

**JAYKAY ENTERPRISES LIMITED****CIN: L55101UP1961PLC001187****Registered Office:** Kamla Tower, Kanpur, Uttar Pradesh - 208001, India**Website:** www.jaykayenterprises.com; **E-mail:** cs@jaykayenterprises.com**Telephone:** +91 512 237 1478-81

NOTICE OF POSTAL BALLOT

NOTICE is hereby given to the Members of **JAYKAY ENTERPRISES LIMITED** (“the Company”), pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), as amended from time to time, and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“MCA”) for conducting Postal Ballot through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 respectively and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “**MCA Circulars**”) and other applicable provisions of the Act, Rules, SEBI Listing Regulations, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), the Company is seeking consent of its Members for passing the resolution(s) as appended below by means of postal ballot, by way of voting through electronic means (“**remote e-voting**”) only. Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons/rationale thereof for the proposal(s) are appended below. The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) of M/s. Varuna Mittal & Associates, as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process in a fair and transparent manner.

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the **remote e-voting system** only. The Remote e-voting period shall commence on, **Wednesday, April 16, 2025 (09:00 A.M. IST) and end on Thursday, May 15, 2025 (05:00 P.M. IST) (both days inclusive)**. Members are requested to carefully read the instructions (the “**Notice**”) while expressing their assent or dissent and cast vote via remote e-voting.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot (through the e-voting process) for the matters as considered in the Resolution(s) appended below. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act pertaining to the said Resolutions, is appended to this notice.

SPECIAL BUSINESS:

- 1. Issuance of up to 79,19,683 Equity Shares of Jaykay Enterprises Limited (“JKE”), to the shareholders of JK Technosoft Limited (“JKTL”), through SWAP of partly paid-up Equity Shares of JKTL**

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus

and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the “**Stock Exchange**”, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“**SEBI**”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 79,19,683 (Seventy Nine Lakh Nineteen Thousand Six Hundred and Eighty Three)** Equity Shares of the Company having face value of Re. 1/- (Rupee One only) each, at an issue price of **Rs. 142/- (Rupees One Hundred and Forty Two Only)** per Equity Share (“**Subscription Shares**”), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, for consideration other than cash towards payment of the total purchase consideration of **up to Rs. 112,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred and Eighty Six Only)** payable by the Company to the shareholders of JK Technosoft Limited, a Public Company incorporated under the Indian Law (“**JKTL**”) (“**Proposed Allottees**”), for acquisition of up to **1,24,07,276 (One Crore Twenty Four Lakh Seven Thousand Two Hundred Seventy Six)** Partly Paid-up Equity Shares of Face Value of Rs. 10/- (Paid up Rs. 2.50/-) each, held by Proposed Allottees (“**Purchase Shares**”), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the “**Promoter & Promoter Group**” and “**Non-Promoter**” category (“**Proposed Allottees**”) in the manner as follows:

S. No.	Name of the Proposed Allottees	Category	No. of Shares to be issued (upto)
1.	Mr. Abhishek Singhanian	Promoter	78,81,385
2.	Ms. Varsha Singhanian	Promoter Group	14,186
3.	Mr. Satish Chandra Gupta	Non-Promoter	9,574
4.	Mr. Babu Abhraham	Non-Promoter	3,191
5.	Mr. Partho Pratim Kar	Non-Promoter	9,929
6.	Ms. Preeti Gupta	Non-Promoter	1,418
Total			79,19,683

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the ‘**Relevant Date**’ for the purpose of determining the minimum issue price of Equity Shares proposed to be allotted to the above mentioned allottees shall be **Tuesday, April 15, 2025** i.e. being the date, which is 30 days prior to the last date of e-voting (i.e. Thursday, May 15, 2025).

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from

the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

- (ii) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- (iii) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.
- (iv) The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- (v) The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.

RESOLVED FURTHER THAT subject to the receipt of such other approvals as may be required under applicable laws, the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorised to record the name and details of the Proposed Allottees in Form PAS-5 and make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board of Directors including any committee of the Board of Directors formed for this purpose, be and is hereby authorized to accept any modification(s) in the terms of the issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company, any other director(s) and/ or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects.”

