & Equipment	42,019	42,019
Total Non Current Assets	115,722	37,091,656
Current Assets		
Cash and cash equivalents	147,209	147,209
Trade & other receivables	33,637	33,637
Total Current Assets	180,846	180,846
Total Assets	296,568	37,272,502
Total Liabilities	(66,023)	(66,023)
Net Asset Value	230,545	37,206,479
(2) Net Asset Value (Hong Kong Dollars) (i)		223,544,234
Value of ~100.0% equity stake in J.K. Asia Pacific (S) PTE LTD held by J.K. Asia Pacific Limited (Hong Kong Dollars) (100.0% of i)		223,544,234

Notes:

- 1) Refer Appendix A.1.(f) for underlying workings for Valiant
- 2) Exchange rate (as on September 13, 2024): 1 Singapore Dollar= Hong Kong Dollar 6.01
(Source: S&P CapitalIQ)



Appendix A.1.(f)

Valiant

Method	Valiant	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	489	100.0%
Market Approach (CCM method) (ii)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	125	0.0%
Equity Value	489	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR Crore
Present value of horizon period cash flows	19
Terminal value	72
Enterprise value as on 13 September 2024	90
Adjustments for:	
Add: Surplus assets	48
Less: Debt & Debt Like Items	(0)
<u>Add: Investments</u>	
(1) Value of 12.5% equity stake in Cavendish	323
(2) Value of ~60% equity stake in Western Tyre	28
Equity value as on 13 September 2024	489
(3) Net Asset Value (Singapore Dollars) (i)	75,611,504
Value of ~49.0% equity stake in Valiant held by J.K. Asia Pacific (S) PTE LTD (Singapore Dollars) (49.0% of i)	37,049,637

Totals may not add due to rounding

Notes:

- 1) Refer Appendix A2 for underlying workings for Cavendish.
- 2) Refer Appendix A.1.(i) for underlying workings for Western Tire Holding, Inc. ("Western Tire").
- 3) Exchange rate (as on September 13, 2024): 1 Singapore Dollar= INR 64.63
(Source: S&P CapitalIQ).





Appendix A.1.(g)

Treel Mobility Solutions Private Limited

Method	Treel	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method) (i)	33	100.0%
Market Approach (CCM method)	NA	NA
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	0.29	0.0%
Equity Value	33	100.0%

Totals may not add due to rounding

(i) Income Approach - Discounted Cashflow Method	
Particulars	INR Crore
Present value of horizon period cash flows	4
Terminal value	30
Enterprise value as on 13 September 2024	34
Adjustments for:	
Add: Surplus assets	1
Less: Debt & Debt Like Items	(2)
Equity value as on 13 September 2024 (i)	33
Value of ~26.0% equity stake in Treel held by JK Tyre (26.0% of i)	9





Appendix A.1.(h)

Dwarkesh Energy Limited

Net Asset Value Method Particulars	INR crores	
	Book value	Fair Value
Non Current Assets		
Capital Work in Progress	1	1
Security deposits & Capital Advances	1	1
Total Non Current Assets	3	3
Current Assets		
Investments in Mutual Funds	16	16
(1) Value of ~3.9% equity stake in Udaipur Cement Works Limited	98	73
Cash and Bank Balance	0	0
Other Current Assets	0	0
Total Current Assets	115	89
(2) Land held for sale	6	8
Total Assets	124	100
Total Liabilities	(82)	(82)
Net Asset Value (i)	41	17
Value of ~33.4% equity stake in Dwarkesh Energy Limited held by JK Tyre (33.4% of i)		6

Totals may not add due to rounding

Notes:

- 1) Investment interest in Udaipur Cement Works Limited has been fair valued considering closing share price as on 13 September 2024.
- 2) Fair value of 'Land held for sale' is based on the total acreage of 142 acres and price per acre of ~INR 0.55 million (basis price of the land parcels recently sold by the Company).





