

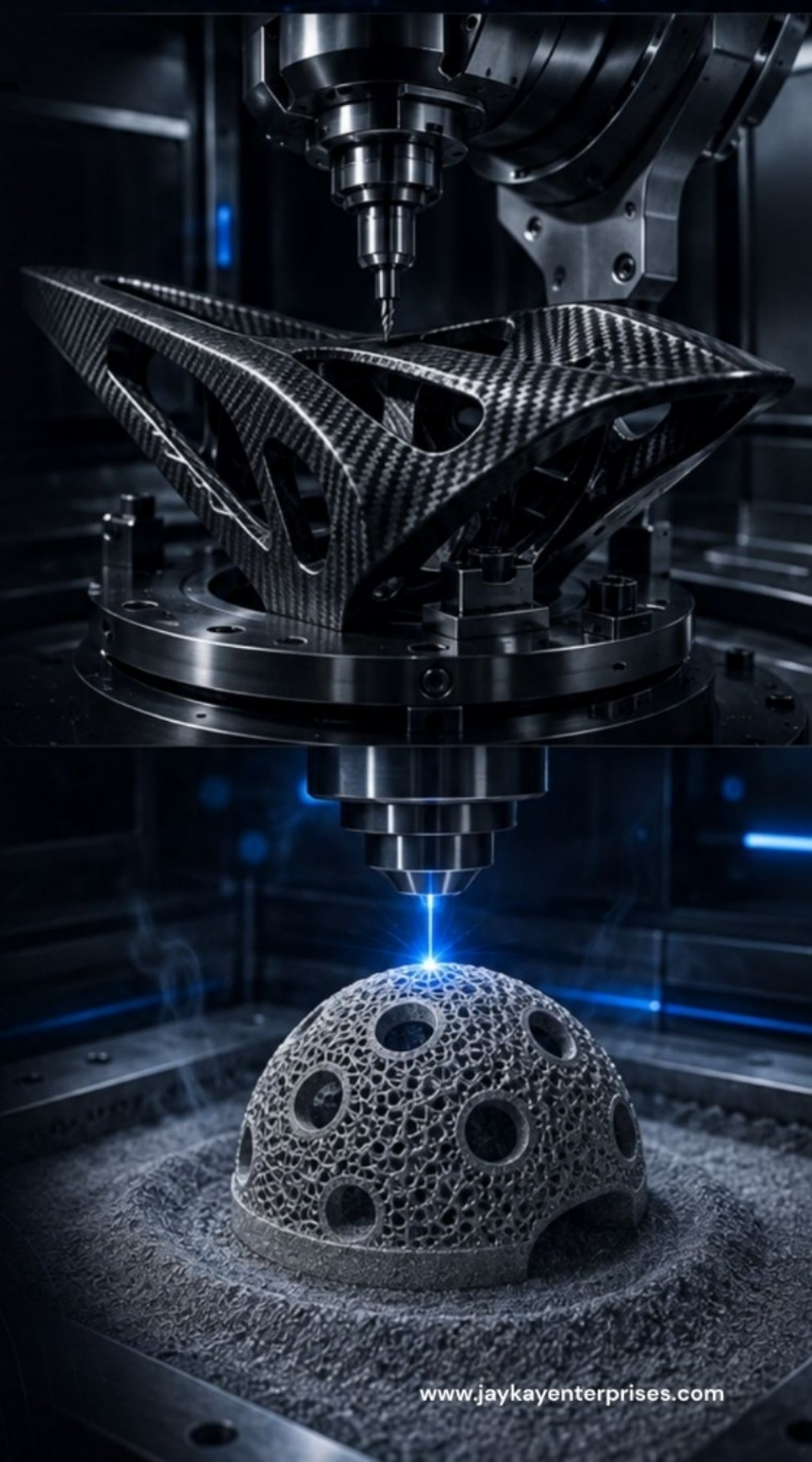


80<sup>TH</sup>  
ANNUAL  
REPORT

JAYKAY  
ENTERPRISES  
LIMITED

# ANNUAL REPORT

2025 – 2026



[www.jaykayenterprises.com](http://www.jaykayenterprises.com)

# CONTENTS

## Corporate Overview

|                               |    |
|-------------------------------|----|
| Corporate Information.....    | 02 |
| About JKE.....                | 03 |
| Letter from the Chairman..... | 05 |
| Board of Directors.....       | 07 |

## Statutory Section

|                                                |    |
|------------------------------------------------|----|
| Notice.....                                    | 10 |
| Management Discussion and Analysis Report..... | 48 |
| Directors' Report.....                         | 60 |
| Corporate Governance Report.....               | 98 |

## Standalone Financial Statements

|                                     |     |
|-------------------------------------|-----|
| Independent Auditor's Report.....   | 133 |
| Balance Sheet.....                  | 143 |
| Statement of Profit and Loss.....   | 144 |
| Cash Flow Statement.....            | 145 |
| Statement of Changes in Equity..... | 146 |
| Notes to Financial Statements.....  | 147 |

## Consolidated Financial Statements

|                                    |     |
|------------------------------------|-----|
| Independent Auditor's Report.....  | 178 |
| Balance Sheet.....                 | 185 |
| Statement of Profit and Loss.....  | 186 |
| Cash Flow Statement.....           | 187 |
| Notes to Financial Statements..... | 189 |

### SAFE HARBOUR STATEMENT

Some information in this Annual Report may contain forward looking statements which include statements regarding the Company's expected financial position and results of operations, business plans and prospects etc. and are generally identified by forward-looking statements dependent on assumptions or basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements.

The statements are perceived by the Directors based on the current scenario and the input available. Any extraneous developments and force majeure conditions may have an impact on the above perceptions.

# CORPORATE INFORMATION



## Registered Office

Kamla Tower, Kanpur, Uttar Pradesh - 208001



## Corporate Office

2<sup>nd</sup> Floor, JK Building, A-2 Local Shopping Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048



## Chief Financial Officer

Mr. Sanjay Kumar Jain



## Company Secretary & Compliance Officer

Ms. Shikha Rastogi



## Statutory Auditors

M/s. P. L. Tandon & Company



## Secretarial Auditors

M/s. Varuna Mittal & Associates



## Registrar & Share Transfer Agent

Alankit Assignments Limited,  
Alankit House, 4E/2, Jhandewalan Extension,  
New Delhi-110055  
Ph: 011-42541234 / 23541234

E-mail: [rta@alankit.com](mailto:rta@alankit.com)  
Website: [www.alankit.com](http://www.alankit.com)



## Bankers

Punjab National Bank  
State Bank of India  
ICICI Bank Ltd.



## Corporate Identification Number

L55101UP1961PLC001187



## Website

[www.jaykayenterprises.com](http://www.jaykayenterprises.com)

# About JKE™

Jaykay Enterprises Limited ("JKE"), a part of the J K Organisation and part of the 140 years old diversified JK Conglomerate, traces its legacy to the vision and entrepreneurial spirit of Late Lala Juggilal Singhanian and his son Late Lala Kamalpat Singhanian. Inspired by Mahatma Gandhi's Swadeshi movement and driven by the zeal to set up an Indian enterprise, Lala Kamalpat Singhanian founded J.K. Organisation in the 19<sup>th</sup> century ushering in a new industrial era in India. The process of industrialization was worthily and successfully carried by Sir Padampat Singhanian in fulfilling the vision and dream of his father and grandfather and made J.K. Organisation as one of the largest private sector groups in India.

Incorporated originally as J.K. Investment Trust Limited, the Company transitioned into J.K. Synthetics Limited in 1960 and adopted its present identity, Jaykay Enterprises Limited, in 2010. Over the decades, JKE has continually evolved, beginning with nylon and acrylic fibre, later diversifying into Registrar and Share Transfer Agent services, and in 2020 reviving its business operations with a renewed focus on Digitisation and Technology.



The Company's present business operations are structured around three core segments: Defence & Aerospace, Digital Manufacturing & Advanced Systems and Digital Services.



Through this strategic repositioning, JKE is steadily transforming into a future-ready Digital & Technology enterprise, with a diversified business model aligned to emerging industry opportunities.



Building on its rich legacy and future-focused vision, Jaykay Enterprises Limited continues to embody the pioneering spirit of its founders while fostering innovation, advancing technology, and promoting self-reliance in support of India's growth.

## Stakeholder Group



Community



Buyers



Investors



Suppliers



Employees



Regulators

## Our Capital



Human Capital



Financial Capital



Intellectual Capital



Natural Capital



Social Capital



We recognize that stakeholder feedback is vital to our sustainability journey, as it helps us identify improvement areas and address them proactively. We value all feedback, suggestions, and concerns, viewing stakeholder engagement as a collaborative process built on openness and continuous dialogue



**Stakeholders may send their feedback to:**  
E-mail: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com)



## Our Mission

To Design, Develop, and Deliver advance systems/services powered by intelligent digital technologies enhancing operational readiness, accelerating innovation cycles, and fostering resilient, secure, and sustainable solutions for a rapidly evolving world.



## Our Vision

Secure & Advance future through innovation.



## Business Philosophy.

We are committed to customer focus, leadership through innovation, and relentless pursuit of excellence. We uphold a strong sense of responsibility towards our employees, stakeholders, and society, with a firm dedication to national security, ethical practices, and sustainable development.



# Mr. Abhishek Singhanian

Chairman and Managing Director



Dear Shareholders,

It is with great pride that I address you through this Annual Report, as we reflect on the journey and continued progress of Jaykay Enterprises Limited.

In the backdrop of Global wars and conflicts, Global defence expenditure continued its increasing trend since 2015; impetus after start of the Ukraine war. Similarly, Indian defence spend has also reached USD ~86Bn in FY 2025. Indian defence budget is among top 5 countries in the world. At the same time, India is world's second largest importer of defence related equipment and stores.

Focus of GoI in Defence manufacturing & procurement is towards indigenization i.e. 'Atmanirbhar Bharat'. The Integrated Capability Development Plan (ICDP) envisages defence procurement of ~ ₹ 11 Lakh Cr over the next 5-6 years, i.e. ~ ₹ 1.84 Lakh Cr per year. Projected procurement in TPCR (Technology Perspective & Capability Roadmap) area is estimated to be about 10% of total defence procurement. JKE's manufacturing capability and credentials indicate fitment with some of these platforms / munitions.

During FY 2025-26, your Company's Total Income stood at ₹282.30 crores, registering a growth of 185% YoY compared to ₹ 98.94 crore in FY2024-25 while EBIDTA [before exceptional items\*] rose to ₹ 66.89 crore, registering a growth of 274% YoY compared to ₹17.84 crore in the previous year.

FY 2025-26 has been a landmark year of strategic progress for Jaykay Enterprises as we continue to evolve from a component supplier into a high-value, technology-driven manufacturing and solutions company catering to Defence, Aerospace, Orthopaedic Implants and Additive Manufacturing sectors. This transition is enabling us to deliver increasingly complex and differentiated products with higher value addition and deeper customer engagement. Key Developments during the Year are as follows:

## Defence & Aerospace:

- During FY 2025-26, the business secured orders from key strategic defence organizations including BrahMos Aerospace Pvt. Ltd. (BAPL), Bharat Dynamics Ltd. (BDL), Hindustan Aeronautics Ltd. (HAL), BARC, Bharat Electronics Ltd. (BEL), NSTL and ADA. The Company continues to actively participate in multiple development and qualification programs, positioning itself for future opportunities across missile systems, aerospace structures, defence electronics and underwater platforms.
- The expansion of the Cherlapally facility in Hyderabad was successfully completed during the year. The upgraded facility significantly enhances the Company's capabilities in manufacturing large composite structures and advanced underwater systems for strategic defence applications.
- JK Defence is presently carrying out development of a manufacturing facility for machining and production of precision-turned components, systems & sub-systems and other engineering goods catering to the defence, aerospace and allied industries, including repayment of loans availed by JK Defence as interim financing for the said facility. This would be an Ultra Modern 400,000 SQ. FT. advanced manufacturing complex in Devanahalli (North Bengaluru) designed to position JKE as a

leading player in aerospace-grade precision engineering and additive manufacturing. This complex is planned for a 200,000 SQ. FT. – Precision Manufacturing Operations, 100,000 SQ. FT. – Additive Manufacturing Center with Capacity to house 80–100 industrial 3D metal printers. 50,000 SQ. FT. is likely to be dedicated to Research & Development and the balance for Corporate & Engineering Offices. We expect the Civil Construction completion likely by December 2026 and Project Completion – Q4, 2027. Upon completion, the project will substantially augment large-scale precision engineering and additive manufacturing capabilities, strengthening the Company's ability to serve the rapidly growing defence and high-technology engineering sectors. A Rights Issue is currently underway to primarily fund this development.

- During April 2026, the Company acquired Business Undertaking of Patange Industries Pvt. Ltd., engaged in the business of defence precision manufacturing, fabrication and engineering design services, on a slump sale basis. The acquisition expands the Company's product portfolio and capabilities in critical defence applications including warheads, bulkheads, shells and other specialized engineered systems, while also opening new opportunities with strategic customers across the defence ecosystem.

#### Digital Manufacturing & Advanced Systems:

- During FY 2025–26, the Company successfully completed the Peenya orthopaedic implant manufacturing project, marking a significant milestone in its medical technology and advanced manufacturing journey. The facility has received CDSCO MD13 certification and commenced trial production during the year.
- The unit has also been awarded "ISO 13485:2016, Medical Device – Quality Management System" and "ISO 9001:2015" Certifications by BSCIC Certifications Private Limited for "Manufacture and Sale of Additive Manufactured Sterile Revision Surgery Hip Implants, Augments, Spinal Implants and Patient Specific Implants". The receipt of these ISO certifications marks an important milestone for JK Digital's Medical Implants business. The above certifications pave the way for end-to-end manufacturing solutions leveraging JK Digital's Additive Manufacturing capabilities.
- Commercial production and deliveries of Patient Specific Implants (PSI) commenced during the year, enabling the Company to enter the high-value customized medical implant segment and strengthen its presence in precision healthcare manufacturing.
- The Company also made significant progress in the development of defence-related products utilizing advanced additive manufacturing technologies under the Government of India's Atmanirbhar Bharat initiative. These products are currently undergoing final stages of qualification and approval for strategic applications.

#### Digital Services:

- During FY 2025–26, the Company successfully deployed JIVA, its AI orchestration platform, for large enterprise customers across the United States and Europe, delivering strong business outcomes and gaining encouraging customer traction across multiple use cases.
- The platform continues to witness growing interest across Retail, Manufacturing, Consumer Products, Financial Services and Insurance sectors. The Company is also actively exploring applications of the platform within the Defence and Aerospace ecosystem.
- The Company further strengthened its digital transformation offerings through GenAI and Agentic AI-led solutions, enabling customers to accelerate automation, operational efficiency and intelligent decision-making. These initiatives have contributed to robust growth in the digital services business.
- Nebula3D Services Pvt. Ltd., an associate company, commenced engagements in the Digital Twin space for large manufacturing organizations, supporting next-generation smart manufacturing and industrial transformation initiatives.

Looking ahead, we look to complete Precision Manufacturing project at Devanahalli and deepen our business in Defence & Aerospace. Medical Implants continues to further spread its distribution and market reach. Digital Services likely to see deepen customer focus around our AI orchestration platform JIVA.

On behalf of the Board, I extend my sincere appreciation to our shareholders, investors, employees, bankers, customers, vendors, and business associates for their continued trust and support. Together, we are not only strengthening Jaykay Enterprises but also contributing meaningfully to India's journey of innovation, security, and industrial leadership.

May the upcoming festive season bring joy, prosperity, and new opportunities for us all.

**Thank you,**  
**Abhishek Singhania**

# BOARD OF DIRECTORS



## MR. ABHISHEK SINGHANIA

Chairman and Managing Director

Mr. Abhishek Singhania is the Promoter, Chairman and Managing Director of Jaykay Enterprises Limited and scion of one of the best known business families of India. He is the cofounder & has served as Managing Director of JK Technosoft Ltd. and leads the company's global operations together with the Board and Management Team.

He has invaluable experience within JK Organization companies, handling various aspects of J K businesses, managing business units and operations as well as spearheading successful national and international expansion programs.

A graduate in Commerce and an alumnus of IMD Business School having rich experience in the manufacturing & IT services industry and multi-dimensional expertise in basic & core sector industries such as - textiles, synthetic fibres, cement and chemical processing, both in continuous as well as discrete manufacturing.

Mr. Singhania has deep insights in Software Development Life Cycle (SDLC), Project Management, Strategic Planning, Business Development and Thought Leadership.

Mr. Singhania spearhead in Carving new business opportunities and managing strategic investments in Defence & Aerospace, Digital Manufacturing (3D & Processing) and Digital Transformation.



## MR. PARTHO PRATIM KAR

Joint Managing Director

Mr. Partho Pratim Kar was appointed as a Non Executive Non-Independent Director on the Board of our Company w.e.f. February 12, 2021.

Considering his active involvement in managing the operational and other administrative affairs of the Company, the Board of Directors had redesignated Mr. Partho Pratim Kar as the Joint Managing Director of the Company w.e.f. April 15, 2024.

He is a renowned business leader, works in the area of strategy consulting and has held leadership roles with organizations such as the Aditya Birla Group, Arvind Mafatlal group, Gruppo La Perla and Pearl Global Industries Limited.

He has been a member on the Board of the Indian Institute of Management Lucknow since 1997. He was a member of IIM Bill 2012 Committee of the Ministry of Human Resource Development, Government of India. He was the recipient of the British Chevening Gurukul Scholarship in 1997 and the Distinguished Alumnus Award of the international Management Institute, Delhi in 2006, as recognition of his contribution to business and society.

He is a Management Graduate from International Management Institute, Delhi, holds a Post Graduate Degree from XLRI, Jamshedpur and a Fellow, Global Governance and Globalization from London School of Economics and Political Science.

# BOARD OF DIRECTORS



## MR. MANEESH MANSINGKA

Non-Executive Non-Independent Director

Mr. Maneesh Mansingka has over two and half decades of successful management experience. He is an inspiring and motivational leader with first-rate interpersonal skills and the ability and passion to develop the vision of any company he manages.

Mr. Mansingka has rich experience in establishing successful manufacturing businesses in Agri-commodity in Joint ventures. He has expertise in setting up joint ventures with Fortune 500 companies such as Bunge Ltd and Noble Group Ltd. He is managing a warehousing business and Residential Real Estate development business.

He was also awarded with the Globe oil young entrepreneur award in 2005 at the International Seminar organized by Solvent Extractors Association of India.

He holds a bachelor's degree in Commerce from Sydenham College, Mumbai. He has completed the Management Development Programme for the Edible Oil Industry from IIM Ahmedabad; an Executive Education Programme on Managerial Finance from Harvard University, Boston; Job of the Chief Executive and High-Performance Leadership Programs from IMD, Lausanne, Switzerland.



## MRS. RENU NANDA

Non-Executive Independent Director

Mrs. Renu Nanda has over 30 years of experience with various leading media houses as a Marketing Head and has very strong marketing skills.

Her work experience is in the complete gamut of advertising in media houses, starting from launching of newspapers to strategizing for revenue generation and developing new products in newspapers like Amar Ujala, Rashtriya Sahara & Times of India.

She has also been instrumental in developing the Hindi heartland for revenue generation.

She is a Postgraduate in marketing from Lucknow University.

Currently She is acting as the Chairperson of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of our Company.

# BOARD OF DIRECTORS



## MR. RAJESH RELAN

Non-Executive Independent Director

Mr. Rajesh Relan has over 33 years of experience in financial services including 24 years in insurance sector. He has rich management experience in Senior Leadership positions in Life Insurance, General and Health within India and in the Asia region.

Mr. Relan was the Managing Director & CEO of PNB MetLife India Insurance Company from 2006-2014 and is now running his own Insurance Risk Management Company that focus on Risk Management of HNW families and their businesses.

He has been a member of various committees of Industry bodies like the CII, FICCI, Amcham, USIBC and others. He also been a part of various Govt. & Regulatory Committees over the last many years.

Over the last 6 years he has been associated with General Insurance - Retail as well as commercial in different capacities.

He holds a master's degree from NMIMS, University of Mumbai and is an alumnus of KM College, University of Delhi. He was conferred 'Distinguished Alumni Award' by NMIMS in 2015.



## MR. RAJIV BAJAJ

Non-Executive Independent Director

Mr. Rajiv Bajaj is the Chairman and Managing Director of Bajaj Capital Limited and is having over 30 years of strategic management experience in the fields of Investment Banking, Investment Advisory, Insurance Brokerage and Financial Planning.

He is a member of Entrepreneurs ' Organization (Delhi Chapter). He is also a member of Young Presidents' Organization (Delhi Chapter).

He is an active speaker and writer on investment Strategy and Financial Planning in leading print and electronic media and is extremely passionate about spreading financial literacy among the masses.

He holds a master's degree in business administration in International Wealth Management from University of Geneva, Switzerland and has also done Executive MBA (International Wealth Management) from Carnegie Mellon University, Pittsburgh, USA.

He holds an 'International Certificate for Financial Advisors' from the Chartered Insurance Institute (CII), London, UK.

**JAYKAY ENTERPRISES LIMITED**

CIN: L55101UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur, Uttar Pradesh - 208001

E-mail: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com); Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com)

Telephone: +91 512 237 1478-81

## NOTICE OF THE 80<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 80<sup>th</sup> (Eightieth) Annual General Meeting ("AGM") of the members of **Jaykay Enterprises Limited** ("the Company") will be held on **Tuesday, September 29, 2026 at 12:30 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2026 together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby approved and adopted."

- b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with Report of Auditors thereon

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

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon, be and are hereby approved and adopted."

#### 2. To appoint a Director in place of Mr. Partho Pratim Kar (DIN: 00508567), who retires by rotation and being eligible, offers himself for re-appointment

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with relevant rules thereof, Mr. Partho Pratim Kar (DIN: 00508567), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Abhishek Singhania (DIN: 00087844) as Chairman & Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder read with Schedule V to the Act and SEBI (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), the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and subject to all requisite consents / approvals as may be required, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Abhishek Singhania (DIN: 00087844) as the Chairman & Managing Director of the Company, under the category of Key Managerial Personnel of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years commencing from July 01, 2027, without remuneration, and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment, subject to the applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws and approvals, as may be required.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

#### 4. Re-appointment of Mr. Partho Pratim Kar (DIN: 00508567) as Joint Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Rules made thereunder read with Schedule V to the Act and SEBI (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), the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), and subject to all requisite consents / approvals as may be required, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Partho Pratim Kar (DIN: 00508567) as the Joint Managing Director of the Company, under the category of Key Managerial Personnel of the Company, liable to retire by rotation, for a period of 3 (three) consecutive years commencing from April 15, 2027, without remuneration, and on such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board to alter and vary the terms and conditions of the said re-appointment, subject to the applicable provisions of the Act, Schedule V thereto, the SEBI Listing Regulations and other applicable laws and approvals, as may be required.

**RESOLVED FURTHER THAT** the Directors and the Company Secretary of the Company be and are hereby severally authorized to file all such necessary e-forms with the Registrar of Companies and to intimate any other authority, if required and to do all such acts, matters, deeds and things and to sign all such documents, papers and writings as may be necessary or expedient to give effect to this resolution."

#### 5. Approval of Remuneration to Mr. Vedang Hari Singhania for holding the Office or Place of Profit

To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable rules made thereunder and applicable provisions, if any, of the SEBI (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 pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of Company be and is hereby accorded for ratification of the appointment of Mr. Vedang Hari Singhania, a relative of a Director of the Company, as detailed in the explanatory statement annexed herewith, as Associate Vice President in J K Technosoft Limited ("JK Tech"), a subsidiary of the Company, for holding an office or place of profit, at a remuneration of Rs. 65 Lakhs per annum, together with other benefits as per the applicable rules and policies of JK Tech, and on such other terms and conditions as may be agreed between JK Tech and Mr. Vedang Hari Singhania, with effect from April 02, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company / JK Tech (including any Committee thereof) be and is hereby authorised to finalise and decide upon any change in designation and revision in remuneration of Mr. Vedang Hari Singhania from time to time, in accordance with the applicable policies of the Company / JK Tech relating to performance measurement, appraisal and remuneration, and applicable laws.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient in connection herewith, including without limitation, to settle any question, difficulty or doubt that may arise in this regard, and to execute such documents and make such filings as may be necessary, desirable or expedient, without being required to seek any further consent or approval of the members of the Company, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

#### 6. Material Related Party Transaction(s) with J K Technosoft Limited

To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue the existing transactions(s) / contract(s) / arrangement(s) and / or to enter into and / or execute new transactions(s) / contract(s) / arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the Explanatory Statement annexed herewith, with J K Technosoft Limited ("JK Tech"), a related party of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between the Company and JK Tech, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be deemed necessary and expedient, including but not limited to, finalizing the terms and conditions and executing necessary documents including contract(s), scheme(s), agreement(s) and other ancillary documents, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred and to take necessary steps including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as the Board may, in its absolute

discretion deem necessary, desirable or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things done, executed or initiated by the Board in connection with or pursuant to the matters referred to or contemplated in the foregoing resolution(s) be and are hereby ratified, confirmed and approved in all respects."

#### 7. Material Related Party Transaction(s) with Diensten Tech Limited

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue the existing transactions(s) / contract(s) / arrangement(s) and / or to enter into and / or execute new transactions(s) / contract(s) / arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, with Diensten Tech Limited ("DTL"), a related party of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between the Company and DTL, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be deemed necessary and expedient, including but not limited to, finalizing the terms and conditions and executing necessary documents including contract(s), scheme(s), agreement(s) and other ancillary documents, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred and to take necessary steps including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things done, executed or initiated by the Board in connection with or pursuant to the matters referred to or contemplated in the foregoing resolution(s) be and are hereby ratified, confirmed and approved in all respects."

#### 8. Material Related Party Transaction(s) with Nebula3D Services Private Limited

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

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company's Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, 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 constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to continue the existing transactions(s) / contract(s) / arrangement(s) and / or to enter into and / or execute new transactions(s) / contract(s) / arrangement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, with Nebula3D Services Private Limited ("Nebula"), a related party of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between the Company and Nebula, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be deemed necessary and expedient, including but not limited to, finalizing the terms and conditions and executing necessary documents including contract(s), scheme(s), agreement(s) and other ancillary documents, settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred and to take necessary steps including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution.

**RESOLVED FURTHER THAT** all acts, deeds, matters and things done, executed or initiated by the Board in connection with or pursuant to the matters referred to or contemplated in the foregoing resolution(s) be and are hereby ratified, confirmed and approved in all respects."

#### 9. Material Related Party Transaction(s) between J K Technosoft Limited and Diensten Tech Limited

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party transactions(s) / contract(s) / arrangement(s) entered into and / or proposed to be entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, between J K Technosoft Limited (“JK Tech”) and Diensten Tech Limited (“DTL”), both entities being related party(ies) of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between JK Tech and DTL, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm’s length basis and in the ordinary course of business of the related parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to take necessary steps including delegation of all or any of its powers conferred under this resolution to any one or more Directors or Officers of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / aforesaid related parties in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### 10. Material Related Party Transaction(s) between J K Technosoft Limited and JK Digital & Advance Systems Private Limited

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party transactions(s) / contract(s) / arrangement(s) entered into and / or proposed to be entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, between J K Technosoft Limited (“JK Tech”) and JK Digital & Advance Systems Private Limited (“JK Digital”), both entities being related party(ies) of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between JK Tech and JK Digital, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm’s length basis and in the ordinary course of business of the related parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to take necessary steps including delegation of all or any of its powers conferred under this resolution to any one or more Directors or Officers of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / aforesaid related parties in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### 11. Material Related Party Transaction(s) between J K Technosoft Limited and Nebula3D Services Private Limited

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party transactions(s) / contract(s) / arrangement(s) entered into and / or proposed to be entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, between J K Technosoft Limited (“JK Tech”) and Nebula3D Services Private Limited (“Nebula”), both entities being related party(ies) of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between JK Tech and Nebula, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm’s length basis and in the ordinary course of business of the related parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to take necessary steps including delegation of all or any of its powers conferred under this resolution to any one or more Directors or Officers of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / aforesaid related parties in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

## 12. Material Related Party Transaction(s) between JK Digital & Advance Systems Private Limited and Diensten Tech Limited

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party transactions(s) / contract(s) / arrangement(s) entered into and / or proposed to be entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, between JK Digital & Advance Systems Private Limited (“JK Digital”) and Diensten Tech Limited (“DTL”), both entities being related party(ies) of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between JK Digital and DTL, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm’s length basis and in the ordinary course of business of the related parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to take necessary steps including delegation of all or any of its powers conferred under this resolution to any one or more Directors or Officers of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / aforesaid related parties in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

## 13. Material Related Party Transaction(s) between JK Digital & Advance Systems Private Limited and Nebula3D Services Private Limited

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, the Company’s Policy on Related Party Transactions, and the approval of the Audit Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded to the related party transactions(s) / contract(s) / arrangement(s) entered into and / or proposed to be entered into (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), as detailed in the Explanatory Statement annexed herewith, between JK Digital & Advance Systems Private Limited (“JK Digital”) and Nebula3D Services Private Limited (“Nebula”), both entities being related party(ies) of the Company, for an aggregate value not exceeding Rs. 100 Crore, for a period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, on such terms and conditions as may be mutually agreed between JK Digital and Nebula, provided that such transactions(s) / contract(s) / arrangement(s) shall be carried out at arm’s length basis and in the ordinary course of business of the related parties.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to take necessary steps including delegation of all or any of its powers conferred under this resolution to any one or more Directors or Officers of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / aforesaid related parties in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board  
For Jaykay Enterprises Limited

Sd/-

Shikha Rastogi

Company Secretary & Compliance Officer  
Membership No. A18226

Place: New Delhi  
Date: August 14, 2026

## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") setting out all material facts concerning Special Businesses to be transacted at the Annual General Meeting ("AGM" / "Meeting") is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of the Act read with Rules made thereunder and General Circular No. 03/2025 dated September 22, 2025, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, companies are allowed to hold AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue. Accordingly, in accordance with the MCA Circulars and applicable provisions of the Act read with Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 80<sup>th</sup> AGM of the Company is being conducted through VC / OAVM. The detailed procedure for participating in the Meeting through VC / OAVM Facility is mentioned hereunder in this Notice. The deemed venue for the AGM shall be the Registered Office of the Company i.e., Kamla Tower, Kanpur, Uttar Pradesh - 208001.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote e-voting.
4. Since the AGM will be held through VC / OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto.
5. Institutional / Corporate Members (i.e., other than individuals / HUF / NRI, etc.) intending to authorize their representatives to attend the AGM through VC / OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF / JPG Format) of its Board or governing body resolution / authorisation letter to the Scrutinizer by e-mail through its registered e-mail address at [vmcorporatelifilings@gmail.com](mailto:vmcorporatelifilings@gmail.com) with copies marked to the Company at [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) and to the Company's Registrar to an Issue and Share Transfer Agent ("RTA") at [rta@alankit.com](mailto:rta@alankit.com).
6. The details of directors seeking re-appointment in the ensuing AGM as required pursuant to the provisions of SEBI Listing Regulations and Secretarial Standard on General Meetings ("Secretarial Standard - 2") issued by the ICSI, as applicable, are provided in the **Annexure - I** annexed to the Notice.
7. **Dispatch of Notice of AGM and Annual Report through Electronic Mode:**
  - i) Pursuant to the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and the Annual Report for the financial year 2025-26 are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2025-26 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
    - a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, Aadhaar) supporting the registered address of the Member, by email to Alankit Assignments Limited, Company's RTA at [rta@alankit.com](mailto:rta@alankit.com) or at Company's email address: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com).
    - b) For the Members holding shares in demat form, please update your email address with your respective Depository Participant(s) ("DPs").
  - ii) Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / RTA / Depository Participants / Depositories. Members may also note that the Notice of the 80<sup>th</sup> AGM and the Annual Report for the financial year 2025-26 will also be available on the Company's website viz. [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and on the website of the Stock Exchanges where the equity shares of the Company are listed viz. BSE Limited ("BSE") at <https://www.bseindia.com> and National Stock Exchange of India Limited ("NSE") at <https://www.nseindia.com>.
  - iii) The Notice of AGM will be sent to those Members / Beneficial Owners electronically, whose name will appear in the Register of Members / List of Beneficiaries received from the depositories as on Friday, August 28, 2026.
  - iv) Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Tuesday, September 22, 2026, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or Company's RTA i.e. Alankit Assignments Limited.
8. Members attending the meeting through VC / OAVM including authorized representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purposes of reckoning the quorum under the provisions of Section 103 of the Act.

9. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and Circulars, the Company is providing the facility of e-Voting (including remote e-Voting) to its members in respect of the businesses to be transacted at the AGM. 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 as well as e-voting during the AGM will be provided by CDSL.
10. The remote e-voting facility will be available during the following period:
  - a. Commencement of remote e-voting: From 09:00 a.m. (IST) on Saturday, September 26, 2026 and end of remote e-voting: Up to 05:00 p.m. (IST) on Monday, September 28, 2026;
  - b. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
11. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Tuesday, September 22, 2026.

#### **INSTRUCTIONS FOR E-VOTING:**

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Members to cast their votes electronically on the resolutions mentioned in the Notice of the AGM of the Company to be held on Tuesday, September 29, 2026. The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575), Proprietor of M/s. Varuna Mittal & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the AGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on August 28, 2026. The remote e-voting period will commence on September 26, 2026 at 09:00 a.m. (IST) and will end on September 28, 2026 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. September 22, 2026, 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". Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:**

- i) The remote e-voting period begins on **Saturday, September 26, 2026 at 09:00 A.M. (IST)** and ends on **Monday, September 28, 2026 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. **September 22, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) 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:**

- iv) 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 and joining virtual meetings 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"> <li>1) 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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. <ul style="list-style-type: none"> <li>• Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li> <li>• Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>• 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.</li> <li>• Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>• Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul> </li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> <li>• Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</li> <li>• Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>• 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.</li> <li>• After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>• Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul> </li> <li>4. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. <ul style="list-style-type: none"> <li>• You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</li> <li>• Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>• Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul> </li> </ol> |

| Type of Shareholders                                                                                         | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DPs) | <ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. After Successful login, you will be able to see e-Voting option.</li> <li>3. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> </ol> |

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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:**

- v) Login method for Remote e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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                                                                                      | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul> |
| Dividend Bank Details or Date of Birth (DOB)                                             | 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>                       |

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- vii) 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.

- viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix) Click on the EVSN for the relevant <Jaykay Enterprises Ltd> on which you choose to vote.
- x) 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.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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.
- xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xv) 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.
- xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xvii) 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](http://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](mailto: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](mailto: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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## 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](mailto:cs@jaykayenterprises.com) or RTA at [rta@alankit.com](mailto: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 & joining virtual meetings through Depository.

## HELPLINE NUMBER & E-MAIL ADDRESS FOR E-VOTING/ PARTICIPATION AT THE AGM

- If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

## GENERAL GUIDELINES FOR MEMBERS

- The voting period begins on **Saturday, September 26, 2026 at 09:00 A.M.** and ends on **Monday, September 28, 2026 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. **September 22, 2026** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
  - Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **September 22, 2026**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
  - 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. **September 22, 2026** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - Any person, who acquires shares of the Company and becomes Member of the Company after sending of the notice and holding shares as on the Cut-off date i.e. **September 22, 2026**, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com) or to the Company. However, if he / she is already registered with CDSL for e-Voting then he / she can use his / her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM.
  - Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
12. Members may follow the same procedure for e-voting at the AGM as mentioned for remote e-voting. Only those Members who will be attending the AGM through VC / OAVM and have not cast their vote by remote e-voting, may exercise their voting rights at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or by e-voting at the AGM.
  13. Members, who would like to express their views / ask questions during the Meeting, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company at its email address: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) by September 23, 2026 by 05:00 p.m. IST.

Only those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending

upon availability of time as appropriate for smooth conduct of the AGM. The members who do not wish to speak during the AGM but have queries may send their queries mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company at its email address: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com). These queries will be replied to by the company suitably by email.

14. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013, Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013, Certificate from Secretarial Auditor of the Company certifying that the ESOP Scheme of the Company has been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com).
15. The Notice of AGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolutions shall be open and accessible for inspection by shareholder / investor at the Registered Office of the Company on any working day except holidays upto the date of the AGM and during the AGM.
16. The voting rights of the members for remote e-voting and e-voting at the AGM 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 September 22, 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
17. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members/list of beneficial owners as maintained by the Depositories / Company will be entitled to vote.
18. 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.
19. 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.
20. 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.
21. 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 RTA, Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC compliant.
22. 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.
23. In case of any queries regarding the notice of AGM, the Members may write to [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) to receive an email response.
24. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
25. The transcript of AGM shall also be made available on the Company's website at [www.jaykayenterprises.com](http://www.jaykayenterprises.com), as soon as possible after the conclusion of the AGM.
26. 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>.
27. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at Corporate Office of the Company and Registered Office of the subsidiary companies on any working day except holidays.

**28. 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. <a href="http://www.jaykayenterprises.com">www.jaykayenterprises.com</a> ) duly self-attested by the shareholder(s) to Company’s RTA at their address at Alankit Assignments Ltd., Alankit House, 4E/2, Jhandelwalan Extension, New Delhi - 110055. |
| 2.     | Demat shareholders        | Please update/Contact with your respective Depository Participants                                                                                                                                                                                                                                                                                                 |

**29. 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 / updation 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-14 |

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](http://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.

**30. 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.

**31. Scrutinizer appointment and Voting Results:**

- The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575), Proprietor of M/s. Varuna Mittal & Associates, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- The Scrutinizer, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall, within two working days from conclusion of the AGM, submit a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
- The results of the AGM shall be declared by the Chairman & Managing Director or any person duly authorized by him on this behalf, after the AGM within the prescribed time limits. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.
- The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of the results by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on BSE at <https://www.bseindia.com> and NSE at <https://www.nseindia.com>.

**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 businesses mentioned under Item Nos. 3 to 13 of the accompanying Notice dated August 14, 2026 and shall be taken as forming part of the Notice.

**Item No. 3**

Mr. Abhishek Singhania (DIN: 00087844) was re-appointed as the Chairman & Managing Director ("CMD") of the Company, not liable to retire by rotation, for a period of 3 (three) consecutive years commencing from July 01, 2024 to June 30, 2027 (both days inclusive), without remuneration. His re-appointment was approved by the shareholders of the Company by passing an Ordinary Resolution through Postal Ballot on March 16, 2024.

The present term of office of Mr. Abhishek Singhania as CMD of the Company shall expire on June 30, 2027. In terms of the proviso to Section 196(2) of the Companies Act, 2013 ("Act"), no re-appointment of a Managing Director shall be made earlier than one year before the expiry of his term. Accordingly, the proposed re-appointment of Mr. Abhishek Singhania is within the permissible period prescribed under the Act.

During his tenure as CMD, Mr. Abhishek Singhania has provided strategic guidance and leadership to the Company and has contributed to its growth and development. His experience, business acumen, knowledge of the Company's operations and understanding of the industry are considered valuable for the continued growth and development of the Company.

Considering his experience, leadership, strategic guidance and contribution to the growth and overall performance of the Company during his tenure as CMD, the Board of Directors at its meeting held on August 14, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), had approved the re-appointment of Mr. Abhishek Singhania as CMD of the Company, under the category of Key Managerial Personnel under Section 203 of the Act, not liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from July 01, 2027 till June 30, 2030 (both days inclusive), without remuneration, subject to the approval from the shareholders of the Company and receipt of requisite approvals, if any.

Mr. Abhishek Singhania satisfies the applicable conditions prescribed under Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment as CMD of the Company. He has given his consent to act as CMD of the Company and has confirmed that he is not disqualified from being appointed or continuing as a Director under Section 164 of the Act.

He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India ("SEBI") or any other statutory authority.

The resolution read with this Explanatory Statement may be treated as a written memorandum setting out the terms of re-appointment of Mr. Abhishek Singhania as required under Section 190 of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company.

The requisite details of Mr. Abhishek Singhania, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, as applicable, are provided in **Annexure-I** appended to this Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under SEBI Listing Regulations and other applicable laws.

Save and except Mr. Abhishek Singhania to whom the resolution relates, and his relatives, to the extent of their respective shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the resolution as set out at Item no. 3 of this Notice.

The Board is of the view that the continued association of Mr. Abhishek Singhania, considering his experience, knowledge, leadership and contribution to the Company, would be beneficial to the Company and it would be desirable to continue to avail his services as CMD.

Accordingly, the Board of Directors recommends the resolution as set out at Item no. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

**Item No. 4**

Mr. Partho Pratim Kar (DIN: 00508567) was appointed as a Non-Executive Non-Independent Director on the Board of the Company w.e.f. February 12, 2021. Considering his active involvement in managing the operational and other administrative affairs of the Company, the Board of Directors, at its meeting held on April 15, 2024, redesignated Mr. Partho Pratim Kar as the Joint Managing Director ("JMD") of the Company for a period of 3 (three) consecutive years commencing from April 15, 2024 to April 14, 2027 (both days inclusive), without remuneration. His redesignation as JMD was approved by the shareholders of the Company by passing an Ordinary Resolution through Postal Ballot on June 23, 2024.

The present term of office of Mr. Partho Pratim Kar as JMD of the Company shall expire on April 14, 2027. In terms of the proviso to Section 196(2) of the Companies Act, 2013 ("Act"), no re-appointment of a Managing Director shall be made earlier

than one year before the expiry of his term. Accordingly, the proposed re-appointment of Mr. Partho Pratim Kar is within the permissible period prescribed under the Act.

During his tenure as JMD, Mr. Partho Pratim Kar has played a pivotal role in shaping the Company's business strategy and driving key initiatives towards its growth and expansion. His extensive industry experience, strong understanding of the business and effective leadership capabilities continue to contribute significantly to the Company's strategic direction and are expected to support its sustained growth and success.

Considering his experience, leadership, strategic guidance and contribution to the growth and overall performance of the Company during his tenure as JMD, the Board of Directors at its meeting held on August 14, 2026, upon the recommendation of the Nomination and Remuneration Committee ("NRC"), had approved the re-appointment of Mr. Partho Pratim Kar as JMD of the Company, under the category of Key Managerial Personnel under Section 203 of the Act, liable to retire by rotation, for a further period of 3 (three) consecutive years commencing from April 15, 2027 till April 14, 2030 (both days inclusive), without remuneration, subject to the approval from the shareholders of the Company and receipt of requisite approvals, if any.

Mr. Partho Pratim Kar satisfies the applicable conditions prescribed under Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment as JMD of the Company. He has given his consent to act as JMD of the Company and has confirmed that he is not disqualified from being appointed or continuing as a Director under Section 164 of the Act.

He has also confirmed that he is not debarred from holding the office of a Director by virtue of any order of the SEBI or any other statutory authority.

The resolution read with this Explanatory Statement may be treated as a written memorandum setting out the terms of re-appointment of Mr. Partho Pratim Kar as required under Section 190 of the Act.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing his candidature for the office of Director of the Company.

The requisite details of Mr. Partho Pratim Kar, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings, as applicable, are provided in **Annexure-I** appended to this Statement. This Explanatory Statement may also be regarded as an appropriate disclosure under SEBI Listing Regulations and other applicable laws.

Save and except Mr. Partho Pratim Kar to whom the resolution relates, and his relatives, to the extent of their respective shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, if any, in the resolution as set out at Item no. 4 of this Notice.

The Board is of the view that the continued association of Mr. Partho Pratim Kar, considering his experience, knowledge, leadership and contribution to the Company, would be beneficial to the Company and it would be desirable to continue to avail his services as JMD.

Accordingly, the Board of Directors recommends the resolution as set out at Item no. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

#### **ITEM NO. 5**

Mr. Vedang Hari Singhania is the son of Mr. Abhishek Singhania, Chairman & Managing Director of the Company and accordingly, is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 ("Act"). Mr. Vedang Hari Singhania has been appointed as Associate Vice President in J K Technosoft Limited ("JK Tech"), a subsidiary of the Company, with effect from April 02, 2026, at a remuneration of Rs. 65 Lakhs per annum.

Section 188(1)(f) of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Rules"), provides for the applicable approval requirements in respect of appointment to any office or place of profit in the company, its subsidiary company or associate company where the monthly remuneration exceeds the prescribed threshold of Rs. 2.50 Lakhs. Since the remuneration payable to Mr. Vedang Hari Singhania exceeds the prescribed threshold, the transaction requires the approval of the Members of the Company by way of an Ordinary Resolution.

Accordingly, the approval of the JK Members is being sought for ratification of the appointment of Mr. Vedang Hari Singhania to the office or place of profit in JK Tech and the remuneration payable to him with effect from April 02, 2026.

The Board of Directors of the Company, at its meeting held on August 14, 2026, based on the recommendation of the Audit Committee, considered the appointment and remuneration of Mr. Vedang Hari Singhania, a related party of the Company, as Associate Vice President in JK Tech, a subsidiary of the Company, and recommended the same for approval and ratification by the Members.

The particulars of the appointment and remuneration, as required pursuant to the provisions of Section 188 of the Act and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, are set out below:

| S.N. | Particulars                                                     | Remarks                   |
|------|-----------------------------------------------------------------|---------------------------|
| 1.   | Name of the Related Party                                       | Mr. Vedang Hari Singhania |
| 2.   | Name of the Director or Key Managerial Personnel who is related | Mr. Abhishek Singhania    |

|    |                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|----|-----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3. | Nature of Relationship                                                                                    | Mr. Vedang Hari Singhania is the son of Mr. Abhishek Singhania, Chairman & Managing Director of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 4. | Nature, material terms, monetary value and particulars of the contract or arrangements                    | Ratification of appointment to the office or place of profit: Mr. Vedang Hari Singhania has been appointed as Associate Vice President in JK Tech, a subsidiary of the Company, with effect from April 02, 2026, at a remuneration of Rs. 65 Lakhs per annum, comprising Fixed Pay of Rs. 50 Lakhs per annum and Variable Pay of Rs. 15 Lakhs per annum, together with other benefits and perquisites, including insurance, Provident Fund, gratuity, etc., as per the applicable rules and policies of JK Tech, and on such other terms and conditions as may be agreed between JK Tech and Mr. Vedang Hari Singhania. Any change in designation and revision in remuneration shall be finalised by the Board of Directors of JK Tech (including any Committee thereof), from time to time, in accordance with the applicable policies of JK Tech relating to performance measurement, appraisal and remuneration and applicable laws. |
| 5. | Any other information relevant or important for the members to take a decision on the proposed resolution | The remuneration of Mr. Vedang Hari Singhania has been recommended considering his qualifications, expertise and experience. He holds a Bachelor of Science in Business Administration from Boston University and has over five years of corporate experience. The remuneration and other commercial terms have been determined after considering the scope and responsibilities of the role, his experience and expertise, prevailing market benchmarks for comparable positions, internal compensation parity, business requirements and the overall compensation philosophy of JK Tech. Based on the above considerations, the remuneration was considered appropriate and competitive.                                                                                                                                                                                                                                              |

Mr. Abhishek Singhania, Chairman & Managing Director of the Company and his relatives may be deemed to be concerned or interested in the resolution as set out at Item No. 5, to the extent of their shareholding interest, if any in the Company and shall not vote on the Ordinary Resolution set out at Item No. 5 of the Notice, in terms of the second proviso to Section 188(1) of the Companies Act, 2013 read with General Circular No. 30 / 2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs.