2. Approval of ‘JKE Employee Stock Option Scheme 2025’

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, Securities and Exchange Board of India Act, 1992, Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars /notifications /guidance /frequently asked questions issued thereunder, as amended from time to time (collectively referred as **“SEBI SBEB Regulations”**), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all relevant tax, securities, foreign exchange or corporate laws of India or of any relevant jurisdiction or of any recognized Stock Exchange on which the Shares are listed or quoted and any other applicable laws for the time being in force and any other applicable and prevailing statutory Guidelines / Circulars in that behalf, the relevant provisions of the Memorandum and Articles of Association of Jaykay Enterprises Limited (**“the Company”**), and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such condition(s) and modification(s) as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **‘JKE Employee Stock Option Scheme 2025’ (“ESOP 2025”/ “Scheme”)**, the salient features whereof are furnished in the explanatory statement to this Notice, and the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme from time to time, in one or more tranches, not exceeding 30,00,000 (Thirty Lakhs only) employee stock options (**“Options”**) to such employees working exclusively with the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies), whether in India or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent director and director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, exercisable into not more than 30,00,000 (Thirty Lakhs only) equity shares of face value of Re. 1/- (Rupee One) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee (**“Committee”**) of the Company who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI SBEB Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the new equity shares, to be issued and allotted by the Company under the Scheme as mentioned hereinbefore shall rank *pari passu* in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the eligible employees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares to be allotted under the Scheme on the stock exchange(s) where the equity shares of the Company are listed in due compliance with SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SEBI SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its absolute discretion deem necessary or desirable for such purpose, including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme, the drafting, finalization, entering into and execution of any arrangements or agreements and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

3. To approve the grant of employee stock options to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) of the Company and Associate Company(ies) under ‘JKE Employee Stock Option Scheme 2025’

To consider and, if thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, Securities and Exchange Board of India Act,

1992, Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any circulars /notifications /guidance /frequently asked questions issued thereunder, as amended from time to time (collectively referred as “**SEBI SBEB Regulations**”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and all relevant tax, securities, foreign exchange or corporate laws of India or of any relevant jurisdiction or of any recognized Stock Exchange on which the Shares are listed or quoted and any other applicable laws for the time being in force and any other applicable and prevailing statutory Guidelines / Circulars in that behalf, the relevant provisions of the Memorandum and Articles of Association of Jaykay Enterprises Limited (“**the Company**”), and subject further to such other approval(s), consent(s), permission(s) and / or sanction(s) as may be necessary from the appropriate regulatory authority(ies) / institution(s) and such condition(s) and modification(s) as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and/or sanction(s), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted under Regulation 19 of the SEBI Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot under the Scheme from time to time, in one or more tranches, such number of employee stock options (“**Options**”) under ‘**JKE Employee Stock Option Scheme 2025**’ (“**ESOP 2025**”/ “**Scheme**”) to the eligible employees of the Group Company(ies) including Subsidiary Company(ies) of the Company and Associate Company(ies), exclusively working in India or outside India, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent director and director holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under the Scheme, which shall be within the ceiling of total number of Options and equity shares, as specified in the Scheme along with such other terms and in such manner, as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT for the purpose of giving effect to the forgoing, the Board be and is hereby authorized to act on behalf of the Company, without being required to specifically seek any further consent or approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things as the Board may at its absolute discretion deem necessary or desirable for such purpose, including but not limited to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme, the drafting, finalization, entering into and execution of any arrangements or agreements and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution and to delegate its authority under this resolution to any committee or personnel of the Company as the Board may deem fit.”

**By order of the Board of Directors
For Jaykay Enterprises Limited**

Sd/-

**Shikha Rastogi
Company Secretary & Compliance Officer
Membership No. A18226**

**Date: April 15, 2025
Place: New Delhi**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder, setting out all material facts concerning Special Businesses set out in the Notice of Postal Ballot (“the Notice”) is appended below and forms part of this Postal Ballot Notice.
2. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolutions contained in the Notice dated April 15, 2025 is being taken through Postal Ballot by remote e-voting system i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members/beneficial owners whose names would appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and who have registered their email addresses in respect of electronic holdings with the depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited (“RTA”) as at the close of the business hours on Friday, April 11, 2025 (i.e. cut-off date). A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, are requested to register their email addresses, in respect of Demat shareholders through their concerned Depository Participants. Members who hold shares in physical form are requested to provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com), duly self-attested by the shareholder(s) to Company’s RTA at their address at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.