Appendix A.1.(i)

Western Tire Holding, Inc. (“Western Tire”)

Method	Western Tire	
	Equity Value (INR Crore)	Weight
Income Approach (DCF Method)	NA	NA
Market Approach (Implied multiple method) (i)	47	100.0%
Market Price Method (Higher of 10 trading days or 90 trading days VWAP)	NA	NA
Net Asset Value Method	13	0.0%
Equity Value	47	100.0%

Particulars	INR crores
(1) Implied multiple (rounded)	.18x
TTM EBITDA (01 July 2023 to 30 June 2024)	234
Enterprise value as on 30 July 2024	42
Adjustments for:	
Add: Surplus assets	5
Less: Debt & Debt Like Items	(0)
Equity value as on 13 September 2024	47
Value of 40.0% equity stake in Western Tire held by Tornel (40.0% of i)	19
Value of 60.0% equity stake in Western Tire held by Valiant (60.0% of i)	28

Totals may not add due to rounding

Notes:

- 1) Implied multiple based on EV/TTM revenue of Valiant Pacific LLC (“Valiant”) of 0.18x. Refer Appendix A.1.(f) for underlying workings for Valiant.





JKTIL: SECTL:SE: 29.17:2024

October 3, 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code/Symbol: JKTYRE

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The rationale and benefits arising out of the Scheme to the shareholders (including public shareholders) and as mentioned in the Scheme is reproduced below:

1. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:
 - a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
 - b) optimisation in administrative, managerial and other overheads;
 - c) reduction in interest cost;
 - d) pooling of resources for faster growth;
 - e) ease of doing business;
 - f) comprehensive products offering, availability of combined sales and distribution network;
 - g) improved customer satisfaction;
 - h) significant reduction in multiplicity of legal and regulatory compliances; and
 - i) improved investor perception and enhanced shareholders' value.
2. The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.



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





JKTIL: SECTL:SE: 53:2025

March 21, 2025

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001

Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Company” or “Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

The rationale and benefits arising out of the Scheme to the shareholders (including public shareholders) and as mentioned in the Scheme is reproduced below:

1. The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:
 - a) economies of scale, operational synergies & efficiencies at multiple levels of business operations;
 - b) optimisation in administrative, managerial and other overheads;
 - c) reduction in interest cost;
 - d) pooling of resources for faster growth;
 - e) ease of doing business;
 - f) comprehensive products offering, availability of combined sales and distribution network;
 - g) improved customer satisfaction;
 - h) significant reduction in multiplicity of legal and regulatory compliances; and
 - i) improved investor perception and enhanced shareholders’ value.

The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.

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Website : www.jktyre.com CIN : L67120RJ1951PLC045966

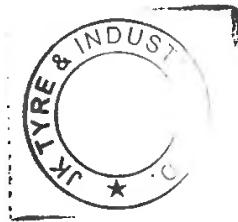


Details of change in value of public shareholders pre and post scheme

Particulars	Transferor Company				Transferee Company			
	Pre		Post		Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	5,99,71,273	100.00	Not Applicable		13,85,25,055	50.55	14,54,34,536	51.77
Public	-	-			13,54,94,972	49.45	13,54,94,975	48.23
Custodian	-	-			-	-	-	-
TOTAL	5,99,71,273	100.00			27,40,20,027	100.00	28,09,29,511	100.00

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary





JKTIL: SECTL:SE:29.18:2024

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza', C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Scrip Code/Symbol: JKTYRE

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Company" or "Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").

There is no tax liability/ benefit arising to companies involved in the Scheme. To clarify, the Scheme of amalgamation of Transferor Company and Transferee Company has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the Income Tax laws, specifically Section 2(1B) of the Income Tax Act, 1961 ("IT Act") and other applicable relevant sections of IT Act (including Section 47 of IT Act). Hence, the amalgamation is tax neutral.

For JK Tyre & Industries Limited.


 (Kamal Kumar Manik)
 Company Secretary

Date: 3rd October 2024



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





JKTIL: SECTL:SE:54:2024


To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 530007

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Company” or “Transferor Company”) with JK Tyre & Industries Limited (“Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”).