Except as mentioned above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the resolution as set out at Item no. 5 of the Notice.

The Board of Directors recommends the resolution as set out at Item no. 5 of the Notice for approval and ratification by the Members by way of an Ordinary Resolution.

#### **Item Nos. 6 to 13**

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), inter alia, states that all material related party transactions ("RPTs") shall require prior approval of the members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and undertaken at an arms' length pricing basis.

For a listed entity having consolidated turnover upto Rs. 20,000 Crore, a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity.

Further, Regulation 2(1)(zb) of the SEBI Listing Regulations has provided the definition of related party and Regulation 2(1)(zc) of the SEBI Listing Regulations has defined related party transaction to include a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged.

The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, ("Circular") has mandated listed companies to follow "Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction ("ISF Note"). The ISF Note prescribes information to be provided for review of the Audit Committee and Shareholders for approval of Material RPTs.

In compliance with the above Circular, the additional information as required under the ISF Note for approval of Material RPTs, inter alia, including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing, was placed before the Audit Committee and the Board of Directors of the Company. The same has also been incorporated below as a part of the Explanatory Statement. The Audit Committee has also reviewed and taken note of the certificate placed before it by Mr. Partho Pratim Kar, Joint Managing Director and Mr. Sanjay Jain, Chief Financial Officer of the Company, confirming that the proposed RPT(s) are in the interest of the Company.

The Audit Committee and the Board of Directors, after reviewing all requisite information in accordance with the SEBI Listing Regulations, Companies Act, 2013, and the strategic rationale, have granted their approval for entering into the proposed RPTs, subject to approval of the members. The Company and its subsidiaries & related parties have a well-defined governance process for undertaking related party transactions. The Audit Committee has noted that the proposed transactions shall be carried out in the ordinary course of business and on an arm's length basis.

The members may note that the Company's business operations are integrated and are carried out either directly or through its subsidiaries, joint venture, and associates, operating across diverse sectors such as Defence, Digital & Advanced Systems, and Digital Services. In the ordinary course of business, various transactions are undertaken between the Company and such related parties or between such related parties itself in order to ensure operational efficiency, optimal resource utilisation, timely execution of commitments, value creation, and smooth conduct of business activities.

In view of the scale, nature and interdependent functioning of the Company and its group entities, it is essential to continue entering into transactions such as purchase/sale of goods or services, job work, availing or rendering of services, leasing arrangements, sharing of resources, reimbursement of expenses, intercorporate support arrangements and other operational transactions, which are necessary for efficient business conduct and for strengthening the Company's market position and growth trajectory.

Based on the estimated value of such transactions, during the period commencing from the conclusion of the 80<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 81<sup>st</sup> Annual General Meeting of the Company to be held in the year 2027, the proposed RPTs may exceed the materiality thresholds prescribed under Regulation 23 of the SEBI Listing Regulations. Accordingly, the approval of the shareholders is required. In view of the above, Resolution nos. 6 to 13 are placed for approval by the members of the Company.

Details required to be furnished as per the SEBI Listing Regulations are mentioned below:

#### Item Nos. 6, 7 and 8

Details of the proposed RPT's of the Company with J K Technosoft Limited ("JK Tech"), Diensten Tech Limited ("DTL") and Nebula 3D Services Private Limited ("Nebula"), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 titled Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" and other applicable SEBI Circulars (collectively, the "SEBI Circulars"), are as follows:

| S. No. | Particulars of the information                                                                                                                        | JK Tech                                                                                                                                                                                                                                              | DTL                                          | Nebula                                                                                                                         |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Basic details of the related party                                                                                                                    |                                                                                                                                                                                                                                                      |                                              |                                                                                                                                |
| a.     | Name of the related party                                                                                                                             | JK Tech                                                                                                                                                                                                                                              | DTL                                          | Nebula                                                                                                                         |
| b.     | Country of incorporation of the related party                                                                                                         | India                                                                                                                                                                                                                                                | India                                        | India                                                                                                                          |
| c.     | Nature of business of the related party                                                                                                               | Engaged in the business of Information Technology (IT) services, Artificial Intelligence/Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions, Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions) | Engaged in the business of Manpower Staffing | Engaged in the business of 3D Scanning Services, Laser tracker Services, Reverse Engineering Services, Rapid Photocopying etc. |
| 2.     | Relationship and ownership of the related party                                                                                                       |                                                                                                                                                                                                                                                      |                                              |                                                                                                                                |
| a.     | Relationship between the listed entity/subsidiary and the related party - including nature of its concern (financial or otherwise) and the following: | JK Tech is a material subsidiary of the Company.                                                                                                                                                                                                     | DTL is a related party of the Company.       | Nebula is an associate of the Company.                                                                                         |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                 | JK Tech                                                                                                                                | DTL                                                                                                                                                                                                                                                 | Nebula                                                         |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------|------------|---|---------------|-------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|-----------------------|------------|---|-----------------|------|
|        | • Shareholding of the listed entity/ <del>subsidiary</del> (in case of transaction involving <del>the subsidiary</del> ); whether direct or indirect, in the related party.                                                                                                    | The Company holds 99.07% of the share capital in JK Tech (assuming full conversion of partly paid-up shares into fully paid-up shares) | Nil                                                                                                                                                                                                                                                 | The Company holds 27.65% of the equity share capital in Nebula |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
|        | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ <del>subsidiary</del> (in case of transaction involving <del>the subsidiary</del> ). | Not Applicable                                                                                                                         | Not Applicable                                                                                                                                                                                                                                      | Not Applicable                                                 |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
|        | • Shareholding of the related party, whether direct or indirect, in the listed entity/ <del>subsidiary</del> (in case of transaction involving <del>the subsidiary</del> ).                                                                                                    | Nil                                                                                                                                    | Nil                                                                                                                                                                                                                                                 | Nil                                                            |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| 3.     | Details of previous transactions with the related party                                                                                                                                                                                                                        |                                                                                                                                        |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| a.     | Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party during the last financial year i.e. FY 2025-26                                                                                                            | Nil                                                                                                                                    | <div>The transaction undertaken by Company with DTL is as follows:<div>(Amount in Lakhs)<table><tr><th>S. No.</th><th>Nature of Transaction</th><th>FY 2025-26</th></tr><tr><td>1</td><td>Rent Received</td><td>18.18</td></tr></table></div></div> | S. No.                                                         | Nature of Transaction | FY 2025-26 | 1 | Rent Received | 18.18 | <div>The transaction undertaken by Company with Nebula is as follows:<div>(Amount in Lakhs)<table><tr><th>S. No.</th><th>Nature of Transaction</th><th>FY 2025-26</th></tr><tr><td>1</td><td>Interest Income</td><td>5.06</td></tr></table></div></div> | S. No. | Nature of Transaction | FY 2025-26 | 1 | Interest Income | 5.06 |
| S. No. | Nature of Transaction                                                                                                                                                                                                                                                          | FY 2025-26                                                                                                                             |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| 1      | Rent Received                                                                                                                                                                                                                                                                  | 18.18                                                                                                                                  |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| S. No. | Nature of Transaction                                                                                                                                                                                                                                                          | FY 2025-26                                                                                                                             |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| 1      | Interest Income                                                                                                                                                                                                                                                                | 5.06                                                                                                                                   |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| b.     | Total amount of all the transactions undertaken by the listed entity <del>or subsidiary</del> with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought                                         | Nil                                                                                                                                    | Rent Received - Rs. 6 Lakhs                                                                                                                                                                                                                         | Nil                                                            |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| c.     | Any default made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year i.e. FY 2025-26                                                         | Nil                                                                                                                                    | Nil                                                                                                                                                                                                                                                 | Nil                                                            |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |
| 4.     | Amount of the proposed transactions                                                                                                                                                                                                                                            |                                                                                                                                        |                                                                                                                                                                                                                                                     |                                                                |                       |            |   |               |       |                                                                                                                                                                                                                                                         |        |                       |            |   |                 |      |

| S. No. | Particulars of the information                                                                                                                                                                                                                                               | JK Tech                                                                                                                                                                                                                                                                                                                                                                                                        |                               | DTL                                              |                               | Nebula                                           |                               |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------|-------------------------------|
| a.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders                                                                                                                                                           | Rs. 100 Crore (excluding applicable taxes)                                                                                                                                                                                                                                                                                                                                                                     |                               | Rs. 100 Crore (excluding applicable taxes)       |                               | Rs. 100 Crore (excluding applicable taxes)       |                               |
| b.     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                             | Yes                                                                                                                                                                                                                                                                                                                                                                                                            |                               | Yes                                              |                               | Yes                                              |                               |
| c.     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26                                                                                                          | ~42% of the consolidated turnover of the Company                                                                                                                                                                                                                                                                                                                                                               |                               | ~42% of the consolidated turnover of the Company |                               | ~42% of the consolidated turnover of the Company |                               |
| d.     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year i.e. FY 2025-26 (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                 |                               | Not Applicable                                   |                               | Not Applicable                                   |                               |
| e.     | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone, if consolidated not available) for the immediately preceding financial year i.e. FY 2025-26, if available                                             | ~48% of the consolidated turnover of JK Tech                                                                                                                                                                                                                                                                                                                                                                   |                               | ~61% of the consolidated turnover of DTL         |                               | ~3067% of the standalone turnover of Nebula      |                               |
| f.     | Financial performance of the related party for the immediately preceding financial year (standalone basis) i.e. FY 2025-26                                                                                                                                                   | Particulars                                                                                                                                                                                                                                                                                                                                                                                                    | FY 2025-26<br>(Rs. in Crores) | Particulars                                      | FY 2025-26<br>(Rs. in Crores) | Particulars                                      | FY 2025-26<br>(Rs. in Crores) |
|        |                                                                                                                                                                                                                                                                              | Turnover                                                                                                                                                                                                                                                                                                                                                                                                       | 162.90                        | Turnover                                         | 139.37                        | Turnover                                         | 3.26                          |
|        |                                                                                                                                                                                                                                                                              | Profit/(Loss)<br>After Tax                                                                                                                                                                                                                                                                                                                                                                                     | 29.40                         | Profit/(Loss)<br>After Tax                       | 0.42                          | Profit/(Loss)<br>After Tax                       | 0.38                          |
|        |                                                                                                                                                                                                                                                                              | Net Worth                                                                                                                                                                                                                                                                                                                                                                                                      | 173.08                        | Net Worth                                        | 19.68                         | Net Worth                                        | (2.12)                        |
| 5.     | Basic details of the proposed transaction                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                |                               |                                                  |                               |                                                  |                               |
| a.     | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                                                                                                             | <ul style="list-style-type: none"> <li>• Sale/Purchase of goods/materials</li> <li>• Rendering/availing of services</li> <li>• Inter-corporate Deposits</li> <li>• Granting/receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li> <li>• Interest received/paid</li> <li>• Rent received/paid</li> </ul> |                               |                                                  |                               |                                                  |                               |

| S. No. | Particulars of the information                                                                                                                                                             | JK Tech                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | DTL                                                                                                                                                    | Nebula                                                                                                                                                 |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| b.     | Details of each type of the proposed transaction                                                                                                                                           | <ul style="list-style-type: none"><li>• Sale/Purchase of goods/materials</li><li>• Rendering/availing of services</li><li>• Inter-corporate Deposits</li><li>• Granting/receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li><li>• Interest received/paid</li><li>• Rent received/paid</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                        |                                                                                                                                                        |
| c.     | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                   | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company |
| d.     | Whether omnibus approval is being sought?                                                                                                                                                  | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Yes                                                                                                                                                    | Yes                                                                                                                                                    |
| e.     | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs. 100 Crore (excluding applicable taxes)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Rs. 100 Crore (excluding applicable taxes)                                                                                                             | Rs. 100 Crore (excluding applicable taxes)                                                                                                             |
| f.     | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                      | <p>In view of the scale, nature and interdependent functioning of the Company and its group entities, the proposed RPTs will enable timely procurement, manufacturing, and delivery for execution of projects/orders of strategic importance. These arrangements will support operational efficiency, optimal resource utilisation, value creation, and smooth conduct of business activities. The proposed transactions are, therefore, necessary for efficient business operations and for strengthening the Company's market position and overall growth trajectory.</p> <p>The proposed financial support is intended to meet its working capital requirements for execution of existing/proposed projects, thereby facilitating timely execution, value creation, and smooth business operations. The funds may also be utilized for general corporate purposes and other business-related expenses.</p> |                                                                                                                                                        |                                                                                                                                                        |
| g.     | Details of the promoter(s) / director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                             | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | None                                                                                                                                                   | None                                                                                                                                                   |
| h.     | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee                                                                                 | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                        |                                                                                                                                                        |
| i.     | Other information relevant for decision making                                                                                                                                             | All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                        |                                                                                                                                                        |
| 6.     | Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.                                                                          | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                        |                                                                                                                                                        |
| b.     | Basis of determination of price.                                                                                                                                                           | <p>All transactions with the related parties are undertaken on an arm's length basis. The value of the related party transactions is determined with reference to prevailing market prices of the relevant goods, materials, or services, wherever available.</p> <p>Where comparable market prices are not available, alternative methods such as reimbursement of actual costs incurred or cost-plus mark-up, as applicable under arm's length pricing criteria, are adopted.</p> <p>A Valuation report and/or other external report, if applicable in future, would be obtained and relied upon.</p>                                                                                                                                                                                                                                                                                                       |                                                                                                                                                        |                                                                                                                                                        |

| S. No. | Particulars of the information                                                                                                                                                                                                            | JK Tech                                                                                                                                                                                                                   | DTL                                                    | Nebula                                                 |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------------------------|
| c.     | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | 100%                                                                                                                                                                                                                      | 100%                                                   | 100%                                                   |
|        | i. Amount of Trade advance                                                                                                                                                                                                                | Rs. 40 Crore                                                                                                                                                                                                              | Rs. 40 Crore                                           | Rs. 40 Crore                                           |
|        | ii. Tenure                                                                                                                                                                                                                                | Up to 12 Months                                                                                                                                                                                                           | Up to 12 Months                                        | Up to 12 Months                                        |
|        | iii. Whether same is self-liquidating?                                                                                                                                                                                                    | Yes, expected to be recovered through sale settlements                                                                                                                                                                    | Yes, expected to be recovered through sale settlements | Yes, expected to be recovered through sale settlements |
| 7.     | Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary                                                               |                                                                                                                                                                                                                           |                                                        |                                                        |
| a.     | Source of funds in connection with the proposed transaction                                                                                                                                                                               | Internal Sources/Surplus/Borrowed Funds                                                                                                                                                                                   |                                                        |                                                        |
| b.     | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:<br>a. Nature of indebtedness<br>b. Total cost of borrowing<br>c. Tenure<br>d. Other details                         | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.<br><br>If required, the same will be done in compliance with the provisions of the Companies Act, 2013. |                                                        |                                                        |
| c.     | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.                                                                                                                               | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.                                                                                                         |                                                        |                                                        |
| d.     | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                                                                                                                                           | In compliance with the provisions of the Companies Act, 2013                                                                                                                                                              |                                                        |                                                        |
| e.     | Maturity / due date                                                                                                                                                                                                                       | Upto 36 months                                                                                                                                                                                                            |                                                        |                                                        |
| f.     | Repayment schedule & terms                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                                            |                                                        |                                                        |
| g.     | Whether secured or unsecured?                                                                                                                                                                                                             | Unsecured                                                                                                                                                                                                                 |                                                        |                                                        |
| h.     | If secured, the nature of security & security coverage ratio                                                                                                                                                                              | Not Applicable                                                                                                                                                                                                            |                                                        |                                                        |
| i.     | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.                                                                                                                   | For execution of existing/proposed projects, general corporate purposes and meeting business related expenses.<br><br>Also giving as Collateral/ Margin Money to the Banks.                                               |                                                        |                                                        |
| j.     | Latest credit rating of the related party                                                                                                                                                                                                 | No credit rating available for the related party                                                                                                                                                                          |                                                        |                                                        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | JK Tech                                                                                                                                                                                                              | DTL | Nebula |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|
| k.     | <p>Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25, and FY 2025-26, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> | Nil                                                                                                                                                                                                                  |     |        |
| 8.     | Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                      |     |        |
| a.     | <p>i. Rationale for giving guarantee, surety, indemnity or comfort letter</p> <p>ii. Whether it will create a legally binding obligation on listed entity?</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <p>To facilitate the availing of banking and financial facilities necessary for meeting the operational and business requirements.</p> <p>Yes, it will create a legally binding obligation on the listed entity.</p> |     |        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | JK Tech                                                                                                                                                                    | DTL | Nebula |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|
| b.     | Material covenants of the proposed transaction including:<br>i. commission, if any to be received by the listed entity or its subsidiary;<br>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.                                                                                                                                                                                            | No commission is payable to the listed entity or its subsidiary.<br><br>Recovery, in case any guarantee etc. is invoked, will be made through standard contractual rights. |     |        |
| c.     | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security /contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | Rs. 119.77 Crore                                                                                                                                                           |     |        |
| d.     | If guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party                                                                                                                                                                                     | No credit rating available for the related party                                                                                                                           |     |        |
| e.     | Details of solvency status and going concern status of the related party during the last three financial years                                                                                                                                                                                                                                                                                                                                                                                                | Solvent and Going Concern                                                                                                                                                  |     |        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | JK Tech | DTL | Nebula |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|-----|--------|
| f.     | <p>Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25 and FY 2025-26, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> | Nil     |     |        |

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the resolutions as set out at Item no. 6, 7 and 8 of the Notice.

The Board of Directors recommends the resolutions as set out at Item No. 6, 7 and 8 of the Notice for approval by the Members by way of Ordinary Resolutions.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolutions set forth at Item No. 6, 7 and 8 of the Notice, irrespective of whether the entity is a Related Party to the particular transaction(s) or not.

#### Item Nos. 9, 10 and 11

Details of the proposed RPTs of J K Technosoft Limited (“JK Tech”) with Diensten Tech Limited (“DTL”), JK Digital & Advance Systems Private Limited (“JK Digital”) and Nebula 3D Services Private Limited (“Nebula”), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circulars, are as follows:

| S. No. | Particulars of the information                | JK Tech and DTL | JK Tech and JK Digital | JK Tech and Nebula |
|--------|-----------------------------------------------|-----------------|------------------------|--------------------|
| 1.     | Basic details of the related party            |                 |                        |                    |
| a.     | Name of the related party                     | JK Tech and DTL | JK Tech and JK Digital | JK Tech and Nebula |
| b.     | Country of incorporation of the related party | India           | India                  | India              |

| S. No. | Particulars of the information                                                                                                                                                                                                                          | JK Tech and DTL                                                                                                                                                                                                                                                                                                               | JK Tech and JK Digital                                                                                                                                                                                                                                                                                                                                                                                                     | JK Tech and Nebula                                                                                                                                                                                                                                                                                                                                                                                                |            |   |               |      |     |     |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---|---------------|------|-----|-----|
| c.     | Nature of business of the related party                                                                                                                                                                                                                 | JK Tech is engaged in the business of Information Technology (IT) services, Artificial Intelligence/ Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions, Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions).<br><br>DTL is engaged in the business of Manpower Staffing. | JK Tech is engaged in the business of Information Technology (IT) services, Artificial Intelligence/ Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions, Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions).<br><br>JK Digital is engaged in the business of Digital Manufacturing services for advanced systems, research and development and other allied services. | JK Tech is engaged in the business of Information Technology (IT) services, Artificial Intelligence/ Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions, Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions).<br><br>Nebula is engaged in the business of 3D Scanning Services, Laser tracker Services, Reverse Engineering Services, Rapid Photocopying etc. |            |   |               |      |     |     |
| 2.     | Relationship and ownership of the related party                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                   |            |   |               |      |     |     |
| a.     | Relationship between the listed entity/subsidiary and the related party - including nature of its concern (financial or otherwise) and the following:                                                                                                   | JK Tech is a material subsidiary of the Company.<br><br>DTL is a related party of the Company.<br><br>Both entities are related parties to the Company.                                                                                                                                                                       | JK Tech is a material subsidiary of the Company.<br><br>JK Digital is a wholly owned subsidiary of the Company.<br><br>Both entities are related parties to the Company.                                                                                                                                                                                                                                                   | JK Tech is a material subsidiary of the Company.<br><br>Nebula is an associate of the Company.<br><br>Both entities are related parties to the Company.                                                                                                                                                                                                                                                           |            |   |               |      |     |     |
|        | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.                                                                                                    | The Company holds 99.07% of the share capital in JK Tech (assuming full conversion of partly paid-up shares into fully paid-up shares)<br><br>The Company/ JK Tech has no shareholding in DTL.                                                                                                                                | The Company holds 99.07% of the share capital in JK Tech (assuming full conversion of partly paid-up shares into fully paid-up shares)<br><br>JK Digital is a wholly owned subsidiary of the Company.                                                                                                                                                                                                                      | The Company holds 99.07% of the share capital in JK Tech (assuming full conversion of partly paid-up shares into fully paid-up shares)<br><br>The Company holds 27.65% of the equity share capital in Nebula.                                                                                                                                                                                                     |            |   |               |      |     |     |
|        | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable                                                                                                                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                             | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                    |            |   |               |      |     |     |
|        | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).                                                                                                    | Nil                                                                                                                                                                                                                                                                                                                           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                        | Nil                                                                                                                                                                                                                                                                                                                                                                                                               |            |   |               |      |     |     |
| 3.     | Details of previous transactions with the related party                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                   |            |   |               |      |     |     |
| a.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. FY 2025-26                                                                                                | The transaction undertaken by JK Tech with DTL is as follows:<br><br>(Amount in Lakhs) <table><tr><td>S. No.</td><td>Nature of Transaction</td><td>FY 2025-26</td></tr><tr><td>1</td><td>Rent Received</td><td>0.40</td></tr></table>                                                                                         | S. No.                                                                                                                                                                                                                                                                                                                                                                                                                     | Nature of Transaction                                                                                                                                                                                                                                                                                                                                                                                             | FY 2025-26 | 1 | Rent Received | 0.40 | Nil | Nil |
| S. No. | Nature of Transaction                                                                                                                                                                                                                                   | FY 2025-26                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                   |            |   |               |      |     |     |
| 1      | Rent Received                                                                                                                                                                                                                                           | 0.40                                                                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                   |            |   |               |      |     |     |
| b.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought                             | Nil                                                                                                                                                                                                                                                                                                                           | Rs. 0.18 Lakhs                                                                                                                                                                                                                                                                                                                                                                                                             | Nil                                                                                                                                                                                                                                                                                                                                                                                                               |            |   |               |      |     |     |

| S. No. | Particulars of the information                                                                                                                                                                                                                                               | JK Tech and DTL                                                                                                                                                                                                                                                                                                                                                                                             |                            |        | JK Tech and JK Digital                           |                            |            | JK Tech and Nebula                               |                            |        |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------|--------------------------------------------------|----------------------------|------------|--------------------------------------------------|----------------------------|--------|
| c.     | Any default made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year i.e. FY 2025-26                                                       | Nil                                                                                                                                                                                                                                                                                                                                                                                                         |                            |        | Nil                                              |                            |            | Nil                                              |                            |        |
| 4.     | Amount of the proposed transactions                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                                                                                                                             |                            |        |                                                  |                            |            |                                                  |                            |        |
| a.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders                                                                                                                                                           | Rs. 100 Crore (excluding applicable taxes)                                                                                                                                                                                                                                                                                                                                                                  |                            |        | Rs. 100 Crore (excluding applicable taxes)       |                            |            | Rs. 100 Crore (excluding applicable taxes)       |                            |        |
| b.     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                             | Yes                                                                                                                                                                                                                                                                                                                                                                                                         |                            |        | Yes                                              |                            |            | Yes                                              |                            |        |
| c.     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26                                                                                                          | ~42% of the consolidated turnover of the Company                                                                                                                                                                                                                                                                                                                                                            |                            |        | ~42% of the consolidated turnover of the Company |                            |            | ~42% of the consolidated turnover of the Company |                            |        |
| d.     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year i.e. FY 2025-26 (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | ~61% of the standalone turnover of JK Tech                                                                                                                                                                                                                                                                                                                                                                  |                            |        | ~61% of the standalone turnover of JK Tech       |                            |            | ~61% of the standalone turnover of JK Tech       |                            |        |
| e.     | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone, if consolidated not available) for the immediately preceding financial year i.e. FY 2025-26, if available                                             | ~61% of the consolidated turnover of DTL                                                                                                                                                                                                                                                                                                                                                                    |                            |        | ~20833% of the standalone turnover of JK Digital |                            |            | ~3067% of the standalone turnover of Nebula      |                            |        |
| f.     | Financial performance of the related party for the immediately preceding financial year (standalone basis) i.e. FY 2025-26                                                                                                                                                   | Particulars                                                                                                                                                                                                                                                                                                                                                                                                 | FY 2025-26 (Rs. in Crores) |        | Particulars                                      | FY 2025-26 (Rs. in Crores) |            | Particulars                                      | FY 2025-26 (Rs. in Crores) |        |
|        |                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                             | JK Tech                    | DTL    |                                                  | JK Tech                    | JK Digital |                                                  | JK Tech                    | Nebula |
|        |                                                                                                                                                                                                                                                                              | Turnover                                                                                                                                                                                                                                                                                                                                                                                                    | 162.90                     | 139.37 | Turnover                                         | 162.90                     | 0.48       | Turnover                                         | 162.90                     | 3.26   |
|        |                                                                                                                                                                                                                                                                              | Profit/ (Loss) After Tax                                                                                                                                                                                                                                                                                                                                                                                    | 29.40                      | 0.42   | Profit/ (Loss) After Tax                         | 29.40                      | (0.60)     | Profit/ (Loss) After Tax                         | 29.40                      | 0.38   |
|        |                                                                                                                                                                                                                                                                              | Net Worth                                                                                                                                                                                                                                                                                                                                                                                                   | 173.08                     | 19.68  | Net Worth                                        | 173.08                     | 21.54      | Net Worth                                        | 173.08                     | (2.12) |
| 5.     | Basic details of the proposed transaction                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                             |                            |        |                                                  |                            |            |                                                  |                            |        |
| a.     | Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)                                                                                                                                           | <ul style="list-style-type: none"><li>• Sale/Purchase of goods/materials</li><li>• Rendering/ availing of services</li><li>• Inter-corporate Deposits</li><li>• Granting/ receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li><li>• Interest received/ paid</li><li>• Rent received/ paid</li></ul> |                            |        |                                                  |                            |            |                                                  |                            |        |
| b.     | Details of each type of the proposed transaction                                                                                                                                                                                                                             | <ul style="list-style-type: none"><li>• Sale/Purchase of goods/materials</li><li>• Rendering/ availing of services</li><li>• Inter-corporate Deposits</li><li>• Granting/ receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li><li>• Interest received/ paid</li><li>• Rent received/ paid</li></ul> |                            |        |                                                  |                            |            |                                                  |                            |        |

| S. No. | Particulars of the information                                                                                                                                                                                                            | JK Tech and DTL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | JK Tech and JK Digital                                                                                                                                 | JK Tech and Nebula                                                                                                                                     |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| c.     | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                                                                  | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company |
| d.     | Whether omnibus approval is being sought?                                                                                                                                                                                                 | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes                                                                                                                                                    | Yes                                                                                                                                                    |
| e.     | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.                                                | Rs. 100 Crore (excluding applicable taxes)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Rs. 100 Crore (excluding applicable taxes)                                                                                                             | Rs. 100 Crore (excluding applicable taxes)                                                                                                             |
| f.     | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                                                                     | In view of the scale, nature and interdependent functioning of the Company and its group entities, the proposed RPTs will enable timely procurement, manufacturing, and delivery for execution of projects/orders of strategic importance. These arrangements will support operational efficiency, optimal resource utilisation, value creation, and smooth conduct of business activities. The proposed transactions are, therefore, necessary for efficient business operations and for strengthening the Company’s market position and overall growth trajectory. The proposed financial support is intended to meet its working capital requirements for execution of existing/proposed projects, thereby facilitating timely execution, value creation, and smooth business operations. The funds may also be utilized for general corporate purposes and other business-related expenses. |                                                                                                                                                        |                                                                                                                                                        |
| g.     | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                                                             | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | None                                                                                                                                                   | None                                                                                                                                                   |
| h.     | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee                                                                                                                                | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                        |                                                                                                                                                        |
| i.     | Other information relevant for decision making                                                                                                                                                                                            | All relevant/important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                        |                                                                                                                                                        |
| 6.     | Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances                                                                            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.                                                                                                                         | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                                                                                                                        |                                                                                                                                                        |
| b.     | Basis of determination of price.                                                                                                                                                                                                          | All transactions with the related parties are undertaken on an arm’s length basis. The value of the related party transactions is determined with reference to prevailing market prices of the relevant goods, materials, or services, wherever available.<br><br>Where comparable market prices are not available, alternative methods such as reimbursement of actual costs incurred or cost-plus mark-up, as applicable under arm’s length pricing criteria, are adopted.<br><br>A Valuation report and/or other external report, if applicable in future, would be obtained and relied upon.                                                                                                                                                                                                                                                                                                |                                                                                                                                                        |                                                                                                                                                        |
| c.     | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: | 100%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 100%                                                                                                                                                   | 100%                                                                                                                                                   |
|        | i. Amount of Trade advance                                                                                                                                                                                                                | Rs. 40 Crore                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Rs. 40 Crore                                                                                                                                           | Rs. 40 Crore                                                                                                                                           |
|        | ii. Tenure                                                                                                                                                                                                                                | Up to 12 Months                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Up to 12 Months                                                                                                                                        | Up to 12 Months                                                                                                                                        |
|        | iii. Whether same is self-liquidating?                                                                                                                                                                                                    | Yes, expected to be recovered through sale settlements                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes, expected to be recovered through sale settlements                                                                                                 | Yes, expected to be recovered through sale settlements                                                                                                 |
| 7.     | Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Source of funds in connection with the proposed transaction                                                                                                                                                                               | Internal Sources/Surplus/Borrowed Funds                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                        |                                                                                                                                                        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | JK Tech and DTL                                                                                                                                                                                                       | JK Tech and JK Digital | JK Tech and Nebula |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------|
| b.     | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:<br>a. Nature of indebtedness<br>b. Total cost of borrowing<br>c. Tenure<br>d. Other details                                                                                                                                                                                                                                                                                                                                                            | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.<br>If required, the same will be done in compliance with the provisions of the Companies Act, 2013. |                        |                    |
| c.     | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.                                                                                                     |                        |                    |
| d.     | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | In compliance with the provisions of the Companies Act, 2013                                                                                                                                                          |                        |                    |
| e.     | Maturity / due date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Upto 36 months                                                                                                                                                                                                        |                        |                    |
| f.     | Repayment schedule & terms                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Not Applicable                                                                                                                                                                                                        |                        |                    |
| g.     | Whether secured or unsecured?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Unsecured                                                                                                                                                                                                             |                        |                    |
| h.     | If secured, the nature of security & security coverage ratio                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Not Applicable                                                                                                                                                                                                        |                        |                    |
| i.     | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.                                                                                                                                                                                                                                                                                                                                                                                                                                                      | For execution of existing/proposed projects, general corporate purposes and meeting business related expenses.<br>Also giving as Collateral/ Margin Money to the Banks.                                               |                        |                    |
| j.     | Latest credit rating of the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | No credit rating available for the related party                                                                                                                                                                      |                        |                    |
| k.     | Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25 and FY 2025-26, by the related party from the listed entity or any other person and value of subsisting default.<br>In addition, state the following:<br>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;<br>b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting; | Nil                                                                                                                                                                                                                   |                        |                    |
|        | c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;<br>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                       |                        |                    |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | JK Tech and DTL                                                                                                                                                            | JK Tech and JK Digital | JK Tech and Nebula |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------|
| 8.     | Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary                                                                                                                                                         |                                                                                                                                                                            |                        |                    |
| a.     | i. Rationale for giving guarantee, surety, indemnity or comfort letter<br>ii. Whether it will create a legally binding obligation on listed entity?                                                                                                                                                                                                                                                                                                                                                          | To facilitate the availing of banking and financial facilities necessary for meeting the operational and business requirements.<br><br>No                                  |                        |                    |
| b.     | Material covenants of the proposed transaction including:<br>i. commission, if any to be received by the listed entity or its subsidiary;<br>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.                                                                                                                                                                                           | No commission is payable to the listed entity or its subsidiary.<br><br>Recovery, in case any guarantee etc. is invoked, will be made through standard contractual rights. |                        |                    |
| c.     | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | Rs. 119.77 Crore                                                                                                                                                           |                        |                    |
| d.     | If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party                                                                                                                                                                                      | No credit rating available for the related party                                                                                                                           |                        |                    |
| e.     | Details of solvency status and going concern status of the related party during the last three financial years                                                                                                                                                                                                                                                                                                                                                                                               | Solvent and Going Concern                                                                                                                                                  |                        |                    |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | JK Tech and DTL | JK Tech and JK Digital | JK Tech and Nebula |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------|--------------------|
| f.     | <p>Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25 and FY 2025-26, by the related party from the listed entity or any other person.</p> <p>In addition, state the following:</p> <p>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> | Nil             |                        |                    |

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the resolutions as set out at Item no. 9, 10 and 11 of the Notice.

The Board of Directors recommends the resolutions as set out at Item No. 9, 10 and 11 of the Notice for approval by the Members by way of Ordinary Resolutions.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolutions set forth at Item No. 9, 10 and 11 of the Notice, irrespective of whether the entity is a Related Party to the particular transaction(s) or not.

#### Item Nos. 12 and 13

Details of the proposed RPTs of JK Digital & Advance Systems Private Limited (“JK Digital”) with Diensten Tech Limited (“DTL”) and Nebula3D Services Private Limited (“Nebula”), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circulars, are as follows:

| S. No. | Particulars of the information                | JK Digital and DTL                                                                                                                                                                                                  | JK Digital and Nebula                                                                                                                                                                                                                                                                                    |
|--------|-----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Basic details of the related party            |                                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                          |
| a.     | Name of the related party                     | JK Digital and DTL                                                                                                                                                                                                  | JK Digital and Nebula                                                                                                                                                                                                                                                                                    |
| b.     | Country of incorporation of the related party | India                                                                                                                                                                                                               | India                                                                                                                                                                                                                                                                                                    |
| c.     | Nature of business of the related party       | <p>JK Digital is engaged in the business of digital manufacturing services for advanced systems, research and development and other allied services.</p> <p>DTL is engaged in the business of Manpower Staffing</p> | <p>JK Digital is engaged in the business of digital manufacturing services for advanced systems, research and development and other allied services.</p> <p>Nebula is engaged in the business of 3D Scanning Services, Laser tracker Services, Reverse Engineering Services, Rapid Photocopying etc.</p> |

| S. No. | Particulars of the information                                                                                                                                                                                                                                               | JK Digital and DTL                                                                                                                                     | JK Digital and Nebula                                                                                                                                  |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.     | Relationship and ownership of the related party                                                                                                                                                                                                                              |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Relationship between the listed entity/subsidiary and the related party - including nature of its concern (financial or otherwise) and the following:                                                                                                                        | JK Digital is a wholly owned subsidiary of the Company.<br>DTL is a related party of the Company.<br>Both entities are related parties to the Company. | JK Digital is a wholly owned subsidiary of the Company.<br>Nebula is an associate of the Company.<br>Both entities are related parties to the Company. |
|        | • Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.                                                                                                                         | JK Digital is a wholly owned subsidiary of the Company.<br>The Company/ JK Digital has no shareholding in DTL.                                         | JK Digital is a wholly owned subsidiary of the Company.<br>The Company holds 27.65% of the equity share capital in Nebula                              |
|        | • Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).                      | Not Applicable                                                                                                                                         | Not Applicable                                                                                                                                         |
|        | • Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).                                                                                                                         | Nil                                                                                                                                                    | Nil                                                                                                                                                    |
| 3.     | Details of previous transactions with the related party                                                                                                                                                                                                                      |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year i.e. FY 2025-26                                                                                                                     | Nil                                                                                                                                                    | Nil                                                                                                                                                    |
| b.     | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought                                                  | Nil                                                                                                                                                    | Nil                                                                                                                                                    |
| c.     | Any default made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year i.e. FY 2025-26                                                       | Nil                                                                                                                                                    | Nil                                                                                                                                                    |
| 4.     | Amount of the proposed transactions                                                                                                                                                                                                                                          |                                                                                                                                                        |                                                                                                                                                        |
| a.     | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders                                                                                                                                                           | Rs. 100 Crore (excluding applicable taxes)                                                                                                             | Rs. 100 Crore (excluding applicable taxes)                                                                                                             |
| b.     | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?                                                                             | Yes                                                                                                                                                    | Yes                                                                                                                                                    |
| c.     | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year i.e. FY 2025-26                                                                                                          | ~42% of the consolidated turnover of the Company                                                                                                       | ~42% of the consolidated turnover of the Company                                                                                                       |
| d.     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year i.e. FY 2025-26 (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction) | ~20833% of the standalone turnover of JK Digital                                                                                                       | ~20833% of the standalone turnover of JK Digital                                                                                                       |

| S. No. | Particulars of the information                                                                                                                                                                                                   | JK Digital and DTL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                            |        | JK Digital and Nebula                                                                                                                                  |                            |        |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------|
| e.     | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (or standalone, if consolidated not available) for the immediately preceding financial year i.e. FY 2025-26, if available | ~61% of the consolidated turnover of DTL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                            |        | ~3067% of the standalone turnover of Nebula                                                                                                            |                            |        |
| f.     | Financial performance of the related party for the immediately preceding financial year (standalone basis) i.e. FY 2025-26                                                                                                       | Particulars                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | FY 2025-26 (Rs. in Crores) |        | Particulars                                                                                                                                            | FY 2025-26 (Rs. in Crores) |        |
|        |                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | JK Digital                 | DTL    |                                                                                                                                                        | JK Digital                 | Nebula |
|        |                                                                                                                                                                                                                                  | Turnover                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 0.48                       | 139.37 | Turnover                                                                                                                                               | 0.48                       | 3.26   |
|        |                                                                                                                                                                                                                                  | Profit/(Loss) After Tax                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | (0.60)                     | 0.42   | Profit/(Loss) After Tax                                                                                                                                | (0.60)                     | 0.38   |
|        |                                                                                                                                                                                                                                  | Net Worth                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 21.54                      | 19.68  | Net Worth                                                                                                                                              | 21.54                      | (2.12) |
| 5.     | Basic details of the proposed transaction                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                            |        |                                                                                                                                                        |                            |        |
| a.     | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)                                                                                                 | <ul style="list-style-type: none"><li>• Sale/Purchase of goods/materials</li><li>• Rendering/availing of services</li><li>• Inter-corporate Deposits</li><li>• Granting/receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li><li>• Interest received/paid</li><li>• Rent received/paid</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                            |        |                                                                                                                                                        |                            |        |
| b.     | Details of each type of the proposed transaction                                                                                                                                                                                 | <ul style="list-style-type: none"><li>• Sale/Purchase of goods/materials</li><li>• Rendering/availing of services</li><li>• Inter-corporate Deposits</li><li>• Granting/receiving loans, corporate guarantee or letter of comfort or securities, or any other transactions of similar nature in the ordinary course of business</li><li>• Interest received/paid</li><li>• Rent received/paid</li></ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                            |        |                                                                                                                                                        |                            |        |
| c.     | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                                                         | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                            |        | For a period commencing from the conclusion of the 80 <sup>th</sup> AGM of the Company until the conclusion of the 81 <sup>st</sup> AGM of the Company |                            |        |
| d.     | Whether omnibus approval is being sought?                                                                                                                                                                                        | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |        | Yes                                                                                                                                                    |                            |        |
| e.     | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.                                       | Rs. 100 Crore (excluding applicable taxes)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |        | Rs. 100 Crore (excluding applicable taxes)                                                                                                             |                            |        |
| f.     | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity                                                                                                                            | In view of the scale, nature and interdependent functioning of the Company and its group entities, the proposed RPTs will enable timely procurement, manufacturing, and delivery for execution of projects/orders of strategic importance. These arrangements will support operational efficiency, optimal resource utilisation, value creation, and smooth conduct of business activities. The proposed transactions are, therefore, necessary for efficient business operations and for strengthening the Company's market position and overall growth trajectory.<br><br>The proposed financial support is intended to meet its working capital requirements for execution of existing/proposed projects, thereby facilitating timely execution, value creation, and smooth business operations. The funds may also be utilized for general corporate purposes and other business-related expenses. |                            |        |                                                                                                                                                        |                            |        |
| g.     | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.                                                                    | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |        |                                                                                                                                                        |                            |        |
| h.     | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee                                                                                                                       | None                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                            |        |                                                                                                                                                        |                            |        |
| i.     | Other information relevant for decision making                                                                                                                                                                                   | All relevant / important information forms part of the Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                            |        |                                                                                                                                                        |                            |        |
| 6.     | Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                            |        |                                                                                                                                                        |                            |        |
| a.     | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.                                                                                                                | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                            |        |                                                                                                                                                        |                            |        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                 | JK Digital and DTL                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | JK Digital and Nebula                                  |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| b.     | Basis of determination of price.                                                                                                                                                                                                                                                                                                                                                                                               | All transactions with the related parties are undertaken on an arm's length basis. The value of the related party transactions is determined with reference to prevailing market prices of the relevant goods, materials, or services, wherever available.<br>Where comparable market prices are not available, alternative methods such as reimbursement of actual costs incurred or cost-plus mark-up, as applicable under arm's length pricing criteria, are adopted.<br>A Valuation report and/or other external report, if applicable in future, would be obtained and relied upon. |                                                        |
| c.     | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:                                                                                                                                                                                      | 100%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 100%                                                   |
|        | i. Amount of Trade advance                                                                                                                                                                                                                                                                                                                                                                                                     | Rs. 40 Crore                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Rs. 40 Crore                                           |
|        | ii. Tenure                                                                                                                                                                                                                                                                                                                                                                                                                     | Up to 12 Months                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Up to 12 Months                                        |
|        | iii. Whether same is self-liquidating?                                                                                                                                                                                                                                                                                                                                                                                         | Yes, expected to be recovered through sale settlements                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Yes, expected to be recovered through sale settlements |
| 7.     | Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                        |
| a.     | Source of funds in connection with the proposed transaction                                                                                                                                                                                                                                                                                                                                                                    | Internal Sources/Surplus/Borrowed Funds                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                        |
| b.     | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:<br>a. Nature of indebtedness<br>b. Total cost of borrowing<br>c. Tenure<br>d. Other details                                                                                                                                                                                                              | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.<br><br>If required, the same will be done in compliance with the provisions of the Companies Act, 2013.                                                                                                                                                                                                                                                                                                                                                                |                                                        |
| c.     | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.                                                                                                                                                                                                                                                                                                                    | As of now no financial indebtedness has been incurred to make or give loans, intercorporate deposits or advances.                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                        |
| d.     | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                                                                                                                                                                                                                                                                                                                                | In compliance with the provisions of the Companies Act, 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                        |
| e.     | Maturity / due date                                                                                                                                                                                                                                                                                                                                                                                                            | Upto 36 months                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |
| f.     | Repayment schedule & terms                                                                                                                                                                                                                                                                                                                                                                                                     | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |
| g.     | Whether secured or unsecured?                                                                                                                                                                                                                                                                                                                                                                                                  | Unsecured                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                        |
| h.     | If secured, the nature of security & security coverage ratio                                                                                                                                                                                                                                                                                                                                                                   | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                        |
| i.     | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.                                                                                                                                                                                                                                                                                                        | For execution of existing/proposed projects, general corporate purposes and meeting business related expenses.<br>Also giving as Collateral/ Margin Money to the Banks.                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                        |
| j.     | Latest credit rating of the related party                                                                                                                                                                                                                                                                                                                                                                                      | No credit rating available for the related party                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                                        |
| k.     | Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25 and FY 2025-26, by the related party from the listed entity or any other person and value of subsisting default.<br>In addition, state the following:<br>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting; | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                                                        |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | JK Digital and DTL                                                                                                                                                                | JK Digital and Nebula |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|
|        | <p>b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>                                |                                                                                                                                                                                   |                       |
| 8.     | Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary                                                                                                                                                         |                                                                                                                                                                                   |                       |
| a.     | <p>i. Rationale for giving guarantee, surety, indemnity or comfort letter</p> <p>ii. Whether it will create a legally binding obligation on listed entity?</p>                                                                                                                                                                                                                                                                                                                                               | <p>To facilitate the availing of banking and financial facilities necessary for meeting the operational and business requirements.</p> <p>No</p>                                  |                       |
| b.     | <p>Material covenants of the proposed transaction including:</p> <p>i. commission, if any to be received by the listed entity or its subsidiary;</p> <p>ii. contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.</p>                                                                                                                                                                            | <p>No commission is payable to the listed entity or its subsidiary.</p> <p>Recovery, in case any guarantee etc. is invoked, will be made through standard contractual rights.</p> |                       |
| c.     | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee) surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | Rs. 119.77 Crore                                                                                                                                                                  |                       |
| d.     | If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party                                                                                                                                                                                      | No credit rating available for the related party                                                                                                                                  |                       |
| e.     | Details of solvency status and going concern status of the related party during the last three financial years                                                                                                                                                                                                                                                                                                                                                                                               | Solvent and Going Concern                                                                                                                                                         |                       |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | JK Digital and DTL | JK Digital and Nebula |
|--------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|-----------------------|
| f.     | <p>Default on borrowings, if any, over the last three financial years i.e. FY 2023-24, FY 2024-25 and FY 2025-26, by the related party from the listed entity or any other person.</p> <p>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p> <p>In addition, state the following:</p> <p>a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b. Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> | Nil                |                       |

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding interest, if any, in the resolutions as set out at Item no. 12 and 13 of the Notice.

The Board of Directors recommends the resolutions as set out at Item No. 12 and 13 of the Notice for approval by the members by way of Ordinary Resolutions.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote on the Ordinary Resolutions set forth at Item No. 12 and 13 of the Notice, irrespective of whether the entity is a Related Party to the particular transaction(s) or not.