3. Members may note that the Notice of Postal Ballot will also be available on the website of the Company viz. www.jaykayenterprises.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com. The Notice of Postal Ballot is also disseminated on the website of Central Depository Services (India) Ltd i.e. www.evotingindia.com. (agency for providing the electronic voting facility).
4. **Instructions for Voting through Electronic Means (Remote e-Voting):**
 - i) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circular, the Company is pleased to provide remote e-voting facility to enable the Member to cast their votes electronically on the resolution(s) mentioned in the Notice of Postal Ballot of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to avail its services for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system during the remote e-Voting period will be provided by CDSL, for participation in the Postal Ballot.
 - ii) The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) of M/s. Varuna Mittal & Associates, as the Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on April 11, 2025.

- iii) The remote e-voting period will commence on April 16, 2025 at 09:00 a.m. (IST) and will end on May 15, 2025 at 05:00 p.m. (IST). During this period, shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. April 11, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Central Depository Services (India) Limited (“CDSL”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- i) The remote e-voting period begins on **Wednesday, April 16, 2025 at 09:00 A.M. (IST)** and ends on **Thursday, May 15, 2025 at 05:00 P.M. (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **April 11, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Login method for Individual shareholders holding securities in demat mode is given below:

- iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> Users who have opted for CDSL 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 cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is also links

Type of Shareholders	Login Method
	<p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting 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 Depository</p>	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. <ul style="list-style-type: none"> 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. 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 Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> 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 hold 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.
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<ol style="list-style-type: none"> 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

Type of Shareholders	Login Method
their Depository Participants (DP)	<p>Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>4. 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.</p>

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

Login method for shareholders holding shares in physical mode and non-individual shareholders in demat mode is given below:

- iv) Login method for Remote e-Voting 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” 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 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	
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.

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.
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- v) After entering these details appropriately, click on “SUBMIT” tab.
- vi) 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.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ix) 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.
- x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiv) 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.
- xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvi) 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 delink 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 viz; cs@jaykayenterprises.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 Company at cs@jaykayenterprises.com or RTA at rta@alankit.com marking CC to the Company.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

HELPLINE NUMBER & E-MAIL ADDRESS FOR REMOTE E-VOTING

- If you have any queries or issues regarding 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
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

GENERAL GUIDELINES FOR MEMBERS

- The voting period begins on **Wednesday, April 16, 2025 at 09:00 A.M.** and ends on **Thursday, May 15, 2025 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **April 11, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - Members whose names are 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. **April 11, 2025** shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
5. The voting rights of the members for remote e-voting shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being Friday, April 11, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 6. The relevant documents, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by shareholder / investor at the corporate office of the Company at 2nd Floor, A-2 LSC, Masjid Moth, Greater Kailash, New Delhi-110048 on any working days, excluding Saturday between 11.00 A.M. to 1.00 P.M, till Thursday, May 15, 2025.
 7. Equity Shares of the Company are under Compulsory Demat segment. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants ("DPs") in their vicinity for getting their shares dematerialised.
 8. The SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Members may contact the company or RTA, for assistance in this regard.

9. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit a self-attested copy of their PAN Card to the Company / RTA.
10. Members may note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; subdivision of securities certificate; consolidation of securities certificates/folios; transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 to the company's Registrar and Transfer Agent ('RTA'), Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC compliant.
11. Pursuant to provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
12. In case of any queries regarding the Notice of Postal Ballot, the Members may write to cs@jaykayenterprises.com and investorservices@jaykayenterprises.com to receive an email response.
13. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
14. SEBI has introduced a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal "SMART ODR" which can be accessed at <https://smartodr.in/login>.
15. **Green Initiative:**

To support the "Green Initiative", members who have not registered their e-mail addresses are requested to register the same, in respect of shares held in physical/ electronic mode, respectively in the following manner:

S. No.	Type of Shareholder	Details
1.	For Physical shareholders	Please provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com) duly self-attested by the shareholder(s) to Company's RTA at their address at Alankit Assignments Ltd., Alankit House, 4E/2, Jhandelwala Extension, New Delhi-110055.
2.	Demat shareholders	Please update/Contact with your respective Depository Participants

16. Updation of PAN, KYC and Nomination Details:

- a) Members are requested to register/update/intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), signature, bank mandates, demat account details, nominations, etc.