There is no tax liability/ benefit arising to companies involved in the Scheme. To clarify, the Scheme of amalgamation of Transferor Company and Transferee Company has been drawn up to comply with the conditions relating to “Amalgamation” as specified under the Income Tax laws, specifically Section 2(1B) of the Income Tax Act, 1961 (“IT Act”) and other applicable relevant sections of IT Act (including Section 47 of IT Act). Hence, the amalgamation is tax neutral.

For JK Tyre & Industries Limited.


(Kamal Kumar Manik)
Company Secretary



Date: 3rd October 2024



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-66001112, 66001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankrolli - 313 342 (Rajasthan), Fax : 02952-232018, Ph. : 02952-233400 / 233000
Website : www.jktyre.com CIN : L67120RJ1951PLC045966





JKTIL: SECTL:SE: 29.20:2024

To,
 Manager - Listing Compliance
 National Stock Exchange of India Limited
 'Exchange Plaza'. C-1, Block G,
 Bandra Kurla Complex, Bandra (E),
 Mumbai - 400 051

Scrip Code/Symbol: JKTYRE

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme").

In connection with the draft Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Transferee Company"), The Transferee Company confirms the following:

- The accounting treatment as specified in Clause 9 of the Scheme is in accordance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder; and
- The valuation done in the Scheme is in accordance with applicable valuation standards.

For JK Tyre & Industries Limited.


 (Kama Kumar Manik)
 Company Secretary

Date: 3rd October 2024



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





JKTIL: SECTL:SE: 55:2024

October 3, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001


Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Company” or “Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

The Transferee Company confirms that, the accounting treatment as specified in Clause 9.1 of the Scheme is in accordance with Section 133 of the Companies Act, 2013 and accounting standards framed thereunder.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-66001112, 66001122
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Website : www.jktyre.com CIN : L67120RJ1951PLC045966





JKTIL:SECTL:SE:29.21:2024

October 3, 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051


Scrip Code/Symbol: JKTYRE

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferee Company hereby confirms that, the Scheme is in compliance with the applicable securities laws.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-66001112, 66001122
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Website : www.jktyre.com CIN : L67120RJ1951PLC045966





JKTIL:SECTL:SE:58:2024

October 3, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001


Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferee Company hereby confirms that, the Scheme is in compliance with the applicable securities laws.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



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





JKTIL:SECTL:SE:29.22:2024

October 3, 2024

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Scrip Code/Symbol: JKTYRE

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the proposed Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company") with JK Tyre & Industries Limited ("Company" or "Transferee Company") and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act") ("Scheme")

The Transferee Company confirms that, the amalgamation proposed in the Scheme i.e. amalgamation of the Transferor Company with the Company is yet to be executed.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



Admin. Off.: 3, Bahadur Shah Zafar Marg, New Delhi-110 002, Fax: 91-11-23322059, Phone: 91-11-66001112, 66001122
Regd. Off.: Jaykaygram, PO - Tyre Factory, Kankroll - 313 342 (Rajasthan), Fax: 02952-232018, Ph. : 02952-233400 / 233000
Website : www.jktyre.com CIN : L67120RJ1951PLC045966





JKTIL:SECTL:SE:59:2024

October 3, 2024

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001


Scrip Code: 530007

Dear Sir/ Madam,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) for the proposed Scheme of Amalgamation of Cavendish Industries Limited (“Transferor Company”) with JK Tyre & Industries Limited (“Company” or “Transferee Company”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”) (“Scheme”)

The Transferee Company confirms that, the amalgamation proposed in the Scheme i.e. amalgamation of the Transferor Company with the Company is yet to be executed.