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

**Sd/-  
Shikha Rastogi  
Company Secretary & Compliance Officer  
Membership No. A182**

**Place: New Delhi  
Date: August 14, 2026**

**Details of Directors seeking re-appointment at the ensuing Annual General Meeting**
**ADDITIONAL INFORMATION**

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India for Item Nos. 2, 3 & 4

| Name of Director                                                                          | Mr. Abhishek Singhania                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Mr. Partho Pratim Kar                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Director Identification Number (DIN)                                                      | 00087844                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 00508567                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| Category of Director                                                                      | Chairman & Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Joint Managing Director                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| Date of Birth (Age in years)                                                              | April 06, 1973 (53 years)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | December 19, 1963 (62 years)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Nationality                                                                               | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| Qualification                                                                             | Mr. Abhishek Singhania is a graduate in Commerce and an alumnus of IMD Business School.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Mr. Partho Pratim Kar is a Management Graduate from International Management Institute, Delhi, holds a Post Graduate Degree from XLRI, Jamshedpur and a Fellow, Global Governance and Globalization from London School of Economics and Political Science.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| Brief Resume                                                                              | <p>Mr. Abhishek Singhania is the Promoter, Chairman and Managing Director of Jaykay Enterprises Limited and scion of one of the best-known business families of India. He is the cofounder &amp; has served as Managing Director of J K Technosoft Ltd. and leads the company's global operations together with the Board and Management Team.</p> <p>He has invaluable experience within JK Organization companies, handling various aspects of J K businesses, managing business units and operations as well as spearheading successful national and international expansion programs.</p> <p>He is having rich experience in the manufacturing &amp; IT services industry and multi-dimensional expertise in basic &amp; core sector industries such as - textiles, synthetic fibres, cement and chemical processing, both in continuous as well as discrete manufacturing.</p> <p>He has deep insights in Software Development Life Cycle (SDLC), Project Management, Strategic Planning, Business Development, and Thought Leadership.</p> <p>Mr. Singhania spearhead in carving new business opportunities and managing strategic investments in Defence &amp; Aerospace, Digital Manufacturing (3D &amp; Processing) and Digital Transformation.</p> | <p>Mr. Partho Pratim Kar was appointed as a Non-Executive Non-Independent Director on the Board of our Company w.e.f. February 12, 2021.</p> <p>Considering his active involvement in managing the operational and other administrative affairs of the Company, the Board of Directors had redesignated Mr. Partho Pratim Kar as the Joint Managing Director of the Company w.e.f. April 15, 2024.</p> <p>He is a renowned business leader, works in the area of strategy consulting and has held leadership roles with organizations such as the Aditya Birla Group, Arvind Mafatlal group, Gruppo La Perla and Pearl Global Industries Limited.</p> <p>He has been a member on the Board of the Indian Institute of Management Lucknow since 1997. He was a member of IIM Bill 2012 Committee of the Ministry of Human Resource Development, Government of India. He was the recipient of the British Chevening Gurukul Scholarship in 1997 and the Distinguished Alumnus Award of the International Management Institute, Delhi in 2006, as recognition of his contribution to business and society.</p> |
| Experience and expertise in specific functional area                                      | Rich experience in manufacturing and IT services, with expertise in strategic planning, business development, project management and strategic investments in Defence & Aerospace, Digital Manufacturing and Digital Transformation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Diverse experience in strategy consulting, business management and leadership, with expertise in strategic management, financial restructuring and business transformation.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| Terms and conditions of re-appointment                                                    | Please refer to the resolution and explanatory statement mentioned at Item No. 3 of this Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Please refer to the resolutions No. 2 and 4 and explanatory statement mentioned at Item No. 4 of this Notice                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| Details of remuneration to be sought and remuneration last drawn (Financial Year 2025-26) | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

|                                                                                                                             |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date on which first appointed on the Board</b>                                                                           | January 04, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | February 12, 2021                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>Details of shareholding in the Company as on June 30, 2026</b>                                                           | 4,39,20,411 Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 5,77,927 Equity Shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Shareholding as a beneficial owner as on June 30, 2026</b>                                                               | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Relationship with other Directors / Key Managerial Personnel ("KMP") (if any)</b>                                        | Mr. Abhishek Singhania is not related to any Director or KMP of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Mr. Partho Pratim Kar is not related to any Director or KMP of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Number of Board Meetings attended during the year 2025-26</b>                                                            | Attended 7 (Seven) out of 7 (Seven) Board Meetings held during the financial year 2025-26                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Attended 6 (Six) out of 7 (Seven) Board Meetings held during the financial year 2025-26                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Details of Directorships / Committee Chairmanship and Memberships in other companies as on June 30, 2026</b>             | <b>Directorships:</b> <ul style="list-style-type: none"> <li>• JK Urbanscapes Developers Limited</li> <li>• J. K. Traders Limited</li> <li>• J K Technosoft Limited</li> <li>• PGA Securities Private Limited</li> <li>• B.G.K. Infrastructure Developers Private Limited</li> <li>• Neumesh Labs Private Limited</li> <li>• Diensten Tech Limited</li> <li>• Nebula3D Services Private Limited</li> <li>• JK Defence &amp; Aerospace Limited</li> </ul> <b>Committee Chairmanships / Memberships:</b><br><u>J K Technosoft Limited:</u> <ul style="list-style-type: none"> <li>• Nomination &amp; Remuneration Committee - Member</li> </ul> | <b>Directorships:</b> <ul style="list-style-type: none"> <li>• E S Square Enterprises Private Limited</li> <li>• Neumesh Labs Private Limited</li> <li>• Quest Academics Private Limited</li> <li>• Brookes Enterprises Private Limited</li> <li>• Nebula3D Services Private Limited</li> <li>• J K Technosoft Limited</li> <li>• JK Defence &amp; Aerospace Limited</li> <li>• Allen Reinforced Plastics Limited</li> <li>• JK Digital &amp; Advance Systems Private Limited</li> </ul> <b>Committee Chairmanships/ Memberships:</b><br><u>J K Technosoft Limited:</u> <ul style="list-style-type: none"> <li>• Audit Committee- Member</li> <li>• CSR Committee- Member</li> </ul> |
| <b>Name of the listed entities from which the director has resigned during the past three years</b>                         | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>The skills and capabilities required for the role and the manner in which the proposed person meets such requirement</b> | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Performance evaluation report or summary thereof</b>                                                                     | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## INDUSTRY STRUCTURE & DEVELOPMENT

### • Global Economic Overview

The global economy remained resilient during FY 2025-26 despite an increasingly complex operating environment characterised by geopolitical tensions, trade and policy uncertainties, supply-chain realignments and volatility in commodity and financial markets. Global economic activity remained relatively stable through much of the period; however, the outlook continued to be influenced by changing trade and investment patterns, elevated geopolitical risks, energy-price movements and financial-market volatility.

According to the International Monetary Fund ("IMF"), global economic growth is projected at 3.1% in 2026 and 3.2% in 2027. Growth in advanced economies is expected to remain relatively moderate, while emerging market and developing economies are expected to continue contributing significantly to global economic expansion. The outlook remains uneven across economies, with technology-led investment and continued adoption of Artificial Intelligence ("AI") providing support to economic activity, while geopolitical conflicts, energy-related disruptions, trade restrictions and financial-market repricing continue to pose risks to the global economic outlook.

Technological transformation continues to reshape the global economic and industrial landscape. The rapid adoption of AI, cloud computing, automation, advanced manufacturing, data technologies and digital platforms is creating opportunities for productivity enhancement, innovation and investment across industries. At the same time, governments and businesses are increasingly focused on strengthening supply-chain resilience, domestic manufacturing capabilities, technological self-reliance and access to strategically important technologies.

The medium-term global environment therefore presents a combination of opportunities and uncertainties. The continuing shift towards resilient, technology-driven and locally integrated supply chains is expected to influence investment, manufacturing and trade patterns across economies, particularly in strategically important and technology-intensive sectors.

### • Indian Economy Overview

The Indian economy maintained strong growth momentum during FY 2025-26 and continued to rank among the fastest-growing major economies globally. According to the Provisional Estimates released by the National Statistical Office ("NSO"), India's real GDP grew by 7.7% during FY 2025-26, compared with 7.1% in FY 2024-25.

The growth momentum was supported by robust domestic demand, continued public capital expenditure, manufacturing and services activity, infrastructure development and improving investment conditions. Real Gross Value Added ("GVA") grew by approximately 7.9% during FY 2025-26, reflecting broad-based economic activity across key sectors.

India's medium-and long-term economic fundamentals remain supported by favourable demographics, increasing formalisation of the economy, rapid digitalisation, infrastructure creation and continued policy emphasis on domestic manufacturing. Government initiatives such as Make in India, Atmanirbhar Bharat and Digital India, together with production-linked initiatives and infrastructure investments, continue to strengthen India's manufacturing and technology ecosystem.

India's transition towards advanced manufacturing and greater technological self-reliance is creating opportunities across sectors such as defence and aerospace, electronics, additive manufacturing, artificial intelligence, cloud computing, data services and other emerging technologies.

The Defence & Aerospace sector witnessed significant progress during FY 2025-26. India's defence production reached an all-time high of approximately Rs. 1.78 lakh crore, registering growth of 15.6% over the previous financial year. The private sector's share increased to approximately 24% of total defence production, reflecting increasing participation of private enterprises in India's defence manufacturing ecosystem.

Defence exports also reached a record Rs. 38,424 crore during FY 2025-26, representing growth of approximately 62.7% over FY 2024-25. Indian defence products are now exported to more than 80 countries, demonstrating increasing international acceptance of India's defence manufacturing capabilities.

The technology sector continues to remain an important pillar of India's economic growth. Increasing adoption of Generative AI, Agentic AI, cloud platforms, data engineering, automation and enterprise digital transformation is reshaping technology spending and service delivery models.

Advanced manufacturing is also gaining strategic importance. Additive Manufacturing, which integrates digital design, simulation and advanced fabrication, is increasingly being adopted for complex and customised applications across aerospace, defence, healthcare, automotive and industrial sectors.

India's economic prospects remain favourable, supported by domestic consumption, infrastructure investment, manufacturing expansion, technological adoption and policy-led reforms. Nevertheless, geopolitical uncertainties, volatility in commodity and energy prices, global trade disruptions and external financial conditions remain key risks that require continued monitoring.

Against this backdrop, the Company's diversified presence across Defence & Aerospace, Digital Manufacturing & Advanced Systems and Digital Services positions it to participate in India's continuing transition towards indigenous manufacturing, advanced technologies and digital transformation.

- **Organization and Business Overview**

Jaykay Enterprises Limited ("JKE" / "the Company"), a part of the J K Organisation, traces its legacy to the 140-year-old diversified JK conglomerate and the vision and entrepreneurial legacy of Late Lala Juggilal Singhania and his son, Late Lala Kamlapat Singhania, whose pioneering vision and dynamic leadership contributed to the growth and diversification of the Group.

### **Strategic Repositioning of JKE into Digital & Technology Business**

JKE, which earlier operated in the business of Registrar and Share Transfer Agent services, revived its business operations in 2020 with a strategic focus on Digitalisation, Technology and Advanced Engineering. Since then, the Company has progressively diversified and strengthened its business portfolio across three core segments:

- Defence & Aerospace - Engaged in the manufacturing of essential parts and accessories utilized in the defence and aerospace sectors. Furthermore, we are engaged in precision engineering including design and development of these products. Our diverse portfolio encompasses composite applications, underwater mines, and precision machining tailored specifically for the Defence and Aerospace industry.
- Digital Manufacturing & Advanced Systems - Focused on Additive Manufacturing systems, Prototyping, powder metallurgy, Reverse Engineering, and plant modelling, leveraging advanced technologies to drive innovation in manufacturing.
- Digital Services - An important pillar with digital transformation and artificial intelligence (AI) as the main drivers.

Through this strategic repositioning, JKE is steadily transforming into a future-ready Digital & Technology enterprise, with a focus on leveraging its engineering capabilities, technology expertise and sectoral experience to participate in emerging opportunities across Defence & Aerospace, advanced manufacturing and digital services.

### **Commitment to Quality**

Advanced technology and stringent quality standards remain at the core of all business segments at JKE. In the Defence & Aerospace segment, the IDA Bollaram facility of Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited), a step-down subsidiary of the Company, at Hyderabad, has obtained AS9100:D and ISO 9001:2015 certifications and NABL accreditation, reflecting its focus on meeting the quality and performance requirements applicable to the Aerospace and Defence industry.

JK Defence & Aerospace Limited, a wholly owned subsidiary of the Company, is developing a state-of-the-art modern manufacturing complex at Devanahalli, which is expected to further enhance its operational and manufacturing capabilities. In the Medical Implants business, the requisite certifications and quality systems are in place to support the development and manufacture of customised and patient-specific solutions. Across its businesses, JKE remains focused on maintaining appropriate quality standards and strengthening its capabilities to meet evolving customer and industry requirements.

## **FORWARD-LOOKING BUSINESS OUTLOOK OF KEY BUSINESS SEGMENTS**

The Company's diversified business portfolio across Defence & Aerospace, Digital Manufacturing & Advanced Systems and Digital Services provides exposure to sectors undergoing structural transformation driven by defence indigenisation, advanced manufacturing, digitalisation and adoption of emerging technologies. The Company remains focused on strengthening its capabilities, expanding its customer base and leveraging technology-led opportunities across its key business segments.

- **Defence & Aerospace**

The Indian Defence & Aerospace sector continues to offer significant opportunities in the current decade. The sector is projected to reach USD 70 billion by 2030, supported by increasing emphasis on defence indigenisation, higher defence allocations in the Union Budget, modernisation of the armed forces, domestic procurement, private-sector participation and expansion of defence exports. The Government's continued focus on self-reliance under the Atmanirbhar Bharat and Make in India programmes is contributing to the development of a broader domestic defence manufacturing ecosystem.

The Indian Government has progressively enhanced capital outlay for modernisation, increased the scope for private-sector participation, and earmarked a significant share of defence procurement for indigenous manufacturers. The opening of the defence production sector to 100% FDI under the automatic route (74% direct) has attracted global players to partner with Indian firms through joint ventures, technology transfer and other strategic arrangements. Strategic collaborations, coupled with the indigenisation drive and reforms such as corporatisation of Ordnance Factories, are contributing to the development of a stronger ecosystem for both domestic suppliers and exporters. The growing participation of private enterprises in defence production and exports is further strengthening opportunities across the defence manufacturing

value chain. The aerospace sector also presents opportunities arising from increasing demand for aircraft components, precision-engineered parts, maintenance and related engineering capabilities.

India is also emerging as an aerospace manufacturing hub, with international players setting up design, engineering, and maintenance capabilities in the country. This provides substantial opportunities for companies engaged in precision manufacturing, composites, digital integration, and advanced technology solutions tailored for defence and aerospace applications. The growing integration of advanced materials, precision manufacturing and technology-led engineering is expected to support demand for specialised suppliers capable of meeting stringent quality and performance requirements.

JKE, with its proven expertise in precision machining, composite applications, and systems integration, is well-positioned to capitalise on these developments. The Company continues to strengthen its capabilities to serve strategic missile programs, aerospace platforms, and next-generation defence technologies, while aligning its offerings with evolving national security requirements and global quality and performance standards.



## Precision and Excellence in CNC Machining

We specialize in delivering high-quality CNC machining services tailored to meet the exact specifications of our clients. Our state-of-the-art equipment and experienced team ensure precision and efficiency in every project.

**PRECISION · EFFICIENCY · QUALITY**



## Composite Manufacturing

We excel in advanced composite manufacturing, providing comprehensive solutions from initial design to final product assembly. With state-of-the-art technology and extensive industry experience, we ensure the highest standards in strength, weight, and durability for a wide range of applications.

**STRENGTH · WEIGHT · DURABILITY**

### **Precision Manufacturing for Defence & Aerospace**

At JKE, we are experts in high-precision manufacturing, designed to meet the rigorous demands of the aerospace and defence industries. Our advanced facility and strict quality standards ensure superior performance and dependability. JKE has been a key player in the defense sector, providing high-precision components, subsystems, and systems for various defense and aerospace programs. We have significantly contributed to strategic missile programs through the provision of machined components and subassemblies. Our proficiency also includes systems integration for diverse defense programs, backed by our cutting-edge in-house facilities.

- **Digital Manufacturing & Advanced Systems**

Digital manufacturing and Additive Manufacturing are gaining increasing acceptance as industries seek to improve manufacturing efficiency, reduce material wastage, enable complex geometries, accelerate product development and reduce time-to-market. Additive manufacturing enables the production of complex, customised, and lightweight components that are critical in sectors such as aerospace, healthcare, automotive, energy, oil & gas and other industrial applications.

Globally, the additive manufacturing market is shifting from prototyping to large-scale industrial production, driven by falling equipment costs, advanced materials, and software integration. In India, while the sector remains at an evolving stage, it is gaining momentum, supported by increasing adoption across industries and Government initiatives, including the National Strategy for Additive Manufacturing, which aims to promote India as a global hub for Additive Manufacturing and 3D Printing.



### 3D Printing / Additive Manufacturing

We leverage advanced additive manufacturing technologies to deliver high-precision, high-quality components for various industries.

**ADDITIVE · PRECISION · SPEED**



### Designing and Prototyping

We offer comprehensive designing and prototyping services that utilize the latest in reverse engineering, 3D scanning, and digital modeling technologies. Our commitment to precision and innovation ensures that we can meet the most complex requirements of our clients across various industries.

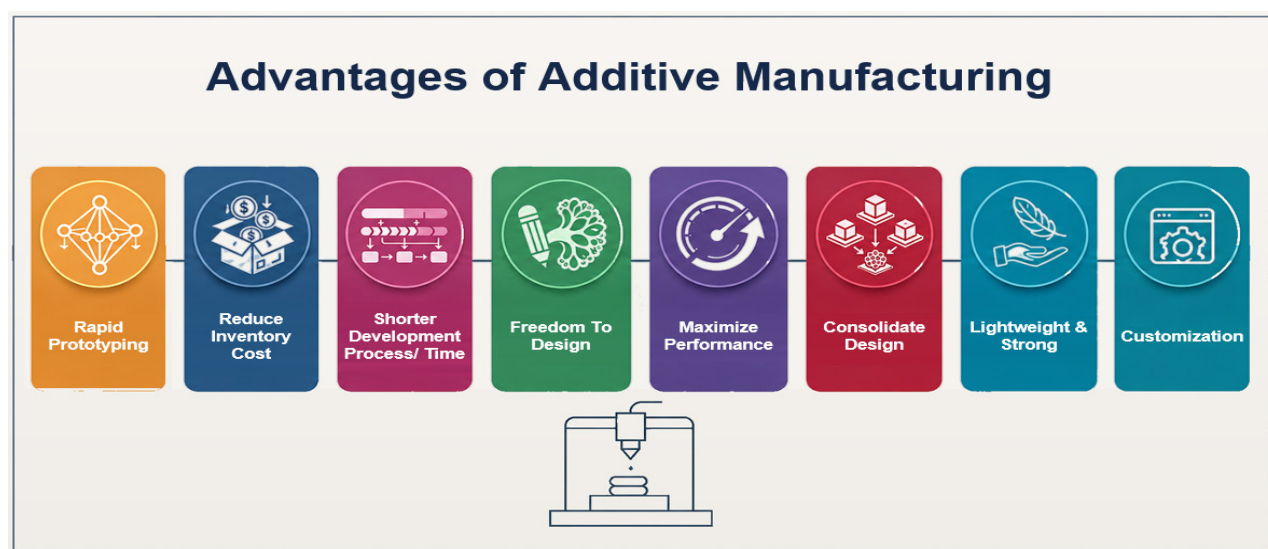
**DESIGN · SCANNING · MODELING**

JKE's capabilities in large-scale digital manufacturing, powder metallurgy, and reverse engineering ensure it remains at the forefront of this transformation, catering to diverse industries and unlocking new growth avenues. Building on its capabilities in additive manufacturing, prototyping, reverse engineering and aerospace components, JKE is expanding its market presence into medical technology.

A significant milestone has been the launch of customised medical and patient-specific implants. Leveraging JKE's expertise in additive manufacturing, digital design, and advanced materials, these biocompatible implants, particularly for applications in orthopaedics and dental care, represent a high-growth vertical with strong social impact potential.

Healthcare is emerging as an important application area for digital and additive manufacturing. Advances in digital design, 3D scanning, additive manufacturing and biocompatible materials are enabling the development of customised and patient-specific solutions, including applications in orthopaedics, dental care and surgical planning.

JKE's early investments in this segment enable it to participate in a market that combines social impact with commercial opportunities. By offering customised solutions tailored to individual patient anatomy, JKE is not only supporting better healthcare outcomes but also building a strong foundation for sustainable growth in this high-potential domain.



- Digital Services (Information Technology Sector)**

The rapid adoption of artificial intelligence, cloud computing, data analytics, enterprise applications, and hyper-automation is reshaping industries and driving efficiency across sectors. As enterprises increasingly rely on digital solutions to achieve growth, the Indian IT industry is well positioned to capture these opportunities, ensuring sustained expansion and innovation-led growth in the years ahead.

J K Technosoft Limited ("JKTL"), a material subsidiary of JKE, is a Gen AI-focused data services organization delivering digital transformation solutions through a range of services with a specialized focus on the Insurance & Financial Services and Retail & CPG sectors. At the core of JKTL's offerings is JIVA, an enterprise-grade Gen AI orchestrator that seamlessly unifies data, AI agents, and industry context to deliver autonomous workflows. Its Agentic AI capabilities transform fragmented enterprise systems into connected, context-aware processes that accelerate decision-making, reduce errors, and scale without additional headcount.

Beyond these flagship platforms, JKTL offers a robust suite of services in data transformation and cloud engineering, helping clients modernize legacy systems, design intelligent pipelines, build scalable architectures, and implement secure governance frameworks. With measurable outcomes such as improved efficiency, revenue protection, faster time-to-market, and enhanced customer experiences, JKTL empowers organizations to drive innovation, boost productivity, and accelerate their digital transformation journey. Its clientele include Unilever, ICON, Mansfields, Varsity, Gategroup, Thermo Fisher, Segdwick, Inveniam, Belden, Allied World, HKB, Alliant International, One Shield, Specsavers, Mark Anthony and Lowell etc.

## SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

Your Company has consolidated its business focus into specific dedicated opportunities. The Company along with its Subsidiaries, Associates and / or Joint venture is primarily engaged in the following business segments:

- (i) **Defence & Aerospace** - Machining and Manufacturing of precision-turned components and all varied types of engineering goods for the Defence and Aerospace sectors, along with trading and dealing in various kinds of products related to Defence, Aerospace and allied industries;
- (ii) **Digital Manufacturing & Advanced Systems** - Additive manufacturing including 3D Printing, providing technical consultancy services, 3D scanning, reverse engineering, plant modelling, design, development, and marketing of 3D printers, advance systems and software products for 3D and allied activities; and
- (iii) **Digital Services** - Information Technology (IT) services (Application Development, Integration & Support, IT Consulting, Mobility, Portal Services, Hyper Automation), Artificial Intelligence/Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions (QAD, Microsoft Progress, Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions).

**As on date of this Report, your Company has 10 subsidiaries (including 6 step down subsidiaries), 1 associate and 1 joint venture.**

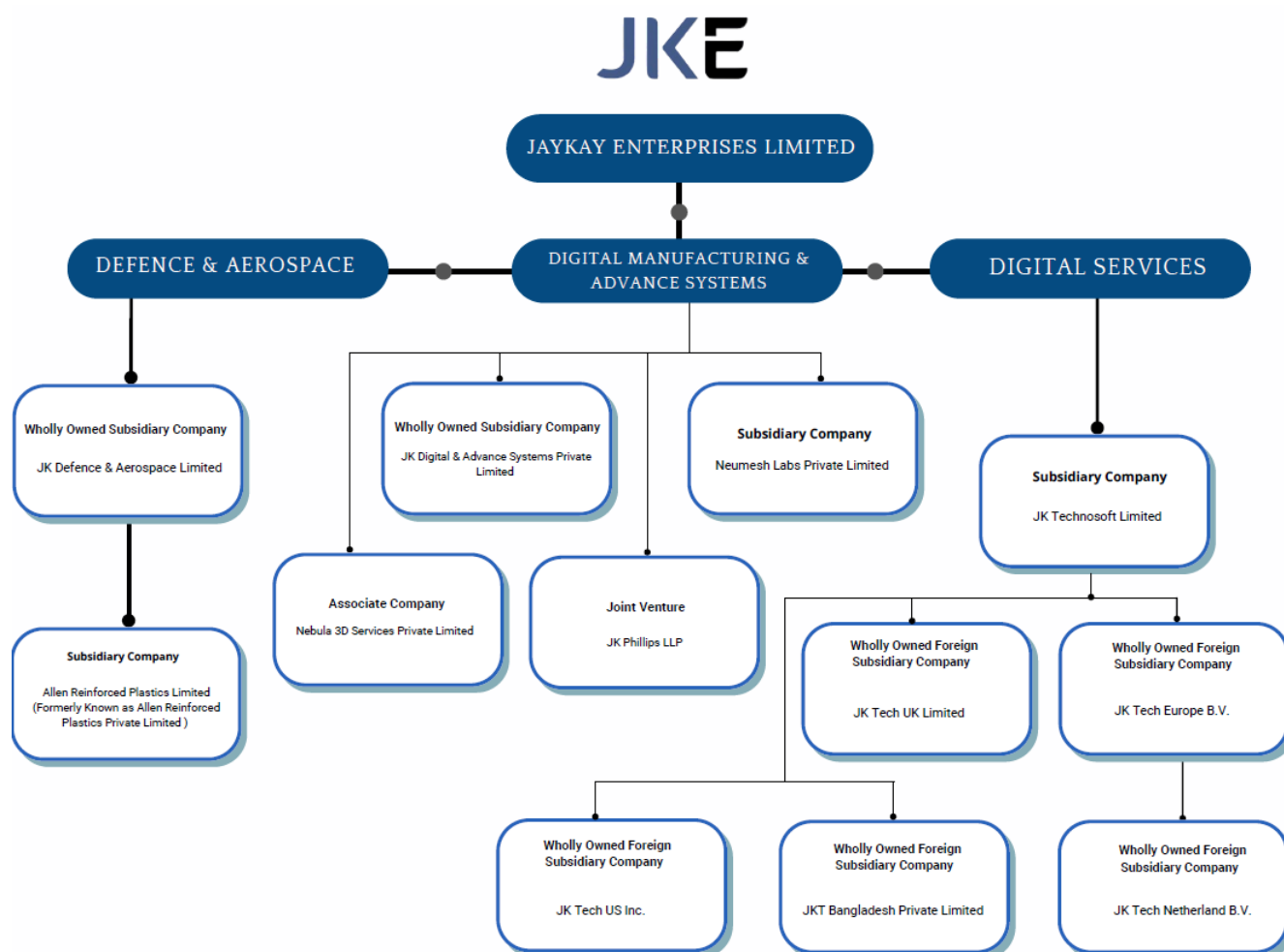
The subsidiaries of the Company comprise:

- 2 (two) wholly owned subsidiaries ("WoS"), namely JK Defence & Aerospace Limited ("JK Defence") and JK Digital & Advance Systems Private Limited ("JK Digital");
- 2 (two) subsidiaries, namely JK Technosoft Limited and Neumesh Labs Private Limited; and
- 6 (six) step-down subsidiaries, namely Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited), JK Tech US Inc, JK Tech UK Limited, JKT Bangladesh Private Limited, JKT Europe B.V. and JKT Netherlands B.V.

In addition, the Company has:

- 1 (one) associate company, namely Nebula3D Services Private Limited, and
- 1 (one) joint venture in the form of a limited liability partnership, namely JK Phillips LLP.

## GROUP STRUCTURE



The in-house Research and Development (“R&D”) department enables the Company to achieve cost efficiencies and maintain technological leadership. The strong and dedicated R&D team continuously upgrades its knowledge and capabilities to keep pace with emerging technologies and adapt to the latest technological advancements.

### Key Business Strategies / Significant Events

During the year under review and current year, the Company and its Subsidiaries made strategic investments aimed at strengthening the Company’s position and supporting the Company’s broader growth trajectory. Various other significant events also happened during the year under review and current year as under:

#### a. Jaykay Enterprises Limited:

- **Acquisition of Partly Paid-Up Equity Shares of JKTL:** During the year under review, the Company approved and completed the acquisition of 1,24,07,276 partly paid-up equity shares of face value of Rs. 10/- (Paid up Rs. 2.50/-) each of JKTL, for a total purchase consideration of Rs. 112.43 crore. The acquisition was effected through a share swap, at an acquisition price of Rs. 163/- per share. In consideration of the aforesaid acquisition, the Company allotted 79,17,936 equity shares of face value of Re. 1/- each, at an issue price of Rs. 142/- per share, to the shareholders of JKTL on a preferential basis, for consideration other than cash, towards discharge of the purchase consideration. Pursuant to the aforesaid acquisition, the Company’s shareholding in JKTL increased from 97.48% to 99.07% (assuming full conversion of partly paid-up shares into fully paid-up shares).
- **Listing of Equity Shares on the National Stock Exchange of India Limited (“NSE”):** During the year under review, the Company’s Equity Shares were listed and admitted to trading on the Main Board of NSE with effect from the commencement of trading hours on December 03, 2025, under the trading symbol “JAYKAY”, through the Direct Listing route.

The listing of the Company’s equity shares on NSE marks a significant milestone in the Company’s growth journey and is expected to enhance its market visibility, strengthen investor outreach and support long-term value creation.



**Listing on the National Stock Exchange of India Limited**

- **Acquisition of the Business Undertaking of Patange Industries Private Limited:** During the current year, the Company acquired the Business Undertaking of Patange Industries Private Limited, engaged in the business of Precision Manufacturing, Fabrication and Engineering Design services, by way of a slump sale on a going concern basis. The acquisition of the Business Undertaking is aligned with the Company's strategic objective of expanding its presence in the Defence & Aerospace sector while strengthening its engineering and technological capabilities. It is also expected to enhance the Company's operational capabilities in the design, analysis and manufacturing of complex engineering structures.

**b. JK Defence & Aerospace Limited**

- **Acquisition of additional Equity Stake in Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) ("Allen"):** During the year under review, JK Defence completed the payment of call monies in respect of 1,94,03,363 partly paid-up equity shares of Allen, which had been allotted to JK Defence pursuant to a rights issue. Consequent upon payment of the call monies, JK Defence's shareholding in Allen increased from 76.41% to 92.92%, thereby strengthening the Group's controlling stake in Allen.
- **Final Allotment of Industrial Land in Lucknow by Uttar Pradesh Expressways Industrial Development Authority ("UPEIDA"):** During the year under review, JK Defence received the final allotment letter from the UPEIDA, Lucknow, for an industrial land parcel measuring 4.9 hectares (49,000 square meters), for the purpose of establishing Defence Production Industry under Defence Industrial Corridor Project, Lucknow Node.

**c. Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited)**

- **Receipt of Orders from BrahMos Aerospace Private Limited and Bharat Dynamics Limited:** During the year under review, Allen, a step-down subsidiary of the Company, received the following Orders:
  - BrahMos Aerospace Private Limited - aggregating approximately Rs. 94.45 Crores (inclusive of GST) for the manufacture of Composite Parts; and
  - Bharat Dynamics Limited - aggregating approximately Rs. 15.90 Crores (inclusive of GST) for the manufacture of Launcher Tubes & Packing Boxes.
- **Receipt of ISO Certifications:** During the current year, Allen obtained "AS9100:D and ISO 9001:2015" Certifications from Intertek Testing Services NA, Inc., for its facility at IDA Bollaram, for "Design, Development, Manufacturing, Assembling and Testing of FRP and allied products".

**d. JK Digital & Advance Systems Private Limited**

- **Execution of MOU with Neuro-Engineering Lab, All India Institute of Medical Sciences, New Delhi ("NEL-AIIMS"):** During the year under review, JK Digital, WoS of the Company, entered into a Memorandum of Understanding, with NEL-AIIMS, to establish a collaborative framework between NEL-AIIMS and JK Digital for the development of neurosurgical instruments through an iterative process of design, prototyping, and validation. Under this collaboration, JK Digital will undertake the manufacturing of neurosurgical instruments through the use of metal 3D printing and high-precision machining as per the designs and technical requirements provided by NEL-AIIMS.
- **Execution of MOU with Council of Scientific & Industrial Research, through its constituent laboratory, Central Scientific Instruments Organisation, Chandigarh ("CSIR-CSIO"):** During the year under review, JK Digital entered into a Memorandum of Understanding, with CSIR-CSIO to collaborate on the research and development of metal implants by using additive manufacturing technology.
- **Execution of Transfer of Technology Agreement with Central Scientific Instruments Organisation, Chandigarh - a CSIR laboratory:** During the year under review, JK Digital executed a Transfer of Technology ("ToT") Agreement, with CSIR-CSIO, for the indigenous manufacturing of advanced 3D-printed lattice orthopedic implants using additive manufacturing technology. This ToT Agreement covers seven state-of-the-art orthopedic implant technologies, primarily for Spinal and Hip surgeries, including TLIF, PLIF, Buttress & Shim Augments, Shell & Wedge Augments, Lattice Cones, Cage Constructs, and Lattice Acetabular Cups. The Agreement grants JK Digital the right to utilize the Know-How for indigenous manufacturing of advanced 3D-printed lattice orthopedic implants using additive manufacturing technology for a period of 7 years.

This Agreement enables domestic production of high-value implants, reducing reliance on imports and supporting the Government of India's 'Make in India' initiative in the healthcare sector and strengthens India's medical device ecosystem with globally benchmarked, advanced technologies. This collaboration has positioned the Company as one of the first Indian players to offer indigenously manufactured 3D-printed lattice medical implants at affordable costs and marks a major milestone for Jaykay Enterprises Limited, reinforcing its long-term strategy of advancing affordable healthcare solutions through indigenous innovation and technology leadership.

- **Receipt of ISO Certifications:** During the current year, JK Digital has been awarded the following Certifications by BSCIC Certifications Private Limited for Manufacture and Sale of Additive Manufactured Sterile Revision Surgery Hip Implants, Augments, Spinal Implants and Patient Specific Implants:
  - ISO 13485:2016 - Medical Device - Quality Management System
  - ISO 9001:2015 - Quality Management System
  - ISO 14001:2015 - Environmental Management System
  - ISO 45001:2018 - Occupational Health & Safety Management System

Together, these internationally recognized certifications establish a strong foundation of Quality, Compliance, Safety, Sustainability, and Continuous Improvement, enabling JK Digital to serve customers across regulated global healthcare markets.



**MOU Execution with NEL-AIIMS**



**ToT Agreement Execution with CSIR-CSIO**

**e. JK Phillips LLP, a Joint Venture**

- **Receipt of Orders / Letter of Acceptance from Ircan International Limited:** During the year under review, J K Phillips LLP, a 50:50 Joint Venture between the Company and Phillips Machine Tools India Private Limited (a subsidiary of Phillips Corporation, USA), received the following Orders / Letter of Acceptance from Ircan International Limited, a Navratna Company and a Govt. of India Undertaking:
  - **GE-Package-1 :** Design, Supply, Installation, Commissioning & Training of various types of CNC Machines for MSME Training Centers located at various locations on turnkey basis, for a contract value of Rs. 162.25 Crores (inclusive of GST).

- **GE-Package-2** : Design, Supply, Installation, Commissioning & Training of various types of plant & machineries for MSME Training Centres located at various locations in India on turnkey basis, for a contract value of Rs. 139.48 Crores (inclusive of GST).

## SWOT ANALYSIS

SWOT Analysis is a strategic tool used to evaluate the Company's internal strengths and areas for improvement, while identifying external opportunities and threats that may influence its business environment. The key aspects of the Company's SWOT analysis are set out below:



| STRENGTHS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | WEAKNESSES                                                                                                                                                                                                                                                                                                                   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>Trusted and established brand with strong institutional presence backed by the legacy of the JK Group</li> <li>Cost Effective In-house Research and Development capabilities</li> <li>Products with high local content, aligned with Government policies promoting "Make in India"</li> <li>Diversified business portfolio spanning Defence &amp; Aerospace, Digital Manufacturing &amp; Advanced Systems and Digital Services</li> <li>Integrated high-technology manufacturing ecosystem spanning design, prototyping, composites, 3D printing and precision machining</li> <li>Presence across high-growth sectors</li> <li>Experienced management and technical teams</li> </ul> | <ul style="list-style-type: none"> <li>Limited presence in export markets</li> <li>Production-related challenges, particularly in the availability and retention of skilled technical workforce.</li> <li>Capital-intensive nature of certain businesses, requiring higher working capital and funding for growth</li> </ul> |
| OPPORTUNITIES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | THREATS                                                                                                                                                                                                                                                                                                                      |
| <ul style="list-style-type: none"> <li>Favourable Government Policies especially Atmanirbhar Bharat</li> <li>Strong growth prospects in the Defence Sector, Digital Manufacturing sector such as medical technology, patient-specific solutions and AI</li> <li>Scope for R&amp;D and high technology adoption</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                   | <ul style="list-style-type: none"> <li>Dependence on Government and institutional customers and contracts</li> <li>Geopolitical uncertainties and disruptions in global supply chains</li> <li>Rapid technological developments requiring continuous investment in technology and skills</li> </ul>                          |

## RISKS AND CONCERNS

The major risks and concerns for the Company include:

- Intense competition from domestic and international players.
- High dependence on Government/Defence contracts, policies and budgetary allocations, with adverse sectoral developments potentially impacting business sustainability.
- Rapid technological advancements, including Artificial Intelligence.
- Adverse geopolitical, economic and regulatory conditions may impact business and financial performance.



## HUMAN RESOURCES

Employees remain a key pillar of Jaykay Enterprises Limited, and the Company continues to focus on building a collaborative, inclusive and growth-oriented work environment. The Company recognises that nurturing talent and strengthening human capital are essential to building a resilient organisation and supporting sustainable business growth. Accordingly, the Company strives to foster a workplace where employees are valued, respected and empowered to contribute effectively towards organisational objectives.

During the year under review, the Human Resources function continued to focus on employee engagement, workplace culture, employee well-being and capability development through various initiatives aimed at fostering a sense of belonging, strengthening collaboration and enhancing employee experience. The Company promotes a transparent and inclusive work culture where employees are encouraged to share their views, raise concerns and contribute actively towards organisational objectives. The Company also remains focused on providing equal opportunities and maintaining a safe, respectful and equitable workplace.

Various employee engagement initiatives and celebrations were organised during the year, including Diwali, Christmas, Women's Day and employee birthdays. These initiatives provided opportunities for employees to interact beyond their regular work responsibilities, fostering team collaboration and engagement while promoting a culture of inclusivity and mutual respect.



As part of its commitment to maintaining a safe, respectful and equitable workplace, the Company conducted Prevention of Sexual Harassment ("POSH") and Anti-Harassment Awareness Training programmes for employees during the year. The programmes focused on workplace ethics, respectful conduct and awareness of the Company's grievance redressal mechanisms, thereby reinforcing a culture of dignity, equality and accountability.

During FY 2025-26, the Company continued to strengthen its talent base by hiring skilled professionals across key functions and undertaking initiatives for capability building through continuous learning and development programmes. Employees participated in training programmes covering technical, leadership and compliance-related areas. The Company also continued to strengthen its employee recognition practices, with emphasis on recognising performance and leadership behaviours, while providing supportive employee policies and health and welfare benefits.

Health and safety continued to be important areas of focus. Regular internal and external audits were undertaken to support compliance with applicable requirements and strengthen workplace safety practices. The Company remains focused on maintaining a safe, inclusive and responsible work environment.

Going forward, the Human Resources function will continue to focus on strengthening leadership capabilities and succession pipelines, enhancing digital HR solutions, developing employee capabilities and driving engagement initiatives aligned with the Company's evolving business requirements. These initiatives are aimed at strengthening organisational capabilities, improving workforce effectiveness and supporting the Company's business transformation and long-term growth objectives.

As at March 31, 2026, the Jaykay Group had a total manpower strength of 721 employees (including 76 on contract basis). Of this, 73 employees (including 31 on contract basis), were part of Jaykay Enterprises Limited. The Company's workforce continues to play an important role in supporting its business operations, growth objectives and long-term sustainability.

## **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

The internal control framework forms an integral part of the Company's governance and risk management practices.

Your Company has in place adequate internal financial controls commensurate with the size, scale and nature of its business. These controls are supported by well-defined policies and procedures to ensure the orderly and efficient conduct of its business and operations, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.



The internal financial controls are supplemented by an extensive programme of internal audits, periodic management reviews, and documented policies, guidelines and procedures. These controls are designed to ensure the reliability of financial and other records for the preparation of financial information and reports and for maintaining proper accountability of the Company's assets.

The internal financial controls operate effectively and no material weakness exists. The Company has in place a process for continuously monitoring the effectiveness of its internal financial controls and identifying potential gaps, if any, and implementing appropriate new or improved controls, wherever considered necessary.

## FINANCIAL PERFORMANCE

During the financial year 2025-26, your Company delivered improved operating and financial performance on both standalone and consolidated basis. The key highlights of the performance are set out below:

On a Standalone Basis:

- Revenue from Operations increased to Rs. 605 lakh as compared to Rs. 591 lakh in the previous financial year.
- Profit before Tax (before Exceptional Items) increased to Rs. 1,928 lakh as compared to Rs. 1,509 lakh in the previous financial year.
- Profit after Tax increased significantly to Rs. 27,837 lakh from Rs. 1,267 lakh in the previous financial year. The increase was primarily driven by the exceptional item recognized during the year, together with the improvement in the Company's underlying operating performance.

On a Consolidated Basis:

- Revenue from Operations increased significantly to Rs. 23,965 lakh from Rs. 8,064 lakh in the previous financial year, primarily driven by the acquisition of J K Technosoft Limited, along with strong growth in the Defence & Digital manufacturing business.
- Profit before Tax (before Exceptional Items) increased to Rs. 4,459 lakh as compared to Rs. 709 lakh in the previous financial year.
- Profit after Tax increased significantly to Rs. 21,565 lakh as compared to Rs. 717 lakh in the previous financial year. The increase was attributable to the improvement in consolidated operating performance, together with the impact of the exceptional item recognized during the year.

(Rs. in Lakhs)

| Particulars                                  | Standalone |            | Consolidated |            |
|----------------------------------------------|------------|------------|--------------|------------|
|                                              | FY 2025-26 | FY 2024-25 | FY 2025-26   | FY 2024-25 |
| Revenue from Operations                      | 605        | 591        | 23,965       | 8,064      |
| Other Income                                 | 2,702      | 2,078      | 4,264        | 1,830      |
| Total Income                                 | 3,307      | 2,669      | 28,229       | 9,894      |
| Finance Cost                                 | 18         | 46         | 680          | 608        |
| Depreciation/ Impairment and Amortization    | 220        | 245        | 1,549        | 467        |
| Profit before Tax (before Exceptional Items) | 1,928      | 1,509      | 4,459        | 709        |
| Add: Exceptional Items                       | 26,036     | 0          | 17,736       | 0          |
| Profit before Tax                            | 27,964     | 1,509      | 22,195       | 709        |
| Tax Expenses                                 | 127        | 242        | 630          | (8)        |
| Profit after Tax                             | 27,837     | 1,267      | 21,565       | 717        |
| Other Comprehensive Income / (Loss)          | 0          | (172)      | 1,407        | (168)      |
| Total Comprehensive Income / (Loss)          | 27,837     | 1,095      | 22,972       | 549        |
| Earnings per Equity Share of Re. 1/- each    |            |            |              |            |
| Basic (Rs.)                                  | 21.79*     | 1.40       | 16.88        | 0.79       |
| Diluted (Rs.)                                | 21.79*     | 1.40       | 16.88        | 0.79       |

\*includes the impact of exceptional income

## KEY FINANCIAL RATIOS AND DETAILS OF SIGNIFICANT CHANGES THEREIN VIS-A-VIS IMMEDIATELY PRECEDING FINANCIAL YEAR

| Particulars                         | As at March 31, 2026 | As at March 31, 2025 | Variance (%) | Reasons of Variance                                                                                                                                                         |
|-------------------------------------|----------------------|----------------------|--------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Debtors Turnover Ratio (in times)   | 1.31                 | 1.78                 | -26.44%      | Debtors Turnover Ratio is impacted due to increase in credit period.                                                                                                        |
| Inventory Turnover Ratio (in times) | 0.65                 | 0.90                 | -27.39%      | Inventory Turnover Ratio has decreased due to decrease in cost of materials consumed during the year.                                                                       |
| Interest Coverage Ratio             | 108.56               | 35.13                | 209.04%      | Interest Coverage ratio is higher due to increase in EBIT as compared to previous year.                                                                                     |
| Current Ratio (in times)            | 5.26                 | 14.71                | -64.22%      | Current Ratio is lower in current year due to reduction of current assets as compared to previous year.                                                                     |
| Debt Equity Ratio (in times)        | 0.0035               | 0.0066               | -46.70%      | Debt equity Ratio has decreased due to increase in equity on account of significant increase in PAT resulting from gains arising on investment remeasurement at fair value. |

|                                               |          |         |          |                                                                                                                                                                                                                   |
|-----------------------------------------------|----------|---------|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Debt Service Coverage Ratio (in times)</b> | 25.85    | 3.37    | 667.14%  | Debt Service Coverage Ratio has increased due to significant increase in PAT on account of gains arising on investment remeasurement at fair value.                                                               |
| <b>Operating Profit Margin (%)</b>            | 3.22%    | 2.63%   | 22.44%   | Operating Profit Margin has increased due to decrease in employee benefit expenses, depreciation and other expenses.                                                                                              |
| <b>Net Profit Margin (%)</b>                  | 4604.25% | 214.25% | 2049.01% | Net Profit Ratio has increased significantly due to higher profit after tax compared to the previous year, primarily on account of exceptional items arising from gains on fair value measurement of investments. |
| <b>Return on Net Worth (%)</b>                | 48.24%   | 4.66%   | 934.65%  | Return on Net Worth increased due to higher profits after tax compared to the previous year, primarily on account of exceptional items arising from gains on fair value measurement of investments.               |
| <b>Earnings per Share (EPS) (Rs.)</b>         | 21.79*   | 1.40    | 1456.43% | EPS increased significantly due to higher profit after tax compared to the previous year, primarily on account of exceptional items arising from gains on fair value measurement of investments.                  |

\*includes the impact of exceptional income

#### FORWARD-LOOKING STATEMENT

Certain statements made in the Annual Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. We use words such as anticipates, believes, expects, future, intends, and similar expressions to identify forward-looking statements. Forward-looking statements reflect management's current expectations and are inherently uncertain. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations, taxation, pandemic and other natural calamities over which the Company does not have any direct control. The Company assumes no responsibility to amend, modify or revise any such statements. The Company disclaims any obligation to update these forward-looking statements except as may be required by law.