For shares held in dematerialised mode to their Depository Participant for making necessary changes.

For shares held in physical mode by submitting to Alankit Assignments Limited the forms given below

along with requisite supporting documents:

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e mail address, mobile number, Bank Account Details or changes /update thereof	ISR-1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Declaration to opt out of Nomination	ISR-3
4.	Registration of Nomination	SH-13
5.	Cancellation or Variation of Nomination	SH-13

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

- b) The said forms can be downloaded from the Company's website www.jaykayenterprises.com.
- c) To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
- d) Members are requested to submit the said details to their Depository Participant in case the shares held by them in dematerialized form and to the RTA in case the shares are held in physical form.

17. Important instruction for members whose shares lying with the Company in “Jaykay Enterprises Limited Unclaimed Shares Demat Suspense Account”:

As per the provisions of Regulation 39(4) read with Schedule VI of SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company had been dematerialised and transferred into an “Unclaimed Suspense Account”.

SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655, dated November 3, 2021, clarification vide circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687, dated December 14, 2021 and circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has simplified the process for investor service requests. Accordingly, the companies shall process the following service requests viz. issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub- division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition in dematerialized form only.

The members of the Company who have not opened their Demat account and whose shares are lying in “Jaykay Enterprises Limited Unclaimed Shares Demat Suspense Account” are advised to open their Demat Account to claim their shares lying in the aforesaid Demat Account of the Company. The members are requested to follow the process as intimated by the Company/ RTA from time to time and can contact the Company or RTA, for any assistance in this regard.

Non-Resident Indian members are requested to inform the Company/ respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement;
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. Scrutinizer appointment and Voting Results:

- The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) as the Scrutinizer for conducting the postal ballot process in fair and transparent manner.

- After completion of scrutiny of the votes, the Scrutinizer will submit the Report to the Chairman & Managing Director or any other person authorized by him in writing. The results of the postal ballot (conducted through remote e-voting process) along with Scrutinizer's Report, will be announced on or before Monday, May 19, 2025 and same will be displayed on the Company's website viz. www.jaykayenterprises.com and on the website of CDSL i.e. www.evotingindia.com immediately after the declaration of the results and shall also be communicated to BSE Ltd. at www.bseindia.com, where the equity shares of the Company are listed.
- The resolution(s), if assented by the requisite majority through Postal Ballot, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e., Thursday, May 15, 2025, in terms of the Secretarial Standard - 2 issued by the ICSI. Further, resolution passed by the members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.
- The assent or dissent received after the last date and end time of remote e-voting i.e. 05:00 p.m. (IST) on May 15, 2025, shall be treated as if reply from the Member has not been received.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India)

The following statement sets out all material facts relating to the Special Business(es) mentioned in the Notice and shall be taken as forming part of the Notice.

Item No. 1

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, on a preferential basis, up to 79,19,683 (Seventy Nine Lakh Nineteen Thousand Six Hundred and Eighty Three) Equity Shares of Jaykay Enterprises Limited ("the **Company**" or "**JKE**"), of face value of Re. 1/- each, at an issue price of Rs. 142/- (Rupees One Hundred and Forty Two Only) per equity share, for consideration other than cash i.e. Swap of Shares towards payment of the total purchase consideration of up to Rs. 112,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred and Eighty Six Only) payable by the Company to the shareholders of JK Technosoft Limited ("**JKTL**"), for acquisition of up to 1,24,07,276 (One Crore Twenty Four Lakh Seven Thousand Two Hundred Seventy Six) Partly Paid-up equity shares of Rs. 10/- each of JKTL (Paid up Rs. 2.50/- each), held by the proposed allottees of this Preferential Issue, in JKTL, who belong to the "**Promoter & Promoter Group**" and "**Non-Promoter**" category of the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Friday, April 11, 2025, subject to the approval of the members of the Company and such other approvals as may be required.

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

a. Objects of the Preferential Issue:

The Board of Directors of JKE has decided to make investment by way of secondary acquisition of upto 1,24,07,276 (One Crore Twenty Four Lakh Seven Thousand Two Hundred Seventy Six) Partly paid-up Equity Shares of face value of Rs. 10/- (Paid up Rs. 2.50/-) each of JK Technosoft Limited, for an aggregate consideration not exceeding Rs. 112,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred and Eighty Six Only) at an adjusted acquisition price of Rs. 90.64/-, after adjusting the amount outstanding on the said partly paid-up shares, payable by the Company by way of Swap of upto 1,24,07,276 partly paid-up Equity Shares of JKTL against issuance of upto 79,19,683 fully paid-up Equity Shares of the Company, having face value of Re. 1/- (Rupee One Only) each, to the existing shareholders of the Target Company, for an amount aggregating to upto Rs. 112,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred and Eighty Six Only) on preferential basis, at an issue price of Rs. 142/- each.