For JK Tyre & Industries Limited


Kamal Kumar Manik
Company Secretary



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

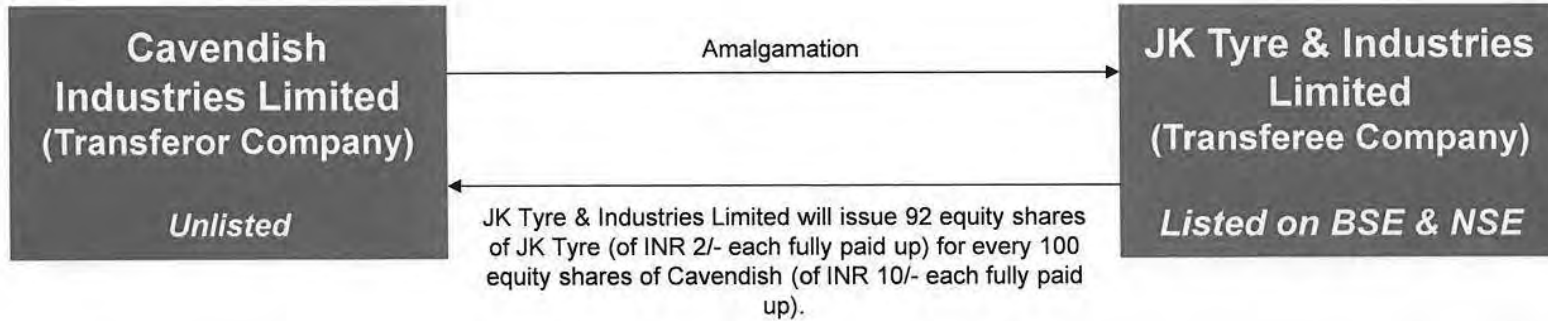


Annexure M – Part B

Scheme of amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited and their respective shareholders under sections 230 to 232 and other applicable provisions of the Companies Act, 2013



Graphical representation



Cavendish Industries Limited is a subsidiary of JK Tyre & Industries Limited and shall stand dissolved without being wound up upon this Scheme becoming effective.



Background of all the entities

Cavendish Industries Limited (“Transferor Company”) is a public limited company incorporated under the provisions of the Act. The Transferor Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes & flaps. The Transferor Company is a subsidiary of the Transferee Company. The corporate identity number of Transferor Company is U74900WB2015PLC204899 and registered office is situated at 7, Council House Street, Kolkata 700 001, West Bengal, India. The Transferor Company is in the process of shifting its registered office from its current address to at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India.

JK Tyre & Industries Limited (“Transferee Company”) is a public limited company incorporated under the provisions of the Indian Companies Act, 1913 and a company within the meaning of provisions of the Act. The Transferee Company is *inter alia* engaged in developing, manufacturing, marketing and distributing automotive tyres, tubes, flaps and retreads. The equity shares of the Transferee Company are listed on the National Stock Exchange of India Limited and BSE Limited. The corporate identity number of Transferee Company is L67120RJ1951PLC045966 and registered office is situated at Jaykaygram PO – Tyre Factory, Rajsamand, Kankroli - 313 342, Rajasthan, India.



Detailed Objective & Detailed Rationale of the Scheme

Detailed Objective & Detailed Rationale of the Scheme, as per the Para (C) of the Scheme is captured as follows:

The Transferor Company and the Transferee Company, both, are engaged in the similar line of business. Taking into consideration the similar line of business and growth prospects available, it is proposed to undertake the amalgamation. This amalgamation will inter alia result in all the businesses being housed in one listed company with the following benefits:

- economies of scale, operational synergies & efficiencies at multiple levels of business operations;
- optimisation in administrative, managerial and other overheads;
- reduction in interest cost;
- pooling of resources for faster growth;
- ease of doing business;
- comprehensive products offering, availability of combined sales and distribution network;
- improved customer satisfaction;
- significant reduction in multiplicity of legal and regulatory compliances; and
- improved investor perception and enhanced shareholders' value.

The Scheme is in the interest of the Transferor Company and the Transferee Company and their respective stakeholders.



Existing, Proposed & Resultant Structure of entities involved in the Scheme

The existing structure of the entities involved in the Scheme has been provided against the Point No 16 of NSE checklist.

You may please note that Cavendish Industries Limited (“Transferor Company”) will be amalgamated with JK Tyre & Industries Limited (“Transferee Company”) pursuant to the Scheme of amalgamation.