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 80<sup>th</sup> (Eightieth) Annual Report on the business and operations of Jaykay Enterprises Limited ("the Company" or "JKE") along with the Audited Standalone and Consolidated Financial Statements and the Auditors' Report thereon for the financial year ended March 31, 2026.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS

The financial performance of the Company for the financial year ended March 31, 2026 is summarized below:

(Rs. in Lakhs unless otherwise stated)

| Particulars                                  | For the financial year ended<br>(Standalone) |                | For the financial year ended<br>(Consolidated) |                |
|----------------------------------------------|----------------------------------------------|----------------|------------------------------------------------|----------------|
|                                              | March 31, 2026                               | March 31, 2025 | March 31, 2026                                 | March 31, 2025 |
| Revenue from Operations                      | 605                                          | 591            | 23,965                                         | 8,064          |
| Other Income                                 | 2,702                                        | 2,078          | 4,264                                          | 1,830          |
| Total Income                                 | 3,307                                        | 2,669          | 28,229                                         | 9,894          |
| Finance Cost                                 | 18                                           | 46             | 680                                            | 608            |
| Depreciation/ Impairment and Amortization    | 220                                          | 245            | 1,549                                          | 467            |
| Profit before Tax (before Exceptional Items) | 1,928                                        | 1,509          | 4,459                                          | 709            |
| Add: Exceptional Items                       | 26,036                                       | 0              | 17,736                                         | 0              |
| Profit before Tax                            | 27,964                                       | 1,509          | 22,195                                         | 709            |
| Tax Expenses                                 | 127                                          | 242            | 630                                            | (8)            |
| Profit after Tax                             | 27,837                                       | 1,267          | 21,565                                         | 717            |
| Other Comprehensive Income / (Loss)          | 0                                            | (172)          | 1,407                                          | (168)          |
| Total Comprehensive Income / (Loss)          | 27,837                                       | 1,095          | 22,972                                         | 549            |
| Earnings per Equity Share of Re. 1/- each    |                                              |                |                                                |                |
| Basic (Rs.)                                  | 21.79*                                       | 1.40           | 16.88                                          | 0.79           |
| Diluted (Rs.)                                | 21.79*                                       | 1.40           | 16.88                                          | 0.79           |

\* includes the impact of exceptional income

### 2. PERFORMANCE HIGHLIGHTS

During the financial year 2025-26, your Company delivered improved operating and financial performance on both standalone and consolidated basis. The key highlights of the performance are set out below:

#### Standalone Performance:

- Revenue from Operations increased to Rs. 605 lakh as compared to Rs. 591 lakh in the previous financial year.
- Profit before Tax (before Exceptional Items) increased to Rs. 1,928 lakh as compared to Rs. 1,509 lakh in the previous financial year.
- Profit after Tax increased significantly to Rs. 27,837 lakh from Rs. 1,267 lakh in the previous financial year. The increase was primarily driven by the exceptional item recognized during the year, together with the improvement in the Company's underlying operating performance.

#### Consolidated Performance:

- Revenue from Operations increased significantly to Rs. 23,965 lakh from Rs. 8,064 lakh in the previous financial year, primarily driven by the acquisition of J K Technosoft Limited, along with strong growth in the Defence & Digital manufacturing business.
- Profit before Tax (before Exceptional Items) increased to Rs. 4,459 lakh as compared to Rs. 709 lakh in the previous financial year.
- Profit after Tax increased significantly to Rs. 21,565 lakh as compared to Rs. 717 lakh in the previous financial year. The increase was attributable to the improvement in consolidated operating performance, together with the impact of the exceptional item recognized during the year.

### 3. DIVIDEND

Your Directors have not recommended any dividend on the Equity Shares of the Company for the financial year under review.

### 4. TRANSFER TO RESERVES

During the year under review, no amount was transferred to general reserves.

## 5. CERTIFICATIONS

Your Company's Precision Machining Division, engaged in defence, aerospace & digital manufacturing, is certified for its Quality Management System as per ISO 9001:2015.

Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) ("Allen"), a step down subsidiary of the Company, operates state-of-the-art manufacturing facilities at its two units located at IDA Bollaram and IDA Cherlapally, Telangana, both of which are certified for Quality Management System as per ISO 9001:2015. Allen's Testing Laboratory at IDA Bollaram is accredited by the National Accreditation Board for Testing and Calibration Laboratories (NABL) in accordance with ISO/IEC 17025:2017 for laboratory management systems.

During the current year, Allen also obtained "AS9100:D and ISO 9001:2015" Certifications from Intertek Testing Services NA, Inc., for its facility at IDA Bollaram, for "Design, Development, Manufacturing, Assembling and Testing of FRP and allied products".

During the current year, JK Digital & Advance Systems Private Limited, a wholly owned subsidiary of the Company, obtained following Certifications from BSCIC Certifications Private Limited for the Manufacture and Sale of Additive Manufactured Sterile Revision Surgery Hip Implants, Augments, Spinal Implants and Patient Specific Implants:

- ISO 13485:2016 - Medical Device - Quality Management System
- ISO 9001:2015 - Quality Management System
- ISO 14001:2015 - Environmental Management System
- ISO 45001:2018 - Occupational Health & Safety Management System

## 6. SIGNIFICANT EVENTS DURING THE YEAR UNDER REVIEW AND TILL THE DATE OF THIS REPORT

During the year under review and till the date of this Report, the Company kept its stakeholders informed of all material developments by making the requisite disclosures to the Stock Exchanges in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and through other appropriate modes of communication. The significant events during the said period are summarised below:

### a. Jaykay Enterprises Limited:

#### i. Acquisition of Partly Paid-up Equity Shares of JK Technosoft Limited

During the year under review, the Company approved and completed the 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 ("JKTL"), for a total purchase consideration of Rs. 1,12,43,46,912/-. The acquisition was effected through a share swap, at an acquisition price of Rs. 163/- per share.

In consideration of the aforesaid acquisition, the Company allotted 79,17,936 equity shares of face value of Re. 1/- each, at an issue price of Rs. 142/- per share, to the shareholders of JKTL on a preferential basis, for consideration other than cash, towards discharge of the purchase consideration.

Pursuant to the aforesaid acquisition, the Company's shareholding in JKTL increased from 97.48% to 99.07% (assuming full conversion of partly paid-up shares into fully paid-up shares).

#### ii. JKE Employee Stock Option Scheme 2025

During the year under review, your Company implemented the 'JKE Employee Stock Option Scheme 2025' ("ESOP Scheme") covering eligible employees of the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies), which was approved by the shareholders of the Company on May 15, 2025.

Under the ESOP Scheme, a pool of 30,00,000 employee stock options ("Stock Options") has been approved for grant to eligible employees, as may be determined by the Nomination and Remuneration Committee ("NRC") from time to time, in one or more tranches. As on the date of this Report, no Stock Options have been granted under the ESOP Scheme.

#### iii. Listing of Equity Shares on the National Stock Exchange of India Limited

During the year under review, pursuant to receipt of listing and trading approval from the National Stock Exchange of India Limited ("NSE"), the Company's 13,02,87,066 Equity Shares of face value of Re. 1/- each were listed and admitted to trading on the Main Board of NSE with effect from the commencement of trading hours on December 03, 2025, under the trading symbol "JAYKAY", through the Direct Listing route.

The listing of the Company's equity shares on NSE marks a significant milestone in the Company's growth journey and is expected to enhance its market visibility, strengthen investor outreach and support long-term value creation.

#### iv. Subscription to Optionally Convertible Redeemable Preference Shares of JK Defence & Aerospace Limited, a Wholly Owned Subsidiary

During the year under review, the Company subscribed to 0.1% Optionally Convertible Redeemable Preference

Shares ("OCRPS") of JK Defence & Aerospace Limited ("JK Defence"), wholly owned subsidiary ("WoS") of the Company, pursuant to rights issues, as under:

- May 19, 2025 - 13,00,000 OCRPS of face value of Rs. 100/- each at par, aggregating to Rs. 13,00,00,000/-.
- October 09, 2025 - 36,00,000 OCRPS of face value of Rs. 100/- each at par, aggregating to Rs. 36,00,00,000/-.
- December 09, 2025 - 2,00,000 OCRPS of face value of Rs. 100/- each at par, aggregating to Rs. 2,00,00,000/-.

**v. Subscription to Optionally Convertible Redeemable Preference Shares of JK Digital & Advance Systems Private Limited, a Wholly Owned Subsidiary**

During the year under review, the Company subscribed to 0.1% OCRPS of JK Digital & Advance Systems Private Limited ("JK Digital"), WoS of the Company, pursuant to rights issues, as under:

- May 13, 2025 - 15,00,000 OCRPS of face value of Rs. 100/- each at par, aggregating to Rs. 15,00,00,000/-.

During the current year, the Company subscribed to 0.1% OCRPS of JK Digital, pursuant to rights issues, as under:

- June 09, 2026 - 1,50,000 OCRPS of face value of Rs. 100/- each at par, aggregating to Rs. 1,50,00,000/-.

**vi. Acquisition of the Business Undertaking of Patange Industries Private Limited**

During the current year, the Company acquired the Business Undertaking of Patange Industries Private Limited, engaged in the business of Precision Manufacturing, Fabrication and Engineering Design services, by way of a slump sale on a going concern basis.

The acquisition of the Business Undertaking is aligned with the Company's strategic objective of expanding its presence in the Defence & Aerospace sector while strengthening its engineering and technological capabilities. It is also expected to enhance the Company's operational capabilities in the design, analysis and manufacturing of complex engineering structures.

**vii. Proposed Fund Raising by way of Rights Issue**

During the current year, the Board of Directors, at its meeting held on July 13, 2026, approved the proposal for raising of funds by way of the issue of partly-paid up equity shares of the Company to its eligible shareholders as on the record date (to be notified subsequently) on a right basis ("Rights Issue"), for a maximum amount of up to Rs. 1,55,00,00,000 (Rupees One Hundred and Fifty-Five Crore) (the "Issue"), subject to receipt of necessary approvals, as applicable and in accordance with applicable provisions of the Companies Act, 2013 ("Act"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and other applicable laws.

The Company will make the requisite disclosures and filings in accordance with the applicable provisions of the SEBI Listing Regulations, applicable SEBI regulations and circulars, and other applicable laws as the Rights Issue progresses.

**b. JK Defence & Aerospace Limited, a Wholly Owned Subsidiary of the Company**

**i. Acquisition of additional Equity Stake in Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited)**

During the year under review, JK Defence completed the payment of call monies in respect of 1,94,03,363 partly paid-up equity shares of Allen, which had been allotted to JK Defence pursuant to a rights issue.

Consequent upon payment of the call monies, JK Defence's shareholding in Allen increased from 76.41% to 92.92%, thereby strengthening the Group's controlling stake in Allen.

**ii. Final Allotment of Industrial Land in Lucknow to JK Defence & Aerospace Limited by Uttar Pradesh Expressways Industrial Development Authority**

During the year under review, JK Defence received the final allotment letter from the Uttar Pradesh Expressways Industrial Development Authority ("UPEIDA"), Lucknow, for an industrial land parcel measuring 4.9 hectares (49,000 square meters), for the purpose of establishing Defence Production Industry under Defence Industrial Corridor Project, Lucknow Node.

**c. Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited), a step-down subsidiary of the Company**

**i. Receipt of Orders from BrahMos Aerospace Private Limited and Bharat Dynamics Limited**

During the year under review, Allen received the following Orders:

- BrahMos Aerospace Private Limited - aggregating approximately Rs. 94.45 Crores (inclusive of GST) for the manufacture of Composite Parts; and

- Bharat Dynamics Limited - aggregating approximately Rs. 15.90 Crores (inclusive of GST) for the manufacture of Launcher Tubes & Packing Boxes.

**ii. Receipt of ISO Certifications**

During the current year, Allen obtained “AS9100:D and ISO 9001:2015” Certifications from Intertek Testing Services NA, Inc., for its facility at IDA Bollaram, for “Design, Development, Manufacturing, Assembling and Testing of FRP and allied products”.

**d. JK Digital & Advance Systems Private Limited, a Wholly Owned Subsidiary of the Company**

**i. Execution of Memorandum of Understanding with the Neuro-Engineering Lab, All India Institute of Medical Sciences, New Delhi**

During the year under review, JK Digital entered into a Memorandum of Understanding on May 09, 2025, with the Neuro-Engineering Lab, All India Institute of Medical Sciences, New Delhi (“NEL-AIIMS”), to establish a collaborative framework between NEL-AIIMS and JK Digital for the development of neurosurgical instruments through an iterative process of design, prototyping, and validation.

Under this collaboration, JK Digital will undertake the manufacturing of neurosurgical instruments through the use of metal 3D printing and high-precision machining as per the designs and technical requirements provided by NEL-AIIMS.

**ii. Execution of Memorandum of Understanding with the Council of Scientific & Industrial Research, through its constituent laboratory, Central Scientific Instruments Organisation, Chandigarh**

During the year under review, JK Digital entered into a Memorandum of Understanding on May 23, 2025, with the Council of Scientific & Industrial Research, through its constituent laboratory, Central Scientific Instruments Organisation, Chandigarh to collaborate on the research and development of metal implants by using additive manufacturing technology.

**iii. Execution of Transfer of Technology Agreement with Central Scientific Instruments Organisation, Chandigarh - a CSIR laboratory**

During the year under review, JK Digital executed a Transfer of Technology (“ToT”) Agreement on September 09, 2025, with the Central Scientific Instruments Organisation, Chandigarh - a CSIR laboratory, for the indigenous manufacturing of advanced 3D-printed lattice orthopedic implants using additive manufacturing technology.

This ToT Agreement covers seven state-of-the-art orthopedic implant technologies, primarily for Spinal and Hip surgeries, including TLIF, PLIF, Buttress & Shim Augments, Shell & Wedge Augments, Lattice Cones, Cage Constructs, and Lattice Acetabular Cups. The Agreement grants JK Digital the right to utilize the Know-How for indigenous manufacturing of advanced 3D-printed lattice orthopedic implants using additive manufacturing technology for a period of 7 years.

This Agreement enables domestic production of high-value implants, reducing reliance on imports and supporting the Government of India’s ‘Make in India’ initiative in the healthcare sector and strengthens India’s medical device ecosystem with globally benchmarked, advanced technologies.

This collaboration has positioned the Company as one of the first Indian players to offer indigenously manufactured 3D-printed lattice medical implants at affordable costs and marks a major milestone for Jaykay Enterprises Limited, reinforcing its long-term strategy of advancing affordable healthcare solutions through indigenous innovation and technology leadership.

**iv. Receipt of ISO Certifications**

During the current year, JK Digital has been awarded the following Certifications by BSCIC Certifications Private Limited for Manufacture and Sale of Additive Manufactured Sterile Revision Surgery Hip Implants, Augments, Spinal Implants and Patient Specific Implants:

- ISO 13485:2016 - Medical Device - Quality Management System
- ISO 9001:2015 - Quality Management System
- ISO 14001:2015 - Environmental Management System
- ISO 45001:2018 - Occupational Health & Safety Management System

Together, these internationally recognized certifications establish a strong foundation of Quality, Compliance, Safety, Sustainability, and Continuous Improvement, enabling JK Digital to serve customers across regulated global healthcare markets.

**e. Neumesh Labs Private Limited, a Subsidiary of the Company**

During the year under review, a case of misappropriation of funds was detected in Neumesh Labs Private Limited (“Neumesh Labs”), earlier a material subsidiary of the Company and a 70:30 Joint Venture between the Company and Additive 3D Pte Limited. In connection with the aforesaid matter, Neumesh Labs also received a notice of investigation from the Ministry of Corporate Affairs during the current year.

The Company and Neumesh Labs are extending full cooperation to the investigating authorities. Appropriate disclosures, if any, shall be made in accordance with the applicable laws and regulations as and when any material developments arise.

**f. JK Phillips LLP, a Joint Venture**

**Receipt of Orders / Letter of Acceptance from Ircon International Limited**

During the year under review, J K Phillips LLP, a 50:50 Joint Venture between the Company and Phillips Machine Tools India Private Limited (a subsidiary of Phillips Corporation, USA), received the following Orders / Letter of Acceptance from Ircon International Limited, a Navratna Company and a Govt. of India Undertaking:

- **GE-Package-1** : Design, Supply, Installation, Commissioning & Training of various types of CNC Machines for MSME Training Centers located at various locations on turnkey basis, for a contract value of Rs. 162.25 Crores (inclusive of GST).
- **GE-Package-2** : Design, Supply, Installation, Commissioning & Training of various types of plant & machineries for MSME Training Centres located at various locations in India on turnkey basis, for a contract value of Rs. 139.48 Crores (inclusive of GST).

**7. SHARE CAPITAL AND CHANGES IN THE CAPITAL STRUCTURE**

**Authorised Capital**

During the year under review, there was no change in the authorised share capital of the Company. As on March 31, 2026, the authorised share capital of the Company stood at Rs. 1,40,00,00,000/- divided into 1,25,00,00,000 Equity Shares of Re. 1/- each; 2,00,000 - 11% Cumulative Redeemable Preference Shares of Rs. 100/- each; 6,00,000 - 14% Cumulative Redeemable Preference Shares of Rs. 100/- each; 2,00,000 - 15% Cumulative Redeemable Preference Shares of Rs. 100/- each and 5,00,000 Unclassified Shares of Rs. 100/- each.

**Issued, subscribed and Paid-up Capital**

During the year under review, your Company allotted 79,17,936 equity shares of face value of Re. 1/- each, at an issue price of Rs. 142/- per equity share, for consideration other than cash, by way of share-swap, to the shareholders of JK Technosoft Limited, towards discharge of the total purchase consideration of Rs. 112,43,46,912/- payable by the Company to the shareholders of JK Technosoft Limited, in respect of acquisition of 1,24,07,276 partly paid-up equity shares of Rs. 10/- each (paid-up Rs. 2.50/-) held by them.

Consequent to the aforesaid allotment, the issued, subscribed and paid-up share capital of the Company increased from Rs. 12,23,69,130/- divided into 12,23,69,130 equity shares of face value of Re. 1/- each to Rs. 13,02,87,066/- divided into 13,02,87,066 equity shares of face value of Re. 1/- each.

During the year under review, the Company has not issued any equity shares with differential rights / sweat equity shares under Rule 4 and Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

**8. EMPLOYEES STOCK OPTION SCHEME**

During the year under review, with a view to incentivize key employees for their contribution to the Company's growth, foster a culture of employee ownership, attract and retain top talent and align employees' interests with the Company's long-term objectives, your Company implemented a new Employee Stock Option Scheme i.e. 'JKE Employee Stock Option Scheme 2025' ("ESOP Scheme") covering eligible employees of the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies), for which approval of shareholders of the Company was received on May 15, 2025.

The NRC of the Board of Directors of the Company, inter-alia, administers and monitors the ESOP Scheme of the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEB & SE) Regulations").

As on the date of this Report, no stock options have been granted under the ESOP Scheme. Further, no variation or modification has been made to the ESOP Scheme as approved by the shareholders.

The ESOP Scheme is in compliance with the SEBI (SBEB & SE) Regulations as well as the related resolutions passed by the shareholders of the Company on May 15, 2025.

A Certificate from the Secretarial Auditors of the Company confirming that the ESOP Scheme has been implemented in accordance with the SEBI (SBEB & SE) Regulations and the related resolutions passed by the shareholders of the Company will be made available for inspection by the members at the AGM of the Company.

**9. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, no amount was required to be transferred by the Company to the Investor Education and Protection Fund pursuant to the provisions of the Act and rules made thereunder.

**10. CHANGE IN THE NATURE OF THE BUSINESS**

During the year under review, there has been no change in the nature of the business of the Company.

## 11. SIGNIFICANT AND MATERIAL ORDERS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year under review, no significant and material orders were passed by any regulator or court or tribunal which may impact the going concern status of the Company and your Company's operations in future.

## 12. DETAILS OF SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATES

As on March 31, 2026, your Company had 10 (Ten) subsidiaries (including 6 (Six) step down subsidiaries), 1 (One) associate, and 1 (One) joint venture as under:

- **Wholly Owned Subsidiaries:**
  - JK Defence & Aerospace Limited
  - JK Digital & Advance Systems Private Limited
- **Subsidiaries:**
  - JK Technosoft Limited
  - Neumesh Labs Private Limited
- **Step-down Subsidiaries:**
  - Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited)
  - JK Tech US Inc
  - JK Tech UK Limited
  - JKT Bangladesh Private Limited
  - JKT Europe B.V.
  - JKT Netherlands B.V.
- **Associate Company:**
  - Nebula3D Services Private Limited
- **Joint Venture in the form of LLP:**
  - JK Phillips LLP

Each subsidiary / associate / joint venture functions independently under the supervision of its respective Board of Directors or governing body, with due responsibility to protect and enhance stakeholder value.

In compliance with the SEBI Listing Regulations, the Company has formulated a Policy for determining Material Subsidiaries, which is available on the Company's website at the following link: <https://www.jaykayenterprises.com/policies/>

Based on the audited consolidated financial statements of the Company for FY 2025-26 and in accordance with the criteria prescribed under the SEBI Listing Regulations, the following entities shall be considered as material subsidiaries of the Company for FY 2026-27:

- JK Defence & Aerospace Limited
- Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited)
- JK Technosoft Limited
- JK Tech US Inc
- JK Tech UK Limited

A brief description about Company's Subsidiaries / Associate Company / Joint Venture during the financial year ended March 31, 2026 is given below:

### (i) JK Defence & Aerospace Limited

JK Defence & Aerospace Limited ("JK Defence") was incorporated on July 03, 2023, as a wholly owned subsidiary of the Company, with the primary objective to actively participate and undertake business of machining and manufacturing of precision-turned components and all type of engineering goods for the defence, aerospace and other allied industries.

JK Defence is strategically focused on the Defence and Aerospace sector and aims to secure orders from the Government of India and its undertakings leveraging its capabilities in additive manufacturing, precision engineering, and composites, along with synergies from Allen.

It has proposed to set up a manufacturing facility for defence related products such as Missile System, Assembly parts Brackets, Door Assembly Parts for Airbus, Landing Gear parts, Indian Naval System-Chassis Assembly Parts, Missile Parts-Front Panel Assembly, etc.

## (ii) JK Digital & Advance Systems Private Limited

JK Digital & Advance Systems Private Limited (“JK Digital”) was incorporated on July 27, 2023, with the objective of developing and manufacturing advanced orthopaedic implants and patient-specific medical devices using state-of-the-art metal additive manufacturing (3D printing) technologies.

JK Digital is building a world-class manufacturing ecosystem dedicated to the design, development, validation, manufacturing, and commercialization of high-performance medical implants that meet international quality and regulatory standards.

Under its flagship brand Neobone™, JK Digital™ is developing and manufacturing a comprehensive portfolio of orthopaedic solutions, including:

|                                                |                                                             |                                                 |
|------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------|
| • Patient-Specific Implants (PSIs)             | • Shell, Wedge & Buttress Augments                          | • Knee Replacement Systems (Primary & Revision) |
| • Hip Replacement Systems (Primary & Revision) | • Pelvic Reconstruction Systems                             | • Cranio-Maxillofacial (CMF) Implants           |
| • Acetabular Cups and Cage Constructs          | • Spinal Implants (TLIF, PLIF and other fusion systems)     | • Oncology Reconstruction Implants              |
| • Customized Trauma Solutions                  | • Surgical Instruments and Patient-Specific Surgical Guides |                                                 |

JK Digital is also establishing a Centre of Excellence (CoE) for Medical Additive Manufacturing, bringing together surgeons, biomedical engineers, materials scientists, manufacturing experts, and academic institutions to accelerate innovation in next-generation implant technologies.

## (iii) JK Technosoft Limited

JK Technosoft Limited (“JKTL”) is a public limited company, incorporated on March 07, 1988, under the provisions of the Companies Act, 1956. JKTL has a global presence through its wholly owned subsidiaries in UK (JK Tech UK Limited - 100%), US (JK Tech US Inc - 100%), Bangladesh (JKT Bangladesh Private Limited - 100%) and Netherlands (JKT Europe B.V. - 100% by virtue of controlling the Board) & (JKT Netherlands B.V., step-down subsidiary of JKTL and subsidiary of JKT Europe B.V. - 100% by virtue of controlling the Board).

JKTL is engaged in the business of Information Technology (IT) services (Application Development, Integration & Support, IT Consulting, Mobility, Portal Services, Hyper Automation), Artificial Intelligence/Machine Learning, Data Transformation, Cloud Engineering, Enterprise Solutions (QAD, Microsoft Progress etc.), Education and Training (IT/Non-IT, Industry Induction and Mobile Solutions).

JKTL is a Gen AI-focused data services organization delivering digital transformation solutions through a range of services with a specialized focus on the Insurance & Financial Services and Retail & CPG sectors. At the core of JKTL’s offerings is JIVA, an enterprise-grade Gen AI orchestrator that seamlessly unifies data, AI agents, and industry context to deliver autonomous workflows. Its Agentic AI capabilities transform fragmented enterprise systems into connected, context-aware processes that accelerate decision-making, reduce errors, and scale without additional headcount. Complementing this, JKTL’s MDM Studio establishes a single source of truth by cleansing, governing, and unifying data, ensuring AI-ready, trustworthy information pipelines. Together, these innovations enable enterprises to move beyond siloed operations into a state of intelligent automation and enterprise autonomy.

Beyond these flagship platforms, JKTL offers a robust suite of services in data transformation and cloud engineering, helping clients modernize legacy systems, design intelligent pipelines, build scalable architectures, and implement secure governance frameworks. With measurable outcomes such as improved efficiency, revenue protection, faster time-to-market, and enhanced customer experiences, JKTL empowers organizations to drive innovation, boost productivity, and accelerate their digital transformation journey. Its clientele include Unilever, ICON, Mansfields, Varsity, Gategroup, Thermo Fisher, Segdwick, Inveniam, Belden, Allied World, HKB, Alliant International, One Shield, Specsavers, Mark Anthony and Lowell etc.

## (iv) Neumesh Labs Private Limited

Neumesh Labs Private Limited (“Neumesh Labs”) was incorporated on January 04, 2021 and is engaged in the business of providing complete solutions for Additive Manufacturing including 3D manufacturing printing, Digital Set-up, sale of 3D Printers and market software products for 3D applications.

## (v) Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited)

Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) (“Allen”) was incorporated on December 31, 1987 and is engaged in the design, development, manufacture and testing of composite and allied engineering products for the purpose of Defence, Aerospace and Engineering products.

With over three decades of experience, Allen has been catering to the Defence requirements of the nation and is actively involved in indigenization, development, and production of advanced defence application products.

Prominent among its offerings are: Konkur Launcher Tubes, Pinaka Rocket Launch Tubes & Submarine Mine Laying Equipment, underwater mines, Air frames for Brahmos etc.

Allen has state-of-the-art manufacturing facilities at the following locations:

- IDA Bollaram located at 155/B/1&2, Industrial Estate, Bollaram, Telangana-502325
- IDA Cherlapally located at Plot No. 204/3,4,7&8, Phase-II, Cherlapally, Telangana-500051.

| Product range of Allen, across the spectrum of diversified applications for: - |                       |                      |
|--------------------------------------------------------------------------------|-----------------------|----------------------|
| • Missiles & Rockets                                                           | • Underwater Weapons  | • Radomes & Antennas |
| • Marine & Sub-marine                                                          | • Guns & Accessories  | • Aerospace          |
| • Railways                                                                     | • Roadways Automotive | • Containers         |

#### (vi) Nebula3D Services Private Limited

Nebula3D Services Private Limited ("Nebula") was incorporated on March 06, 2015 and is engaged in providing a full suite of Digital Engineering Services to the Automotive, Aerospace, Heavy Engineering, Oil & Gas, and Power & Energy sectors. Its Digital Engineering Services portfolio includes reverse engineering, plant modelling, 3D scanning and 3D product designing.

Nebula has extensive industry experience of nearly 11 years in offering digitization services, with specialization in laser scanning, laser tracker applications, plant design, product tear-down benchmarking, and 3D CAD services. It has successfully catered to leading OEMs in India and overseas, leveraging advanced engineering tools and skilled resources.

Nebula has its plant located at No. 966, 18<sup>th</sup> - B Cross, 2<sup>nd</sup> Cross Rd, Ideal Homes Twp, RR Nagar, Bengaluru, Karnataka.

#### (vii) JK Phillips LLP

JK Phillips LLP, a Limited Liability Partnership ("LLP") was incorporated on December 28, 2023, pursuant to an Agreement dated December 20, 2023 entered into between the Company and Phillips Machine Tools India Private Limited, a subsidiary of Phillips Corporation, USA.

The Company has made an initial capital contribution of Rs. 1,00,000/- (Rupees One Lakh Only) in the LLP and holds a 50% share in the profits of the LLP.

The objective of the LLP is to engage in the business of trading and distribution of advanced systems, including CNC machines, lathes, hydraulic presses, 3D printers, moulding machines, and related accessories manufactured by Phillips, along with other manufacturing and trading activities, including provision of after-sales services.

### 13. FINANCIAL DETAILS OF SUBSIDIARIES / JOINT VENTURE / ASSOCIATES

Pursuant to Section 129(3) of the Act read with the Companies (Accounts) Rules, 2014, a separate statement containing the salient features of the financial statements of the Company's Subsidiaries / Associate Company / Joint Venture, in the prescribed Form AOC-1, is annexed as **Annexure - VI** and forms part of this Annual Report. Accordingly, the same is not reproduced here for the sake of brevity. The statement also provides the details of the performance and financial position of each of the Subsidiaries / Associate Company / Joint Venture.

In accordance with Section 136 of the Act, the Copies of audited financial statements of Company's Subsidiaries / Associate Company / Joint Venture are available on the Company's website viz. [www.jaykayenterprises.com/investors/stock-exchange-compliances/audited-financial-statements-of-subsidiaries/](http://www.jaykayenterprises.com/investors/stock-exchange-compliances/audited-financial-statements-of-subsidiaries/) and shall also be kept open for inspection at the registered office of the Company or through electronic mode. Further, the same will also be available electronically for inspection by the members during the AGM.

### 14. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with the provisions of Section 129 of the Act, Regulation 33 of the SEBI Listing Regulations, Ind AS 110 as specified under the Companies (Indian Accounting Standards) Rules, 2015, and Schedule III to the Act, are attached herewith and, together with the Auditors' Report thereon, form part of this Annual Report.

### 15. INDIAN ACCOUNTING STANDARDS, 2015

The annexed financial statements comply, in all material respects, with the Indian Accounting Standards notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Act.

### 16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

An active and informed Board is a pre-requisite for strong and effective corporate governance. The Board plays a pivotal role in overseeing the management of the Company and safeguarding the interests of all stakeholders. It ensures that the Company has well-defined goals aligned with the creation of long-term value for shareholders and other stakeholders and sustainable growth. The Board is supported by the management and Senior Management Team in ensuring the effective functioning of the Company.

As on March 31, 2026 and up to the date of this Report, the Board of your Company was comprised of 6 (six) directors, out of whom 1 (one) was Promoter and Executive Director (Chairman & Managing Director), 1 (one) was an Executive Director (Joint Managing Director), 1 (one) was Non-Executive Non-Independent Director and 3 (three) were Non-Executive Independent Directors (including one Woman Independent Director).

## **DIRECTORS**

### **Re-appointment of Executive Directors:**

- The Board of Directors, at its meeting held on August 14, 2026, based on the recommendation of the NRC, approved the re-appointment of Mr. Abhishek Singhania (DIN: 00087844) as the Chairman & Managing Director of the Company for a further period of 3 (three) consecutive years with effect from July 01, 2027, subject to the approval of the shareholders, as his current term of office will expire on June 30, 2027. The terms and conditions of his re-appointment are set out in the Explanatory Statement forming part of the Notice convening the ensuing AGM of the Company.
- The Board of Directors, at its meeting held on August 14, 2026, based on the recommendation of the NRC, approved the re-appointment of Mr. Partho Pratim Kar (DIN: 00508567) as the Joint Managing Director of the Company for a further period of 3 (three) consecutive years with effect from April 15, 2027, subject to the approval of the shareholders, as his current term of office will expire on April 14, 2027. The terms and conditions of his re-appointment are set out in the Explanatory Statement forming part of the Notice convening the ensuing AGM of the Company.

### **Director retiring by rotation:**

- In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Partho Pratim Kar (DIN: 00508567), Joint Managing Director of the Company, is liable to retire by rotation at the ensuing AGM and, being eligible, has offered himself for re-appointment as director. His re-appointment as a Director shall not constitute a break in his existing term as Joint Managing Director of the Company.

### **Profile of Directors seeking re-appointment:**

The brief resume of the Directors seeking re-appointment, along with other details as stipulated under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards issued by The Institute of Company Secretaries of India, are provided in the Notice convening the ensuing AGM of the Company.

Your Directors recommend the re-appointment of the aforesaid directors at the ensuing AGM.

Further, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of any company by virtue of any order passed by SEBI or any other statutory authority.

## **KEY MANAGERIAL PERSONNEL**

Pursuant to the provisions of Section 203 of the Act, the following officials are the Key Managerial Personnel ("KMP") of the Company as on the date of this Report:

- Mr. Abhishek Singhania - Chairman & Managing Director
- Mr. Partho Pratim Kar - Joint Managing Director
- Mr. Sanjay Jain - Chief Financial Officer
- Ms. Shikha Rastogi - Company Secretary & Compliance Officer

There was no change in the composition of the Board of Directors or KMP during the year under review and up to the date of this Report, except for the re-appointments as specifically stated above.

## **17. DISCLOSURE ABOUT RECEIPT OF COMMISSION**

Pursuant to the provisions of Section 197(14) of the Act and rules made thereunder, during the year under review, none of the directors of the Company has received any commission from the Company or any of its subsidiaries. Accordingly, the provisions of Section 197(14) of the Act are not applicable to the Company.

## **18. DIRECTORS AND OFFICERS LIABILITY INSURANCE**

The Company has in place a Directors and Officers ("D&O") Liability Insurance Policy covering its Directors and Officers for such quantum and against such risks as determined by the Board of Directors, to safeguard them against liabilities arising in the course of the performance of their duties.

## **19. STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS**

Your Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Independent Directors have further confirmed that there has been no change in the circumstances affecting their status as Independent Directors during the year under review. They have also confirmed that they have complied with the Company's Code of Ethics and Business Conduct for Board Members and Senior Management.

In the opinion of the Board, all the Independent Directors fulfill the criteria of independence as specified in the Act and the SEBI Listing Regulations, are independent of the management and possess the requisite qualifications, integrity, expertise, and experience. Disclosure regarding the skills / expertise / competence / proficiency possessed by the Directors is provided in the Corporate Governance Report, forming part of this Annual Report.

In addition, the Company has received confirmation from all Independent Directors that they are registered with the Independent Directors' Data Bank maintained by the Indian Institute of Corporate Affairs, Manesar, in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

## 20. BOARD EVALUATION

In accordance with the provisions of the Act and Regulation 17 of the SEBI Listing Regulations, the Board of Directors, in consultation with and on the recommendation of the NRC, carried out the annual performance evaluation of the Board as a whole, its Committees and individual directors including Independent Directors. The evaluation was conducted in accordance with the framework and criteria approved by the Board. The Board considered and discussed the inputs received from the Directors.

### Overview of Evaluation Framework and Criteria

| S. No. | Category                     | Criteria                                                                                                                                                                                                                                                                                                                                                                              |
|--------|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Board of Directors           | Board structure, composition, diversity, experience, competencies, performance of specific duties and obligations, quality of decision making, board practices, regular meetings, healthy discussions, active participation, open for new ideas and practices, and overall effectiveness of Board as a whole.                                                                         |
| 2.     | Board Committees             | Optimum composition, effectiveness of Committee in terms of well-defined charters & powers, regular meetings, healthy discussions, information-flow with the Board in terms of reporting and due consideration of Committees' decisions, findings after seeking input from the Committee members and recommendations at the Board level, effective and efficient discharge of duties. |
| 3.     | Individual Directors         | Requisite qualification, skills and experience, understanding of the Company's business, its market and its goals along with roles and responsibilities, ability to express disagreement & divergent views and independent judgement, open to new ideas and views from other members, confidentiality and adherence to legal obligations and Company's code of conduct.               |
| 4.     | Chairman & Managing Director | Leadership development, Board management, developing and delivering the Company's strategy and business plans, encouragement to effective and open communication and active engagement.                                                                                                                                                                                               |
| 5.     | Independent Directors        | Besides the criteria mentioned in point no. 3 above, the following are additional criteria: <ul style="list-style-type: none"> <li>- Independence criteria and conflict of interest;</li> <li>- Providing external expertise and independent judgement that contributes to Board's deliberations, strategy and performance.</li> </ul>                                                |

### Evaluation Process

- A structured evaluation questionnaire covering the above parameters was circulated to all Directors.
- During the evaluation process, Board members submitted their response on a scale of 1 (strongly disagree) to 5 (strongly agree) and evaluated the performance of Board, its Committees and individual directors, including Chairman of the Board.
- The Independent Directors met separately on May 27, 2026, without the presence of non-independent directors and members of the management, and inter-alia:-
  - reviewed the performance of the non-independent directors and Board as a whole;
  - reviewed the performance of the Chairman of the Company; and
  - assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- The NRC also carried out evaluation of each Director's performance. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Director being evaluated. On the basis of performance evaluation done by the Board, it is determined whether to extend or continue their term of appointment, whenever their respective term expires.

### **Outcome of Evaluation**

All Directors participated and completed the performance evaluation process for FY 2025-26. Following is the summary of outcome of evaluation:

- The results of evaluation were shared with the Board and Chairperson of respective Committees;
- The directors expressed their satisfaction with the evaluation process; and
- The results of evaluation showed high level of commitment and engagement of Board, its various committees and management.

The Board also noted the valuable suggestions received during the evaluation process for further strengthening its effectiveness and governance practices.

## **21. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Company has formulated a Code of Ethics and Business Conduct for its Directors and Senior Management Personnel. All Directors and Senior Management Personnel had affirmed that they have complied with the provisions of the said code during the year under review. Further details are provided in the Corporate Governance Report forming part of this Annual Report.

## **22. NOMINATION AND REMUNERATION POLICY**

Pursuant to the provisions of Section 178(3) of the Act and Regulation 19 read with Part D of Schedule II to the SEBI Listing Regulations, the NRC is responsible for determining qualification, positive attributes and independence of a Director. The NRC is also responsible for recommending to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees of the Company. The extract of the Nomination and Remuneration Policy covering the salient features are provided in the Corporate Governance Report forming part of this Annual Report.

The Nomination and Remuneration Policy is available on the Company's website at the following link: <https://www.jaykayenterprises.com/policies/>

## **23. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Act with respect to directors' responsibility statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2026, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2026 and of the profit of the Company for the year ended March 31, 2026;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **24. MEETINGS OF THE BOARD AND ITS COMMITTEES**

### **Board Meetings**

During the financial year 2025-26, the Board of Directors met 7 (seven) times. The intervening gap between any two consecutive Board Meetings was within the maximum period prescribed under the Act. The details of the Board Meetings held during the financial year 2025-26 and the attendance of the Directors thereat are provided in the Corporate Governance Report forming part of this Annual Report.

### **Board Committees**

The Board has constituted the following 5 (five) Committees in compliance with the applicable provisions of the Act, the SEBI Listing Regulations, and other applicable laws, as well as to meet the business requirements of the Company:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders' Relationship Committee
- d. Committee of Directors

e. Rights Issue Committee

The composition, terms of reference along with the details of meetings held during the financial year 2025-26 and attendance of Committee members at the said meetings, have been provided in the Corporate Governance Report forming part of this Annual Report.

All the recommendations made by Board Committees during the financial year 2025-26 were accepted by the Board.

## 25. GENERAL MEETING / POSTAL BALLOT

During the financial year ended March 31, 2026, apart from AGM of the Company held on September 30, 2025, the Company sought the approval of its shareholders through the following Postal Ballots:

- a. Postal Ballot notice dated April 15, 2025, for seeking approval of the shareholders for (i) 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; (ii) Approval of 'JKE Employee Stock Option Scheme 2025'; and (iii) 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'.

The aforesaid matters were duly approved by the shareholders on May 15, 2025 and the result of postal ballot was declared on May 19, 2025.

- b. Postal Ballot notice dated November 11, 2025, for seeking approval of the shareholders for Material Related Party Transactions of the Company with certain related parties and Material Related Party Transactions amongst certain subsidiaries / related parties of the Company for the financial year 2025-26, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

The aforesaid matters were duly approved by the shareholders on December 25, 2025 and the result of postal ballot was declared on December 26, 2025.

- c. Postal Ballot notice dated March 25, 2026, for seeking approval of the shareholders for Material Related Party Transactions of the Company with certain related parties and Material Related Party Transactions amongst certain subsidiaries / related parties of the Company for the financial year 2026-27, in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

The aforesaid matters were duly approved by the shareholders of the Company on May 23, 2026 and the result of postal ballot was declared on May 25, 2026.

Further details are provided in the Corporate Governance Report forming part of this Annual Report.

## 26. PUBLIC DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public / members pursuant to the provisions of Sections 73 and 76 of the Act read with Companies (Acceptance of Deposits) Rules, 2014. Accordingly, no amount of principal or interest was outstanding in respect of deposits from the Public as at the beginning and end of the financial year 2025-26.

## 27. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The particulars regarding conservation of energy, technology absorption and foreign exchange earnings & outgo, as required under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are furnished hereunder:

### A. Conservation of Energy

- a) **Steps taken towards energy conservation / utilizing alternate source of energy:** The Company continues to promote responsible and efficient use of energy across its operations.

During the year under review, the Company undertook various measures aimed at improving energy efficiency and reducing avoidable consumption, including:

- Progressive adoption of energy-efficient LED lighting and electrical fixtures.
- Periodic maintenance and monitoring of electrical equipment and associated infrastructure to ensure optimum operating efficiency.
- Encouraging responsible consumption of electricity and other energy resources across operational facilities.
- Evaluation and use of renewable or alternate sources of energy wherever commercially and operationally feasible.

- b) **Capital Investment on Energy Conservation Equipments:** NIL

- c) **Impact of measures at (a) & (b):** The energy conservation initiatives undertaken from time to time have contributed towards efficient utilization of energy resources, reduction in unnecessary consumption and optimization of operating costs.

## B. Technology Absorption:

- a) **Efforts made towards technology absorption:** The Company tends to use latest technology and equipments in its business. Emphasis is placed on improving operational efficiency, service quality and productivity through appropriate technology adoption.
- b) **Benefits derived like product improvement, cost reduction, product development, import substitution etc:** Not Applicable
- c) **In case of imported technology (imported during last 3 years reckoned from the beginning of the financial year), following information may be furnished:** NIL
- d) **The expenditure incurred on Research & Development:** NIL

C. **Foreign Exchange Earnings and Outgo:** During the year under review, there was neither inflow nor outflow of foreign exchange.

## 28. AUDITORS AND AUDIT REPORTS

### Statutory Auditors and Audit Report:

Pursuant to the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, M/s. P. L. Tandon & Co., Chartered Accountants (ICAI Registration No. 000186C), were appointed by the members at the 76<sup>th</sup> AGM of the Company held on September 20, 2022, as Statutory Auditors of the Company, for a period of five (5) consecutive years till the conclusion of the 81<sup>st</sup> AGM of the Company to be held in the year 2027.

M/s. P. L. Tandon & Co. has confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

The Statutory Auditors have expressed an unmodified opinion on the Standalone Financial Statements of the Company for the financial year ended March 31, 2026. However, the Statutory Auditors have expressed a qualified opinion in their Audit Report on the Consolidated Financial Statements of the Company for the financial year ended March 31, 2026.

The management's response to the qualified opinion/ emphasis of matters and other observations/comments contained in the Auditors' Report and Annexure thereto have been suitably provided in the respective notes to the Financial Statements referred to therein.

Further, the Key Audit Matter as contained in the Auditors' Report on the Standalone Financial Statements is also mentioned as Key Audit Matter in the Auditors' Report on the Consolidated Financial Statements in similar manner. The management response thereto has been suitably given in the respective Notes to the Financial Statements referred to therein.

The Notes to financial statements and other observations, if any, in the Auditors' Report are self-explanatory and therefore, do not call for any further comments.

During the year under review, the Statutory Auditors have not reported any incident related to fraud to the Audit Committee or the Board under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

### Secretarial Auditors and Secretarial Audit Report:

Pursuant to the provisions of Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI Listing Regulations, the Board of Directors, upon the recommendation of the Audit Committee, had appointed M/s. Varuna Mittal & Associates, Practicing Company Secretaries (Firm Registration Number: S2020DE762400 and Peer Reviewed Certificate No. 6087/2024), as the Secretarial Auditor of the Company for a first term of five (5) consecutive years commencing from the financial year 2025-26 till the financial year 2029-30, which was subsequently approved by the shareholders by way of an ordinary resolution passed at the AGM held on September 30, 2025.

The Secretarial Audit Report for the financial year ended March 31, 2026, issued by them is annexed as **Annexure - I** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. During the financial year 2025-26, the Secretarial Auditors have not reported any matter under Section 143(12) of the Act, therefore no detail is required to be disclosed under Section 134(3)(ca) of the Act.

Further, in compliance with Regulation 24A of the SEBI Listing Regulations and applicable SEBI circulars, a report on secretarial compliance issued by M/s. Varuna Mittal & Associates, Practicing Company Secretaries for the year ended March 31, 2026 has been submitted to the stock exchanges within the prescribed timeline. The same is available on the website of the Company at <https://www.jaykayenterprises.com/investors/stock-exchange-compliances/secretarial-compliance-report/>

The Company's unlisted material subsidiaries incorporated in India for the financial year 2025-26, namely JK Defence, Allen, JKTL and Neumesh Labs, have also undertaken Secretarial Audit in compliance with Regulation 24A of the SEBI Listing Regulations. The respective Secretarial Audit Reports of JK Defence, Allen, JKTL and Neumesh Labs are annexed herewith as **Annexure - II, Annexure - III, Annexure - IV and Annexure - V**, respectively to this report.

The Secretarial Audit Reports of JK Defence, Allen, JKTL and Neumesh Labs do not contain any qualification, reservation

or adverse remark.

## **29. MAINTENANCE OF COST RECORDS**

Pursuant to the provisions of Section 148(1) of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is not required to maintain cost records as its turnover during the financial year under review did not exceed the threshold limit prescribed under Rule 3 of the said Rules.