Note: The Acquisition Price in respect of the above acquisition has been computed at Rs. 163/- each fully paid-up share.

Through this acquisition, the Company's holding in JKTL would stand increased to 99.07% from the present 97.48%. (assuming full conversion of Partly Paid Shares into Fully Paid Shares). The said increase through acquisition in JKTL will enable the Company to exercise more control and consolidation of financial statements.

b. Monitoring of Utilization of Funds:

Given that this preferential issue is for SWAP i.e., for consideration other than cash therefore in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint Monitoring Agency to monitor the use of the proceeds of this Preferential Issue.

c. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Company at meeting of its Board of Directors and Committee of Directors held on April 11, 2025 and April 15, 2025, respectively, has subject to approval of the members of the Company ("**Members**") and such other approvals as may be required, approved the issue of up to **79,19,683** (Seventy Nine Lakh Nineteen Thousand Six Hundred and Eighty Three) Equity Shares of JKE at an issue price of Rs. 142/- (Rupees One Hundred and Forty Two only) per equity share, determined in terms of Chapter V of SEBI ICDR Regulations, for consideration other than cash towards payment of the total purchase consideration of up to **Rs. 1,12,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred Eighty Six Only)** payable by JKE to the shareholders of JKTL, for acquisition of up to **1,24,07,276** (One Crore Twenty Four Lakh Seven Thousand Two Hundred Seventy Six) Partly paid-up Equity Shares of Face Value of Rs. 10/- (Paid-up Rs. 2.50/-) each of JKTL, held by the proposed allottees belonging to the "**Promoter & Promoter Group**" and "**Non-Promoter**" category of JKE.

d. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer:

Except as following, none of promoters, directors, key managerial personnel, or senior management of the issuer intent to subscribe to the offer or separately in furtherance of the objects specified herein above:

S. No.	Name	Designation	Number of Equity Shares to be issued through Swap of shares (up to)
1.	Mr. Abhishek Singhania	Promoter cum Chairman and Managing Director	78,81,385
2.	Ms. Varsha Singhania	Promoter Group	14,186
3.	Mr. Partho Pratim Kar	Joint Managing Director	9,929

e. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to ‘Promoter & Promoter Group’ & ‘Non-Promoter’ is likely to be as follows:

Category	Pre-Issue Shareholding Structure ⁽¹⁾		Equity Shares to be allotted (pursuant to swap of shares)	Post issue Shareholding Structure ⁽²⁾	
	No. of Shares	% age		No. of Shares	% age
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	4,06,15,521	33.19	78,95,571	4,85,11,092	37.23
(b) Bodies Corporate	3,50,79,978	28.67	-	3,50,79,978	26.92
Sub Total (A)(1)	7,56,95,499	61.86	-	8,35,91,070	64.16
(2) Foreign Promoters					
(a) Individuals	5,48,318	0.45	-	5,48,318	0.42
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(2)	5,48,318	0.45	-	5,48,318	0.42
Total Promoter shareholding A=A1 +A2	7,62,43,817	62.31	78,95,571	8,41,39,388	64.58
(B) Public Shareholding					
B1) Institutional Investors					
Indian	6,473	0.01	-	6,473	0.00
Foreign	1,66,038	0.14	-	1,66,038	0.13
Sub Total (B1)	1,72,511	0.14	-	1,72,511	0.13
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Individuals	3,38,34,119	27.65	24,112	3,38,58,231	25.99
Bodies Corporate	66,96,281	5.47	-	66,96,281	5.14
Others (Including NRI)	54,22,402	4.43	-	54,22,402	4.16
Sub Total (B3)	4,59,52,802	37.55	24,112	4,59,76,914	35.29
Total Public Shareholding B=B1+B2+B3	4,61,25,313	37.69	24,112	4,61,49,425	35.42
C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	12,23,69,130	100.00	79,19,683	13,02,88,813	100.00

