

April 11, 2025

To
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Scrip Code: 500306
ISIN: INE903A01025

Sub: Outcome of Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is in continuation to our letter dated April 07, 2025.

With reference to the captioned subject and in terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI Listing Regulations"), we would like to inform you that the Board of Directors (the "Board") of Jaykay Enterprises Limited ("the Company" or "JKE") has, at its meeting held today i.e. April 11, 2025, inter alia, considered and approved the following:

a. Acquisition of Equity Shares of JK Technosoft Limited ("Target Company" or "JKTL"):

To make investment by way of secondary acquisition of 1,24,07,276 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. 1,12,45,95,496.64/- 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 1,24,07,276 partly paid-up Equity Shares of JKTL against issuance of 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. 1,12,45,95,496.64/- on preferential basis, at such issue price as may be determined by the Board/ Committee of Directors in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended and applicable provisions of Companies Act, 2013 and rules made thereunder, subject to the approval of the shareholders of the Company and such other regulatory/statutory approvals as may be required.

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

The relevant details pertaining to the above as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 ("SEBI Circular") are enclosed herewith as **Annexure - 1**.

- b. Preferential Issue of fully paid Equity Shares of Jaykay Enterprises Limited of face value of Re. 1/- each, for consideration other than cash i.e., Share Swap, for an aggregate amount upto Rs. 1,12,45,95,496.64/-, at such issue price as may be determined by the Board/ Committee of Directors in accordance with the provisions of Chapter V of SEBI ICDR Regulations, as amended and applicable provisions of Companies Act, 2013 and rules made thereunder, subject to the approval of shareholders.



The relevant details pertaining to the above as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular are enclosed herewith as **Annexure - 2**.

- c. 'JKE Employee Stock Option Scheme 2025' pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, and the relevant provisions of Regulation 6 of the SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("Applicable Laws"), subject to the approval of shareholders of the Company.

The relevant details pertaining to the above as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular are enclosed herewith as **Annexure - 3**.

Any further information in this connection will be submitted with the exchange in due course.

The meeting of the Board of Directors commenced at 04:00 p.m. and concluded at 05:20 p.m.

This disclosure will also be hosted on the Company's website viz. www.jaykayenterprises.com.

You are requested to kindly take the above information on records.

Thanking you,

Yours Sincerely,

For **Jaykay Enterprises Limited**

Shikha Rastogi
Company Secretary & Compliance Officer

Encl: As above



Annexure - 1

Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular in relation to Acquisition of JK Technosoft Limited:

S. No.	Particulars	Disclosures
1.	Name of the Target entity, details in brief such as size, turnover etc.	<p>Name: J K Technosoft Limited (“JKTL”) (CIN: U64202DL1988PLC030870)</p> <p>Authorised Capital: Rs. 25,00,00,000 divided into 2,50,00,000 equity shares of Rs. 10 each.</p> <p>Paid up Capital:</p> <ol style="list-style-type: none"> 55,94,878 Fully Paid Up Equity Shares of Rs. 10/- each. 1,24,34,724 Partly Paid Up Equity Shares of Rs. 10/- each and called up Rs. 2.50 each. <p>The standalone and consolidated turnover of the Target Company in the last financial year ended on March 31, 2024 was Rs. 163.70 Crores and Rs. 226.68 Crores respectively.</p>
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”	<p>The acquisition would not fall within the purview of related party transaction(s).</p> <p>Except Mr. Abhishek Singhania and Ms. Varsha Singhania, who are members of the Promoter and Promoter Group of the Company, none of the promoter/ promoter group/ group companies have any interest in JKTL, the entity being acquired.</p>
3.	Industry to which the entity being acquired belongs;	IT Services
4.	Objects and impact of acquisition (including but not limited to, disclosure of reasons or acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Post the above acquisition, the Company’s holding in JKTL would stand increased to 99.07% from the present 97.48%. <i>(assuming full conversion of Partly Paid Shares into Fully Paid Shares).</i></p> <p>Above mentioned increase via acquisition in JKTL will enable the Company to exercise more control and consolidation of financial statements.</p>
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
6.	Indicative time period for completion of the acquisition;	Acquisition will be completed within a period of 15 (fifteen) days from the later of: (i) date of the approval of special resolution for preferential issue of equity shares; or (ii) receipt of last of the approval/ permission required for allotment under the preferential issue from any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchange) for issuance of the equity shares to the proposed allottees.