## **30. RISK MANAGEMENT**

Your Company has in place a Risk Management Policy which provides a structured framework for identification, assessment, monitoring and mitigation of various business, financial, regulatory and other risks that may impact the Company's operations and objectives. The Policy also facilitates prioritization of risks and implementation of appropriate mitigation measures. In the opinion of the Board of Directors, during the period under review, there were no risks identified which may threaten the existence of your Company.

From time to time, the Company reviews and updates its risk assessment and minimization procedures to strengthen its ability to effectively respond to emerging challenges. The Risk Management Policy is available on the Company's website at the following link: <https://www.jaykayenterprises.com/policies/>

## **31. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

Your Company has in place adequate internal financial controls commensurate with the size, scale and nature of its business. These controls are supported by well-defined policies and procedures to ensure the orderly and efficient conduct of its business and operations, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The internal financial controls are supplemented by an extensive programme of internal audits, periodic management reviews, and documented policies, guidelines and procedures. These controls are designed to ensure the reliability of financial and other records for the preparation of financial information and reports and for maintaining proper accountability of the Company's assets.

The internal financial controls operate effectively and no material weakness exists. The Company has in place a process for continuously monitoring the effectiveness of its internal financial controls and identifying potential gaps, if any, and implementing appropriate new or improved controls, wherever considered necessary.

## **32. WEBLINK OF ANNUAL RETURN**

Pursuant to the provisions of Sections 134 and 92(3) of the Act, the Annual Return of the Company for the financial year ended on March 31, 2026 is available on the Company's website and can be viewed at: <https://www.jaykayenterprises.com/investors/annual-returns/>.

## **33. RELATED PARTY TRANSACTIONS**

During the year under review, all contracts / arrangements / transactions entered into with related parties were in the ordinary course of business and on an arm's length basis. In accordance with the provisions of Section 177 of the Act and Rules made thereunder read with Regulation 23 of the SEBI Listing Regulations, your Company had obtained prior approval of the Audit Committee for related party transactions, including omnibus approval for transactions which were repetitive in nature or were anticipated to be entered into in the ordinary course of business, and / or under specific agenda items for entering into such transactions. In accordance with the applicable regulatory requirements, approval of Related Party Transactions is granted by the Independent Directors serving on the Audit Committee.

The Company has not entered into any material related party transactions falling within the scope of Section 188(1) of the Act during the year under review. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in the prescribed Form AOC-2 is not applicable.

As per the provisions of the Section 188 of the Act and Regulation 23 of SEBI Listing Regulations, your Company has formulated a policy on Related Party Transactions which is available on the Company's website at the following link: <https://www.jaykayenterprises.com/policies/>. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and the Related Parties.

Your Directors draw attention of the members to notes to the financial statements which inter-alia set out related party disclosures. The details of related party transactions entered into by the Company, in terms of Ind AS-24 have been disclosed in the notes to the standalone and consolidated financial statements forming part of this Annual Report.

## **34. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Managerial Personnel Rules") are provided in the prescribed format and annexed herewith as **Annexure - VII** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and (3) of the Managerial Personnel Rules, is provided in a separate annexure forming part of this Report. Having regard to the provisions of the second proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours till the date of AGM and any member interested in obtaining such information may write to the Secretarial Department of the Company and the same will be furnished on request.

### **35. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

The Company, in compliance with the applicable provisions of the Act and the SEBI Listing Regulations, extends financial assistance to its group managed entities, from time to time, in the form of investments, loans, guarantees, or securities, to meet their business requirements.

The details of loans, guarantees, securities provided, and investments made during the financial year under review, as covered under the provisions of Section 186 of the Act, have been disclosed in the notes to the Financial Statements forming part of this Annual Report.

### **36. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

As required under Section 134(3) of the Act, the Board of Directors inform the members that during the year under review, there have been no material changes, except as disclosed elsewhere in the Annual Report:

- in the nature of Company's business;
- in the Company's subsidiaries or in the nature of business carried out by them; and
- in the classes of business in which the Company has an interest.

Further, except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments which can affect the financial position of the Company between the end of the financial year and the date of this Report.

### **37. EXPLANATION REGARDING VARIATION/DEVIATION IN UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ISSUE**

During the year under review, the Company allotted 79,17,936 equity shares of face value of Re. 1/- each at an issue price of Rs. 142/- per equity share, for consideration other than cash. The allotment was made towards discharge of the total purchase consideration of Rs. 112,43,46,912/- payable by the Company to the shareholders of JK Technosoft Limited, in respect of acquisition of 1,24,07,276 partly paid-up equity shares of Rs. 10/- each (paid-up Rs. 2.50/-) held by them, through a preferential allotment on a share-swap basis.

Since the aforesaid preferential allotment was made for consideration other than cash, there has been no inflow or utilization of funds. Accordingly, the reporting requirement relating to variation/deviation in utilization of funds is not applicable.

### **38. SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, issued by The Institute of Company Secretaries of India relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied with by the Company, during the year under review.

### **39. LISTING ON STOCK EXCHANGES**

The Equity Shares of the Company are listed on BSE Limited and the National Stock Exchange of India Limited.

During the year under review, upon receipt of listing and trading approval from NSE, the Company's Equity Shares of face value of Re. 1/- each were listed and admitted to trading on the Main Board of NSE with effect from the commencement of trading hours on December 03, 2025, under the trading symbol "JAYKAY", through the Direct Listing route.

The requisite annual listing fees for the financial year 2026-27 have been duly paid to both the Stock Exchanges. The addresses of the Stock Exchanges and other relevant information for the shareholders are provided in the Corporate Governance Report forming part of this Annual Report.

### **40. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report for the financial year 2025-26, as required pursuant to Regulation 34 read with Schedule V of SEBI Listing Regulations, is presented in a separate section and forms an integral part of this Annual Report.

### **41. REPORT ON CORPORATE GOVERNANCE**

Your Company has always placed emphasis on conducting its affairs with diligence, transparency, responsibility, and accountability. The Board members support the broad principles of Corporate Governance and lay emphasis on its role in providing guidance, direction, and oversight to align the actions of the Company towards achieving its objectives.

The Report on Corporate Governance for the year under review, as stipulated under Regulation 34 read with Schedule V of SEBI Listing Regulations is presented in a separate section and forms an integral part of this Annual Report.

The certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is annexed to the said Corporate Governance Report.

#### **42. CORPORATE SOCIAL RESPONSIBILITY**

During the financial year 2025-26, the provisions relating to Corporate Social Responsibility ("CSR") under Section 135 of the Act became applicable to the Company for the first time.

The Company has duly complied with the applicable provisions of Section 135 of the Act read with the rules made thereunder and has undertaken its CSR obligations in accordance with the applicable statutory requirements. The prescribed CSR contribution for the financial year 2025-26 has been duly made towards eligible CSR activities in accordance with the provisions of the Act.

In accordance with the provisions of Section 135(9) of the Act, the functions prescribed to be discharged by the CSR Committee are being discharged by the Board of Directors of the Company. The Board is responsible for approving, overseeing and monitoring the CSR activities of the Company and ensuring compliance with the applicable provisions of the Act.

The Annual Report on CSR Activities for the financial year 2025-26, as required under the Act, is annexed to this Report as **Annexure - VIII** and forms an integral part of this Report. The CSR Policy of the Company is available on the website of the Company at <https://www.jaykayenterprises.com/policies/>.

#### **43. WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Company has in place a Whistle Blower Policy / Vigil Mechanism for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Ethics and Business Conduct, and any other event which would adversely affect the interests of the business of the Company. The Policy provides for adequate safeguards against victimization of director(s)/ employee(s) who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in exceptional cases.

Detailed disclosure relating to the Whistle Blower Policy / Vigil Mechanism is provided in the Corporate Governance Report forming part of this Annual Report.

During the year under review, no Director or Employee was denied access to the Chairperson of the Audit Committee. Further, no complaint was received under the Whistle Blower Policy during the year under review.

The said policy/ mechanism is available on the Company's website at the following link: <https://www.jaykayenterprises.com/policies>

#### **44. PREVENTION OF INSIDER TRADING**

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has in place an Insider Trading Policy to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives ("Code"). The Code lays down the procedures and disclosure requirements to be followed while dealing in the securities of the Company and is designed to preserve the confidentiality of unpublished price sensitive information and prevent its misuse.

The Company has also established an institutional mechanism for the prevention of insider trading in compliance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, the Company has put in place appropriate systems and procedures for monitoring the dealings in equity shares of the Company by the Designated Persons and their immediate relatives.

#### **45. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

Your Company is committed to providing and maintaining a safe, secure and inclusive work environment that is free from sexual harassment and discrimination. The Company has in place a Policy on Protection, Prevention & Redressal of Sexual Harassment of Women at Workplace in accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") and the Rules made thereunder.

The Policy provides a framework for prevention, prohibition and redressal of complaints relating to sexual harassment at the workplace and ensures protection against retaliation to complainants. Your Company has duly constituted an Internal Complaints Committee in compliance with the provisions of the POSH Act to redress complaints of sexual harassment, if any.

Pursuant to the provisions of the SEBI Listing Regulations, the details relating to complaints under the POSH Act for the financial year ended March 31, 2026 are as under:

| Particulars                                                                                | Number |
|--------------------------------------------------------------------------------------------|--------|
| Number of complaints pertaining to sexual harassment filed during the financial year       | Nil    |
| Number of complaints pertaining to sexual harassment disposed of during the financial year | Nil    |
| Number of complaints pertaining to sexual harassment pending for more than 90 days         | Nil    |

**46. STATEMENT BY THE COMPANY WITH RESPECT TO THE COMPLIANCE OF THE PROVISIONS RELATING TO THE MATERNITY BENEFIT ACT, 1961**

During the year under review, the Company has duly complied with the applicable provisions of the Maternity Benefit Act, 1961.

**47. INSOLVENCY AND BANKRUPTCY CODE, 2016**

During the year under review, no application under the provisions of the Insolvency and Bankruptcy Code, 2016, was admitted against the Company by the National Company Law Tribunal.

**48. DETAILS OF DIFFERENCE BETWEEN VALUATION DONE ON ONE TIME SETTLEMENT AND VALUATION DONE WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS**

During the year under review, the Company has not entered into any one-time settlement with any Bank or Financial Institution in respect of loans availed by it. Accordingly, the disclosure relating to the difference between the valuation carried out at the time of one-time settlement and the valuation carried out while availing such loans is not applicable.

**49. SAFETY, HEALTH AND WELL-BEING**

The Company is committed to providing and maintaining a safe, healthy, and secure working environment for its employees and all other stakeholders visiting its facilities. Appropriate policies, systems, and preventive measures have been implemented across its manufacturing units and office premises to promote occupational health and safety and to ensure compliance with applicable statutory and regulatory requirements.

The Company believes that a safe and conducive workplace is fundamental to employee well-being and operational excellence. It continues to strengthen its safety culture through regular monitoring, awareness initiatives, training programs, and continuous improvement of safety practices, with the objective of minimizing workplace risks and safeguarding the health, safety, and well-being of all employees.

**50. GREEN INITIATIVES**

In support of the Green Initiative of the Ministry of Corporate Affairs and to promote paperless communication, electronic copies of the Annual Report for the financial year 2025-26 and the Notice convening the 80<sup>th</sup> AGM are being sent to all members whose email addresses are registered with the Company or their respective Depository Participant(s).

Members holding shares in physical form who have not yet registered their email addresses with the Company and who wish to receive the Annual Report for the financial year 2025-26 and other communications electronically are requested to register their e-mail addresses by sending a scanned copy of signed request letter mentioning their folio number, complete postal address and the email address, along with self-attested copy of their PAN Card and a self-attested copy of any document supporting their registered address, by email to Alankit Assignments Limited, Company's RTA at [rta@alankit.com](mailto:rta@alankit.com) or at Company's email address: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com).

**ACKNOWLEDGEMENT**

Your Directors wish to place on record their sincere appreciation for the continued trust, support and cooperation extended by the shareholders, customers, financial institutions, banks, stock exchanges, vendors, business associates and all other stakeholders during the year under review.

The Board also expresses its gratitude to the Government of India, various regulatory authorities and government agencies for their continued guidance and support.

Your Directors further place on record their deep appreciation for the dedication, hard work and valuable contribution of all employees of the Jaykay Enterprises Limited Group. Their unwavering commitment and collective efforts have been instrumental in the Company's growth and performance. The Board looks forward to their continued support in achieving the Company's strategic objectives and creating sustainable value for all stakeholders.

**For and on behalf of the Board of Directors**

**Date: August 14, 2026**  
**Place: New Delhi**

**Sd/-**  
**Abhishek Singhania**  
**Chairman & Managing Director**  
**DIN:00087844**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

To  
The Members  
**JAYKAY ENTERPRISES LIMITED**  
CIN: L55101UP1961PLC001187  
Registered Address: Kamla Tower, Kanpur, Uttar Pradesh-208001

**We report that**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jaykay Enterprises Limited** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by The Institute of Company Secretaries of India (ICSI).

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "period under review") according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable**

(vi) We further report that reliance has been placed on the management representation by company for compliances and systems and mechanisms formed by the Company on compliance with other laws; There is no specific Law applicable to the Company.

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

(a) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

(b) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Note: For clause (vi) above, the adequacy of compliances with other applicable laws including industry/ sector specific, under both Central and State legislations, reliance has been placed on the representation letters/confirmations issued by the Management.

#### **We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board & Committee Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following specific events took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- Members of the Company vide postal ballot through e-voting process on May 15, 2025, had accorded their approval for:
  - 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;
  - Approval of 'JKE Employee Stock Option Scheme 2025'; and
  - 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'.
- The Committee of Directors of the Company, at its meeting held on July 28, 2025, allotted 79,17,936 Equity Shares of face value of Re. 1/- each at an issue price of Rs. 142/- per Equity Share, on a preferential basis, for consideration other than cash. The allotment was made towards discharge of the total purchase consideration of Rs. 1,12,43,46,912/- payable by the Company to the shareholders of JK Technosoft Limited for acquisition of 1,24,07,276 partly paid-up equity shares of Rs. 10/- (Paid up Rs. 2.50/-) each held by them. The acquisition was effected through a share swap, at an acquisition price of Rs. 163/- per share.
- The Company acquired 0.1% Optionally Convertible Redeemable Preference Shares ("OCRPS") of face value of Rs. 100/- each of JK Defence & Aerospace Limited ("JK Defence"), a wholly owned subsidiary ("WoS") of the Company, pursuant to the rights issues, as follows: 13,00,000 OCRPS amounting to Rs. 13,00,00,000/- on May 19, 2025; 36,00,000 OCRPS amounting to Rs. 36,00,00,000/- on October 09, 2025; and 2,00,000 OCRPS amounting to Rs. 2,00,00,000/- on December 09, 2025.
- The Company acquired 15,00,000 OCRPS of face value of Rs. 100/- each, amounting to Rs. 15,00,00,000/-, of JK Digital & Advance Systems Private Limited, WoS of the Company, pursuant to the rights issue, on May 13, 2025.

- Upon receipt of listing and trading approval from the National Stock Exchange of India Limited ("NSE"), 13,02,87,066 Equity Shares of the Company of face value of Re. 1/- each were listed and admitted to trading on the Main Board of NSE with effect from the commencement of trading hours on December 03, 2025, under the trading symbol "JAYKAY", through the Direct Listing route.
- During the period under review, a case of misappropriation of funds was detected in Neumesh Labs Private Limited ("Neumesh Labs"), a material subsidiary of the Company during FY 2025-26. The Company and Neumesh Labs are rendering all necessary assistance to the investigating authorities.

*As the matter is presently under investigation, we express no opinion on the merits thereof and have placed reliance on the representation made by the Management, which is to the effect that the said acts are attributable to Mr. Prakasam Anand, former director of Neumesh Labs and not to the present management of the Company or of Neumesh Labs.*

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-  
Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102419

**Date: 14.08.2026  
Place: New Delhi**

Notes: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A to the Secretarial Audit Report**

To  
The Members  
**JAYKAY ENTERPRISES LIMITED**  
CIN: L55101UP1961PLC001187  
Registered Address: Kamla Tower, Kanpur, Uttar Pradesh-208001

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Varuna Mittal & Associates**  
**Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-**  
**Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102419

**Date: 14.08.2026**  
**Place: New Delhi**

**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

To  
The Members  
**JK DEFENCE & AEROSPACE LIMITED**  
CIN: U26515DL2023PLC416434  
Registered Address: 4<sup>th</sup> Floor, JK Building, A-2 Local Shopping Centre,  
Masjid Moth, New Delhi-110048

**We report that**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JK DEFENCE & AEROSPACE LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by The Institute of Company Secretaries of India (ICSI).

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "period under review") according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; Not Applicable
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); Not Applicable
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
  - (a) The Water (Prevention and Control of Pollution) Act, 1974;
  - (b) The Air (Prevention and Control of Pollution) Act, 1981;
  - (c) The Environment (Protection) Act, 1986;

- (d) The Electricity Act, 2003;
- (e) Other Statutory, Environment and Labour Laws & rules made thereunder.

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Applicable to the extent of unlisted material subsidiary)

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Note: For clause (vi) above, the scope of our audit was limited to check the representation, requisite licenses, permissions and registration under the specified Acts as provided by the management of the Company. For the purpose of examining the adequacy of compliances with other applicable laws including industry/ sector specific, under both Central and State legislations, reliance has been placed on the representation letters/confirmations issued by the Management.

**We further report that:**

The Board of Directors of the Company is duly constituted as per the provisions of the Act. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had no specific actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as mentioned below:

- i. The Board of Directors of the Company, at its meeting held on May 6, 2025, approved the offer and issue of up to 13,00,000, 0.1% Optionally Convertible Redeemable Preference Shares ("OCRPS") of face value of Rs. 100/- each, aggregating to Rs. 13,00,00,000/-, by way of a Rights Issue for cash consideration. Pursuant to the aforesaid approval, 13,00,000 OCRPS were allotted to the holding Company, Jaykay Enterprises Limited, on May 19, 2025.
- ii. On July 14, 2025, upon payment of the call monies by the Company in respect of 1,94,03,363 Rights Equity Shares, the Company's shareholding in Allen Reinforced Plastics Limited ("Allen") increased from 76.41% to 92.92%.
- iii. The Authorized Share Capital of the Company was increased to Rs. 2,15,01,00,000/- (Rupees Two Hundred Fifteen Crores One Lakh) divided into 1,00,10,000 (One Crore Ten Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 2,05,00,000 (Two Crore Five Lakh) Preference Shares of Rs. 100/- (Rupees Hundred) each, pursuant to the approval of the members obtained on September 29, 2025.
- iv. The Board of Directors of the Company, at its meeting held on October 4, 2025, approved the offer and issue of up to 36,00,000, 0.1% OCRPS of face value of Rs. 100/- each, aggregating to Rs. 36,00,00,000/-, by way of a Rights Issue for cash consideration. Pursuant to the aforesaid approval, 36,00,000 OCRPS were allotted to the holding Company, Jaykay Enterprises Limited, on October 9, 2025.
- v. The Board of Directors of the Company, at its meeting held on December 1, 2025, approved the offer and issue of up to 2,00,000, 0.1% OCRPS of face value of Rs. 100/- each, aggregating to Rs. 2,00,00,000/-, by way of a Rights Issue for cash consideration. Pursuant to the aforesaid approval, 2,00,000 OCRPS were allotted to the holding Company, Jaykay Enterprises Limited, on December 9, 2025.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-**

**Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102683

**Date: 13.08.2026  
Place: New Delhi**

Notes: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A to the Secretarial Audit Report**

To  
The Members  
**JK DEFENCE & AEROSPACE LIMITED**  
CIN: U26515DL2023PLC416434  
Registered Address: 4<sup>th</sup> Floor, JK Building, A-2 Local Shopping Centre,  
Masjid Moth, New Delhi-110048

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-**

**Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102683

**Date: 13.08.2026  
Place: New Delhi**

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026**

To  
The Members  
**ALLEN REINFORCED PLASTICS LIMITED**  
(formerly known as Allen Reinforced Plastics Private Limited)  
CIN: U25209TG1987PLC008136  
Registered Address: 155/B/1&2, S.V. Co-operative Industrial Estate,  
Miyapur, Bollaram, Sangareddy, Hyderabad, Telangana - 502325

**We report that**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ALLEN REINFORCED PLASTICS LIMITED (formerly known as Allen Reinforced Plastics Private Limited)** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by The Institute of Company Secretaries of India (ICSI).

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "period under review") according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; Not Applicable
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (Applicable to the extent of shares in Dematerialized form)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); Not Applicable
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
  - (a) The Water (Prevention and Control of Pollution) Act, 1974;

- (b) The Air (Prevention and Control of Pollution) Act, 1981;
- (c) The Environment (Protection) Act, 1986;
- (d) The Electricity Act, 2003;
- (e) The Legal Metrology Act, 2009
- (f) Other Statutory, Environment and Labour Laws & rules made thereunder.

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (Applicable to the extent of unlisted material subsidiary)

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Note: For clause (vi) above, the scope of our audit was limited to check the representation, requisite licenses, permissions and registration under the specified Acts as provided by the management of the Company. For the purpose of examining the adequacy of compliances with other applicable laws including industry/ sector specific, under both Central and State legislations, reliance has been placed on the representation letters/ confirmations issued by the Management.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board & Committee Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had no specific actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as mentioned below:

- i. On July 14, 2025, upon payment of the call monies by JK Defence & Aerospace Limited ("JK Defence") in respect of 1,94,03,363 Rights Equity Shares held by it, the shareholding of JK Defence in the Company increased from 76.41% to 92.92%.
- ii. The status of the Company was changed from Allen Reinforced Plastics Private Limited to Allen Reinforced Plastics Limited, thereby ceasing to be a private cum deemed public company and becoming a public company w.e.f. July 14, 2025.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-  
Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001105961

**Date: 13.08.2026  
Place: New Delhi**

Notes: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A to the Secretarial Audit Report**

To  
The Members  
**ALLEN REINFORCED PLASTICS LIMITED**  
(formerly known as Allen Reinforced Plastics Private Limited)  
CIN: U25209TG1987PLC008136  
Registered Address: 155/B/1&2, S.V. Co-operative Industrial Estate,  
Miyapur, Bollaram, Sangareddy, Hyderabad, Telangana – 502325

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Varuna Mittal & Associates**  
**Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-**  
**Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001105961

**Date: 13.08.2026**  
**Place: New Delhi**

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To  
The Members  
**J K TECHNO SOFT LIMITED**  
CIN: U64202UP1988PLC209717  
Registered Address: F-3, SECTOR 3, Noida,  
Gautam Buddha Nagar, Uttar Pradesh-201301

**We report that**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **J K TECHNO SOFT LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by The Institute of Company Secretaries of India (ICSI).

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "**period under review**") according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; (Not Applicable)
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (Applicable to the extent of shares in Dematerialized form)
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); Not Applicable
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable, prior to its repealment;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:
  - (a) Information Technology Act, 2000;

- (b) Uttar Pradesh Real Estate Regulatory Authority (General) Regulations, 2019
- (c) Payment of Gratuity Act, 1972 and rules made thereunder;
- (d) Payment of Bonus Act, 1965 and rules made thereunder;
- (e) Employees Provident Fund Scheme, 1952 and rules made thereunder;
- (f) Employees State Insurance Corporation, 1952 and rules made thereunder;
- (g) Other Statutory, Environment and Labour Laws & rules made thereunder.

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Applicable to the extent of unlisted material subsidiary)

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Note: For clause (vi) above, the scope of our audit was limited to check the representation, requisite licenses, permissions and registration under the specified Acts as provided by the management of the Company. For the purpose of examining the adequacy of compliances with other applicable laws including industry/ sector specific, under both Central and State legislations, reliance has been placed on the representation letters/confirmations issued by the Management.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board & Committee Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, the Company had no specific actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-**

**Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001059618

Date: 10.08.2026  
Place: New Delhi

Notes: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A to the Secretarial Audit Report**

To  
The Members  
**J K TECHNOSOFT LIMITED**  
CIN: U64202UP1988PLC209717  
Registered Address: F-3, SECTOR 3, Noida,  
Gautam Buddha Nagar, Uttar Pradesh-201301

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-  
Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001059618

Date: 10.08.2026  
Place: New Delhi

**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To  
The Members  
**NEUMESH LABS PRIVATE LIMITED**  
CIN: U72900UP2021PTC139959  
Registered Address: 29/1, D.D Road, Kamla Tower  
Kanpur, Uttar Pradesh-208001

**We report that**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NEUMESH LABS PRIVATE LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by The Institute of Company Secretaries of India (ICSI).

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2026 (hereinafter referred as "period under review") according to the provisions of:

- (i) The Companies Act, 2013 (the 'Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; **Not Applicable**
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'); **Not Applicable**
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 to the extent applicable and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the extent applicable;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The other laws as informed and certified by the management and applicable to the Company based on its sector/ industry are generally complied with.

We have also examined compliance with the applicable clauses/Regulations of the following, to the extent applicable:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Applicable to the extent of unlisted material subsidiary.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Note: For clause (vi) above, the scope of our audit was limited to check the representation, requisite licenses, permissions and registration under the specified Acts as provided by the management of the Company. For the purpose of examining the adequacy of compliances with other applicable laws including industry/ sector specific, under both Central and State legislations, reliance has been placed on the representation letters/ confirmations issued by the Management.

**We further report that:**

The Board of Directors of the Company is duly constituted as per the provisions of the Act. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings held during the period under review were carried out with requisite majority or unanimously, as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, no specific events took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-  
Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102617

**Date: 13.08.2026**

**Place: New Delhi**

Notes: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Annexure-A to the Secretarial Audit Report**

To  
The Members  
**NEUMESH LABS PRIVATE LIMITED**  
CIN: U72900UP2021PTC139959  
Registered Address: 29/1, D.D Road, Kamla Tower  
Kanpur Uttar Pradesh-208001

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Varuna Mittal & Associates  
Company Secretaries**

Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

**Sd/-  
Varuna Mittal**

Membership No.: 57727  
Certificate of Practice: 23575  
UDIN: A057727H001102617

**Date: 13.08.2026  
Place: New Delhi**

**FORM AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures**

**PART "A": SUBSIDIARIES**

(Rs. in Lakhs)

| S. No. | Particulars                                                                                                                 | JK Defence & Aerospace Limited                                   | JK Technosoft Limited     | Allen Reinforced Plastics Limited | JK Digital & Advance Systems Private Limited                     | Neumesh Labs Private Limited |
|--------|-----------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|---------------------------|-----------------------------------|------------------------------------------------------------------|------------------------------|
| 1.     | Reporting period for the subsidiary concerned, if different from the holding company's reporting period                     | Same as reporting Company                                        | Same as reporting Company | Same as reporting Company         | Same as reporting Company                                        | Same as reporting Company    |
| 2.     | Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries | INR                                                              | INR                       | INR                               | INR                                                              | INR                          |
| 3.     | Date since when subsidiary was acquired                                                                                     | Said subsidiary was not acquired, but incorporated on 03.07.2023 | 27-03-2025                | 09-07-2023                        | Said subsidiary was not acquired, but incorporated on 27.07.2023 | 21-07-2021                   |
| 4.     | Share Capital                                                                                                               | 1000.50                                                          | 870.36                    | 2771.91                           | 1000.50                                                          | 850.90                       |
| 5.     | Reserves & Surplus                                                                                                          | 9,446.29                                                         | 22616.07                  | 8025.58                           | 1,153.82                                                         | (5,235.06)                   |
| 6.     | Total Assets                                                                                                                | 19,618.69                                                        | 26612.23                  | 15679.80                          | 3,336.03                                                         | 1,211.23                     |
| 7.     | Total Liabilities                                                                                                           | 9,171.90                                                         | 3125.80                   | 4,882.31                          | 1,181.72                                                         | 5,595.39                     |
| 8.     | Investments                                                                                                                 | 14,020.43                                                        | 4,825.63                  | 0.00                              | 0.00                                                             | 0.00                         |
| 9.     | Turnover                                                                                                                    | 0.00                                                             | 20728.87                  | 3172.28                           | 47.49                                                            | (563.11)                     |
| 10.    | Profit / (Loss) before taxation                                                                                             | (368.26)                                                         | 2854.70                   | 869.28                            | (77.26)                                                          | (6,327.41)                   |
| 11.    | Provision for taxation                                                                                                      | (92.68)                                                          | 694.48                    | 321.96                            | (17.12)                                                          | (403.12)                     |
| 12.    | Profit / (Loss) after taxation                                                                                              | (275.57)                                                         | 2,160.22                  | 547.32                            | (60.15)                                                          | (5,924.29)                   |
| 13.    | Proposed Dividend                                                                                                           | NIL                                                              | NIL                       | NIL                               | NIL                                                              | NIL                          |
| 14.    | % of shareholding                                                                                                           | 100%                                                             | 97.48%                    | 92.92%                            | 100%                                                             | 69.92%                       |

**Notes:**

- Names of subsidiaries which are yet to commence operations: **JK Defence & Aerospace Limited**
- Names of subsidiaries which have been liquidated or sold during the year: **N.A.**

**PART “B”: ASSOCIATES AND JOINT VENTURES**
**(Rs. in Lakhs)**

| S. No. | Name of Associate                                                          | Nebula3D Services Private Limited             | JK Phillips LLP                               |
|--------|----------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------------|
| 1.     | Latest audited Balance Sheet Date                                          | 31-03-2026                                    | 31-03-2026                                    |
| 2.     | Date on which the Associate was associated                                 | 06-04-2018                                    | 28-12-2023                                    |
| 3.     | Shares of Associate held by the Company on the year end                    | 27.65%                                        | 50%                                           |
| a)     | No. of Equity Shares                                                       | 5,45,957                                      | -                                             |
|        | Amount of Investment in Associates                                         | 53.45                                         | 1.00                                          |
|        | Extend of Holding%                                                         | 27.65%                                        | 50%                                           |
| b)     | No. of Preference Shares- Non-Convertible                                  | 30,00,000                                     | -                                             |
|        | Amount of Investment in Associates                                         | 300.00                                        | -                                             |
|        | Extend of Holding%                                                         | -                                             | -                                             |
| 4.     | Description of how there is significant influence                          | Holding more than 20% of Equity Share Capital | Holding more than 20% of Equity Share Capital |
| 5.     | Reason why the associate is not consolidated                               | N.A.                                          | N.A.                                          |
| 6.     | Net worth attributable to shareholding as per latest audited Balance Sheet | (58.63)                                       | 24.11                                         |
| 7.     | Profit/(Loss) for the year                                                 |                                               |                                               |
|        | (i) Considered in Consolidation                                            | 10.40                                         | 24.11                                         |
|        | (ii) Not Considered in Consolidation                                       | 0.00                                          | 0.00                                          |

**Notes:**

- Names of associates or Joint Venture which are yet to commence operations: **N.A.**
- Names of associates which have been liquidated or sold during the year: **N.A.**

**Details of remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the year ended March 31, 2026**

| S. No. | Particulars                                                                                                                                                                                                                                                                                                                                        | Details                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                                                                                                |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| I.     | The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26                                                                                                                                                                                                           | NA<br><br>Notes :<br>1. Executive Directors received no remuneration during the financial year 2025-26.<br>2. Sitting fees paid to the Non-Executive Directors have not been considered under this clause.                                                                                                                                                                                                                                       |                                                                                                                |
| II.    | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2025-26                                                                                                                                                                    | <b>Name of the Director &amp; KMP</b>                                                                                                                                                                                                                                                                                                                                                                                                            | <b>% increase in remuneration</b>                                                                              |
|        |                                                                                                                                                                                                                                                                                                                                                    | Mr. Sanjay Jain, Chief Financial Officer                                                                                                                                                                                                                                                                                                                                                                                                         | Nil                                                                                                            |
|        |                                                                                                                                                                                                                                                                                                                                                    | Ms. Shikha Rastogi<br>(Company Secretary appointed w.e.f. February 11, 2025)                                                                                                                                                                                                                                                                                                                                                                     | Not Comparable<br>(Since information for previous FY 2024-25 was for part of the year, same is not comparable) |
| III.   | The percentage increase in median remuneration of employees in the financial year 2025-26                                                                                                                                                                                                                                                          | 15.8%<br><br>Note: For calculation of median remuneration overall payout is considered, which includes basic salary, allowances, contribution towards provident fund, statutory bonus and excludes leave encashment                                                                                                                                                                                                                              |                                                                                                                |
| IV.    | The number of permanent employees on the rolls of the company                                                                                                                                                                                                                                                                                      | 42 Employees as on March 31, 2026                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                |
| V.     | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | The average percentile increase made in the salaries of employees other than the managerial personnel was 3.52% and the average percentile increase made in the salaries of managerial personnel was 8.82% during FY 2025-26.<br><br>Note: While calculating remuneration, total cost to the Company is considered, which includes basic salary, allowances, contribution towards provident fund, statutory bonus and excludes leave encashment. |                                                                                                                |
|        |                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                |
| VI.    | Affirmation that the remuneration is as per the remuneration policy of the company                                                                                                                                                                                                                                                                 | It is affirmed that the remuneration paid during the year is as per the Nomination and Remuneration Policy of your Company.                                                                                                                                                                                                                                                                                                                      |                                                                                                                |

**For and on behalf of the Board of Directors**
**Date: August 14, 2026**  
**Place: New Delhi**
**Sd/-**  
**Abhishek Singhania**  
**Chairman & Managing Director**  
**DIN:00087844**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

### 1. Brief outline on CSR Policy of the Company:

The Company has adopted a Corporate Social Responsibility Policy ("CSR Policy") in accordance with Section 135 of the Companies Act, 2013 ("Act"), read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Act, as amended from time to time. The CSR Policy provides the framework for identification, implementation, monitoring and reporting of CSR projects and programmes undertaken by the Company in accordance with the applicable provisions of the Act and the CSR Rules.

### 2. Composition of CSR Committee:

In accordance with the provisions of Section 135(9) of the Act, the functions prescribed to be discharged by the CSR Committee are being discharged by the Board of Directors of the Company. The Board is responsible for approving, overseeing and monitoring the CSR activities of the Company and ensuring compliance with the applicable provisions of the Act.

### 3. The web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company: <https://www.jaykayenterprises.com/policies/>

### 4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable

5.
  - a. Average net profit of the Company as per Section 135(5): Rs. 3,01,80,350/-
  - b. Two percent of average net profit of the Company as per Section 135(5): Rs. 6,03,607/-
  - c. Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: Not Applicable
  - d. Amount required to be set off for the financial year, if any: Not Applicable
  - e. Total CSR obligation for the financial year (b+c-d): Rs. 6,03,607/-
6.
  - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 6,04,000/-
  - b. Amount spent in Administrative Overheads: Nil
  - c. Amount spent on Impact Assessment, if applicable: Not Applicable
  - d. Total amount spent for the Financial Year (a+b+c): Rs. 6,04,000/-
  - e. CSR amount spent or unspent for the Financial Year:

| Total Amount Spent for the Financial Year (in Rs.) | Amount Unspent (in Rs.)                                               |                  |                                                                                                     |        |                  |
|----------------------------------------------------|-----------------------------------------------------------------------|------------------|-----------------------------------------------------------------------------------------------------|--------|------------------|
|                                                    | Total Amount transferred to Unspent CSR Account as per Section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) |        |                  |
|                                                    | Amount                                                                | Date of transfer | Name of Fund                                                                                        | Amount | Date of transfer |
| 6,04,000/-                                         | NA                                                                    | NA               | NA                                                                                                  | NA     | NA               |

- f. Excess amount for set-off, if any:

| S. No. | Particulars                                                                                                 | Amount (in Rs.) |
|--------|-------------------------------------------------------------------------------------------------------------|-----------------|
| (i)    | Two percent of average net profit of the company as per Section 135(5)                                      | 6,03,607        |
| (ii)   | Total amount spent for the Financial Year                                                                   | 6,04,000        |
| (iii)  | Excess amount spent for the Financial Year [(ii)-(i)]                                                       | 393             |
| (iv)   | Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any | -               |
| (v)    | Amount available for set off in succeeding Financial Years [(iii)-(iv)]                                     | 393             |

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:**

| S. No.         | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.) | Balance Amount in Unspent CSR Account under section 135 (6) (in Rs.) | Amount Spent in the reporting Financial Year (in Rs.) | Amount transferred to a Fund as specified under Schedule VII as per section 135(5) |                  | Amount remaining to be spent in succeeding financial years | Deficiency, if any |
|----------------|--------------------------|--------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------|------------------------------------------------------------------------------------|------------------|------------------------------------------------------------|--------------------|
|                |                          |                                                                          |                                                                      |                                                       | Amount (in Rs)                                                                     | Date of Transfer |                                                            |                    |
| Not Applicable |                          |                                                                          |                                                                      |                                                       |                                                                                    |                  |                                                            |                    |

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board of Directors

Date: August 14, 2026  
Place: New Delhi

Sd/-  
Abhishek Singhania  
Chairman & Managing Director  
DIN:00087844

## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

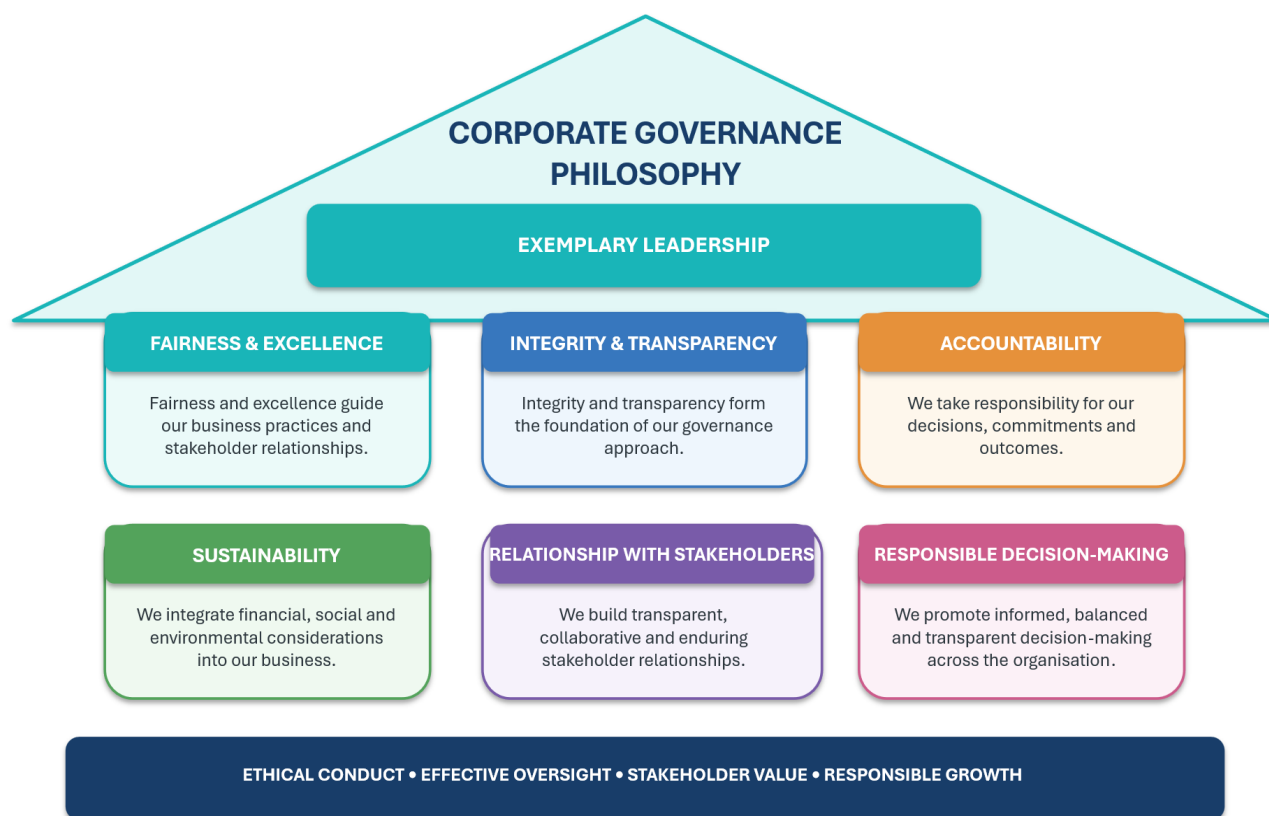
At Jaykay Enterprises Limited ("JKE" or "the Company"), our approach to corporate governance is rooted in our core values of Compassion, Excellence and Efficiency and is embedded in our ethos, policies and relationships with our stakeholders. Integrity and transparency are at the heart of our governance practices, enabling us to earn and uphold the unwavering trust of our stakeholders.

The corporate governance philosophy of your Company is founded on the principles of integrity, accountability, transparency, value creation and ethical conduct. These principles guide the Company in overseeing its business strategies, promoting ethical behaviour, ensuring responsible decision-making and fostering fairness and accountability towards all stakeholders, including regulators, employees, customers, vendors, investors and society at large.

We believe that good corporate governance is not an end in itself, but a means to build stakeholder confidence, foster business integrity and create sustainable long-term value. Your Company recognises effective and transparent communication as an integral element of its governance framework and accordingly endeavours to ensure the timely and seamless flow of relevant information to all stakeholders. Timely disclosures, transparent accounting policies and an effective and independent Board are among the key cornerstones of the Company's governance framework.

The Company has adopted a Code of Ethics and Business Conduct for the Board of Directors and members of the Senior Management Team / Key Managerial Personnel, which sets out the principles and standards expected to be followed in conducting the Company's affairs with honesty, integrity and ethical responsibility. The Code is available on the Company's website at [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

Our governance framework is anchored in the following core principles:



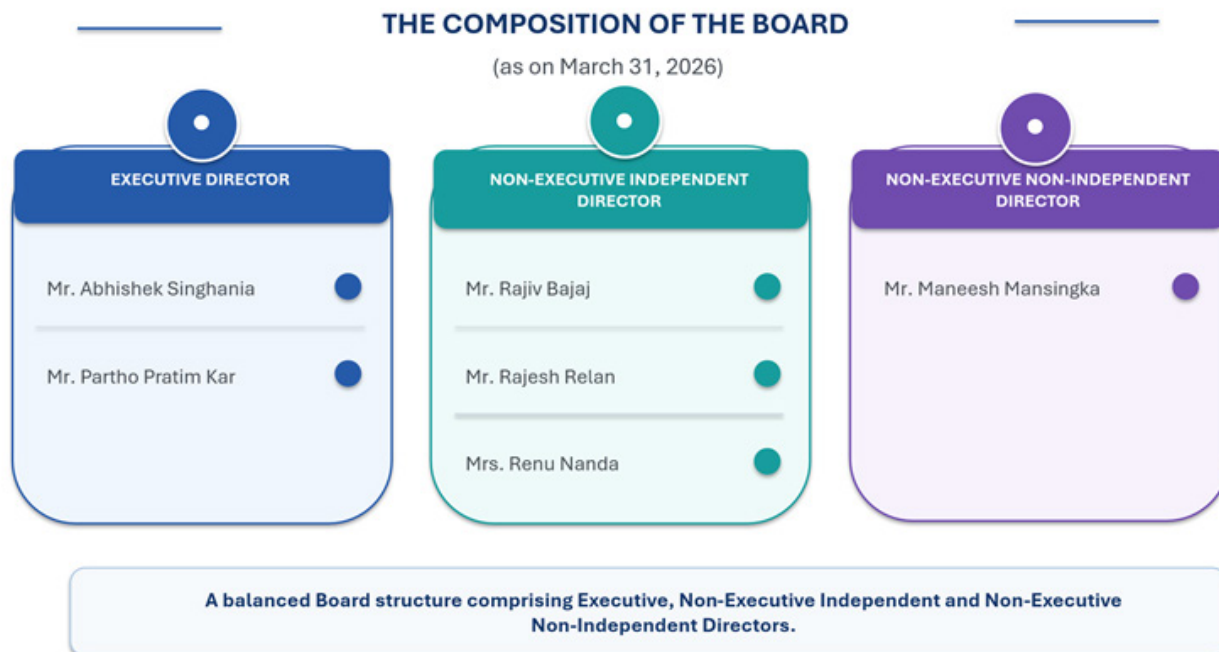
The Company is in compliance with the conditions of corporate governance as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations"), as applicable.

### BOARD OF DIRECTORS

The Board of Directors ("Board") is entrusted with the responsibility of providing strategic direction, supervision and oversight of the management and affairs of the Company in the best interests of the Company and its stakeholders. The Board exercises independent judgment and oversees the Company's operations, performance and governance framework, with a view to ensuring transparency, accountability and adherence to the principles of good corporate governance.

The Company firmly believes that an active, informed and independent Board is essential for maintaining the highest standards of corporate governance and ensuring objectivity, transparency and effective oversight of the Company's affairs.

**Composition, Category & Size of Board:**

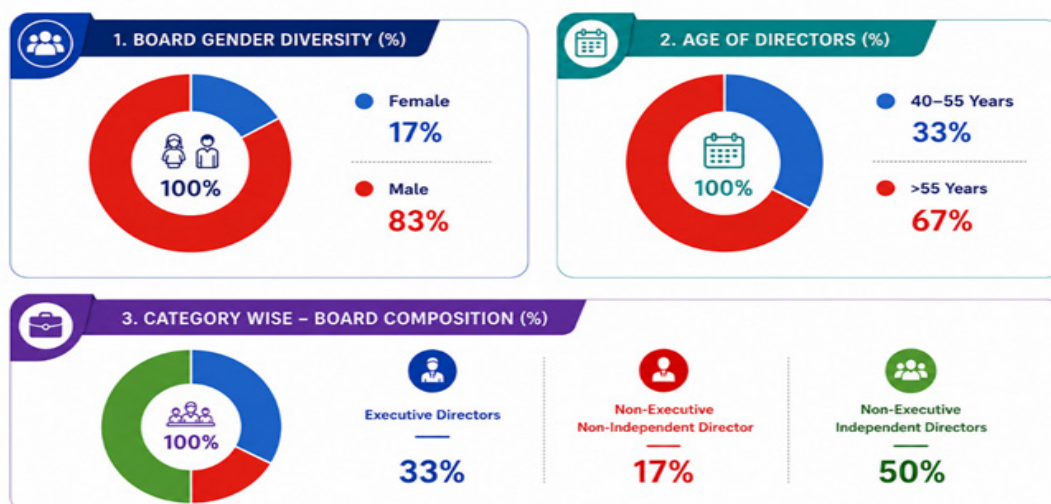


As on March 31, 2026, the Board of your Company comprised 6 (Six) Directors, consisting of 1 (One) Promoter and Executive Director (Chairman & Managing Director), 1 (One) Executive Director (Joint Managing Director), 1 (One) Non-Executive Non-Independent Director and 3 (Three) Non-Executive Independent Directors, including 1 (One) Woman Director.