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, April 11, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

f. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of the said equity shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item No. 1. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

g. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

During the Financial Year 2025-2026, the Company has not made preferential issue of any Security during the year.

h. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Identity of the ultimate beneficial owners of the securities proposed to be allotted:

S. No.	Name of the Proposed Allotees	Category	Name of the Ultimate Beneficial Owner
1.	Mr. Abhishek Singhanian	Promoter	Not Applicable as Allottee is a Natural Person
2.	Ms. Varsha Singhanian	Promoter Group	
3.	Mr. Satish Chandra Gupta	Non-Promoter	
4.	Mr. Babu Abhraham	Non-Promoter	
5.	Mr. Partho Pratim Kar	Non-Promoter	
6.	Ms. Preeti Gupta	Non-Promoter	

i. The percentage of post-preferential issue capital that may be held by the allottee(s) pursuant to the preferential issue:

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure ⁽¹⁾		Number of Equity Shares to be issued through Swap of shares	Post Issue Shareholding Structure ⁽²⁾	
		No. of shares	%		No. of shares	%
1.	Mr. Abhishek Singhanian	3,60,40,765	29.45	78,81,385	4,39,22,150	33.71
2.	Ms. Varsha Singhanian	10,000	0.01	14,186	24,186	0.02
3.	Mr. Satish Chandra Gupta	46,526	0.04	9,574	56,100	0.04
4.	Mr. Babu Abhraham	10,000	0.01	3,191	13,191	0.01
5.	Mr. Partho Pratim Kar	5,57,002	0.46	9,929	5,66,931	0.44
6.	Ms. Preeti Gupta	14,197	0.01	1,418	15,615	0.01

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, April 11, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

j. Consequential changes in the Voting Rights, change in control, and change in the Management, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

k. Lock-in Period:

- (i) Equity Shares being allotted to the Proposed Allottee(s) shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (ii) The entire pre-preferential shareholding, if any, of the Proposed Allottees, in the Company, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

l. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares is Tuesday, April 15, 2025, being the date 30 days prior to the last date for remote e-voting for postal ballot (on which date this Resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. Thursday, May 15, 2025.

The Equity shares of the Company are listed on BSE Limited ("BSE") ("the "Stock Exchange") and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. Accordingly, BSE's stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations.

In compliance with Regulation 166A of the SEBI ICDR Regulations as this preferential issue include issuance of more than five per cent of the post issue fully diluted share capital of the Company to some allottees, therefore, the minimum issue price per Equity Shares shall be the higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to Rs. 141.40/- each, being higher of following:
 - a) Rs. 141.40/- each - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
 - b) Rs. 127.57/- each - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. The price determined through Valuation report of M/s. Corporate Professionals Valuation Services Private Limited, (Registration No.: IBBI/RV/-E/02/2019/106). i.e., Rs. 137.15/- per Equity Share. The said report is available on the website of the Company at www.jaykayenterprises.com.
- iii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company - *Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 141.40 /- each and the Board of Directors of the Company has decided to issue Equity Share at Rs. 142/- each, which is higher than the above-mentioned prices.

As per Regulation 163(3) of SEBI ICDR Regulations, the Company has procured a Valuation report dated April 15, 2025, determining the value of the subscription shares, from Independent Registered Valuer viz. M/s Corporate Professionals Valuation Services Private Limited (IBBI/RV/-E/02/2019/106). The said Report is available at the website of the Company at www.jaykayenterprises.com.

m. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines

on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.

- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- None of the proposed allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

n. Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable, since none of the Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

o. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

S. No.	Name of the Proposed Allottees	Current Status	Post Status
1.	Mr. Abhishek Singhania	Promoter	Promoter
2.	Ms. Varsha Singhania	Promoter Group	Promoter Group
3.	Mr. Satish Chandra Gupta	Non-Promoter	Non-Promoter
4.	Mr. Babu Abhraham	Non-Promoter	Non-Promoter
5.	Mr. Partho Pratim Kar	Non-Promoter	Non-Promoter
6.	Ms. Preeti Gupta	Non-Promoter	Non-Promoter

p. Practicing Company Secretary's Certificate:

The certificate from M/s. Varuna Mittal & Associates, Practicing Company Secretaries, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link www.jaykayenterprises.com.