The proposed structure of JK Tyre & Industries Limited is also given against Point No. 16 of NSE checklist.



Existing and Proposed Capital Structure of entities involved in the Scheme

The existing and proposed capital structure of the entities involved in the Scheme has been provided against the Point No 16 of NSE checklist. The same can also be referred as follows:

JK Tyre & Industries Limited:

Particulars	Pre-Scheme		Post-Scheme	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter and Promoter Group	13,85,25,055	50.55%	14,54,34,536	51.77%
Public	13,54,94,972	49.45%	13,54,94,975	48.23%
Total	27,40,20,027	100.00%	28,09,29,511	100.00%

Cavendish Industries Limited:

Particulars	Pre-Scheme		Post-Scheme	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter and Promoter Group	5,99,71,273	100.00%	Not applicable, company shall stand dissolved.	
Public	-	-		
Total	5,99,71,273	100.00%		



Pre & Post Scheme net worth as on 30.06.2024 of Companies involved in the Scheme

Pre & Post Scheme net worth of Companies involved has been provided against the Point No 22 of NSE checklist. The same can also be referred as follows:

JK Tyre & Industries Limited:

Particulars	Pre-Scheme (in INR Cr)	Post-Scheme (in INR Cr)
Equity	52.14	56.18
Other equity	3759.82	4933.43
Net worth [^]	3811.96	4989.61

Cavendish Industries Limited:

Particulars	Pre-Scheme (in INR Cr)	Post-Scheme (in INR Cr)
Equity	59.97	NA
Other equity	949.74	NA
Net worth [^]	1009.71	NA

[^] Calculated as per regulation 2 (1) (s) of the SEBI LODR regulations read with section 2(57) of the Companies Act 2013