The composition and size of the Board are in conformity with the applicable requirements of Regulation 17(1) of the SEBI Listing Regulations, enjoining optimum combination of executive and non-executive directors, with not less than 50% of the Board comprising of Non-Executive Directors and at least 50% of the Board comprising of Independent Directors.

The Company has an appropriate blend of Board of Directors, representing a judicious mix of professionalism, knowledge and experience in one or more areas. The Board of Directors possesses expertise and experience across areas including finance, marketing, strategy, operations and risk management, which enables the Board to provide effective strategic guidance and oversight to the Company.

**BOARD DIVERSITY AT A GLANCE**



**Board Functioning & Procedure:**
**a) Scheduling and selection of agenda items for the Board / Committee Meetings:**

The Board has access to all relevant information necessary for effective decision-making and may seek information and clarification from the Management of the Company and its subsidiaries, as considered necessary. The Board is guided by the principles of transparency, accountability and good corporate governance and endeavours to act in the best interests of the Company and its stakeholders.

The Board meets at least once in a quarter, with a maximum time gap of 120 days between any two consecutive meetings, to discuss and review, inter alia, the financial results, performance of the Company and other items on the agenda, including the minimum information required to be placed before the Board, as per Part A of Schedule II of SEBI Listing Regulations. The dates of Board and Committee Meetings are generally decided in advance and communicated to the Directors. The Board also meets and conducts additional meetings as and when required and thought fit by giving appropriate notice to the Directors. The meetings are usually held at the Company's Corporate Office in New Delhi. The Board also approves permitted urgent matters by passing the resolutions through circulation and takes note of the same in its subsequent meeting.

The Chairman & Managing Director, Joint Managing Director, Chief Financial Officer and the Company Secretary & Compliance Officer, discuss the items to be included in the Board / Committee agenda and seek inputs from other Management team members, wherever required. The agenda of the meeting along with relevant supporting documents and explanatory notes is generally circulated in advance (at least one week before the meeting) electronically to all the Directors entitled to receive the same, to facilitate meaningful and in-depth quality discussions during the meeting. Where it is not practicable to circulate any document with the agenda, the same is tabled at the meeting with specific reference to this effect in the agenda. With the permission of Chairman and all other directors present at the meeting, additional or supplementary item(s) in the agenda are taken up for discussion and consideration. Sensitive matters may be discussed at the meeting without written material being circulated in advance for the meeting.

With a view to leverage technology and with the perspective of environmental preservation, agenda papers / presentations are circulated in electronic form. Presentations are made by the management on the financial / operational performance of the Company and other matters on a periodic basis. The decisions are taken after due deliberations and, wherever required, by consensus or majority, in accordance with applicable law.

The Board Agenda encompasses an Action Taken Report detailing the outcome / actions emanating from the Board Meetings and status updates thereof.

Management officials are invited to attend the relevant Board and Committee Meetings, as considered appropriate, to provide additional information and inputs on matters under consideration.

**b) Recording minutes of the Proceedings:**

The minutes of the proceedings of each Board / Committee / Shareholders' Meetings are recorded. Draft minutes of the Board / Committee meetings are circulated amongst all the members of the Board / Committee within 15 days of the meetings for their comments / inputs. The Directors are requested to share their comments / inputs within 7 days of circulation of draft minutes. Thereafter, the minutes of all the meetings are entered in the respective minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the next Board / Committee meeting. Further, the signed copy of the minutes of the meeting(s) are circulated to all the Directors within 15 days of signing of the minutes.

**c) Post meeting follow-up mechanism:**

The Company has an effective post-meeting follow-up, review and reporting mechanism for monitoring the implementation of decisions taken by the Board and its Committees. In adherence to good Corporate Governance, the important and significant decisions taken at the Board / Committee levels are communicated to the concerned functionaries and departments for necessary action. Moreover, the action taken in respect of such decisions is also reported in the form of status report and is placed at the next meeting of the Board / Committee.

**d) Statutory Compliance of Laws:**

The Board periodically reviews the compliance report of the laws applicable to the Company as well as steps taken by the Company to rectify the instances of non-compliances, if any.

**Details of profile of our Directors:**

The comprehensive profiles of our Directors are also provided in this annual report and can be accessed on the Company's website at <https://www.jaykayenterprises.com/leadership/>.

**Board Meetings and Attendance:**

During the financial year 2025-26, 7 (Seven) Board Meetings were held on April 11, 2025, May 29, 2025, June 23, 2025, August 08, 2025, August 29, 2025, November 11, 2025 and February 13, 2026. The gap between any two consecutive meetings was within the limit prescribed under the Companies Act, 2013 ("Act") and SEBI Listing Regulations. The necessary quorum was present during all the meetings. The Company effectively uses facility of audio-visual means to enable the participation of Directors who cannot attend the Board or Committee meeting(s) in person.

The attendance of Directors at Board Meetings held during the financial year 2025-26 and last Annual General Meeting ("AGM") held on September 30, 2025 and number of their other Directorships & Committee Memberships / Chairmanships held by them as on March 31, 2026, is as under:

| S. No. | Name of the Director & Category of Directorship | No. of Board Meetings held during FY 2025-26 & entitled to attend | Attendance at meetings held during FY 2025-26 |     | No. of Shares held | No. of Directorships <sup>s</sup> and Committee Memberships/ Chairmanships <sup>ss</sup> held in other companies |                       |                         | Name of other listed companies in which Director is Director & Category of Directorship |                   |
|--------|-------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------|-----|--------------------|------------------------------------------------------------------------------------------------------------------|-----------------------|-------------------------|-----------------------------------------------------------------------------------------|-------------------|
|        |                                                 |                                                                   | Board                                         | AGM |                    | Director ships                                                                                                   | Committee Memberships | Committee Chairmanships | Name of the Company                                                                     | Category          |
| 1.     | Mr. Abhishek Singhanian, Promoter and CMD       | 7                                                                 | 7                                             | Yes | 4,39,20,411        | 7                                                                                                                | -                     | -                       | Diensten Tech Limited                                                                   | Promoter Director |
| 2.     | Mr. Partho Pratim Kar, JMD                      | 7                                                                 | 6                                             | Yes | 5,77,927           | 5                                                                                                                | 1                     | -                       | Nil                                                                                     |                   |
| 3.     | Mr. Maneesh Mansingka, NENID                    | 7                                                                 | 5                                             | Yes | -                  | 9                                                                                                                | 3                     | -                       | Singer India Limited                                                                    | NENID             |
| 4.     | Mr. Rajiv Bajaj, NEID                           | 7                                                                 | 5                                             | No  | 20,000             | 8                                                                                                                | 2                     | -                       | Nil                                                                                     |                   |
| 5.     | Mr. Rajesh Relan, NEID                          | 7                                                                 | 7                                             | Yes | -                  | 1                                                                                                                | 1                     | -                       | Singer India Limited                                                                    | NEID              |
| 6.     | Mrs. Renu Nanda, NEID                           | 7                                                                 | 6                                             | Yes | -                  | 4                                                                                                                | 2                     | 2                       | Nil                                                                                     |                   |

**Note:** CMD - Chairman & Managing Director, JMD - Joint Managing Director, NENID - Non-Executive Non-Independent Director, NEID - Non-Executive Independent Director

<sup>s</sup> Excludes directorship held in private companies, foreign companies, membership of managing committees of various chambers / bodies / Section 8 companies and the Company.

<sup>ss</sup> In accordance with Regulation 26(1) of SEBI Listing Regulations, memberships / chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all public limited companies (excluding the Company) have been taken into account.

None of the Directors on the Board of the Company:

- holds directorship in more than 20 companies, including not more than 10 public companies, in accordance with Section 165 of the Act;
- is a member in more than 10 committees across all the public limited entities in which he / she is a Director and / or acts as Chairperson of more than 5 committees across all the listed entities in which he / she is a Director;
- is serving as a Director / Independent Director in more than 7 listed companies including Jaykay Enterprises Limited.

None of the Executive Directors of the Company serves as an Independent Director in more than three listed entities.

None of the Independent Directors of the Company acts as a Whole-time Director / Managing Director in any listed company.

None of the directors of the Company are related to each other.

**Changes in the Board during FY 2025-26:**

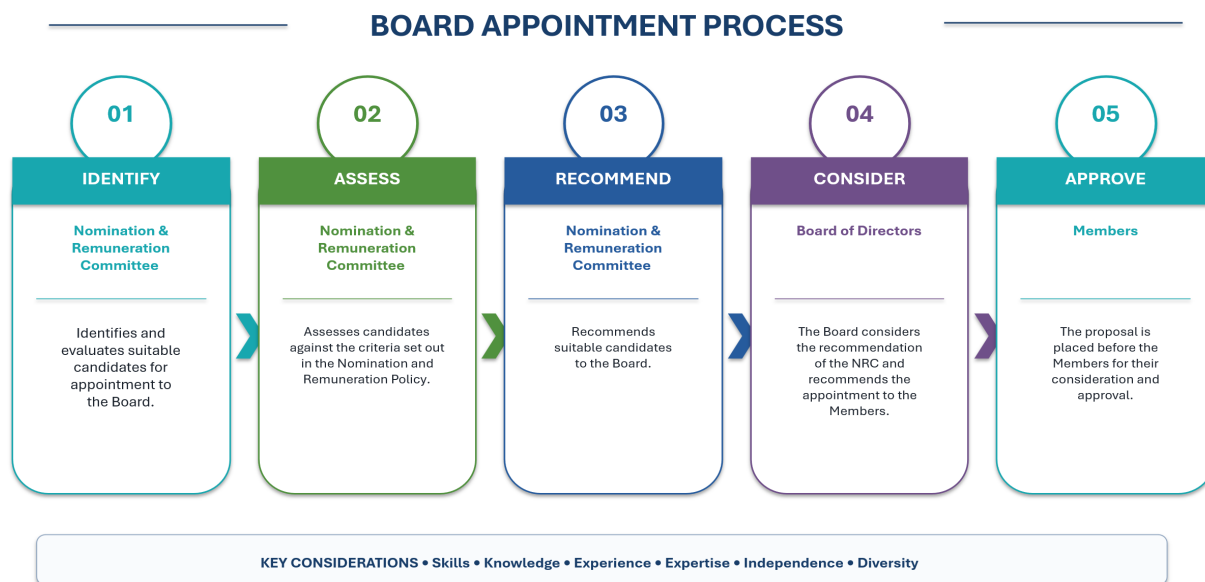
There was no change in the composition of the Board of Directors of the Company during the financial year 2025-26.

**Board Membership Criteria and Selection Process:**

The Nomination and Remuneration Committee ("NRC") is responsible for identifying, evaluating and recommending suitable candidates for appointment to the Board, in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and the Company's Nomination and Remuneration Policy.

In the process of identifying and recommending candidates, NRC considers the composition and diversity of the Board and endeavours to ensure an appropriate balance of skills, experience, knowledge, expertise, independence and professional backgrounds across the Board and its Committees.

Your Company recognises the importance of diversity in the Boardroom as a key factor contributing to effective decision-making and overall Board effectiveness. The diversity of the Board is considered across various parameters, including knowledge, skills, abilities, professional experience, functional expertise, educational and professional background, age, experience in technology, finance and other disciplines relevant to the Company's business, as well as such other factors as may be considered relevant by the NRC from time to time.



The NRC, inter-alia, considers and evaluates the following criteria while making recommendations to the Board:

- Background, including professional experience, education, culture and accomplishments;
- Skills, attributes, capabilities, knowledge, time commitment and thought process required to exercise sound judgement;
- Understanding of the sector(s) and industry(ies) in which the Company operates; and
- Expertise in finance, risk management, marketing, strategic operations, technology and other disciplines relevant to the Company's business.

The NRC recommends the appointment of a candidate based on the defined criteria and attributes. The Board, on the recommendation of NRC and based on profile of the candidate etc., considers and recommends the appointment of Directors to the members of the Company, wherever applicable, for seeking their approval.

**Core Skills, Expertise and Competencies identified by the Board:**

In accordance with the requirements of the SEBI Listing Regulations and considering the nature and complexity of the Company's business operations and activities, the Board has identified the core skills, expertise, competencies, knowledge and behavioural attributes required in its directors for the effective functioning of the Board. The same are set out below:

| BOARD SKILL                                                                         |                                                  | DESCRIPTION                                                                                                                                                                                                                  |
|-------------------------------------------------------------------------------------|--------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|    | <b>Strategy &amp; Operations</b>                 | ● Appreciation of long-term trends, strategic choices and experience in guiding and leading to make decisions in uncertain environments.                                                                                     |
|    | <b>Financial Expertise &amp; Risk Management</b> | ● Wide-ranging financial acumen encompassing corporate accounting, internal controls, and reporting, along experience to evaluate the effectiveness of risk management frameworks and practices.                             |
|    | <b>Business Marketing</b>                        | ● Experience in formulating strategies for market share growth, cultivating brand awareness, enhancing enterprise reputation.                                                                                                |
|    | <b>Business Management</b>                       | ● Possess knowledge on general know-how of the business management, understanding diverse business environment, economy & cultures.                                                                                          |
|    | <b>Information Technology</b>                    | ● Experience in the area of new technology involving application of scientific and mathematical knowledge of operation of objects, systems, and processes to help the Company reach its goals.                               |
|   | <b>Governance &amp; Regulatory Affairs</b>       | ● Experience in developing governance practices to protect stakeholders' interests and a compliance system for sustainable growth, ensure Board and management accountability and oversee compliance, ethics and values.     |
|  | <b>Merger &amp; Acquisition</b>                  | ● Ability to step outside their role and lead a cross-functional program through a high-impact, high-profile initiative with the aim to identify valuable prospects, negotiate effectively, and integrate assets seamlessly. |

Note: The Directors possess one or more of the above core skills, expertise and competencies in varying degrees, acquired through their qualifications, professional experience and industry exposure.

The skills as possessed by each Director, as on the date of this Report, are given below:

## BOARD SKILLS MATRIX

| CORE SKILL / EXPERTISE                                                                                                               | Mr. Abhishek Singhanian | Mr. Partho Pratim Kar | Mr. Maneesh Mansingka | Mrs. Renu Nanda | Mr. Rajiv Bajaj | Mr. Rajesh Relan |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------|-----------------------|-----------------|-----------------|------------------|
|  <b>Strategy &amp; Operations</b>                 | ✓                       | ✓                     | ✓                     | ✓               | ✓               | ✓                |
|  <b>Financial Expertise &amp; Risk Management</b> | ✓                       | ✓                     | ✓                     | ✓               | ✓               | ✓                |
|  <b>Business Marketing</b>                        | ✓                       | ✓                     | ✓                     | ✓               | ✓               | ✓                |
|  <b>Business Management</b>                       | ✓                       | ✓                     | ✓                     | ✓               | ✓               | ✓                |
|  <b>Information Technology</b>                    | ✓                       | ✓                     | ✓                     | -               | ✓               | ✓                |
|  <b>Governance &amp; Regulatory Affairs</b>       | ✓                       | ✓                     | ✓                     | ✓               | ✓               | ✓                |
|  <b>Merger &amp; Acquisition</b>                  | ✓                       | ✓                     | ✓                     | -               | ✓               | ✓                |

The Board is satisfied that it is comprised of highly qualified members possessing an appropriate mix of skills, expertise, competencies, experience and knowledge required for the effective functioning of the Company. These collective capabilities enable the Board and its Committees to discharge their responsibilities effectively and in the best interests of the Company and its stakeholders.

**Independent Directors:**

- **Confirmation regarding independence of Independent Directors:**

Your Company has received annual confirmations from the Independent Directors stating that they meet the criteria of independence as stated in Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations and that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective of independent judgement and without any external influence as per Regulation 25(8) of the SEBI Listing Regulations. The Independent Directors have also confirmed that they are not disqualified under Section 164 of the Act.

On the basis of confirmations / declarations / disclosures received from the Independent Directors and on evaluation of the relationship disclosed, the Board confirms that in its opinion, the Independent Directors of the Company fulfill the conditions as specified in the Act and SEBI Listing Regulations and are independent of the management.

- **Separate meeting of Independent Directors:**

For the Board to exercise free and fair judgment in all matters related to the functioning of the Company as well as the Board, it is important for the Independent Directors to have meetings without the presence of the executive management.

Schedule IV of the Act and Regulation 25(3) of SEBI Listing Regulations mandate that the Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of the Management. In accordance with the aforesaid provisions, a separate meeting of the Independent Directors was held on May 29, 2025 without the attendance of Non-Independent Directors and members of the management. All the Independent Directors were present at the said meeting.

The Independent Directors at the meeting, inter-alia, reviewed the performance of Non-Independent Directors, Chairman & Managing Director and the Board of Directors as a whole, taking into account the views of the Executive and Non-Executive Directors. The Independent Directors also evaluated the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Based on majority of the feedback, the Directors expressed satisfaction with the overall evaluation process.

- **Registration in Independent Directors' Data Bank:**

The Company has received confirmation from all the Independent Directors that they have registered themselves in the Independent Director's Data Bank of Indian Institute of Corporate Affairs at Manesar in compliance with the provisions of subrule (1) of rule 6 of Companies (Appointment and Qualification of Directors) Rules, 2014.

- **Performance evaluation criteria for Independent Directors:**

In compliance with the applicable provisions of the Act and SEBI Listing Regulations, the Board of Directors in consultation with the Nomination and Remuneration Committee, has formulated a framework containing, inter-alia, the criteria for performance evaluation of the entire Board, its Committees, Chairman and Individual Directors, including Independent Directors, excluding the director being evaluated.

A formal evaluation of performance of the Board, its Committees, the Chairman and individual Directors was carried out during the year under review, details of which are provided in the Board's Report. For the purpose of carrying out performance evaluation, assessment questionnaires were circulated to all Directors and their feedback was obtained and recorded. The Board of Directors has expressed its satisfaction with the evaluation process.

- **Familiarization Programme for Board Members including Independent Directors:**

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, the Company has put in place a system to familiarize the Independent Directors regarding their rights, duties, roles and responsibilities in the Company, nature of the industry in which the Company operates, Company's Strategy, business model and performance updates of the Company, etc. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made by the Senior Management, Statutory and Internal Auditors at the Board / Committee meetings on business and performance updates of the Company, business risks and its mitigation strategy, impact of regulatory changes on strategy, market scenario etc. Updates on relevant statutory changes encompassing important

laws are regularly intimated to the Directors.

The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its management, its business model and business risks, nature of industry in which it operates, the regulatory challenges apart from their roles, rights, responsibilities in the Company, etc.

Details of the familiarization programme conducted for Board members may be accessed on the Company's website: <https://www.jaykayenterprises.com/wp-content/uploads/2026/05/Familiarization-Programmes-for-Independent-Directors.pdf>

- **Detailed reasons for the resignation of an Independent Director who resigns from the Board before the expiry of his tenure:**

During the year under review, none of the Independent Directors resigned from the Company before the expiry of his / her tenure.

#### Those Charged With Governance:

In compliance with the guidelines issued by the National Financial Reporting Authority vide its Circular dated January 07, 2026, your Company has constituted a Committee of Those Charged With Governance ("TCWG") to facilitate a structured, transparent, documented and effective two-way communication between the TCWG and the Statutory Auditors.

#### Succession Planning:

The Company believes that sound succession plan for the senior leadership is very important for creating a robust future for the Company. The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments on the Board and in Senior Management.

#### Directors and Officers Liability Insurance:

The Company has in place a Directors and Officers ("D&O") Liability Insurance Policy covering its Directors and Officers for such quantum and against such risks as determined by the Board of Directors, to safeguard them against liabilities arising in the course of the performance of their duties.

#### COMMITTEES CONSTITUTED UNDER THE ACT AND SEBI LISTING REGULATIONS



Apart from the above Committees, the Board has constituted Non-statutory Committees (Voluntary Committees) i.e. Committee of Directors and Rights Issue Committee.

To ensure timely and effective functioning of the Board of Directors and the Company, in addition to compliance with the provisions of the Act, Rules framed thereunder, SEBI Listing Regulations and other applicable regulations, guidelines,

circulars and notifications of the Securities and Exchange Board of India ("SEBI"), the Board of Directors has constituted these Committees with specific terms of reference. The Committees meet as often as required. The Board is updated on the discussions held at the Committee meetings and the recommendations made by the various Committees. The minutes of meetings of these Committees are placed at the Board meetings. All the recommendations made by the Committees to the Board of Directors during the financial year 2025-26 were accepted by the Board of Directors.

## **AUDIT COMMITTEE**

### **a. Composition:**

The composition of the Audit Committee conforms with the requirements of Section 177 of the Act and Regulation 18 of the SEBI Listing Regulations. The composition of the Audit Committee as on March 31, 2026 was as under and stands same as on the date of this Corporate Governance Report:

| S. No. | Name                  | Position    | Category                           |
|--------|-----------------------|-------------|------------------------------------|
| 1.     | Mrs. Renu Nanda       | Chairperson | Non-Executive Independent Director |
| 2.     | Mr. Partho Pratim Kar | Member      | Joint Managing Director            |
| 3.     | Mr. Rajesh Relan      | Member      | Non-Executive Independent Director |

All members of the Audit Committee are financially literate persons having vast experience in the area of finance, accounts, strategy and management. The Chairperson of the Audit Committee is an Independent Director.

The Management is responsible for the Company's internal controls and financial reporting process, while the statutory auditor is responsible for performing independent audits of the Company's financial statements in accordance with generally accepted auditing practices and for issuing reports based on such audits. The Board has entrusted Audit Committee to supervise these processes and thus, ensure accurate and timely disclosures that maintain the transparency, integrity and quality of financial control and reporting.

### **b. Terms of Reference:**

The terms of reference and scope of the Audit Committee, inter-alia, include the following as contemplated under SEBI Listing Regulations as amended from time to time and Section 177 of the Act:

- To oversee Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- To recommend to the Board, the appointment / re-appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the Management, the Annual Financial Statements and Auditors' report thereon before submission to the Board for approval, with particular reference to:
  - matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Act;
  - any changes in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by Management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with Listing and other legal requirements relating to Financial Statements;
  - disclosures of any related party transactions; and
  - qualifications/ Modified opinion(s) in the draft audit reports.
- Reviewing with the Management, the quarterly / annual financial results / statements before submission to the Board for approval;
- Reviewing with the Management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), if any, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Approval or any subsequent modification of transactions of the Company with related parties;

- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Reviewing and monitoring the auditors' independence and performance, and effectiveness of audit process;
- Evaluation of internal financial controls and risk management systems;
- Reviewing with the Management, performance of Statutory and Internal Auditors and the adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussions with Internal Auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussions with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- To review the functioning of the Whistle blower Mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Reviewing the utilization of loans and / or advances from / investment by the Company in the subsidiary exceeding Rs. 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- To carry out any other function as is mentioned in the terms of reference of the Audit Committee; and
- To carry out any other duties / terms of reference which are incidental / necessary for the fulfilment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

**c. Review of information by Audit Committee:**

Apart from other matters, as per Regulation 18(3) of SEBI Listing Regulations, the Audit Committee shall mandatorily review, to the extent applicable, the following information:

- Management discussion and analysis of financial condition and results of operations;
- Management letters / letters of internal control weaknesses, if any, issued by Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses;
- Appointment, removal and terms of remuneration of the Internal Auditors; and
- Statement of deviations, if applicable:
  - i) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchanges in terms of Regulation 32(1) of SEBI Listing Regulations;
  - ii) Annual statements of funds utilized for purposes other than those stated in the offer documents/ prospectus/ notice, if applicable, in terms of Regulation 32(7) of SEBI Listing Regulations.

The Audit Committee has power to investigate into any matter within its terms of reference or referred to it by the Board and for this purpose, the Audit Committee has full access to the information contained in the records of the Company and also has power to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

**d. Meetings of Audit Committee and attendance of members:**

During the financial year 2025-26, 5 (Five) meetings of the Audit Committee were held on May 29, 2025, August 08, 2025, August 29, 2025, November 11, 2025 and February 13, 2026. Requisite quorum was present during all the meetings. The attendance of members of the Audit Committee at these meetings was as follows:

| S. No. | Name                  | No. of Meetings                      |                            |
|--------|-----------------------|--------------------------------------|----------------------------|
|        |                       | Entitled to attend during the tenure | Attended during the tenure |
| 1.     | Mrs. Renu Nanda       | 5                                    | 5                          |
| 2.     | Mr. Partho Pratim Kar | 5                                    | 4                          |
| 3.     | Mr. Rajesh Relan      | 5                                    | 5                          |

The Audit Committee meets at least four times in a year, with a maximum time gap of 120 days between any two consecutive meetings.

The Chief Financial Officer ("CFO") regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. Apart from CFO, other officials of the Company attended one or more of the Audit Committee Meetings during the year under review, as may be required from time to time. The representatives of Internal Auditors and Statutory Auditors also attend the respective Audit Committee meetings, where statutory audit reports, financial results or limited review reports / internal audit reports are placed before the Committee. The Chairperson of the Audit Committee was present at the last AGM of the Company to answer the queries of the shareholders.

## **NOMINATION AND REMUNERATION COMMITTEE**

### **a. Composition:**

The composition of the Nomination and Remuneration Committee conforms with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations. The composition of the Committee as on March 31, 2026 was as under and stands same as on the date of this Corporate Governance Report:

| S. No. | Name                  | Position    | Category                               |
|--------|-----------------------|-------------|----------------------------------------|
| 1.     | Mrs. Renu Nanda       | Chairperson | Non-Executive Independent Director     |
| 2.     | Mr. Maneesh Mansingka | Member      | Non-Executive Non-Independent Director |
| 3.     | Mr. Rajesh Relan      | Member      | Non-Executive Independent Director     |

The Committee comprises of Non-Executive Directors with majority of Independent Directors. The Chairperson of the Committee is an Independent Director.

### **b. Terms of Reference:**

The terms of reference of Nomination and Remuneration Committee, inter-alia, include the following:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a Directors and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- For every appointment of an Independent Director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. Use the services of external agencies, if required;
  - b. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on diversity of the Board of Directors;
- Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board of Directors their appointment and removal;
- Recommending to the Board whether to extend or continue the term of appointment of the Independent Director, on the basis of report of performance evaluation of Independent Directors;
- Recommending to the Board, all remuneration, in whatever form, payable to Senior Management;
- To review the adequacy of the Organization structure of the Company in keeping with, and in the context of, the objectives of the Company;
- To review the adequacy and existence of a training and development framework to support the talent strategy of the Company;
- Review and satisfy itself that appropriate succession plans are in place;
- To administer, monitor and formulate detailed terms and conditions of the Employees' Stock Option Schemes; and

- To carry out any other duties/ terms of reference which are incidental/ necessary for the fulfillment of the above mentioned terms of reference and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

**c. Meetings of Nomination and Remuneration Committee and attendance of members:**

During the financial year 2025-26, 2 (Two) meetings of the Nomination and Remuneration Committee were held on April 11, 2025 and May 29, 2025. Requisite quorum was present during all the meetings. The attendance of members of the Nomination and Remuneration Committee at these meetings was as follows:

| S. No. | Name                  | No. of Meetings                      |                            |
|--------|-----------------------|--------------------------------------|----------------------------|
|        |                       | Entitled to attend during the tenure | Attended during the tenure |
| 1.     | Mrs. Renu Nanda       | 2                                    | 2                          |
| 2.     | Mr. Maneesh Mansingka | 2                                    | 1                          |
| 3.     | Mr. Rajesh Relan      | 2                                    | 2                          |

The Company Secretary of the Company acts as the Secretary of the Committee. The Chairperson of the Committee was present at the last AGM of the Company to answer the queries of the shareholders.

**d. Nomination and Remuneration Policy:**

In terms of Section 178 of the Act and Regulation 19 of SEBI Listing Regulations, the policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

The salient features of the Policy are as follows:

- The NRC shall take into consideration the following criteria for recommendation to the Board for appointment as a Director of the Company: (a) Qualifications & experience, (b) Positive attributes like professional integrity, strategic capability etc., (c) In case the proposed appointee is an Independent Director, he/she should fulfill the criteria for appointment as an Independent Director as per the applicable laws & regulations, (d) The proposed appointee should have the capabilities identified in the description of the role and capabilities required of an Independent Director as may be prepared by the Committee, (e) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- The evaluation of the performance of the Board, its committees and the individual Directors will be carried out by the Board, on an annual basis, in the manner specified by the NRC for such evaluation and in accordance with the other applicable provisions of the Act and the SEBI Listing Regulations, in this regard.
- The NRC works with the Board on the leadership succession plan to ensure orderly succession in appointments on the Board and in Senior Management.

The Nomination and Remuneration Policy of the Company is available on the Company's website and can be accessed at <https://www.jaykayenterprises.com/policies/>

**e. Remuneration to Executive Directors:**

Based on the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on February 06, 2024, the shareholders of the Company vide ordinary resolution passed through postal ballot on March 16, 2024 re-appointed Mr. Abhishek Singhania (DIN: 00087844) as the Chairman & Managing Director for a period of three years commencing from July 01, 2024 to June 30, 2027 (both days inclusive), without any remuneration.

Based on the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings held on April 15, 2024, the shareholders of the Company vide ordinary resolution passed through postal ballot on June 23, 2024 re-designated Mr. Partho Pratim Kar (DIN: 00508567) as Joint Managing Director of the Company for a period of three years commencing from April 15, 2024 to April 14, 2027 (both days inclusive), without any remuneration.

Since Mr. Abhishek Singhania, Chairman & Managing Director and Mr. Partho Pratim Kar, Joint Managing Director of the Company are not drawing any remuneration from the Company, therefore the disclosures with respect to remuneration (salary, perquisites, fixed and performance linked incentives and other benefits etc.), service contracts, notice period, severance fees are Not Applicable.

**f. Payment to Non-Executive Directors:**

The Non-Executive Directors of the Company are entitled to sitting fee for attending meetings of the Board and its Committees. The Non-Executive Directors are also entitled for reimbursement of the expenses incurred by them for attending the meeting of the Board and its Committees.

Save as otherwise provided in this report, apart from receiving sitting fees, none of the Non-Executive Directors had any pecuniary relationship or transactions vis-a-vis the Company.

The particulars of sitting fees paid to the Non-Executive Directors during FY 2025-26 are as under:

| Name of the Director  | Sitting Fees Paid (in Rs.) |
|-----------------------|----------------------------|
| Mrs. Renu Nanda       | 64,000                     |
| Mr. Maneesh Mansingka | 27,000                     |
| Mr. Rajiv Bajaj       | 27,000                     |
| Mr. Rajesh Relan      | 66,000                     |

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

### a. Composition:

The composition of the Stakeholders' Relationship Committee conforms with the requirements of Section 178 of the Act and Regulation 20 of the SEBI Listing Regulations. The composition of the Committee as on March 31, 2026 was as under and stands same as on the date of this Corporate Governance Report:

| S. No. | Name                   | Position    | Category                           |
|--------|------------------------|-------------|------------------------------------|
| 1.     | Mrs. Renu Nanda        | Chairperson | Non-Executive Independent Director |
| 2.     | Mr. Abhishek Singhania | Member      | Chairman & Managing Director       |
| 3.     | Mr. Partho Pratim Kar  | Member      | Joint Managing Director            |

### b. Role & Terms of Reference:

The Stakeholders' Relationship Committee plays an important role in acting as a link between the Management and ultimate owners of the Company i.e., the Shareholders. The Committee looks after the redressal of investors' grievances and recommends measures for overall improvement in the quality of investor services.

The terms of reference of Stakeholders' Relationship Committee, inter-alia, include the following:

- Resolve and monitor redressal of the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, general meetings, approve issue of new / duplicate certificates and new certificates on split / consolidation / renewal etc.;
- Review measures taken for effective exercise of voting rights by Shareholders;
- Review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar to an Issue and Share Transfer Agent and recommend methods to upgrade the service standards adopted by the Company;
- Review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the Shareholders of the Company;
- Oversee the performance of the Company's Registrar to an Issue and Share Transfer Agent; and
- Perform all functions relating to the interests of stakeholders of the Company or any other matter relating to securities of the Company, any other areas of investors' service and any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification as may be applicable.

### c. Meeting of Stakeholders' Relationship Committee and attendance of the members:

During the financial year 2025-26, 1 (One) meeting of the Stakeholders' Relationship Committee was held on February 13, 2026. Requisite quorum was present during the meeting. The attendance of members of the Committee at this meeting was as follows:

| S. No. | Name                   | No. of Meetings                      |                            |
|--------|------------------------|--------------------------------------|----------------------------|
|        |                        | Entitled to attend during the tenure | Attended during the tenure |
| 1.     | Mrs. Renu Nanda        | 1                                    | 1                          |
| 2.     | Mr. Abhishek Singhania | 1                                    | 1                          |
| 3.     | Mr. Partho Pratim Kar  | 1                                    | 1                          |

The Company Secretary of the Company acts as the Secretary of the Committee and is responsible for ensuring prompt and effective services to the Shareholders and for monitoring the dedicated email address for receiving investor grievances.

The Chairperson of the Committee was present at the last AGM of the Company to answer the queries of the shareholders.

Ms. Shikha Rastogi, Company Secretary is the Compliance Officer for the requirements of SEBI Listing Regulations. She is also the nodal officer of the Company.

### d. Investor Grievances:

The Company is dedicated to upholding its commitment to investor satisfaction through an Investor Grievance Redressal

Policy. We strive to follow highest standards of corporate governance, transparency and disclosures at all times. Prompt and efficient service is essential for retaining existing relationships and therefore investor satisfaction becomes critical to the Company. Investor queries and complaints constitute an important voice of investor.

The Policy aims to provide efficient services to the investors and to effectively address and redress the grievances of the investors in a timely manner and details grievance handling through a structured grievance redressal framework.

The details of this policy is available on the Company's website and can be accessed at <https://www.jaykayenterprises.com/policies/>

The Company has appointed Alankit Assignments Limited, Registrar to an Issue and Share Transfer Agent ("RTA") for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the shareholders within the prescribed time. Efforts are made to ensure that all the grievances of the shareholders are redressed expeditiously and satisfactorily.

**e. Details of investor's complaints received and resolved during FY 2025-26 are as follows:**

| S. No. | Particulars                                          | No. of Complaints |
|--------|------------------------------------------------------|-------------------|
| 1.     | No. of complaints pending as on April 01, 2025       | 2                 |
| 2.     | No. of complaints received during the financial year | 21                |
| 3.     | No. of complaints resolved during the financial year | 23                |
| 4.     | No. of complaints pending as on March 31, 2026       | Nil               |

*Note: During the financial year, the complaints were duly resolved to the satisfaction of the respective shareholders. Further, as on the date of this Report, no complaints remain pending or unresolved.*

**RISK MANAGEMENT COMMITTEE**

The provisions of Regulation 21 of SEBI Listing Regulations are not applicable on the Company. Therefore, the Company is not required to constitute Risk Management Committee.

**OTHER COMMITTEES**

Apart from the above statutory Committees, the Board has constituted Non-statutory Committees (Voluntary Committees) i.e. Committee of Directors and Rights Issue Committee.

In order to proficiently fulfill its responsibilities and adhere to statutory requirements, the Board has established these Committees tasked with addressing designated areas, either making ultimate decisions or providing well-considered recommendations to the Board. These Committees operate with a well-defined charter and are responsible for discharging their respective roles and responsibilities in alignment with their charters.

**COMMITTEE OF DIRECTORS**

Committee of Directors is a non-statutory committee, constituted by the Board of Directors of the Company to oversee day to day business and affairs of the Company and to take decisions on routine operations that arise in the normal course of business. The Committee is governed by the terms of reference as laid down by the Board of Directors of the Company.

**a. Composition:**

The composition of the Committee as on March 31, 2026 was as under and stands same as on the date of this Corporate Governance Report:

| S. No. | Name                   | Position | Category                           |
|--------|------------------------|----------|------------------------------------|
| 1.     | Mr. Abhishek Singhania | Member   | Chairman & Managing Director       |
| 2.     | Mr. Partho Pratim Kar  | Member   | Joint Managing Director            |
| 3.     | Mrs. Renu Nanda        | Member   | Non-Executive Independent Director |

**b. Terms of Reference:**

The terms of reference of Committee of Directors, inter-alia, include the following:

- Grant loan to a body corporate / entity or give guarantee in connection with loan made to any body corporate / entity and finalise terms & conditions in relation thereto;
- Borrow money and create security / charge on the asset(s) of the Company for the purpose of securing credit facility(ies);
- To deal with the matters related to loss of share certificate and issue of duplicate share certificate, transfer, transmission and transposition of shares, name deletion, name change and name correction, consolidation, division or sub-division of shares and other matters related to shareholders' request;
- To negotiate, finalise, settle and execute requisite agreements, deeds, power of attorney, undertakings, certificates,

applications and instruments for various operational purposes, including but not limited to any amendments / modifications thereto; and

- To carry out such other functions as may be delegated by the Board of Directors from time to time required for smooth conduct of the operations of the Company and adhere to all applicable acts, laws, regulations and standards as prescribed by the regulatory authorities.

**c. Meetings of Committee of Directors:**

During the financial year 2025-26, the Committee of Directors met 16 (Sixteen) times on April 15, 2025, May 13, 2025, May 15, 2025, May 16, 2025, July 24, 2025, July 28, 2025, September 19, 2025, October 09, 2025, October 24, 2025, November 21, 2025, December 09, 2025, December 31, 2025, February 05, 2026, March 06, 2026, March 18, 2026 and March 25, 2026.

The decisions taken at the meetings of Committee of Directors are reviewed by the Board at its subsequent meeting. Requisite quorum was present during all the meetings.

The Company Secretary of the Company acts as the Secretary of the Committee. The Committee meets as and when deems necessary to cater requirements of the Company.

**RIGHTS ISSUE COMMITTEE**

Rights Issue Committee is a non-statutory committee, constituted by the Board of Directors of the Company at its meeting held on July 09, 2023, whose primary objective is to decide on the terms and conditions of the Rights Issue including the Rights Entitlement Ratio, the Issue Price, Record Date, Timing of the Issue and other related matters and to carry out such other functions as may be necessary or desirable and also to settle any question, difficulty or doubt that may arise in connection with the Issue including the issuance and allotment of Rights Shares.

**a. Composition:**

The composition of the Committee as on March 31, 2026 was as under and stands same as on the date of this Corporate Governance Report:

| S. No. | Name                   | Position | Category                               |
|--------|------------------------|----------|----------------------------------------|
| 1.     | Mr. Abhishek Singhania | Member   | Chairman & Managing Director           |
| 2.     | Mr. Partho Pratim Kar  | Member   | Joint Managing Director                |
| 3.     | Mr. Maneesh Mansingka  | Member   | Non-Executive Non-Independent Director |

**b. Terms of Reference:**

The terms of reference of Rights Issue Committee, inter-alia, include the following:

- To decide upon Rights Entitlement Ratio, the Issue Price, Record Date, Timing of the Issue and other related matters in accordance with applicable laws;
- To appoint the Lead Manager ("LM") and other Intermediaries such as legal advisors / counsels, registrars, bankers, advertising agency(ies) and all other intermediaries (in consultation with lead manager) and advisors necessary for the Issue in accordance with applicable laws;
- Approval of the draft letter of offer (the "DLOF") and the letter of offer (the "LOF") (including amending, varying or modifying the same, as may be considered desirable or expedient) in relation to the Rights Issue as finalized in consultation with the LM, in accordance with applicable laws;
- To negotiate, finalise, settle and execute requisite agreements with lead managers, underwriters, if any, the registrar, banker(s), advertising agency, monitoring agency and all other necessary documents, deeds, agreements and instruments in relation to the Issue, including but not limited to any amendments / modifications thereto;
- To open requisite bank accounts with any scheduled commercial bank / nationalised bank / private bank / foreign bank, in accordance with the applicable law, for the purpose of the Issue in such name and style as may be decided and to receive Issue proceeds and to make refunds;
- To decide the date of opening and closing of the Issue, and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchanges or other authorities from time to time;
- To issue and allot Rights Shares in consultation with the lead manager, the registrar, the designated stock exchange, including the basis of allotment, where existing equity shares are listed and to do all necessary acts;
- To decide, in accordance with applicable laws and Regulations, the proportion in which the allotment of additional Rights Equity Shares shall be made in the Issue;
- To decide and approve materiality thresholds and/or adopt a materiality policy with regard to outstanding litigation involving the Company and/or its subsidiaries to be disclosed in the Letter of Offer to be filed by the Company with

the Stock Exchanges and SEBI in connection with the Issue;

- To decide the process to be followed for offering rights entitlement in relation to the shareholders of the Company holding shares in physical form in accordance with applicable law;
- To dispose of the unsubscribed portion of the Rights Equity Shares after allotment in the Issue, if any, in such manner as it may think most beneficial to the Company;
- Seeking the listing of the Rights Equity Shares on the Stock Exchanges, submitting the listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing; and
- To take necessary actions and steps for obtaining relevant approvals as may be required from such authorities as may be necessary in relation to the Issue.

The Company Secretary acts as the Secretary to this Committee. The Committee meets as and when deems necessary to cater requirements of the Company.

## SENIOR MANAGEMENT

Particulars of Senior Management Personnel of the Company as on March 31, 2026 are as given below:

| S. No. | Name                  | Designation                            |
|--------|-----------------------|----------------------------------------|
| 1.     | Mr. Sanjay Kumar Jain | Chief Financial Officer                |
| 2.     | Ms. Shikha Rastogi    | Company Secretary & Compliance Officer |

There was no change in the Senior Management Personnel of the Company during the financial year ended March 31, 2026.

### Details of Profile of Senior Management Personnel:

The brief profiles of the Senior Management Personnel, including their experience, domain knowledge, expertise and working experience, are available on the website of the Company at [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

## EMPLOYEES STOCK OPTION SCHEME

During the year under review, with a view to incentivize key employees for their contributions to the Company's growth, foster a culture of employee ownership, attract and retain top talent and align employees' interests with the Company's long-term objectives, a new Employee Stock Option Scheme i.e. 'JKE Employee Stock Option Scheme 2025' ("ESOP Scheme") covering eligible employees of the Company, its Group Company(ies) including Subsidiary Company(ies) of the Company and its Associate Company(ies) was implemented for which approval of shareholders of the Company was received on May 15, 2025.

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter-alia, administers and monitors the ESOP Scheme of the Company in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

For further details, refer to the Directors' Report forming part of the Annual Report wherein detailed information has been provided.

## GENERAL BODY MEETINGS

### Annual General Meetings ("AGM"):

During the preceding three years, the Company's Annual General Meetings were conducted / deemed to be conducted at the Registered Office of the Company situated at Kamla Tower, Kanpur, Uttar Pradesh - 208001. Details of last three AGMs of the Company along with special resolutions passed thereat are as under:

| Financial Year | Day & Date*                   | Time       | Special Resolution(s) Passed                                                                                                                                         |
|----------------|-------------------------------|------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2024-25        | Tuesday, September 30, 2025   | 03:00 P.M. | • Approval for Variation in Objects of utilisation of the Rights Issue Proceeds                                                                                      |
| 2023-24        | Friday, September 27, 2024    | 12:30 P.M. | • Nil                                                                                                                                                                |
| 2022-23        | Wednesday, September 27, 2023 | 11:30 A.M. | • Approval for payment of remuneration as Management Consultancy fees to Mr. Partho Pratim Kar (DIN: 00508567) Non-Executive Non-Independent Director of the Company |

\* Held through Video Conferencing / Other Audio-Visual Means

### Extraordinary General Meeting:

During the financial year 2025-26, no Extraordinary General Meeting was held.

• **Postal Ballot:**

During the financial year 2025-26, the Company sought approval of its shareholders through e-voting conducted by way of Postal Ballot and the following resolutions were passed:

**A. Date of Postal Ballot Notice:** Tuesday, April 15, 2025

**Voting period:** Wednesday, April 16, 2025 (09:00 a.m. IST) to Thursday, May 15, 2025 (05:00 p.m. IST)

**Date of passing resolutions:** Thursday, May 15, 2025

**Date of declaration of result:** Monday, May 19, 2025

The details of the resolutions passed and the voting results are set out below:

| S. No. | Resolution(s) Passed                                                                                                                                                                                                                                     | Votes casted in favour |            | Votes casted against |            |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------|----------------------|------------|
|        |                                                                                                                                                                                                                                                          | Number of votes        | % of Votes | Number of votes      | % of Votes |
| 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 - <b>Special Resolution</b>                                 | 7,76,80,638            | 99.9976    | 1,834                | 0.0024     |
| 2.     | Approval of 'JKE Employee Stock Option Scheme 2025' - <b>Special Resolution</b>                                                                                                                                                                          | 7,76,81,466            | 99.9987    | 1,006                | 0.0013     |
| 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' - <b>Special Resolution</b> | 7,76,81,476            | 99.9987    | 1,006                | 0.0013     |

All the aforesaid resolutions were passed with the requisite majority.

**B. Date of Postal Ballot Notice:** Tuesday, November 11, 2025

**Voting period:** Wednesday, November 26, 2025 (09:00 a.m. IST) to Thursday, December 25, 2025 (05:00 p.m. IST)

**Date of passing resolutions:** Thursday, December 25, 2025

**Date of declaration of result:** Friday, December 26, 2025

The details of the resolutions passed and the voting results are set out below:

| S. No. | Resolution(s) Passed                                                                                                                                                                                                 | Votes casted in favour |            | Votes casted against |            |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------|----------------------|------------|
|        |                                                                                                                                                                                                                      | Number of votes        | % of Votes | Number of votes      | % of Votes |
| 1.     | Material Related Party Transaction(s) with JK Phillips LLP for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                                                               | 59,61,308              | 99.9398    | 3,592                | 0.0602     |
| 2.     | Material Related Party Transaction(s) with Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) for the financial year 2025-26 - <b>Ordinary Resolution</b>                        | 59,61,308              | 99.9398    | 3,592                | 0.0602     |
| 3.     | Material Related Party Transaction(s) with Neumesh Labs Private Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                                                  | 59,61,324              | 99.9451    | 3,276                | 0.0549     |
| 4.     | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Phillips LLP for the financial year 2025-26 - <b>Ordinary Resolution</b> | 59,61,324              | 99.9451    | 3,276                | 0.0549     |

|     |                                                                                                                                                                                                                                                   |           |         |       |        |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|-------|--------|
| 5.  | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Defence & Aerospace Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>               | 59,58,921 | 99.9451 | 3,276 | 0.0549 |
| 6.  | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Digital & Advance Systems Private Limited for the financial year 2025-26 - <b>Ordinary Resolution</b> | 59,61,324 | 99.9451 | 3,276 | 0.0549 |
| 7.  | Material Related Party Transaction(s) between JK Phillips LLP and JK Digital & Advance Systems Private Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                                        | 59,61,324 | 99.9451 | 3,276 | 0.0549 |
| 8.  | Material Related Party Transaction(s) between JK Phillips LLP and JK Defence & Aerospace Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                                                      | 59,61,324 | 99.9451 | 3,276 | 0.0549 |
| 9.  | Material Related Party Transaction(s) between JK Phillips LLP and Neumesh Labs Private Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                                                        | 59,61,424 | 99.9451 | 3,276 | 0.0549 |
| 10. | Material Related Party Transaction(s) between Neumesh Labs Private Limited and Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) for the financial year 2025-26 - <b>Ordinary Resolution</b>                 | 59,61,424 | 99.9451 | 3,276 | 0.0549 |
| 11. | Material Related Party Transaction(s) between Neumesh Labs Private Limited and JK Digital & Advance Systems Private Limited for the financial year 2025-26 - <b>Ordinary Resolution</b>                                                           | 59,61,324 | 99.9434 | 3,376 | 0.0566 |

All the aforesaid resolutions were passed with the requisite majority.