q. Details of the Directors, Key Managerial Persons, or their relatives, in any way, concerned or interested in the said resolution:

Except as given below and to the extent of their shareholding interest, if any, in the Company, no Director, Key Managerial Personnel or their relatives, in any way are concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice:

S. No.	Name	Category	Designation / Relation	Number of Equity Shares to be issued through Swap of shares
1.	Mr. Abhishek Singhania	Promoter	Chairman & Managing Director	78,81,385
2.	Mr. Partho Pratim Kar	Non-Promoter	Joint Managing Director	9,929
4.	Ms. Varsha Singhania	Promoter Group	Wife of Mr. Abhishek Singhania	14,186

The Board of Directors of the Company believes that the proposed issue is in the interest of the Company and hence, recommends the resolution as set out in Item No. 1 of this notice for the issue of Equity Shares, on a preferential basis, to the proposed allottees by way of Special Resolution.

Item no. 2 and 3

Equity-based compensation plays a crucial role in employee remuneration across industries, aligning personal goals of employee with organizational objectives through participation in company ownership. Jaykay Enterprises Limited (**“the Company”**) recognizes that equity-based schemes are effective tools for attracting, retaining, motivating, and rewarding talent. To incentivize key employees for their contributions to corporate growth, foster a culture of employee ownership, retain top talent and align individual goals with the Company’s objectives, your Company proposes to implement an employee stock option scheme **‘JKE Employee Stock Option Scheme 2025’ (“ESOP 2025”/ “Scheme”)** covering eligible employees of the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies).

The Scheme also recognizes past performance by offering stock options as a reward for consistent excellence, serving as a meaningful acknowledgment of employees’ dedication and achievements. Furthermore, the Scheme is a strategic tool to attract and retain top talent in the industry, offering a compelling incentive for skilled professionals to join and remain with the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies). Additionally, it aims to drive the Company’s future growth by motivating employees to actively contribute to its success, allowing them to share in the financial benefits that result from their collective efforts. At this juncture, given the nature of the business, the Company is required to stay aligned with the sector/ industry wherein most cases, equity compensation is made attractive for eligible personnel subject to meeting of predefined performance conditions.

Accordingly, the Nomination and Remuneration Committee (**“Committee”**) and the Board of Directors (**“Board”**) of the Company at their respective meetings held on April 11, 2025, had approved the introduction of the Scheme, subject to the approval of the shareholders of the Company.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**“SEBI SBEB Regulations”**) and Section 62 and other applicable provisions of the Companies Act, 2013 (**“the Act”**) and Rules made thereunder, issue of Shares under an Employee Stock Option Scheme requires an approval of the existing Members by way of Special Resolution. The Special Resolutions set out at Item Nos. 2 and 3 are seeking your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI SBEB Regulations are as under:

a. Brief description of the Scheme:

The Scheme is a comprehensive plan to grant employee stock options (**“Options”**) to the eligible employees of the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies) as described below, to subscribe to the equity shares of the Company underlying the Options at an exercise price to be determined by the Committee. The Committee shall supervise the Scheme as required under SEBI SBEB Regulations. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all people who have an interest in the Scheme.

b. Total number of Options to be offered and granted:

The total number of Options to be offered and granted under the Scheme shall not exceed **30,00,000 (Thirty Lakhs only)** Options. Each Option when exercised would be converted into one equity share of face value of Re. 1/- (Rupee One Only) each fully paid-up.

In case of any corporate action(s) including but not limited to rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional equity shares are issued by the Company to the eligible employees to make such fair and reasonable adjustment, the ceiling of equity shares as stated above shall be deemed to be increased to the extent of such additional equity shares issued. The Committee shall determine the nature, manner and the extent of the adjustment to be made as a consequence of any corporate action, consolidation etc.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme:

The following class of employees are entitled to participate in the Scheme:

- (i) an employee as designated by the Company, who is exclusively working in India or outside India; or
- (ii) a director of the Company, whether a whole-time director or not, including a non-executive director, who is not a promoter or member of the promoter group but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) and (ii), of a Group Company(ies) including Subsidiary Company(ies) or its Associate Company(ies), in India or outside India.

but excludes

- (iv) an employee who is a promoter or a person belonging to the promoter group; or
- (v) a director who, either by himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company.

d. Requirements of Vesting and period of Vesting:

Any Option granted on any date under the Scheme shall not vest earlier than the minimum period of **1 (One)** year from the date of grant of Options and not later than a maximum period of **4 (Four)** years from the date of grant of respective options as may be determined by the Committee.