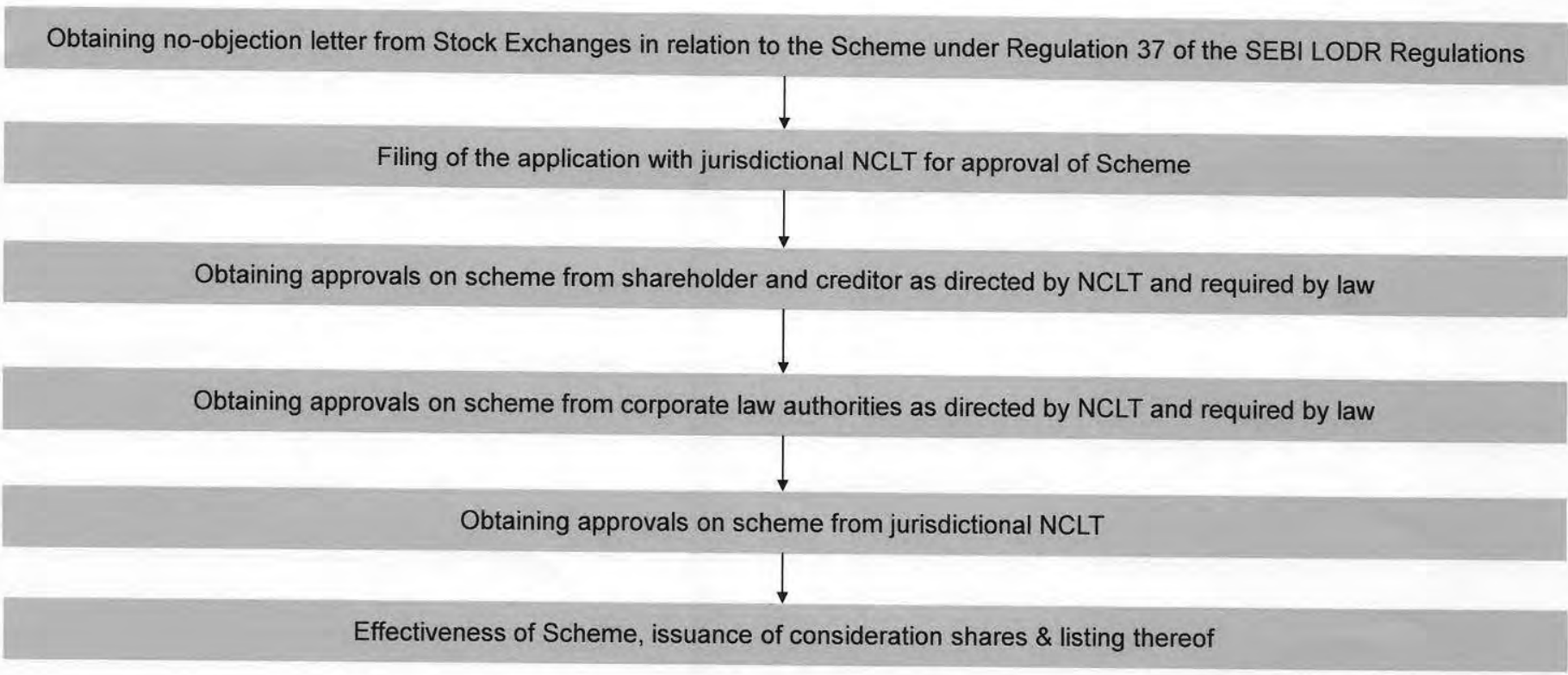


Key points of the Scheme including terms of consideration proposed in Scheme

- Amalgamation of Cavendish Industries Limited with JK Tyre & Industries Limited under Section 230 to 232 of Companies Act, 2013.
- Appointed Date of the Scheme is proposed to be 1 April 2025 (Para 1.1 of the Scheme)
- Transferee Company to issue 92 equity shares (of INR 2/- each fully paid up) for every 100 equity shares held in Transferor Company (of INR 10/- each fully paid up) (Para 8 of the Scheme)
- The Scheme is conditional upon approval of Stock Exchanges, majority of public shareholders as well as each class of shareholders, jurisdictional NCLT as well as other class of persons or the Parties, as applicable or as may be required under the Act and as may be directed by the Tribunal (Para 19 of the Scheme)



Stepwise process involved in Scheme



In case unlisted company is involved, calculation of percentage of shareholding of pre-scheme public shareholders of the listed company and QIBs of the unlisted entity, in the post scheme shareholding of “merged” company on fully diluted basis shall not be less than 25%

- Cavendish Industries Limited is subsidiary of JK Tyre & Industries Limited and no QIBs are holding any share in Cavendish Industries Limited.
- Shareholding of pre-scheme public shareholders of JK Tyre & Industries Limited in the merged JK Tyre & Industries Limited (i.e. in post scheme shareholding pattern of JK Tyre & Industries Limited) will be more than 25%. Detailed of shareholding of pre-scheme public shareholders in merged JK Tyre & Industries Limited is also mentioned in the post-scheme shareholding pattern attached as Annexure No 6 & 7 of NSE checklist.



Confirm any reclassification of promoter and promoter group pursuant to the Scheme

- This is to confirm that there is no reclassification of Promoter and Promoter Group pursuant to the Scheme in the respective listed companies



In case the valuation is not applicable, please provide rationale for the share exchange ratio derived by the Company

- Companies have obtained Share Exchange Ratio Report dated 16 September 2024 from PwC Business Consulting Services LLP (IBBI Registered Valuer No.: IBBI/RV-E/02/2022/158). Hence this para is not applicable in our case.





