SAPAN DHIR
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Form MGT - 13

CONSOLIDATED SCRUTINIZER'S REPORT ON REMOTE E-VOTING AND E-VOTING

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To
Dinesh Sharma, IAS (Retd.)
The Chairperson appointed by the National Company Law Tribunal, Jaipur Bench for the meeting of the Unsecured Creditors of
CAVENDISH INDUSTRIES LIMTED

Registered Office: Jaykaygram, PO- Tyre Factory,
Rajsamand, Kankroli- 313 342,
Rajasthan, India

CIN: U74900RJ2015PLC097517

Sub: Consolidated Scrutinizer's Report on the results of voting by the Unsecured Creditors of Cavendish Industries Limited through remote e-voting process (prior to the meeting) and at the meeting held on Wednesday, September 3, 2025 at 11:00 a.m. (IST) ("Meeting"), through video conferencing / other audio visual means ("Meeting"), convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Jaipur Bench ("Hon'ble Tribunal" or "NCLT") vide its Order dated June 12, 2025 read with Order dated July 10, 2025 in the matter of Scheme of Amalgamation of Cavendish Industries Limited ("Transferor Company" or "the 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")

Dear Sir,

I, Sapan Dhir, have been appointed by the Hon'ble Tribunal, by its Order dated June 12, 2025 read with Order dated July 10, 2025 passed in Interlocutory Application (IA) No. 27/2025 in Company Application No. CA (CAA) No. 5/2025 ("**Order**"), as the Alternate Scrutinizer. Since Mr. Atul Lakhanpal, primarily appointed as the Scrutinizer by the Hon'ble Tribunal is unable to act as Scrutinizer for the meeting, I am acting as the Scrutinizer for the purpose of scrutinizing the remote e-voting process prior to Meeting and e-voting process at the Meeting of the unsecured creditors of Cavendish Industries Limited, convened and held on Wednesday, September 3, 2025 at 11:00 a.m. IST **("Meeting")** through video conferencing (**"VC"**) / other audio visual means (**"OAVM"**), in compliance with the applicable provisions of the Companies Act, 2013 (**"Act"**), in a fair and transparent manner, on the below mentioned resolution seeking approval of the unsecured creditors to the proposed Scheme.

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I do hereby submit my report as under:

1. As confirmed by the Company, the Notice dated July 31, 2025 along with copy of the Scheme, statement under Sections 230 to 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 annexed thereto ("**Notice**") as confirmed by the Company was sent to the unsecured creditors in respect of the below mentioned resolution proposed at the Meeting.

2. Pursuant to the directions of Hon'ble Tribunal vide the Order, the Company had also published notice of the Meeting of the Unsecured Creditors of the Company in "Business Standard" (English Language - All Editions); and (ii) "Pratahkal" (Hindi Language – All Editions).

3. The Company had provided to its unsecured creditors the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means by using the electronic voting system provided by Central Depository Services (India) Limited (**"CDSL"**) (remote e-voting).

4. The Company had also provided e-voting facility to the unsecured creditors present at the Meeting who had not cast their votes through remote e-voting prior to the Meeting.

5. The voting period for the remote e-voting prior to the Meeting commenced on Sunday, August 31, 2025 at 9.00 a.m. (IST) and ended on Tuesday, September 2, 2025 at 5.00 p.m. (IST).

6. The cut-off date was Monday, June 30, 2025 for the purpose of deciding the unsecured creditors entitled to vote through remote e-voting and e-voting conducted at the Meeting on the resolution seeking their approval.

7. After the closure of the e-voting at the Meeting, the report on the e-voting done at the Meeting and the votes cast under remote e–voting facility prior to the Meeting, were unblocked at 11.34 a.m. and counted.

8. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system. The downloaded data was reconciled with the records of the Company / Registrar and Share Transfer Agent / Depository Participant(s) / Depositories ("**RTA**") and the authorisations lodged with the Company / Company's RTA.

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9. The Chairperson is responsible to ensure the compliance with the requirements of the Act and Rules thereunder relating to voting through remote e-voting and e-voting at the Meeting on the resolution contained in the Notice.

10. My responsibility as the Scrutinizer for the remote e-voting process and e-voting at the Meeting is restricted to scrutinize remote e-voting process prior to Meeting and e-voting process at the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast **"in favour"** or **"against"** the Resolution and **"invalid"** votes, based on the reports generated from the remote e-voting system and e-voting at the Meeting provided by CDSL.

11. The resolution(s) placed before the unsecured creditors and the consolidated result of the voting on the same through remote e-voting prior to Meeting and e-voting process during the Meeting seeking approval of the unsecured creditors of the Company, are given below:

*"**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.*

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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 unsecured creditors and the unsecured creditors shall be deemed to have given their approval thereto expressly by authority under this Resolution."*

12. The details of the Consolidated Results of the voting by Unsecured Creditors of the Company [by remote e-voting prior to the Meeting and e-voting at the meeting] are as under:

Consolidated results

Particulars	Remote e-voting		E-voting at the Meeting		Consolidated voting results		
Votes	**Number of unsecured creditors who voted**	**Value of votes (in terms of amount outstanding) cast by them (in Rs.)**	**Number of unsecured creditors who voted**	**Value of votes (in terms of amount outstanding) cast by them (in Rs.)**	**Number of unsecured creditors who voted**	**Value of votes (in terms of amount outstanding) cast by them (in Rs.)**	**Percentage of votes to total number of valid votes cast**
Voted in favour of resolution	59	709,38,95,633	39	7,21,86,354	98	716,60,81,987	100%
Voted against the resolution	-	-	-	-	-	-	-
Invalid votes	-	-	-	-	-	-	-
Total	**59**	**709,38,95,633**	**39**	**7,21,86,354**	**98**	**716,60,81,987**	**100%**

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1. Voted **in favour** of the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	59	39	98
Number of valid votes cast by them	709,38,95,633	7,21,86,354	716,60,81,987
% of total numbers of valid votes cast (in favour and against)			**100%**

2. Voted **against** the resolution:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	-	-	-
Number of valid votes cast by them	-	-	-
% of total numbers of valid votes cast (in favour and against)			-

3. **Invalid** votes:

Particulars	Remote e-voting	E-voting at the Meeting	Total Voting
Number of unsecured creditors who voted	-	-	-
Number of valid votes cast by them	-	-	-
% of total numbers of valid votes cast (in favour and against)			-

13. Based on the aforesaid results, we report that the resolution as contained in the Notice of the meeting has been passed unanimously.

14. All registers, relevant records and other incidental papers related to remote e-voting prior to the Meeting and e-voting at the Meeting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,
Yours truly,

Sapan Dhir
Scrutinizer

To be counter signed by the Company Secretary

Place: New Delhi
Date: September 3, 2025