The vesting dates and relative percentages shall be determined by the Committee and may vary from employee to employee or any class thereof.

Vesting of Option would be subject to continued employment with the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and Associate Company(ies), as the case may be. In addition to this, the Committee may also specify certain performance criteria subject to satisfaction of which the Options would vest.

In the event of death or permanent incapacity of an employee, the minimum vesting period shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity as required under the SEBI SBEB Regulations.

e. Maximum period within which the options shall be vested:

Any Option granted under the Scheme shall be subject to a maximum vesting period of **4 (Four)** years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f. Exercise price or pricing formula:

The Exercise Price per Option shall be such as may be determined by the Committee which shall not be less than the face value and may be up to the Market Price of the Shares, as on the Grant Date.

“Market Price” means the latest available closing price on a recognised stock exchange on which the shares of the company are listed on the date immediately prior to the Relevant Date.

Explanation - If such shares are listed on more than one recognised stock exchange, then the closing price on the recognised stock exchange having higher trading volume shall be considered as the market price.

The specific exercise price shall be intimated to the option grantee in the grant letter at the time of grant.

g. Exercise period and the process of exercise:

The Exercise Period for Vested Options shall be a maximum of 2 (Two) years commencing from the relevant date of Vesting of Options, and within such period as may be prescribed by the Committee. All the Vested Options can be exercised by the Option Grantee at one time or at various points of time within the Exercise Period.

The Options shall be deemed to have been exercised when an employee makes an application in writing to the Company or by any other means as decided by the Committee, for the issue of shares against the Options vested in him, subject to payment of exercise price and compliance of other requisite conditions of exercise. The Options shall lapse if not exercised within the specified exercise period.

h. Appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.

Provided that the Committee while granting the Options to any eligible employee(s) of any Group Company(ies) including Subsidiary Company(ies) of the Company and/or Associate Company(ies), shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

i. Maximum number of options to be offered and issued per employee and in aggregate:

The number of Options that may be granted pursuant to this Scheme per employee and in aggregate (taking into account all grants) for such an employee, shall not exceed **12,00,000 (Twelve Lakhs only)** Options per eligible employee.

Prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the grant of Options to any identified employee, in any one financial year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Option.

j. Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option exercise price and the market price of the equity shares on the exercise date.

k. Route of the implementation:

The Scheme shall be implemented and administered directly by the Company.

l. Source of acquisition of shares under the Scheme:

The Scheme contemplates the issue of fresh/ primary equity shares by the Company.

m. Amount of loan to be provided for implementation of the Scheme by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not applicable, since the Scheme is proposed to be implemented by direct route.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not applicable, since the Scheme is proposed to be implemented by direct route.

o. Accounting and Disclosure Policies:

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SEBI SBEB Regulations. In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the SEBI SBEB Regulations.

p. Method of Option valuation:

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IND AS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' Report.

r. Period of lock-in:

The equity shares arising out of the Exercise of Vested Options may be subject to any lock-in period of up to 6 (Six) months if determined at the time of allotment of such Shares under the ESOP 2025. Any lock-in shall be disclosed at the time of Grant of Options.

Provided that the Shares allotted on such Exercise cannot be sold for such further period or intermittently as required under the terms of Code of Conduct for Prevention of Insider Trading of the Company framed under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

s. Terms & conditions for buyback, if any, of specified securities/ options covered granted under the Scheme:

Subject to the provisions of the prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options granted under the Scheme if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

JKE Employee Stock Option Scheme 2025 and other documents referred to in the aforesaid resolutions are available for inspection at the Company's registered office / corporate office during official hours on all working days till the last date of the remote e-voting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, interested or concerned, in the resolutions as set out at Item nos. 2 and 3 of this Notice except to the extent of Equity Shares held by them in the Company or the options that may be granted under the Scheme.

The Board of Directors recommends the resolutions as set out at Item nos. 2 and 3 of the Notice for approval by the members by way of Special Resolution.

**By order of the Board of Directors
For Jaykay Enterprises Limited**

**Sd/-
Shikha Rastogi
Company Secretary & Compliance Officer
Membership No. A18226**

**Date: April 15, 2025
Place: New Delhi**