S. No.	Particulars	Disclosures												
7.	Consideration - whether cash consideration or share swap and details of the same;	Other than cash i.e. Swap of Shares												
8.	Cost of acquisition or the price at which the shares are acquired;	<p>Aggregate amount of Rs. 1,12,45,95,496.64/- is the Cost of Acquisition, i.e., 1,24,07,276 partly paid-up Equity Shares of JKTL acquired at an adjusted acquisition price of Rs. 90.64/-, after adjusting the amount outstanding on the said partly paid-up shares.</p> <p><i>Note : The Acquisition Price in respect of the above acquisition has been computed at Rs. 163/- each fully paid-up share.</i></p>												
9.	Percentage of shareholding / control acquired and / or number of shares acquired;	Shareholding in Percentage: 99.07% (<i>assuming full conversion of Partly Paid Shares into Fully Paid Shares</i>)												
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Business:</p> <p>JKTL specializes in IT services with a strong focus on Artificial Intelligence (AI), Machine Learning (ML), and Digital Transformation.</p> <p>JKTL has been a key player in providing end-to-end digital solutions, catering to a diverse clientele across industries such as healthcare, manufacturing, and BFSI (Banking, Financial Services, and Insurance).</p> <p>Date of Incorporation: March 07, 1988</p> <p>Last 3 years turnover:</p> <p style="text-align: right;"><i>(Rs. In Cr.)</i></p> <table><tr><th></th><th>FY 23-24</th><th>FY 22-23</th><th>FY 21-22</th></tr><tr><td>Standalone</td><td>163.70</td><td>162.25</td><td>205.79</td></tr><tr><td>Consolidated</td><td>226.68</td><td>212.59</td><td>259.11</td></tr></table> <p>Country in which JKTL has presence: India</p>		FY 23-24	FY 22-23	FY 21-22	Standalone	163.70	162.25	205.79	Consolidated	226.68	212.59	259.11
	FY 23-24	FY 22-23	FY 21-22											
Standalone	163.70	162.25	205.79											
Consolidated	226.68	212.59	259.11											



Annexure - 2

Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular in relation to Preferential Allotment:

S. No.	Particulars	Disclosures
1.	Type of securities proposed to be issued	Equity Shares of Face Value of Re. 1/- each
2.	Type of issuance	Preferential Issue
3.	Total number of securities proposed to be issued or total amount for which the securities will be issued	Preferential Issue of Equity Shares of Face Value of Re. 1/- each, for consideration other than cash i.e. Share Swap, for an aggregate amount of up to Rs. 1,12,45,95,496.64/-, at such issue price as may be determined by the Board/ Committee of Directors in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and applicable provisions of Companies Act, 2013 and rules made thereunder
4.	Name and number of the Investor(s)	1. Mr. Abhishek Singhanian 2. Ms. Varsha Singhanian 3. Mr. Satish Chandra Gupta 4. Mr. Babu Abhraham 5. Mr. Partho Pratim Kar 6. Ms. Preeti Gupta
5.	Post allotment of securities- outcome of the subscription	Shall be intimated post allotment of equity shares.
6.	Issue price	At such issue price as may be determined by the Board/ Committee of Directors in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations and applicable provisions of Companies Act, 2013 and rules made thereunder
7.	In case of convertibles, Intimation on conversion of securities or on lapse of the tenure of the instrument.	Not Applicable
8.	Nature of Consideration (Whether cash or consideration other than cash)	Other than cash (Issuance of Equity Shares to be allotted for consideration other than cash i.e, Share Swap.)



Disclosure as required under Regulation 30 of the SEBI Listing Regulations read with SEBI Circular in relation to 'JKE Employee Stock Option Scheme 2025':

S. No.	Particulars	Details
1.	Brief details of Options granted	A pool of 30,00,000 (Thirty Lakhs) employee stock options (" Options ") to be granted to the eligible employees as determined by the Nomination and Remuneration Committee (" Committee ") from time to time in one or more tranches has been approved by the Board based on the recommendation of the Committee.
2.	Whether the Scheme is in terms of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (if applicable)	Yes, the Scheme is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
3.	Total number of shares covered by these Options	30,00,000 (Thirty Lakhs) Options exercisable into not more than 30,00,000 (Thirty Lakhs) equity shares of face value of Re. 1/- (Rupee One Only) each fully paid-up.
4.	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 not more than the closing market price as on the previous day of the date of Grant.
5.	Options Vested	Nil
6.	Time within which Options may be exercised	The vested Options shall be exercisable within a maximum period of 2 (Two) years from the date of Vesting of Options.
7.	Options exercised	Nil
8.	Money realized by exercise of Options	Nil
9.	The total number of Shares arising as a result of exercise of Option	Nil
10.	Options lapsed	Nil
11.	Variation in terms of Options	Not Applicable
12.	Brief details of significant terms	All the Options granted on any date shall not vest earlier than the minimum period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of respective options.
13.	Subsequent changes or cancellation or exercise of such Options	Not Applicable
14.	Diluted earnings per share pursuant to issue of equity shares on exercise of Options	Options are yet to be exercised