Corporate Identification Number (CIN): L67120RJ1951PLC045966

Registered Office: Jaykaygram, PO – Tyre Factory, Rajsamand, Kankroli – 313 342, Rajasthan, India

Tel: 02952 – 302 400 / 330 011 | **Fax:** 02952 – 232018

Email: kmanik@jkmail.com | **Website:** www.jktyre.com



Corporate Identification Number (CIN): L67120RJ1951PLC045966

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Email: kmanik@jkmail.com | **Website:** www.jktyre.com

Dear Sir/ Madam,

Subject: Letter regarding notice for convening the meeting of equity shareholders of JK Tyre & Industries Limited

You are hereby informed that by an Order dated June 12, 2025 read with Order dated July 10, 2025 (*uploaded on July 14, 2025*) (collectively known as “**Tribunal Order**”), the Jaipur Bench of the National Company Law Tribunal (“**Tribunal**”), a Meeting of the equity shareholders of the Company, will be held for the purpose of their considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Cavendish Industries Limited (“**Transferor Company**”) with JK Tyre & Industries Limited (“**Company**” or “**Transferee Company**”) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”), as detailed below:

Day	Wednesday
Date	September 3, 2025
Time	2.00 p.m. (IST)
Mode of Meeting	As per the directions of the Hon’ble National Company Law Tribunal, Jaipur Bench, the meeting shall be conducted through video conferencing (“ VC ”) / other audio - visual means (“ OAVM ”)
REMOTE E-VOTING	
Cut-off date for e-voting	Wednesday, August 27, 2025
Start Date and Time	Sunday, August 31, 2025 at 9.00 a.m. (IST)
End Date and Time	Tuesday, September 2, 2025 at 5.00 p.m. (IST)

Pursuant to the Tribunal Order and as directed therein, the Meeting will be held through video conferencing (“**VC**”) / other audio visual means (“**OAVM**”), in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and also other applicable Rules and Guidelines, to consider, and if thought fit, to pass, the resolution for approval of the Scheme by requisite majority as prescribed under Section 230(6) of the Act and/or SEBI Listing Regulations and other Rules / Regulations, as applicable.

The Board of Directors of the Company at their meeting held on September 16, 2024, have approved the Scheme, subject to the approval of requisite majority of shareholders of the Company as may be required, and subject to the sanction of the Tribunal and such other authorities as may be necessary.

The links to join the Meeting through VC / OAVM may be accessed through <https://www.cdslindia.com/> [for individual shareholders holding shares with Central Depository Services (India) Ltd. ("CDSL")], or through <https://www.evoting.nsdl.com/> (for individual shareholders holding shares with National Securities Depository Ltd.) and <https://www.evotingindia.com/> (for all other types of shareholders). Further, you may also refer the detailed instructions for joining the Meeting and manner of casting vote through remote e-voting or e-voting during the Meeting as given in the notes to the notice of the Meeting.

The aforesaid notice of the Meeting along with its explanatory statement and all relevant annexures thereto are also placed on the:

- a) website of the Company and can be accessed at <https://jktyre.com/investor/investor-equity-shareholders-notices>
- b) website of **CDSL** viz. <https://www.evotingindia.com> being the agency appointed by the Company, which will provide the facility of voting to the Equity Shareholders through remote e-voting, for participation in the Meeting through VC/OAVM and e-voting at the Meeting; and
- c) websites of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. www.bseindia.com and the National Stock Exchange of India Limited ("**NSE**") viz. www.nseindia.com

The complete notice along with its explanatory statement and annexures can also be accessed through the QR Code, through which the relevant details – such as the day, date, time, and VC/OAVM login details for the meeting, along with the exact path to access the full notice, explanatory statement and relevant documents along with a copy of the Scheme, is given below:



Further, as directed in the Tribunal Order, the advertisements of the notice of the Meeting containing the day, date, time and the process / links to join the Meeting as mentioned above will also be published through advertisement in (i) Business Standard (English Language - All Editions); and (ii) Pratahkal (Hindi Language – All Editions).

If so desired, equity shareholders may obtain a physical copy of the Notice and the accompanying documents, i.e., Scheme and the Statement under Section 230 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, free of charge. A written request in this regard, along with the details of shareholding in the Company may be addressed to the Company Secretary at kmanik@jkm.com

For all queries or issues regarding attending Meeting and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

Dated: July 31, 2025
Place: New Delhi

Sd/-
Justice Vijender Jain
(Former Chief Justice Punjab & Haryana High Court)
Chairperson Appointed for this Meeting