Subsequent to the financial year 2025-26, the Company sought approval of its shareholders through e-voting conducted by way of Postal Ballot and the following resolutions were passed:

**C. Date of Postal Ballot Notice:** Tuesday, March 25, 2026

**Voting period:** Friday, April 24, 2026 (09:00 a.m. IST) to Saturday, May 23, 2026 (05:00 p.m. IST)

**Date of Passing resolutions:** Saturday, May 23, 2026

**Date of declaration of result:** Monday, May 25, 2026

The details of the resolutions passed and the voting results are set out below:

| S. No. | Resolution(s) Passed                                                                                                                                                                          | Votes casted in favour |            | Votes casted against |            |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------|----------------------|------------|
|        |                                                                                                                                                                                               | Number of votes        | % of Votes | Number of votes      | % of Votes |
| 1.     | Material Related Party Transaction(s) with JK Phillips LLP for the financial year 2026-27- <b>Ordinary Resolution</b>                                                                         | 56,99,130              | 99.8471    | 8,729                | 0.1529     |
| 2.     | Material Related Party Transaction(s) with Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) for the financial year 2026-27 - <b>Ordinary Resolution</b> | 56,98,951              | 99.8474    | 8,708                | 0.1526     |

|     |                                                                                                                                                                                                                                                   |           |         |       |        |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|-------|--------|
| 3.  | Material Related Party Transaction(s) with Neumesh Labs Private Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                                                                               | 56,98,930 | 99.8471 | 8,729 | 0.1529 |
| 4.  | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Phillips LLP for the financial year 2026-27 - <b>Ordinary Resolution</b>                              | 56,98,951 | 99.8474 | 8,708 | 0.1526 |
| 5.  | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Defence & Aerospace Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>               | 56,98,914 | 99.8468 | 8,745 | 0.1532 |
| 6.  | Material Related Party Transaction(s) between Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) and JK Digital & Advance Systems Private Limited for the financial year 2026-27 - <b>Ordinary Resolution</b> | 56,98,935 | 99.8472 | 8,724 | 0.1528 |
| 7.  | Material Related Party Transaction(s) between JK Phillips LLP and JK Digital & Advance Systems Private Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                                        | 56,98,914 | 99.8471 | 8,729 | 0.1529 |
| 8.  | Material Related Party Transaction(s) between JK Phillips LLP and JK Defence & Aerospace Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                                                      | 56,98,935 | 99.8472 | 8,724 | 0.1528 |
| 9.  | Material Related Party Transaction(s) between JK Phillips LLP and Neumesh Labs Private Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                                                        | 56,98,930 | 99.8471 | 8,729 | 0.1529 |
| 10. | Material Related Party Transaction(s) between Neumesh Labs Private Limited and Allen Reinforced Plastics Limited (formerly Allen Reinforced Plastics Private Limited) for the financial year 2026-27 - <b>Ordinary Resolution</b>                 | 56,98,835 | 99.8472 | 8,724 | 0.1528 |
| 11. | Material Related Party Transaction(s) between Neumesh Labs Private Limited and JK Digital & Advance Systems Private Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                           | 56,98,930 | 99.8471 | 8,729 | 0.1529 |
| 12. | Material Related Party Transaction(s) between JK Technosoft Limited and JK Tech US Inc (formerly Proserve Consulting Inc) for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                             | 56,98,863 | 99.8459 | 8,796 | 0.1541 |
| 13. | Material Related Party Transaction(s) between JK Technosoft Limited and JK Tech UK Limited for the financial year 2026-27 - <b>Ordinary Resolution</b>                                                                                            | 56,98,930 | 99.8471 | 8,729 | 0.1529 |

All the aforesaid resolutions were passed with the requisite majority.

In respect of all the above postal ballot exercises, the Company had appointed Ms. Varuna Mittal, Practicing Company Secretary (C.P No. 23575), Proprietor of Varuna Mittal & Associates, as Scrutinizer for carrying out the Postal Ballot voting process through electronic means in a fair and transparent manner.

### **Procedure adopted for Postal Ballot:**

In compliance with Regulation 44 of the SEBI Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided remote e-voting facility to all its members.

The Company engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members.

The Postal Ballot Notice was sent through electronic mode to those Members / beneficial owners whose names were appearing in the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and CDSL and whose email addresses were registered with the Company / Depositories. The Company also published notice in the newspapers declaring the details of completion of dispatch, e-voting details and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by the Institute of Company Secretaries of India. Voting rights of the members were reckoned on 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.

The resolution(s), if assented by the requisite majority through Postal Ballot, are deemed to have been passed on the last date specified for remote e-voting.

The results were displayed at the registered office of the Company and on the Company's website at [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and were available on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com), NSE Limited i.e. [www.nseindia.com](http://www.nseindia.com) and CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).

There is no proposal for passing any resolution through Postal Ballot as on the date of this Report.

### **MEANS OF COMMUNICATION**

The Company recognises the significance of fostering effective and transparent two-way communication with its members and other stakeholders. The Company endeavours to ensure timely dissemination of relevant information, including financial results, statutory disclosures and other material developments, through various communication channels. Members seeking any information or clarification may contact the Company directly throughout the year. The key modes of communication are as follows:

- **Financial Results:**

The quarterly / half-yearly / annual financial results of the Company, as approved by the Board of Directors, are submitted to the Stock Exchanges within the prescribed timelines. The financial results are also published in the prominent daily newspapers, viz. Business Standard / Financial Express in English (all India editions) and Aaj (Lucknow / Kanpur edition), the local newspaper published in the language of the region in which the registered office is situated. Additionally, the financial results and other important information are also made available on the Company's website viz. [www.jaykayenterprises.com](http://www.jaykayenterprises.com) under a separate dedicated section "Investors".

- **Intimation to Stock Exchanges:**

The Company makes timely disclosures and intimations to the Stock Exchanges in respect of all events, information and matters as required under the applicable provisions of the SEBI Listing Regulations and other applicable laws. The Company also makes disclosures of material and price-sensitive information, wherever applicable, in accordance with the prescribed regulatory requirements.

- **Press Releases:**

Official press releases, wherever necessary, are disseminated to the Stock Exchanges and made available on the Company's website in a timely manner.

- **Annual Report:**

The Annual Report, comprising, inter alia, the Audited Standalone and Consolidated Financial Statements, Directors' Report, Corporate Governance Report, Management Discussion and Analysis Report, Auditors' Reports and other important information is sent to every shareholder of the Company and others entitled thereto in accordance with the applicable provisions of law. Pursuant to the Green Initiative launched by the MCA, the Company sends e-copies of the Annual Report to Members whose e-mail ids are registered with the Company. The Annual Report is also available in downloadable form on the website of the Company under the link <https://www.jaykayenterprises.com/investors/annual-reports/>

In compliance with the amended provisions of Regulation 36 of the SEBI Listing Regulations, a letter providing the QR Code and the web-link, mentioning the exact web path, where complete details of the Annual Report 2025-26 is available, will be sent to those members, who have not registered their email address.

- **NSE Electronic Application Processing System (NEAPS) and BSE Corporate Compliance & Listing Centre (BSE Listing Centre):**

NEAPS and BSE Listing Centre are web-based applications designed for corporates. The Company makes all communications, disclosures and periodic filings, including shareholding patterns, financial results, material / price-sensitive information etc., electronically / in XBRL mode, wherever applicable, with the Stock Exchanges through these portals within the prescribed timelines.

- **Presentations to Institutional Investors / Analysts:**

During the year under review, no presentation was made to Institutional Investors / Analysts.

- **Website:**

The Company's website contains a separate dedicated section for "Investors" where Shareholders' related information is available and the said section is being regularly updated, from time to time, with the financial results, annual reports, official news releases and other important events / information. The Company's website may be accessed at [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

- **SEBI Complaints Redressal System (SCORES):**

The investor complaints are processed by SEBI in a centralized web-based complaints redressal system i.e. SCORES. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status etc. The Company takes appropriate action on complaints received through SCORES and submits the requisite ATRs within the prescribed timelines.

- **SEBI Smart Online Dispute Resolution Portal (ODR Portal):**

SEBI vide circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 (updated as on December 28, 2023), has issued a master circular on Online Dispute Resolution in the Indian Securities Market. The dispute resolution process under the ODR Mechanism has two levels of resolution i.e., Conciliation and Arbitration. The said mechanism shall be applicable to all the investors who register and lodge their complaint / dispute through SMART ODR Portal. The complaint / dispute lodged through SMART ODR Portal shall mandatorily follow the process of Online Conciliation first and in case of unsuccessful conciliation, the same may be taken up for online Arbitration. In case the investor is aggrieved with the arbitration award, it may file an appeal before a competent Court of law under section 34 of the Arbitration and Conciliation Act, 1996.

- **Designated exclusive email-ids:**

The Company has designated [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) for investor-related queries and communication. Investors may also contact the Registrar to an Issue and Share Transfer Agent at [rta@alankit.com](mailto:rta@alankit.com) for matters relating to shareholding, transfer, transmission, dematerialisation and other investor services.

#### GENERAL INFORMATION FOR SHAREHOLDERS:

| S. No. | Particulars                                    | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i)     | Company Registration Details                   | The Company is registered in the State of Uttar Pradesh, India. The Corporate Identification Number ("CIN") allotted to the Company by Ministry of Corporate Affairs is L55101UP1961PLC001187.                                                                                                                                                                                                                                                                           |
| ii)    | Address of the Registered office               | Kamla Tower, Kanpur, Uttar Pradesh - 208001                                                                                                                                                                                                                                                                                                                                                                                                                              |
| iii)   | AGM Date, Time, Venue & Remote e-voting period | The 80 <sup>th</sup> AGM of the Company will be held on Tuesday, September 29, 2026 at 11:30 A.M. (IST) through Video Conferencing / Other Audio-Visual Means and deemed venue shall be registered office of the Company situated at Kamla Tower, Kanpur, Uttar Pradesh - 208001.<br>Remote e-voting period is from Saturday, September 26, 2026 (09:00 A.M. IST) to Monday, September 28, 2026 (05:00 P.M. IST)<br>For details, please refer to the Notice of this AGM. |
| iv)    | Financial Year                                 | The Company follows April 01 to March 31 as its financial year.                                                                                                                                                                                                                                                                                                                                                                                                          |

| v)    | Financial Calendar 2026-27                           | <b>Tentative Schedule</b>                                                                                                                                                                                                                                                                                                                        | <b>Actual or Tentative Date (on or before as the case may be)</b> |
|-------|------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|
|       |                                                      | Financial reporting for the quarter ending June 30, 2026                                                                                                                                                                                                                                                                                         | August 14, 2026 (Actual)                                          |
|       |                                                      | Financial reporting for the quarter ending September 30, 2026                                                                                                                                                                                                                                                                                    | November 14, 2026                                                 |
|       |                                                      | Financial reporting for the quarter ending December 31, 2026                                                                                                                                                                                                                                                                                     | February 14, 2027                                                 |
|       |                                                      | Financial reporting for the year ending March 31, 2027 (Audited)                                                                                                                                                                                                                                                                                 | May 30, 2027                                                      |
|       |                                                      | Annual General Meeting for the year ending March 31, 2027                                                                                                                                                                                                                                                                                        | September 30, 2027                                                |
| vi)   | Date of Book Closure                                 | The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 23, 2026 to Tuesday, September 29, 2026 (both days inclusive) for the purpose of AGM.                                                                                                                                               |                                                                   |
| vii)  | Trading window closure for financial results         | From the close of quarter till the completion of 48 hours after the Unpublished Price Sensitive Information becomes generally available i.e., declaration of financial results                                                                                                                                                                   |                                                                   |
| viii) | Dividend and Dividend Payment Date                   | The Board has not recommended dividend for the financial year ended March 31, 2026.                                                                                                                                                                                                                                                              |                                                                   |
| ix)   | Listing on Stock Exchange                            | <p>BSE Ltd. ("BSE")<br/>Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001</p> <p>National Stock Exchange of India Limited ("NSE")<br/>Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400051</p> <p>The Company has paid the annual listing fees for the financial year 2026-27 to both the Stock Exchanges.</p> |                                                                   |
| x)    | Security Codes for the Equity Shares                 | <p>BSE Scrip Code: 500306</p> <p>Symbol: JAYKAY</p>                                                                                                                                                                                                                                                                                              |                                                                   |
| xi)   | Demat ISIN number in NSDL and CDSL for equity shares | INE903A01025                                                                                                                                                                                                                                                                                                                                     |                                                                   |

• **Payment of Depository(ies) fees:**

The Company has paid Annual Custody / Issuer fee to both Depositories based on invoices received from the Depositories and there is no outstanding payment as on date.

• **Market Price data:**

The monthly high and low prices of the Company's equity shares on BSE, along with the corresponding movement in the BSE Sensex during the financial year 2025-26 are as under:

| Month           | Share Price at BSE (in Rs.) |        | BSE SENSEX |           |
|-----------------|-----------------------------|--------|------------|-----------|
|                 | High                        | Low    | High       | Low       |
| April, 2025     | 178.40                      | 117.00 | 80,661.31  | 71,425.01 |
| May, 2025       | 179.90                      | 136.10 | 82,718.14  | 78,968.34 |
| June, 2025      | 174.85                      | 135.00 | 84,099.53  | 80,354.59 |
| July, 2025      | 158.95                      | 132.75 | 83,935.01  | 80,575.45 |
| August, 2025    | 163.00                      | 128.00 | 82,231.17  | 79,741.76 |
| September, 2025 | 237.00                      | 143.65 | 83,141.21  | 79,818.38 |
| October, 2025   | 239.40                      | 213.00 | 85,290.06  | 80,159.90 |
| November, 2025  | 244.00                      | 183.00 | 86,055.86  | 82,670.95 |
| December, 2025  | 222.30                      | 185.30 | 86,159.02  | 84,150.19 |
| January, 2026   | 199.00                      | 151.20 | 85,883.50  | 81,088.59 |
| February, 2026  | 175.45                      | 140.20 | 85,871.73  | 79,899.42 |
| March, 2026     | 151.50                      | 116.00 | 80,632.55  | 71,774.13 |

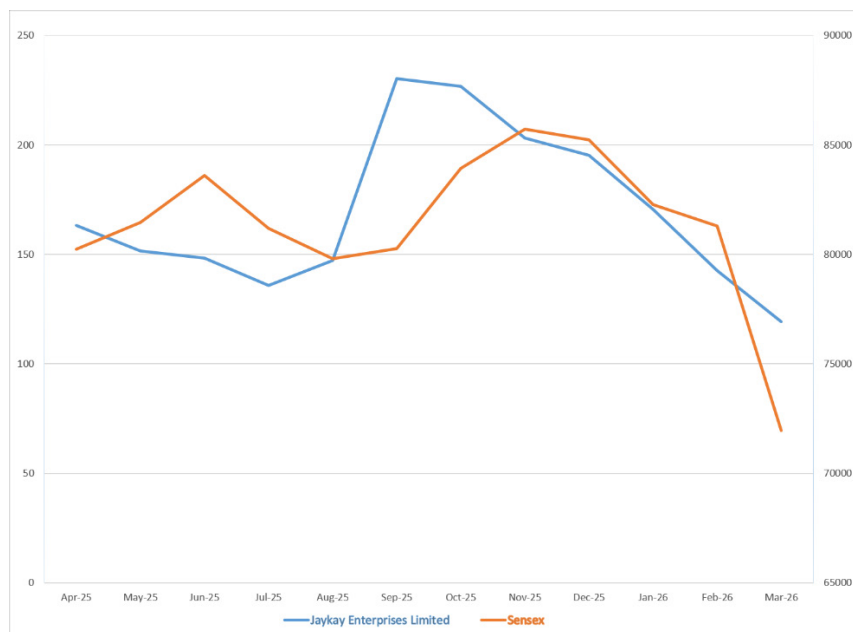
During the financial year 2025-26, pursuant to receipt of listing and trading approval from NSE, the Company's Equity Shares were listed and admitted to trading on the Main Board of NSE with effect from the commencement of trading hours on December 03, 2025, under the trading symbol "JAYKAY", through the Direct Listing route.

Accordingly, the monthly high and low prices of the Company's equity shares on NSE, along with the corresponding movement in Nifty 50, from December 2025 onwards, are as under:

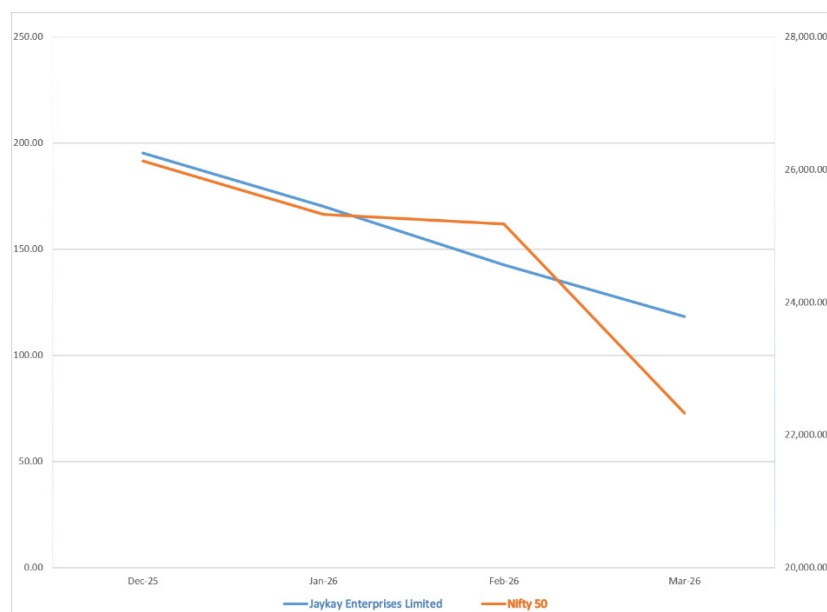
| Month           | Share Price at NSE (in Rs.) |        | NIFTY 50  |           |
|-----------------|-----------------------------|--------|-----------|-----------|
|                 | High                        | Low    | High      | Low       |
| December, 2025* | 219.70                      | 191.50 | 26,325.80 | 25,693.25 |
| January, 2026   | 199.89                      | 150.61 | 26,373.20 | 24,919.80 |
| February, 2026  | 176.99                      | 140.05 | 26,341.20 | 24,571.75 |
| March, 2026     | 152.78                      | 115.52 | 24,989.35 | 22,283.85 |

\* The NSE data for December 2025 represents the period commencing from December 03, 2025, being the date from which the equity shares of the Company were admitted to trading on NSE.

- Share performance of the Company in comparison to BSE Sensex:**



- Share performance of the Company in comparison to NSE Nifty 50:**



| Particulars                                             | March 31, 2025 | March 31, 2026 | Changes in % |
|---------------------------------------------------------|----------------|----------------|--------------|
| Jaykay Enterprises Limited Share Price (closing) at BSE | 125.55         | 119.35         | -4.94        |
| BSE Sensex Closing Price                                | 77,414.92      | 71,947.55      | -7.06        |
| Jaykay Enterprises Limited Share Price (closing) at NSE | NA*            | 116.00         | NA*          |
| NSE Nifty 50 Closing Price                              | 23,519.35      | 22,331.40      | -5.05        |

\* Equity Shares of Jaykay Enterprises Limited were admitted to trading on NSE w.e.f. December 03, 2025.

- Registrar to an Issue and Share Transfer Agent:**

Alankit Assignments Limited is acting as Registrar to an Issue and Share Transfer Agent of the Company for handling the shares related matters, both in physical as well as dematerialized mode. The communications regarding shares, dividends, change of address, etc., may be addressed by the shareholders to:

Alankit Assignments Limited  
 Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055  
 Tel No. 011-42541234 / 23541234  
 Email address: [rt@alankit.com](mailto:rt@alankit.com)  
 Website: [www.alankit.com](http://www.alankit.com)

- Share Transfer System:**

Transfer of Securities held in physical mode has been discontinued w.e.f. April 01, 2019. However, SEBI vide its various circulars / notifications granted relaxation for re-lodgement cases till March 31, 2021. In compliance with the Circular, Re-lodgement of transfer requests was carried out till the validity period of Circular.

SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Further, SEBI vide its Circular dated January 25, 2022 and Master Circular dated May 17, 2023 as amended and consolidated from time to time, including Master Circular dated June 23, 2025, mandated all listed companies to issue securities in dematerialised form only while processing the service request in relation to issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition.

Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.jaykayenterprises.com/investors/useful-information/> and on the website of the Company's RTA at: <https://www.alankit.com/pdf/ISR-4.pdf>. Shareholders should communicate with the Company's RTA quoting their folio number or Depository Participant Id and Client Id number, for any queries w.r.t their securities.

Further the Company sent communication to the Shareholders, inter-alia, containing procedure for claiming the shares lying as unclaimed in the Unclaimed Shares Suspense Account. As soon as these Shareholders follow the prescribed procedure as communicated to them, the Company immediately initiates the Corporate Action and credits the eligible equity shares from 'Jaykay Enterprises Limited - Unclaimed Shares Suspense Account' to the demat account of the concerned shareholder.

Shareholders are also advised to refer to the latest SEBI guidelines / circulars issued from time to time for all the holders holding securities in listed companies in physical form and keep their KYC details updated at all times, to avoid freezing their folio as prescribed by SEBI.

Further, SEBI has also simplified the process for transmission of shares and issue of duplicate share certificates to make it more efficient and investor friendly.

In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants. Shareholders are advised to dematerialize their shares held by them in physical form. Requests for dematerialization of shares are processed and confirmation thereof is given to the respective depositories i.e. NSDL and CDSL within the statutory time limit, from the date of receipt of documents complete in all respects along with the share certificates. The share transfer work is being carried out by the Company's RTA, who are also having connectivity with the depositories, viz., NSDL and CDSL. The power of approving the transfer of shares has been delegated to the RTA so that they can attend to the share transfer formalities on fortnightly basis.

In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. The necessary forms for the above request are available on the website of the Company i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

The Board of Directors of the Company has constituted a Committee of Directors and, inter-alia, delegated to it the powers relating to transfer, transmission and transposition of shares, request for name deletion, name change and name correction, consolidation, division or sub-division of shares.

- Nomination facility:**

Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Act. 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](http://www.jaykayenterprises.com)), duly self-attested by the shareholder(s) to Company's RTA at their address at Alankit Assignments Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055.

In respect of Demat shareholders, please contact their respective Depository Participant (DP) to avail the nomination facility.

- Participation & Voting at AGM:**

Pursuant to MCA and SEBI Circulars, the 80<sup>th</sup> AGM of the Company will be held through video-conferencing / other audio-visual means and the detailed instructions for participation and voting at the meeting is available in the Notice of the 80<sup>th</sup> AGM.

- Reconciliation of Share Capital Audit:**

As required under Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, the Company gets reconciliation of share capital audit done from a qualified Practicing Company Secretary in each quarter to reconcile the total admitted capital with NSDL and CDSL and total issued and listed capital. The audit reports for FY 2025-26 confirmed that the total issued/ paid up capital is in agreement with the total number of equity shares in physical form and the total number of shares in dematerialised form held with NSDL and CDSL. The Audit Reports for each quarter of the Financial Year 2025-26, have duly been filed with Stock Exchanges, as applicable, within 30 days from the end of the respective quarter.

- Distribution of Shareholding as on March 31, 2026:**

| Category (Amount)<br>From - To | Shareholders  |               | Equity Shares held  |               |
|--------------------------------|---------------|---------------|---------------------|---------------|
|                                | Number        | Percentage    | Number              | Percentage    |
| 1 - 500                        | 78,909        | 92.03         | 52,97,254           | 4.07          |
| 501 - 1,000                    | 2,755         | 3.21          | 21,50,060           | 1.65          |
| 1,001 - 2,000                  | 1,726         | 2.01          | 25,43,055           | 1.95          |
| 2,001 - 3,000                  | 717           | 0.84          | 17,85,346           | 1.37          |
| 3,001 - 4,000                  | 310           | 0.36          | 10,96,992           | 0.84          |
| 4,001 - 5,000                  | 297           | 0.35          | 13,86,653           | 1.06          |
| 5,001 - 10,000                 | 478           | 0.56          | 34,67,358           | 2.66          |
| 10,001 and above               | 546           | 0.64          | 11,25,60,348        | 86.40         |
| <b>Total</b>                   | <b>85,738</b> | <b>100.00</b> | <b>13,02,87,066</b> | <b>100.00</b> |

**Number of  
shares in  
Demat**

**12,79,62,758  
(98.22%)**

**Number of  
shares in  
Physical**

**23,24,308  
(1.78%)**

- Dematerialization of Shares and Liquidity:**

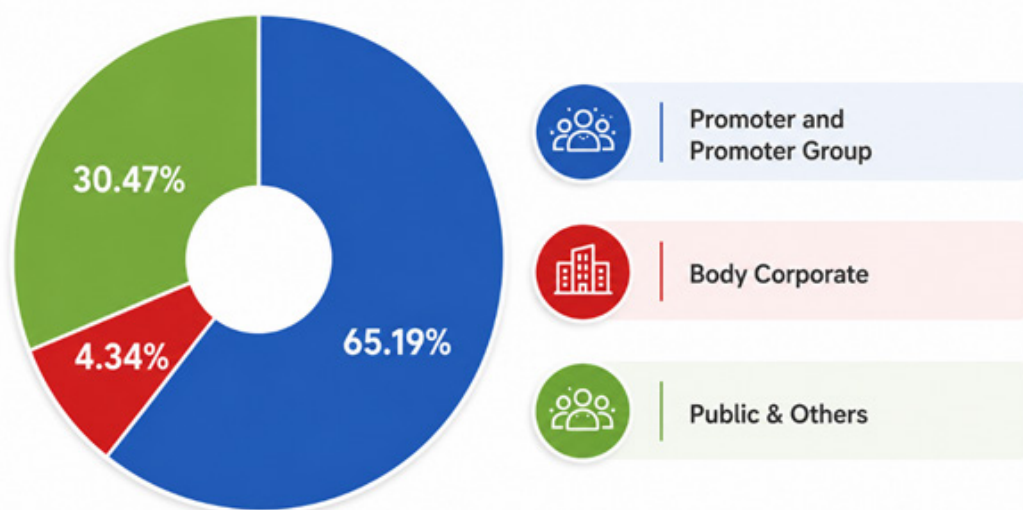
As on March 31, 2026, 12,79,62,758 (Twelve Crore Seventy Nine Lakh Sixty Two Thousand Seven Hundred Fifty Eight) Equity shares of face value of Re. 1/- (Indian Rupees One) each representing 98.22% of the total paid-up equity share capital were held in dematerialized form.

Since, the Equity Shares of the Company are compulsorily traded in dematerialized form, accordingly, the shareholders holding shares in physical form are requested to contact any of the Depository Participants in their vicinity to get their shares dematerialized at the earliest. The code number allotted by NSDL and CDSL to Jaykay Enterprises Limited is ISIN INE903A01025.

The equity shares of the Company are liquid and traded in dematerialized form on BSE and NSE.

## SHAREHOLDING STRUCTURE

(AS ON MARCH 31, 2026)



• **Category of Shareholders as on March 31, 2026:**

| Category                                                                                     | No. of Shareholders | No. of Shares Held  | % of Shareholding |
|----------------------------------------------------------------------------------------------|---------------------|---------------------|-------------------|
| <b>Promoter Shareholding</b>                                                                 |                     |                     |                   |
| Indian Promoters                                                                             | 25                  | 8,43,87,069         | 64.77             |
| Foreign promoter                                                                             | 1                   | 5,48,318            | 0.42              |
| <b>Total Promoter Shareholding</b>                                                           | <b>26</b>           | <b>8,49,35,387</b>  | <b>65.19</b>      |
| <b>Public Shareholding</b>                                                                   |                     |                     |                   |
| Mutual Funds                                                                                 | 2                   | 925                 | 0.00              |
| Banks                                                                                        | 12                  | 5,391               | 0.00              |
| Foreign Portfolio Investors Category I                                                       | 2                   | 81,250              | 0.06              |
| Foreign Portfolio Investors Category II                                                      | 16                  | 1,55,649            | 0.12              |
| Shareholding by Companies or Bodies Corporate where Central / State Government is a promoter | 1                   | 100                 | 0.00              |
| Directors and their relatives (excluding independent directors and nominee directors)        | 2                   | 5,97,927            | 0.46              |
| Key Managerial Personnel                                                                     | 1                   | 3,33,263            | 0.26              |
| Resident Individuals holding nominal share capital up to Rs. 2 lakhs                         | 83,024              | 2,82,15,013         | 21.66             |
| Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs                  | 14                  | 47,87,430           | 3.67              |
| Non-Resident Indians (NRIs)                                                                  | 1,447               | 16,85,923           | 1.29              |
| Bodies Corporate                                                                             | 324                 | 56,50,431           | 4.34              |
| Clearing Members                                                                             | 15                  | 88,163              | 0.07              |
| Trusts                                                                                       | 8                   | 14,051              | 0.01              |
| Unclaimed or Suspense or Escrow Account                                                      | 1                   | 5,69,666            | 0.44              |
| HUF                                                                                          | 825                 | 17,49,734           | 1.34              |
| LLP                                                                                          | 18                  | 14,16,763           | 1.09              |
| <b>Total Public Shareholding</b>                                                             | <b>85,712</b>       | <b>4,53,51,679</b>  | <b>34.81</b>      |
| <b>Total Shareholding</b>                                                                    | <b>85,738</b>       | <b>13,02,87,066</b> | <b>100.00</b>     |

• **Top 10 Shareholders of the Company as on March 31, 2026:**

The details of top 10 shareholders (PAN-based) of the equity shares as on March 31, 2026 are as follows:

| S. No. | Name of the Shareholder                                    | Number of equity shares held | Percentage of holding |
|--------|------------------------------------------------------------|------------------------------|-----------------------|
| 1.     | Mr. Abhishek Singhania                                     | 4,39,20,411                  | 33.71%                |
| 2.     | J. K. Traders Limited                                      | 2,74,85,702                  | 21.10%                |
| 3.     | Mrs. Sushila Devi Singhania                                | 43,42,787                    | 3.33%                 |
| 4.     | Pioneer Projects Limited                                   | 24,07,026                    | 1.85%                 |
| 5.     | Dwarkadhish Finance and Investment Company Private Limited | 16,06,000                    | 1.23%                 |
| 6.     | Manphul Trading and Finance Company Private Limited        | 12,65,950                    | 0.97%                 |
| 7.     | Udyat Indian Ventures LLP                                  | 11,89,196                    | 0.91%                 |
| 8.     | Castleton Capital Private Limited                          | 10,13,401                    | 0.78%                 |
| 9.     | Vashulinga Finance Private Limited                         | 9,60,258                     | 0.74%                 |
| 10.    | J. K. Infrastructure Developers Private Limited            | 7,54,000                     | 0.58%                 |

• **Outstanding GDRs, ADRs, Warrants or any other convertible instruments, conversion date and likely impact on equity:**

As on March 31, 2026, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

• **Confirmation relating to suspension of trading of securities of the Company:**

The Securities of the Company were not suspended from trading at any point of time during the year under review.

• **Plant Locations:**

The Plants of the Company and its group Companies are situated at the following places:

| S. No. | Name of the Company                                                                    | Location                                                                                                                                                                                           |
|--------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | Jaykay Enterprises Limited                                                             | <b>Manufacturing Facility:</b><br>- Ground Floor, Plot 477B, 4 <sup>th</sup> Phase, Peenya, Industrial Area, Bangalore, Karnataka - 560058<br>- J-237/1, MIDC Bhosari, Pune, Maharashtra - 411026  |
| 2.     | Allen Reinforced Plastics Limited (Formerly Allen Reinforced Plastics Private Limited) | <b>Manufacturing Facility:</b><br>- IDA Bollaram, 155/B/1&2, Industrial Estate, Bollaram, Telangana - 502325<br>- IDA Cherlapally, Plot No. 204/3,4,7&8, Phase-II, Cherlapally, Telangana - 500051 |
| 3.     | Nebula3D Services Private Limited                                                      | <b>Manufacturing Facility:</b><br>- 1 <sup>st</sup> and 2 <sup>nd</sup> Floor, Plot 477B, 4 <sup>th</sup> Phase, Peenya, Industrial Area, Bangalore, Karnataka - 560058                            |
| 4.     | Nebula3D Services Private Limited                                                      | <b>Manufacturing Facility:</b><br>- No. 966, 18 <sup>th</sup> - B Cross, 2 <sup>nd</sup> Cross Rd, Ideal Homes Twp, RR Nagar, Bengaluru, Karnataka 560098                                          |

• **For transfer/dematerialization of shares and any other query relating to shares:**

| Particulars                                                                            | Contact Details                                              | Address                                                                                                                                                                                                                                                                                                           |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>For transfer/dematerialization of shares and any other query relating to shares</b> | RTA:<br>Alankit Assignments Limited                          | Alankit Assignments Limited<br>Alankit House, 4E/2, Jhandewalan Extension, New Delhi - 110055<br>Tel No. 011-42541234 / 23541234<br>Email address: <a href="mailto:rt@alankit.com">rt@alankit.com</a><br>Website: <a href="http://www.alankit.com">www.alankit.com</a>                                            |
| <b>For investors assistance</b>                                                        | Ms. Shikha Rastogi<br>Company Secretary & Compliance Officer | 2 <sup>nd</sup> Floor, JK Building, A-2 Local Shopping Centre, Masjid Moth, Greater Kailash-II, New Delhi - 110048<br>Tel No: +01140823320<br>E-mail: <a href="mailto:cs@jaykayenterprises.com">cs@jaykayenterprises.com</a><br>Website: <a href="http://www.jaykayenterprises.com">www.jaykayenterprises.com</a> |

## OTHER DISCLOSURES:

### • **Related Party Transactions:**

In compliance with the provisions of Section 188 of the Act, the rules made thereunder and Regulation 23 of the SEBI Listing Regulations, the Company has a Policy on Related Party Transactions ("RPT Policy"), which provides the framework for determining the materiality of Related Party Transactions and the manner of dealing with such transactions. The RPT Policy is available on the website of the Company at <https://www.jaykayenterprises.com/policies/>.

The details of Related Party Transactions entered into by the Company during the year under review are disclosed in the financial statements of the Company, in accordance with the applicable Accounting Standards.

The Audit Committee / Board review and approve Related Party Transactions in accordance with the provisions of the Act, the SEBI Listing Regulations and the RPT Policy of the Company. The Audit Committee / Board may seek such information and clarifications from the management as they consider necessary for evaluating the proposed Related Party Transactions. Further, Directors who are interested in any Related Party Transaction do not participate in the discussions or voting on such transaction, as applicable under the Act and the SEBI Listing Regulations.

The Audit Committee grants omnibus approval for Related Party Transactions which are repetitive in nature, in accordance with the applicable provisions of the Act, the SEBI Listing Regulations and the RPT Policy. All Related Party Transactions entered into by the Company are placed before the Audit Committee on a quarterly basis for review and noting, as applicable.

The Company submits the required confirmation regarding compliance with the provisions relating to Related Party Transactions to the Stock Exchanges along with the quarterly compliance report on Corporate Governance. Further, in accordance with Regulation 23(9) of the SEBI Listing Regulations, the Company submits disclosures of Related Party Transactions to the Stock Exchanges within the prescribed timelines.

During the year under review, there were no material Related Party Transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other related parties, which may have a potential conflict with the interests of the Company at large.

### • **Details of non-compliances by the listed entity, penalties, strictures imposed on the listed entity by stock exchange or the Board or any statutory authority, on any matter related to capital markets, during the last three years:**

During FY 2023-24, the Securities and Exchange Board of India ("SEBI"), vide its order dated November 09, 2023, imposed a penalty of Rs. 10,00,000/- on the Company for violation of provisions of Regulation 7(4) of SEBI Listing Regulations and Regulation 9A(1)(b), Regulations 14(2)(h) and 18(1) of SEBI (RTA) Regulations and SEBI circulars w.r.t. instructions to Registrars to an Issue/ Share Transfer Agents, in respect of the inspection carried out by SEBI for the period from April 01, 2020, to December 31, 2021.

The aforesaid violations were not intentional and malafide but circumstantial due to change in business objects of the Company from Registrar and Share Transfer Agent to Defence & Aerospace and Digital & Advanced Systems after the new management took over and the Company had duly paid the said penalty as imposed by the SEBI.

Except as stated above, no penalties have been imposed or strictures passed against the Company by the Stock Exchanges, SEBI or any statutory authority on any matter related to capital markets during the last three years.

### • **Whistle Blower Policy / Vigil Mechanism:**

The Company believes in conducting its business affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In order to promote accountability and transparency in its business conduct, the Company has in place a Whistle Blower Policy / Vigil Mechanism in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The Whistle Blower Policy / Vigil Mechanism enables the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Ethics and Business Conduct, and any other matter which may adversely affect the interests of the Company. The Policy provides adequate safeguards against victimization of Directors and Employees who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee in appropriate cases.

During the year under review, no person was denied access to the Chairperson of the Audit Committee and no complaint was received under the Whistle Blower Policy / Vigil Mechanism.

The Whistle Blower Policy / Vigil Mechanism is available on the website of the Company at <https://www.jaykayenterprises.com/policies/>.

### • **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons:**

In terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), the Company has in place

an Insider Trading Policy to Regulate, Monitor and Report Trading by Designated Persons ("Code"). The said Code has been uploaded on website of the Company at <https://www.jaykayenterprises.com/policies/>. The Code lays down the principles and procedures to be followed by the Designated Persons and other persons covered thereunder while dealing in the securities of the Company and provides for the monitoring and reporting of trading activities in accordance with the PIT Regulations.

The Company has also put in place an institutional mechanism for prevention of insider trading and has established a system for monitoring dealings in the securities of the Company by Designated Persons and their Immediate Relatives. Further, the Company has an "Insider Trading Tool" which acts as the structured digital database of the Designated Persons / Insiders, in accordance with the applicable provisions of the PIT Regulations.

- **Policies:**

In accordance with its Corporate Governance philosophy for adhering to ethical and governance standards and ensure fairness, accountability, responsibility and transparency to all its stakeholders, the Company, inter-alia, has the following policies and codes in place. These policies are reviewed periodically by the Board and updated as and when needed. All these policies / codes have been uploaded on the website of the Company at the link: <https://www.jaykayenterprises.com/policies/>

- Familiarization Programme for Independent Directors
- Nomination and Remuneration Policy
- Archival Policy
- Code of Ethics and Business Conduct
- Internal Financial Control Policy
- Policy on Determination of Materiality of Events or Information
- Policy on Preservation of Documents and Records
- Related Party Transactions Policy
- Vigil Mechanism/Whistle Blower Policy
- Insider Trading Policy
- Terms and Conditions of the Appointment as Independent Director
- Policy for determining Material Subsidiaries
- Criteria of making payments to Non-Executive Directors
- Investor Grievance Redressal Policy
- Risk Management Policy
- Corporate Social Responsibility Policy

- **Disclosure of commodity price risks or foreign exchange risk and commodity hedging activities:**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Master Circular dated July 11, 2023 is not required to be given. Further, the Company has no foreign exchange exposure, hence hedging is not required.

- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of SEBI Listing Regulations:**

During the financial year 2025-26, the Company allotted 79,17,936 equity shares of face value of Re. 1/- each, at an issue price of Rs. 142/- per Equity Share, for consideration other than cash. The allotment was made towards discharge of the total purchase consideration of Rs. 112,43,46,912/- payable by the Company to the shareholders of JK Technosoft Limited, in respect of acquisition of 1,24,07,276 partly paid-up equity shares of Rs. 10/- each (paid-up Rs. 2.50/-) held by them, through a preferential allotment on a share-swap basis.

Since the aforesaid preferential allotment was made for consideration other than cash, there was no inflow or utilization of funds. Accordingly, the reporting requirement relating to utilization of proceeds is not applicable.

- **Fees paid to the Statutory Auditor:**

The total fees for all services availed by the Company and its subsidiaries, on a consolidated basis, during the year under review from the Statutory Auditor, M/s. P.L. Tandon & Company, Chartered Accountants (Firm Registration No. 000186C), are disclosed in the Notes to the Consolidated Financial Statements of the Company.

- **Credit Rating:**

During the year under review, no credit ratings were obtained by the Company or its material subsidiaries.

- **Disclosure of Accounting Treatment:**

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("IND AS") prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

- **Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company is committed to providing and maintaining a safe, secure and inclusive work environment that is free from sexual harassment and discrimination, where every employee is treated with dignity, respect and equality. Further, in accordance with the applicable provisions of the SEBI Listing Regulations, the details in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, for the financial year ended March 31, 2026, are as under:

| Particulars                                                                                | Number |
|--------------------------------------------------------------------------------------------|--------|
| Number of complaints pertaining to sexual harassment filed during the financial year       | Nil    |
| Number of complaints pertaining to sexual harassment disposed of during the financial year | Nil    |
| Number of complaints pertaining to sexual harassment pending for more than 90 days         | Nil    |

- **Loans and advances in the nature of loans to firms/companies in which Directors are interested:**

Please refer details under disclosure of related party transactions in notes forming part of the financial statements.

- **Monitoring of Governance of Subsidiary Companies:**

As on March 31, 2026, the Company has 2 (Two) wholly-owned subsidiaries, 2 (Two) subsidiaries, 6 (Six) step-down subsidiaries, 1 (One) Associate Company and 1 (One) Joint Venture in the form of an LLP. The subsidiaries operate independently under the guidance and supervision of their respective Boards of Directors or equivalent governing bodies, with due regard to the interests of their respective stakeholders.

The Board of Directors of the Company and its duly constituted Committees exercise oversight over the affairs of the subsidiary companies and, inter alia, review / consider the following information in relation to the subsidiaries:

- Noting of Minutes of the meetings of the Board of Directors;
- Review of financial statements;
- Review of material developments, financial and operating performance and business strategies;
- Review of borrowing of the subsidiaries;
- Review of related party transactions;
- Review of utilization of funds and details of investment and advances by the subsidiaries;
- Review of significant transactions or arrangements entered into by the unlisted subsidiaries.

The aforesaid oversight mechanism demonstrates the Company's commitment to transparency, accountability and effective governance of its subsidiary companies.

In accordance with Section 136 of the Act, the audited financial statements of subsidiaries of the Company are available on Company's website at <https://www.jaykayenterprises.com/investors/stock-exchange-compliances/audited-financial-statements-of-subsidiaries/>

In accordance with the SEBI Listing Regulations, the Company has formulated a Policy for determining Material Subsidiaries. The Policy is available on the website of the Company at <https://www.jaykayenterprises.com/policies/>

In terms of Regulation 16(1)(c) of the SEBI Listing Regulations, a Material Subsidiary shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth, respectively, of the Company and its subsidiaries in the immediately preceding accounting year. Further, in terms of Regulation 24(1) of the SEBI Listing Regulations, at least one independent director on the Board of the Company shall be a Director on the Board of an unlisted material subsidiary, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Based on the audited financial statements of the Company for FY 2025-26, and in accordance with the applicable thresholds prescribed under the SEBI Listing Regulations, the following subsidiaries have been identified as Material Subsidiaries for FY 2026-27:

JK Defence & Aerospace Limited, Allen Reinforced Plastics Limited (Formerly Allen Reinforced Plastics Private Limited), J K Technosoft Limited, JK Tech US Inc and JK Tech UK Limited.

Details of the aforesaid Material Subsidiaries of the Company, including their date and place of incorporation and the name and date of appointment / re-appointment of their respective statutory auditors, are set out below:

| S. No. | Name of the Material Subsidiary                                                        | CIN                   | Name of Statutory Auditors | Date of appointment/ re-appointment of Statutory Auditors | Date of Incorporation | Place of Incorporation |
|--------|----------------------------------------------------------------------------------------|-----------------------|----------------------------|-----------------------------------------------------------|-----------------------|------------------------|
| 1.     | JK Defence & Aerospace Limited                                                         | U26515DL2023PLC416434 | P.L. Tandon & Company      | September 23, 2024                                        | July 03, 2023         | Delhi, India           |
| 2.     | Allen Reinforced Plastics Limited (Formerly Allen Reinforced Plastics Private Limited) | U25209TG1987PTC008136 | Somanchi & Company         | May 22, 2024                                              | December 31, 1987     | Hyderabad, India       |
| 3.     | J K Technosoft Limited                                                                 | U64202UP1988PLC209717 | SS Kothari Mehta & Co. LLP | September 29, 2025                                        | March 07, 1988        | Delhi, India           |
| 4.     | JK Tech US Inc                                                                         | -                     | N.A.                       | -                                                         | April 13, 1999        | Delaware, USA          |
| 5.     | JK Tech UK Limited                                                                     | -                     | ACN Accountants            | August 01, 2023                                           | July 22, 1999         | London, England        |

• **Disclosure relating to Demat Suspense Account / Unclaimed Suspense Account:**

In accordance with the requirements of Regulation 34(3) read with Part F of Schedule V of the SEBI Listing Regulations, the Company reports the following details in respect of the equity shares lying in the 'Jaykay Enterprises Limited - Unclaimed Shares Demat Suspense Account' (Demat Account No. IN30011811811481):

| Particulars                                                                                                                                  | No. of equity Shareholders | No. of equity shares |
|----------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------|
| Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the beginning of FY 2025-26 i.e. April 01, 2025 | 12,795                     | 5,75,320             |
| Number of Shareholders who approached the Company for transfer of shares from suspense account during FY 2025-26                             | 44                         | 9,357                |
| Number of Shareholders to whom shares were transferred from suspense account during FY 2025-26                                               | 44                         | 9,357                |
| Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the end of FY 2025-26 i.e. March 31, 2026       | 12,751                     | 5,65,963             |

*Note: The voting rights on the shares lying in the suspense account shall remain frozen until the rightful owner of such shares claims the shares.*

• **Disclosure of certain types of agreements binding listed entities:**

During the year under review, the Company has not entered into any agreement which may have an impact on the management or control of the Company or which may impose any restriction or liability on the Company, in terms of the applicable provisions of the SEBI Listing Regulations.

**COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF NON-MANDATORY REQUIREMENTS**

**I. Mandatory requirements:** The Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI Listing Regulations, during the financial year ended March 31, 2026. A certificate in this connection has been obtained from M/s Varuna Mittal & Associates, Company Secretaries, which has been enclosed as **Annexure - A**.

**II. Non-mandatory requirements:** The status of compliance with the non-mandatory recommendations / discretionary requirements as specified in Part E of Schedule II to the SEBI Listing Regulations is as under:

**a) Shareholders' Rights:** The Company ensures that all material information is disseminated to all shareholders on a non-discriminatory basis. The quarterly financial results, as published in the newspapers, along with relevant press releases, are made available on the website of the Company. The Company also publishes the voting results of shareholders' meetings on its website at <https://www.jaykayenterprises.com/investors/stock-exchange-compliances/disclosure-under-regulation-308/> and submits the same to the Stock Exchanges. The quarterly and half-yearly financial results are not separately circulated to the shareholders.

- b) **Reporting of Internal Auditors:** The Internal Auditors of the Company report directly to the Audit Committee and attend the relevant meetings of the Audit Committee on a regular basis.

The role of Internal Audit is to provide an objective and independent assurance on the design and operation of risk management, control and governance processes operated across the Company. The Internal Audit also adds value by providing recommendations to the Management for strengthening and improving such processes, wherever considered necessary.

## OTHER INFORMATION

- **Chairman & Managing Director / CFO Certification:**

The Chairman & Managing Director and the Chief Financial Officer have certified, in terms of Regulation 17(8) read with Part B of Schedule II of SEBI Listing Regulations to the Board of Directors that the financial statements present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards. The said certification on the Financial Statements, Internal Control and the Cash Flow Statement for FY 2025-26 is annexed as **Annexure - B** and forms part of this Corporate Governance Report. The Chairman & Managing Director and the Chief Financial Officer also give quarterly certificate on the financial results while placing the same before the Board in terms of the Regulation 33(2) of the SEBI Listing Regulations.

- **Certificate from Company Secretary in Practice:**

A certificate has been obtained from M/s. Varuna Mittal & Associates, Practicing Company Secretaries, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any such other statutory authority. The Certificate is annexed as **Annexure - C** and forms part of this Corporate Governance Report.

- **Special Window for re-lodgement of shares:**

The regulatory authorities have opened a special one-year window from February 05, 2026 to February 04, 2027, allowing the transfer and dematerialisation (demat) of physical shares that were originally transferred prior to April 2019. Please note that these processed shares will be subject to a strict one-year lock-in period starting from the exact date their transfer is registered. Your Company encourage eligible shareholders to utilise this opportunity to convert their physical holdings into secure electronic format and transfer their respective holdings.

- **Code of Conduct:**

In compliance with the SEBI Listing Regulations and the Act, the Company has laid down a Code of Ethics and Business Conduct for all the Board Members and Senior Management Personnel of the Company. The said Code has been communicated to the Directors and Senior Management Personnel and is also available on the website of the Company at [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

A declaration from the Chairman & Managing Director confirming that the Company has received affirmations from the Board members and the Senior Management Personnel regarding the compliance to Code of Ethics and Business Conduct during the year under review, is given below:

## DECLARATION ON CODE OF CONDUCT

To  
The Members  
Jaykay Enterprises Limited  
Kamla Tower  
Kanpur - 208001

I hereby declare that for the financial year ended March 31, 2026, all the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the **Code of Ethics and Business Conduct**, as adopted by the Board of Directors.

For Jaykay Enterprises Limited

Date: August 14, 2026  
Place: New Delhi

Sd/-  
Abhishek Singhania  
Chairman & Managing Director  
DIN:00087844

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER SEBI  
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**To**  
**The Members**  
**Jaykay Enterprises Limited ("the Company")**  
**Kamla Tower**  
**Kanpur - 208001**

We have examined all relevant records of **Jaykay Enterprises Limited** ("the Company") for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2026. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

*Note:*

*The report is addressed to and provided to the Members of the Company solely for the purpose to enable the Company to comply with requirement of aforesaid Regulations and should not be used by any other person or for any other purpose.*

**For Varuna Mittal & Associates**  
**Company Secretaries**  
**Firm Registration No. S2020DE762400**  
**Peer Review Certificate No. 6087/2024**

**Sd/-**  
**Varuna Mittal**  
**Membership No. 57727**  
**COP No. 23575**  
**UDIN: A057727H001102485**

**Date: August 14, 2026**  
**Place: New Delhi**

**Certificate from Managing Director and Chief Financial Officer  
(Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To,  
The Audit Committee / Board of Directors,  
Jaykay Enterprises Limited  
Kamla Tower  
Kanpur - 208001**

We, Abhishek Singhania, Chairman & Managing Director and Sanjay Jain, Chief Financial Officer of Jaykay Enterprises Limited ("the Company"), hereby confirm and certify that:

- A. We have reviewed financial statements and the cash flow statement (Standalone & Consolidated) of the Company for the financial year ended March 31, 2026 and that, to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee, as may be applicable:
- i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) there has not been any instance, during the year, of significant fraud of which we had become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: May 27, 2026  
Place: New Delhi**

**Abhishek Singhania  
(Chairman & Managing Director)  
DIN: 00087844**

**For Jaykay Enterprises Limited**

**Sanjay Jain  
(Chief Financial Officer)  
ICAI Membership No. 89301**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
Jaykay Enterprises Limited  
Kamla Tower  
Kanpur - 208001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Jaykay Enterprises Limited** having CIN: L55101UP1961PLC001187 and having Registered office at Kamla Tower, Kanpur 208001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that as on the Financial Year ending on March 31, 2026 none of the Directors on the Board of the Company as stated below have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

| S. No. | Name of Director        | DIN      | Date of appointment in Company |
|--------|-------------------------|----------|--------------------------------|
| 1.     | Mr. Abhishek Singhanian | 00087844 | 04-01-2021                     |
| 2.     | Mr. Partho Pratim Kar   | 00508567 | 12-02-2021                     |
| 3.     | Mrs. Renu Nanda         | 08493324 | 14-08-2019                     |
| 4.     | Mr. Maneesh Mansingka   | 00031476 | 07-05-2022                     |
| 5.     | Mr. Rajiv Bajaj         | 00011638 | 10-08-2022                     |
| 6.     | Mr. Rajesh Relan        | 00505611 | 10-08-2022                     |

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Varuna Mittal & Associates  
Company Secretaries  
Firm Registration No. S2020DE762400  
Peer Review Certificate No. 6087/2024

Sd/-  
Varuna Mittal  
Membership No. 57727  
COP No. 23575  
UDIN: A057727H001102474

Date: August 14, 2026  
Place: New Delhi

## INDEPENDENT AUDITOR'S REPORT

**To The Members of JAYKAY ENTERPRISES LIMITED**

**Report on the Audit of Standalone Financial Statements**

### Opinion

We have audited the standalone financial statements of JAYKAY ENTERPRISES LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2026, and the statement of Profit and Loss including Other Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, and the profit, Total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter

We draw attention to note no 45 to the financial statements:

As per the financial statements for the fiscal year ended March 31, 2026, the company's financial assets and the income derived therefrom exceeded 50% of the total assets and gross income, respectively. Consequently, the company meets the financial criteria for a Non-Banking Financial Company (NBFC) under Section 45-IA of the Reserve Bank of India Act, 1934.

However, the company's principal business activities remain in digital manufacturing, software design and development, and the manufacturing of aerospace parts and accessories. The primary financial assets held are strategic investments in wholly owned subsidiaries and group companies. The company does not engage in any other financial operations that typically attract NBFC registration requirements.

Therefore, it is the management's considered view that the company is not required to obtain registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. Nonetheless, the management has obtained the opinion from external independent consultant who is also of the opinion that mandatory registration for NBFC is not applicable to the company's current operational structure under section 45 - IA of the Reserve Bank of India Act, 1934

Our opinion is not modified in respect of the above matter

### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the year ended March 31 2026. These matters were addressed in the context of our audit of the standalone Ind AS financial statements and in forming our opinion thereon, and we do not provide a separate opinion on these matter. We have determined the matters described below to be the key Audit Matter to be communicated in our reports.

| Sl.no. | Reporting                                                                                                                                                                                                                                                                                                                                                                                                            | How was the Key Audit Matters addressed in the audit                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | <b>Impairment loss on Investment in Neumesh Labs Private Limited (subsidiary company)</b><br>Jaykay Enterprises Limited holds total investments of Rs. 1672.98 lakh in its subsidiary, comprising equity shares of Rs. 594.98 lakh and loans of Rs. 1078 lakh, both of which are carried at cost. Management has not conducted mandatory impairment testing for the investments and loans during the financial year. | We have made reliance on the following representation made by the management: <ul style="list-style-type: none"> <li>The investment in Neumesh Labs Private Limited is of a long-term and strategic nature. The subsidiary operates in the specialized additive manufacturing and technology space. The temporary reduction in the subsidiary's net worth and its operational losses are primarily attributed to the initial stabilization phase of its operations and specific legacy setbacks.</li> </ul> |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>As of March 31, 2026, the subsidiary company reported substantial losses of Rs 6327 lakh and a reduced net worth in negative of Rs. 4384.61. Under Ind AS 36, an impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount. The negative net worth of subsidiary indicates that the carrying value of these assets (Rs. 594.98 lakh for equity and Rs. 1078 lakh for loans) significantly exceeds their recoverable amount.</p> <p>To ensure full compliance with Ind AS 36, the parent company (Jaykay Enterprises Limited) should recognize the corresponding impairment loss for both the investment and loan amounts in its statement of profit and loss.</p> | <ul style="list-style-type: none"> <li>- While we acknowledge the negative net worth of the subsidiary, management is of the view that the recoverable value of the investment and the outstanding loans (based on its Value-in-Use) exceeds or is equal to its carrying cost.</li> <li>- We believe that no impairment provision is required to be recognized in the Statement of Profit and Loss for the year ended March 31, 2026, as the recoverable amount justifies the carrying amount. Adequate disclosure of the subsidiary's financial health has been made in the notes to the standalone financial statements to ensure true and fair reporting.</li> </ul> |
|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Our opinion is not modified in respect of the above matter.

#### **Information Other than the Standalone financial statements and Auditor's Report Thereon**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

#### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, Total Comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

#### **Auditor's Responsibilities for the Audit of the financial statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, statement of changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 as amended.
- On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements-Refer Note No 35 to the financial statements.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("intermediaries"), with

the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities Identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The management has represented, that, to the best of it's knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (c) Based on such audit procedures we have considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above contain any material misstatement
- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

**For P.L. Tandon Co.**  
**Chartered Accountants**  
**Registration Number: 000186C**

**Date: 27-05-2026**  
**Place: Delhi**

**P.P. SINGH**  
**(PARTNER)**  
**Membership Number: 072754**  
**UDIN NO. 26072754QFOPHK1821**

**ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT**
**Re: JAYKAY ENTERPRISES LIMITED**

The Annexure referred to in our Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2026, We report that:

**i. In respect of its Property, Plant and Equipment and Intangible Assets:**

- (a) (A) The Company has maintained proper records showing full particulars, Including Quantitative details and situation of property, plant and equipment other than furniture and fixtures and office equipments.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and the records examined by us and based on the examination of registered sale deed / transfer / deed/ conveyance deed and other relevant records evidencing title provided to us, we report that, the title deeds, comprising all the immovable properties of land and building are held in the name of the company as at the balance sheet date except details below:

| Description of property                                          | Gross carrying value (Rs.in Lacs) | Held in name of | Whether promoter, director or their relative or employees | Period Held | Reason for not being held in name of company |
|------------------------------------------------------------------|-----------------------------------|-----------------|-----------------------------------------------------------|-------------|----------------------------------------------|
| Land & Building situated at 5, Riverside Road, North 24, Kolkata | 4.86                              | -               | No                                                        | 01-07-1977  | Refer Note No 3 to the financial statements  |
| Basement, ground and second floor at GK II, New Delhi            | 80.95                             | -               | No                                                        | 05-09-1985  | Refer Note No 3 to the financial statements  |
| Flat No.42, Sarnath, Mumbai                                      | 1.82                              | -               | No                                                        | 19-07-1968  | Refer Note No 3 to the financial statements  |

- (d) According to the information and explanations given to us, the company has not revalued its property, plant and equipments (including right of use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us, the company does not hold any benami property under the Benami Transactions (Prohibition) Act 1988 (45 of 1988) and rules made thereunder. Therefore provisions of paragraph 3(i) (e) of the Companies (Auditor’s Report) Order, 2020 are not applicable to the company.

**ii. In respect of its Inventories:**

- (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals and in our opinion, the coverage and procedure of such verification is appropriate. The discrepancies noticed on verification between physical stocks and the book records were not of 10% or more in aggregate for each class of inventory.
- (b) During any point of time of the year, the company has not been sanctioned any working capital limits, from banks or financial institutions on the basis of security of current assets; Therefore provisions of paragraph 3(ii)(b) of Companies (Auditor’s Report) Order, 2020 are not applicable to company.

**iii. In respect of loans secured or unsecured, investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability partnerships or any other parties, according to the information and explanations given to us:**

- a. The company has made investments in and granted unsecured loans to companies, firms, Limited Liability Partnerships or any other parties as under:

Rs. in lakh

|                                                    | Investment including Application Money | Security/ Guarantees | Loans  | Advances in nature of loans |
|----------------------------------------------------|----------------------------------------|----------------------|--------|-----------------------------|
| Aggregate amount granted/ provided during the year |                                        |                      |        |                             |
| - Subsidiaries                                     | 17843.46                               | 1829.76              | 80.00  |                             |
| - Joint Ventures                                   | -                                      | -                    |        |                             |
| - Associates                                       | -                                      | 2517.28              | 498.00 |                             |
| - Others                                           |                                        |                      |        |                             |

|                                                                        |          |         |         |  |
|------------------------------------------------------------------------|----------|---------|---------|--|
| Balance outstanding as at balance sheet date in respect of above cases |          |         |         |  |
| - Subsidiaries                                                         | 39595.36 | 1829.76 | 1078.00 |  |
| - Joint Ventures                                                       |          |         |         |  |
| - Associates                                                           |          | 2517.28 | 422.00  |  |
| - Others                                                               |          |         |         |  |

- b. According to the information and explanations given to us and based on the audit procedure conducted by us, in our opinion the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and guarantees provided are not prejudicial to the company's interest.
- c. There are no stipulations for the repayment of loan and Interest thereon.
- d. In view of our comments given in (c) above there is no amount overdue for more than ninety days.
- e. According to the information and explanations given to us, there is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f. The company has granted following loans to related parties as defined in clause (76) of section 2 of the companies act 2013 which are repayable on demand.

|                                                                   | All Parties | Promoters | Related Parties |
|-------------------------------------------------------------------|-------------|-----------|-----------------|
| Aggregate amount of loans                                         |             |           |                 |
| - Repayable on demand (A)                                         | 1562.50     |           | 1562.50         |
| - Agreement does not specify any terms or period of repayment (B) | NIL         |           | NIL             |
| Total (A+B)                                                       | 1562.50     |           | 1562.50         |
| Percentage of loans to the total loans                            | 100%        | -         | 100%            |

- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, with respect to the loans and investments made.
- v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder. Therefore, the provisions of paragraph 3 (v) of the Companies (Auditor's Report) order, 2020, are not applicable to the company.
- vi. According to the information and explanations given to us, The maintenance of cost records has been specified by the Central Government under sub- section (1) of section 148 of the Companies Act. But the company is not required to maintain the cost records as turnover from all its product and services is less than Rs. thirty five crores during the immediately preceding previous year.
- vii. According to the information and explanations given to us, in respect of statutory and other dues:

- a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, goods and service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, goods and service tax, Duty of Custom, Duty of Excise, Value Added Tax, GST, Cess and other material Statutory dues were in arrear as at 31<sup>st</sup> March, 2026 for a period more than six months from the date they became payable.

- b) According to the records of the company, goods and services tax ,provident fund , Employees state insurance income tax, sales tax, services tax, duty of custom , duty of excise, value added tax and cess which have not been deposited on account of any dispute, are as follows :-

| Name of the Statute | Nature of the Dues | Amount (Rs. in lac) | Period to which Amount Relates | Forum where Dispute is Pending |
|---------------------|--------------------|---------------------|--------------------------------|--------------------------------|
| Custom act 1962     | Custom duty        | 887.44              | 1995-96 & 1996-97              | Custom authority, Mumbai       |

- viii. According to the information and explanations given to us, there is no transactions which have not been recorded in the books of account but have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix.
  - a) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayments of loans and other borrowings or in the payment of interest thereon to any lender. Therefore reporting under clause 3(ix)(a) of the Order is not applicable.

- b) In our opinion and according to the information and explanations given to us, the company has not been a declared wilful defaulter by any bank or financial institution or other lender.
- c) The company has not obtained any term loans during the year and therefore provisions of paragraph 3(ix)(c) of the Companies (Auditor's Report) order, 2020, are not applicable to the company.
- d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates and company does not have any joint ventures.
- f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, associate companies and company does not have joint venture.
- x. (a) The company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.
- (b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares or convertible debenture during the year.
- xi. (a) According to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) No report under sub-section (12) of section 143 of the Companies Act, has been filed by auditors in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no Whistle blower complaints received by the company during the year.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 where applicable. The details of such transactions, including the unsecured advance of Rs. 580 Lakh received from its step-down subsidiary (Allen Reinforced Plastics Limited), have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on the examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports issued till date, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion during the year the company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the company.
- xvi. (a) According to the information and explanations given to us, the financial assets constitute more than 50 percent of the total assets and income from financial assets constitute more than 50 percent of the gross income due to which company covered under section 45 IA of the Reserve Bank of India Act. (Refer note no 45 to the financial statements)
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year;
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;
- (d) According to the information and explanations given to us, the group does not have any CIC as part of the group.
- xvii. The company has not incurred cash losses during the current financial year and immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and therefore the provisions of paragraph 3(xviii) of the Companies (Auditors' Report) order, 2020, are not applicable to the company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- xx. There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of paragraph 3(xx) of the Companies (Auditors' Report) order, 2020, are not applicable to the company.
- xxi. Following are the adverse remarks have been reported by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements

| Sl No. | Name                         | CIN                   | Subsidiary company | Clause number of the CARO report which is qualified or adverse |
|--------|------------------------------|-----------------------|--------------------|----------------------------------------------------------------|
| 1      | Neumesh Labs Private Limited | U72900UP2021PTC139959 | Subsidiary company | 3(xi) (a), 3 (xi) (b) and clause 3(xix)                        |

**For P.L. Tandon & Co.**  
**Chartered Accountants**  
**Registration Number: 000186C**

**Date: 27-05-2026**  
**Place: Delhi**

**P.P. SINGH**  
**(PARTNER)**  
**Membership Number: 072754**

**ANNEXURE “B” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF JAYKAY ENTERPRISES LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of JAYKAY ENTERPRISES LIMITED (“the Company”) as of 31 March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the company has, except internal control on revenue recognition and reconciliation of balances needs to be further strengthen , in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For P.L. Tandon & Co**  
**Chartered Accountants**  
**Registration Number: 000186C**

**Date: 27-05-2026**  
**Place: Delhi**

**P.P.SINGH**  
**(PARTNER)**  
**Membership Number: 072754**

Jaykay Enterprises Limited  
CIN: L55101UP1961PLC001187  
(Registered Office: Kamla Tower, Kanpur- 208001)  
Balance Sheet as at 31st March 2026

(Rs. in Lakh)

| Particulars                                                                                 | Note No. | As at<br>31st March 2026 | As at<br>31st March 2025 |
|---------------------------------------------------------------------------------------------|----------|--------------------------|--------------------------|
| <b>ASSETS</b>                                                                               |          |                          |                          |
| <b>Non- Current Assets:</b>                                                                 |          |                          |                          |
| (a) Property, Plant and Equipment                                                           | 2        | 1,769.92                 | 1,961.15                 |
| (b) Right of Use Assets                                                                     | 2A       | 194.10                   | 180.74                   |
| (c) Goodwill                                                                                | 2B       | 382.71                   | 382.71                   |
| (d) Other Intangible Assets                                                                 | 2C       | 0.84                     | 1.04                     |
| (e) Investment Property                                                                     | 3        | 914.99                   | 931.87                   |
| (f) Financial Assets                                                                        |          |                          |                          |
| (i) Investments                                                                             | 4        | 68,811.51                | 24,702.50                |
| (ii) Other Financial Assets                                                                 | 5        | 657.59                   | 35.30                    |
|                                                                                             |          | <b>72,731.66</b>         | <b>28,195.30</b>         |
| <b>Current Assets:</b>                                                                      |          |                          |                          |
| (a) Inventories                                                                             | 6        | 535.77                   | 307.03                   |
| (b) Financial Assets                                                                        |          |                          |                          |
| (i) Investments                                                                             | 4        | 0.30                     | 1,858.04                 |
| (ii) Trade Receivables                                                                      | 7        | 563.17                   | 362.61                   |
| (iii) Cash and cash equivalents                                                             | 8        | 307.25                   | 294.12                   |
| (iv) Bank Balances other than (iii) above                                                   | 9        | 1,228.68                 | 6,658.78                 |
| (v) Loans                                                                                   | 10       | 1,562.50                 | 1,242.50                 |
| (vi) Other Financial Assets                                                                 | 11       | 554.67                   | 938.15                   |
| (c) Current Tax Assets (Net)                                                                | 12       | 78.12                    | 123.06                   |
| (d) Other Current Assets                                                                    | 13       | 221.39                   | 259.57                   |
|                                                                                             |          | <b>5,051.84</b>          | <b>12,043.87</b>         |
| <b>TOTAL ASSETS</b>                                                                         |          | <b>77,783.50</b>         | <b>40,239.17</b>         |
| <b>EQUITY AND LIABILITIES</b>                                                               |          |                          |                          |
| <b>Equity:</b>                                                                              |          |                          |                          |
| (a) Equity Share Capital                                                                    | 14(i)    | 1,302.87                 | <b>1,223.69</b>          |
| (b) Other Equity                                                                            | 15       | 75,067.50                | 37,828.48                |
|                                                                                             |          | <b>76,370.37</b>         | <b>39,052.17</b>         |
| <b>Liabilities:</b>                                                                         |          |                          |                          |
| <b>Non-Current Liabilities</b>                                                              |          |                          |                          |
| (a) Financial Liabilities                                                                   |          |                          |                          |
| (i) Borrowings                                                                              | 16       | -                        | -                        |
| (ii) Lease Liabilities                                                                      | 17       | 164.11                   | 120.18                   |
| (b) Provisions                                                                              | 18       | 6.31                     | 6.20                     |
| (c) Deferred Tax Liabilities (Net)                                                          | 19       | 282.93                   | 241.82                   |
|                                                                                             |          | <b>453.35</b>            | <b>368.20</b>            |
| <b>Current Liabilities</b>                                                                  |          |                          |                          |
| (a) Financial Liabilities                                                                   |          |                          |                          |
| (i) Borrowings                                                                              | 16       | 65.79                    | 48.60                    |
| (ii) Lease Liabilities                                                                      | 17       | 36.94                    | 87.25                    |
| (iii) Trade payables                                                                        | 20       | -                        | -                        |
| (A) total outstanding dues of micro enterprises and small enterprises                       |          | 30.26                    | 107.66                   |
| (B) total outstanding dues of creditors other than micro enterprises and small enterprises. |          | 123.94                   | 131.15                   |
| (iv) Other Financial Liabilities                                                            | 21       | 660.88                   | 84.60                    |
| (b) Other current liabilities                                                               | 22       | 40.69                    | 356.37                   |
| (c) Provisions                                                                              | 23       | 1.28                     | 3.17                     |
|                                                                                             |          | <b>959.78</b>            | <b>818.80</b>            |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                         |          | <b>77,783.50</b>         | <b>40,239.17</b>         |
| Material Accounting Policies & Notes to Financial Statements                                |          | 1 to 50                  |                          |

As per our report of even date attached

For PL Tandon and Co.  
Chartered Accountants

CA Prithi Pal Singh  
(Partner)

Place: New Delhi  
Date: 27th May 2026

For and on behalf of the Board of Directors of  
Jaykay Enterprises Limited

ABHISHEK SINGHANIA  
Chairman and Managing Director  
(DIN: 00087844)

SANJAY KUMAR JAIN  
Chief Financial Officer  
(M. No. 089301)

PARTHO PRATIM KAR  
Joint Managing Director  
(DIN: 00508567)

SHIKHA RASTOGI  
Company Secretary  
(M. No. A18226)

**Jaykay Enterprises Limited**  
**CIN: L55101UP1961PLC001187**  
**(Registered Office: Kamla Tower, Kanpur- 208001)**  
**Statement of Profit and Loss for the year ended 31st March 2026**

(Rs. in Lakh)

| Particulars                                                                   | Note No. | For the year ended<br>31st March 2026 | For the year ended<br>31st March 2025 |
|-------------------------------------------------------------------------------|----------|---------------------------------------|---------------------------------------|
| <b>INCOME:</b>                                                                |          |                                       |                                       |
| Revenue From Operations                                                       | 24       | 604.59                                | 591.45                                |
| Other Income                                                                  | 25       | 2,702.54                              | 2,078.47                              |
| <b>Total Income</b>                                                           |          | <b>3,307.14</b>                       | <b>2,669.91</b>                       |
| <b>EXPENSES:</b>                                                              |          |                                       |                                       |
| Purchases of Stock In Trade                                                   | 26       | 325.75                                | 2.25                                  |
| Cost of Materials Consumed                                                    | 27       | 119.43                                | 183.30                                |
| Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress | 28       | (170.82)                              | (225.61)                              |
| Employee benefit expenses                                                     | 29       | 343.37                                | 295.74                                |
| Finance Cost                                                                  | 30       | 17.92                                 | 45.55                                 |
| Depreciation and amortization expense                                         | 31       | 220.22                                | 245.45                                |
| Other expenses                                                                | 32       | 523.52                                | 614.24                                |
| <b>Total Expenses</b>                                                         |          | <b>1,379.39</b>                       | <b>1,160.92</b>                       |
| <b>PROFIT/(LOSS) BEFORE TAX AND EXCEPTIONAL ITEMS</b>                         |          | <b>1,927.74</b>                       | <b>1,508.99</b>                       |
| Add :- Exceptional items                                                      |          | 26,035.76                             | -                                     |
| <b>PROFIT/(LOSS) BEFORE TAX</b>                                               |          | <b>27,963.50</b>                      | <b>1,508.99</b>                       |
| <b>Tax expense:</b>                                                           |          |                                       |                                       |
| - Current tax                                                                 |          | 85.35                                 | -                                     |
| - Deferred Tax                                                                |          | 41.11                                 | 241.82                                |
| <b>PROFIT/(LOSS) FOR THE YEAR</b>                                             |          | <b>27,837.04</b>                      | <b>1,267.17</b>                       |
| <b>OTHER COMPREHENSIVE INCOME:</b>                                            |          |                                       |                                       |
| <b>Items that will be reclassified to profit or loss</b>                      |          |                                       |                                       |
| Fair Value change on Equity Instruments through Other Comprehensive Income    |          | (0.00)                                | (173.51)                              |
| Re-measurement gains/ (losses) on defined benefit plans                       |          | -                                     | 1.00                                  |
| <b>Total Other Comprehensive Income</b>                                       |          | <b>(0.00)</b>                         | <b>(172.51)</b>                       |
| <b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>                                |          | <b>27,837.04</b>                      | <b>1,094.66</b>                       |
| <b>Earnings per Equity Share (Face value of ₹ 1/- each ) (in Rs.)</b>         | 33       |                                       |                                       |
| - Basic                                                                       |          | 21.79                                 | 1.40                                  |
| - Diluted                                                                     |          | 21.79                                 | 1.40                                  |
| Material Accounting Policies & Notes to Financial Statements                  |          | 1 to 50                               |                                       |

This is the Profit & Loss statement referred to in our report of even date.

As per our report of even date attached

**For PL Tandon and Co.**  
Chartered Accountants

**CA Prithi Pal Singh**  
(Partner)

Place: New Delhi  
Date: 27th May 2026

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

**ABHISHEK SINGHANIA**  
Chairman and Managing Director  
(DIN: 00087844)

**SANJAY KUMAR JAIN**  
Chief Financial Officer  
(M. No. 089301)

**PARTHO PRATIM KAR**  
Joint Managing Director  
(DIN: 00508567)

**SHIKHA RASTOGI**  
Company Secretary  
(M. No. A18226)

**Jaykay Enterprises Limited**  
**CIN: L55101UP1961PLC001187**  
**(Registered Office: Kamla Tower, Kanpur- 208001)**  
**Cash Flow Statement for the Year ended 31st March 2026**

(Rs. in Lakh)

| Particulars                                                  | For the Year ended<br>31st March 2026 | For the Year ended<br>31st March 2025 |
|--------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                |                                       |                                       |
| Profit / (Loss) before Tax as per Profit & Loss Account      | 27,963.50                             | 1,508.98                              |
| Adjusted for:-                                               |                                       |                                       |
| Depreciation                                                 | 220.22                                | 245.45                                |
| Interest Received                                            | (411.20)                              | (1,103.82)                            |
| Finance Cost                                                 | 16.99                                 | 45.55                                 |
| Dividend Income                                              | (0.01)                                | (10.99)                               |
| Loss on sale of fixed assets                                 | 0.09                                  | 1.52                                  |
| Profit on Sale of Fixed Assets                               | (306.96)                              |                                       |
| Gain on Sale of Investments                                  | (1,839.92)                            | (798.14)                              |
|                                                              | <b>(2,320.78)</b>                     | <b>(1,620.42)</b>                     |
| Operating Profit/(Loss) before Working Capital Changes       | 25,642.71                             | (111.44)                              |
| Adjusted for                                                 |                                       |                                       |
| (Increase)/Decrease in Trade Receivables & Other Advances    | 91.52                                 | 911.24                                |
| (Increase)/Decrease in Inventories                           | (228.74)                              | (205.19)                              |
| Increase/(Decrease) in Trade Payables & Other Liabilities    | 174.11                                | (1,742.66)                            |
|                                                              | <b>36.89</b>                          | <b>(1,036.61)</b>                     |
| Cash used in Operations                                      | 25,679.60                             | (1,148.05)                            |
| Income Tax Refund                                            | 117.52                                | -                                     |
| Exceptional Items                                            | (26,035.76)                           | -                                     |
| Net Cash Used in Operating Activities                        | <b>(238.63)</b>                       | <b>(1,148.05)</b>                     |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                |                                       |                                       |
| Movement of Fixed Deposits (Net)                             | 5,170.17                              | (6,068.44)                            |
| Acquisition of Fixed Assets & Including CWIP                 | (27.74)                               | (473.21)                              |
| Acquisition of Net Reserves on account of merger             | -                                     | -                                     |
| Acquisition of assets on merger                              | -                                     | -                                     |
| Acquisition of Right to use Assets                           | -                                     | -                                     |
| Acquisition of intangible assets                             | -                                     | -                                     |
| Loans to Related Parties                                     | (320.00)                              | (1,026.50)                            |
| Investment in Subsidiaries & LLP                             | -                                     | (2,000.00)                            |
| Investment in Preference shares of Subsidiaries              | (6,600.00)                            | (4,900.00)                            |
| Sale of Fixed Assets                                         | 0.03                                  |                                       |
| Sale of Investments                                          | 1,935.33                              | 840.39                                |
| Lease Liabilities paid off                                   | (69.62)                               | (74.49)                               |
| Interest Income                                              | 146.37                                | 611.48                                |
| Dividend Income                                              | 0.01                                  | 10.99                                 |
| Net Cash Used in Investing Activities                        | <b>234.56</b>                         | <b>(13,079.78)</b>                    |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                |                                       |                                       |
| Proceeds from Issue of Equity Share Capital                  | -                                     | 584.58                                |
| Proceeds from Share Premium                                  | -                                     | 14,029.85                             |
| Finance Cost                                                 | -                                     | (45.55)                               |
| Repayment of Loans                                           | 17.19                                 | (318.15)                              |
| Net Cash From Financing Activities                           | <b>17.20</b>                          | <b>14,250.73</b>                      |
| Net Increase in Cash and Cash Equivalents (A+B+C)            | 13.13                                 | 22.90                                 |
| Opening Balance of Cash and Cash Equivalents                 | 294.12                                | 271.22                                |
| Closing Balance of Cash and Cash Equivalents                 | <b>307.25</b>                         | <b>294.12</b>                         |
| Material Accounting Policies & Notes to Financial Statements | 1 to 50                               |                                       |

**Notes:**

- 1 The above Cash Flow Statement has been prepared under the Indirect Method set out in Ind AS 7- Statement of Cash Flows

|                                             | As at<br>31st March 2026 | As at<br>31st March 2025 |
|---------------------------------------------|--------------------------|--------------------------|
| Balances with Banks (In Current accounts)   | 305.65                   | 293.22                   |
| Cash in Hand                                | 1.60                     | 0.90                     |
| Cash and Cash Equivalents as per Note No. 8 | 307.25                   | 294.12                   |

**For PL Tandon and Co.**  
Chartered Accountants

**CA Prithi Pal Singh**  
(Partner)

Place: New Delhi  
Date: 27th May 2026

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

**ABHISHEK SINGHANIA**  
Chairman and Managing Director  
(DIN: 00087844)

**SANJAY KUMAR JAIN**  
Chief Financial Officer  
(M. No. 089301)

**PARTHO PRATIM KAR**  
Joint Managing Director  
(DIN: 00508567)

**SHIKHA RASTOGI**  
Company Secretary  
(M. No. A18226)

**Jaykay Enterprises Limited**  
**Statement of Changes in Equity for the Year ended 31st March 2026**

**A EQUITY SHARE CAPITAL**
*(Rs. in Lakh)*

| PARTICULARS                                      | As at 31st March 2026 |                 | As at 31st March 2025 |                 |
|--------------------------------------------------|-----------------------|-----------------|-----------------------|-----------------|
|                                                  | No. of Shares         | Amount          | No. of Shares         | Amount          |
| Balance at the beginning of the year             | 12,23,69,130          | 1,223.69        | 5,84,57,688           | 584.58          |
| Changes in equity share capital during the year  | 79,17,936             | 79.18           | 6,39,11,442           | 639.11          |
| <b>Balance as at the end of reporting period</b> | <b>13,02,87,066</b>   | <b>1,302.87</b> | <b>12,23,69,130</b>   | <b>1,223.69</b> |

During the year, the Company allotted 79,17,936 equity shares of face value Rs. 1 each, at an issue price of Rs. 142 per share, for consideration other than cash, aggregating to Rs. 11,243.47 lakhs. The shares were issued towards discharge of the purchase consideration payable to the shareholders of JK Technosoft Limited for the acquisition of 1,24,07,276 partly paid-up equity shares (face value Rs. 10 each, Rs. 2.50 paid-up) held by them.

**B OTHER EQUITY ( Refer note-15)**

| Particulars                                                                          | Other Equity     |                   |                                  |                  |
|--------------------------------------------------------------------------------------|------------------|-------------------|----------------------------------|------------------|
|                                                                                      | Security Premium | Retained Earnings | Other Comprehensive Income (OCI) | Total            |
| <b>Current Reporting Period:</b>                                                     |                  |                   |                                  |                  |
| <b>Balance as at 31st March, 2025</b>                                                | <b>28,078.11</b> | <b>9,224.67</b>   | <b>525.70</b>                    | <b>37,828.48</b> |
| Profit for the year                                                                  |                  | 27,837.04         |                                  | 27,837.04        |
| Additions during the year                                                            |                  |                   |                                  | -                |
| Add: Securities Premium on Issue of Equity Shares pursuant to Share Swap Arrangement | 11,164.29        |                   |                                  | 11,164.29        |
| Transfer to Profit and Loss statement                                                |                  | (1,235.94)        |                                  | (1,235.94)       |
| Reclassification on sale of investments                                              |                  |                   | 1,235.94                         | 1,235.94         |
| Reclassification of OCI on Share Sale during the year                                |                  |                   | (1,762.30)                       | (1,762.30)       |
| <b>Balance as at 31st March, 2026</b>                                                | <b>39,242.40</b> | <b>35,825.76</b>  | <b>(0.66)</b>                    | <b>75,067.50</b> |
| <b>Previous Reporting Period:</b>                                                    |                  |                   |                                  |                  |
| <b>Balance as at 31st March, 2024</b>                                                | <b>5,213.20</b>  | <b>7,956.50</b>   | <b>1,556.00</b>                  | <b>14,725.69</b> |
| Profit for the year                                                                  |                  | 1,267.18          |                                  | 1,267.18         |
| Additions during the year                                                            | -                | -                 | -                                | -                |
| Add: Security Premium on Issue of Right Shares                                       | 14,029.83        |                   |                                  | 14,029.83        |
| Add: Securities Premium on Issue of Equity Shares pursuant to Share Swap Arrangement | 8,835.08         |                   |                                  | 8,835.08         |
| Movement in OCI during the year                                                      |                  |                   | (173.51)                         | (173.51)         |
| Reclassification of OCI                                                              |                  |                   | (856.79)                         | (856.79)         |
| Remeasurement gains on Defined Benefit Obligations                                   |                  | 0.99              |                                  | 0.99             |
| <b>Balance as at 31st March, 2025</b>                                                | <b>28,078.11</b> | <b>9,224.67</b>   | <b>525.70</b>                    | <b>37,828.48</b> |

**Note 1:- Company information and material accounting policies**
**Reporting Entity:**

Jaykay Enterprises Limited is a company domiciled in India and limited by shares (CIN L55101UP1961PLC001187) which are publicly traded on BSE Limited and NSE Limited. The address of the company's registered office is Kamla Tower, Kanpur-208001. The company has diversified itself into Additive Manufacturing systems, Proto typing, powder metallurgy, large scale Digital manufacturing, Reverse Engineering and Plant modelling. In the area of Defence & Aerospace, we are engaged in engineering products across various industry verticals, software designing and development, manufacturing of parts and accessories used in defence and aerospace sector. Our work includes composite applications. under water mines and machining for aerospace sector.

**1.1 Basis of preparation:**

The Standalone Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind-ASs) as notified by the Ministry of Corporate Affairs ("MCA") under section 133 of the Companies Act, 2013 ("Act"), read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The Financial Statements have been prepared as a going concern on accrual basis of accounting.

The Financial Statements are presented in Indian Rupees (INR) which is the company's functional currency, and the values are rounded to the nearest lakh (up to two decimals) except when otherwise indicated.

**1.2 Current and non-current Classification:**

The Company presents assets and liabilities In the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- a) it expects to realize the asset, or intends to sell or consume it, in its normal operating cycle;
- b) it holds the asset primarily for the purpose of trading;
- c) it expects to realize the asset within twelve months after the reporting period; or
- d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

An entity shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle.
- (b) it holds the liability primarily for the purpose of trading.
- (c) the liability is due to be settled within twelve months after the reporting period; or
- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect Its classification.

All other liabilities are classified as non-current.

**1.3 Revenue recognition:**
**1.3.1 Sale of goods and Services**

- (a) Revenue is recognized at the time of the transfer of control of promised goods or services to customers upon the satisfaction of performance obligation under the contract in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Ind AS 115 "Revenue from contracts with customers" provides a control - based revenue recognition model and provides a following five step application approach to be followed for revenue recognition:

- Identify the contract(s) with a customer.
- Identify the performance obligations.
- Determine the transaction price and identify the payment terms for the goods or services to be transferred.
- Allocate the transaction price to the performance obligations.
- Recognise revenue when or as an entity satisfy performance obligation

**1.3.2 Interest**

Interest income is recognized using the Effective Interest Method.

**1.3.3 Dividend**

Dividend income from investments is recognized when the rights to receive payment is established.

### 1.3.4 Other Claims

Claims (including interest on delayed realization from customers) are accounted for, when there is a significant certainty that the claims are realizable.

### 1.4 Leases:

A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred.

An operating lease is a lease other than a finance lease.

#### 1.1.1 Company as a lessor

**Operating leases:** Lease income from operating leases (excluding amounts for services such as insurance and maintenance) is recognized in income on a straight-line basis over the lease term, unless either:

- another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished, even if the payments to the lessors are not on that basis; or
- the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary according to factors other than Inflation, then this condition is not met.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized as an expense over the lease term on the same basis as lease income.

**Finance leases:** Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

### 1.6 Property, Plant and Equipment (PPE)

Land is carried at historical cost. Historical cost includes expenditure which are directly attributable to the acquisition of the land like, rehabilitation expenses, resettlement cost etc.

After recognition, an item of all other Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.

Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognized in the statement of profit and loss in the period in which the same are incurred.

#### Subsequent Measurement

Subsequent costs of replacing parts of an item of property, plant and equipment are recognized in the carrying amount of the item, if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured

reliably. The carrying amount of those parts that are replaced is derecognized in accordance with the derecognition policy mentioned below.

When major inspection is performed, its cost is recognized in the carrying amount of the item of property, plant and equipment as a replacement if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured reliably. Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognized.

An item of Property, plant or equipment is derecognized upon disposal or when no future economic benefits are expected from the continued use of assets. Any gain or loss arising on such de recognition of an item of property plant and equipment is recognized in profit and Loss.

#### Depreciation

##### Property Plant and Equipment (PPE)

Depreciation on PPE is provided in accordance with the manner and useful life as specified in Schedule II of the Companies Act, 2013, on straight line method (SLM) on pro-rata basis (monthly pro-rata for bought out assets).

## Impairment of Assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### 1.7 Investment Property

Property (land or a building or part of a building or both) held to earn rentals or for capital appreciation or both, rather than for, use in the production or supply of goods or services or for administrative purposes; or sale in the ordinary course of businesses are classified as investment property.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

Investment properties are depreciated using the straight-line method over their estimated useful lives.

### 1.8 Financial instruments

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

#### 1.1.1 Initial recognition and measurement

All financial assets are recognized initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### 1.1.2 Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories: Debt instruments at amortised cost  
Debt instruments at fair value through other comprehensive income (FVTOCI)

Debt instruments, derivatives, and equity instruments at fair value through profit or loss (FVTPL) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### 1.1.2.1 Equity investments in associates

In accordance of Ind AS101 (First time adoption of Ind AS), the carrying amount of these investments as per previous GAAP as on the date of transition is considered to be the deemed cost. Subsequently Investment in subsidiaries, associates and joint ventures are measured at cost.

##### 1.1.2.2 Other Equity Investment

All other equity investments in scope of Ind AS 109 are measured at fair value through profit or loss.

For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on Initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

##### 1.1.2.3 Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement;

and either the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the

asset. When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

#### 1.1.2.4 Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVTOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. with regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables. The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

#### 1.1.3 Financial liabilities

##### 1.1.3.1 Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

##### 1.1.3.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

##### 1.8 .3.3 Financial Liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered in to by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

##### 1.1.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### 1.9 Borrowing Costs

Borrowing costs are expensed as incurred except where they are directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes substantial period of time to get ready for intended use, in which case they are capitalised as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

#### 1.10 Taxation

Tax expenses for the period comprises current and deferred tax. Tax is recognized in statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

**Current Tax:** Current Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

**Deferred Tax:** Deferred Tax recognized on temporary difference between the carrying amounts of assets and liabilities

in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

### **1.11 Employee Benefits**

#### **(i) Short term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### **(II) Defined contribution plans**

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The company has following defined contribution plans:

- a) Provident fund
- b) Superannuation scheme

#### **(iii) Defined benefit plans**

The company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the company, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The company recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The company has following defined benefit plans:

#### **a) Gratuity**

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the gratuity fund. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Re-measurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

#### **b) Leave Encashment**

Leave encashment is payable to eligible employees at the time of retirement. The liability for leave encashment, which is defined benefit scheme is provided on actuarial valuation as at the Balance Sheet date, based on projected unit credit method, carried out by the independent actuary.

### **1.12 Foreign Currency Transactions**

The company's reported currency and the functional currency for majority of its operations is in Indian Rupees (INR) being the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are converted into the reported currency of the company using the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies outstanding at the end of the reporting period are translated at the exchange rates prevailing as at the end of reporting period. Exchange differences arising on the settlement of monetary assets and liabilities or on translating monetary assets and liabilities at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in statement of profit and loss in the period in which they arise.

Non-monetary items denominated in foreign currency are valued at the exchange rates prevailing at the transaction date.

### **1.13 Inventories**

- i) Inventories are valued **“at cost or net realizable value, whichever is lower”** Cost comprises all cost of purchase, cost of conversion and their costs incurred in bringing in inventories to their present location and condition.
- ii) Cost formula used are “First in First out” or “Average Cost” as applicable.

### **1.14 Cash and cash equivalents**

Cash and Cash equivalents in the balance sheet comprise cash at bank and on hand and short-term deposits with and original maturity of three months or less, which are subject to an insignificant risk of changes in value.

### **1.15 Provisions, Contingent Liabilities & Contingent Assets**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits **will** be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognized in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset, and its recognition is appropriate.

### **1.16 Earnings per share**

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### **1.17 Judgements, Estimates and Assumptions**

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and the amount of revenue and expenses during the reported period. Application of accounting policies involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimate are recognized in the period in which the estimates are revised and if material, their effects are disclosed in the notes to the financial statements.

#### **1.17.1 Judgements**

In the process of applying the Company’s accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the consolidated financial statements:

##### **1.17.1.1 Formulation of Accounting Policies**

Accounting policies are formulated in a manner that result in financial statements containing relevant and reliable information about the transactions, other events and conditions to which they apply. Those policies need not be applied when the effect of applying them is immaterial.

In the absence of an Ind AS that specifically applies to a transaction, other event or condition, management has used its judgement in developing and applying an accounting policy that results in information that is:

- (a) relevant to the economic decision-making needs of users and reliable in that financial statements:
  - (i) represent faithfully the financial position, financial performance and cash flows of the entity;
  - (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form;
  - (iii) are neutral, i.e. free from bias;
  - (iv) are prudent; and
  - (v) are complete in all material respects on a consistent basis.

In making the Judgement management refers to, and considers the applicability of, the following sources in descending order:

- b) the requirements in Ind ASs dealing with similar and related issues; and
- (c) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Framework.

In making the judgement, management considers the most recent pronouncements of International Accounting Standards Board and in absence thereof those of the other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted Industry practices, to the extent that these do not conflict with the sources in above paragraph.

#### **1.17.1.2 Materiality**

Ind AS applies to items which are material. Management uses judgment in deciding whether individual items or groups of items are material in the financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission or misstatement could individually or collectively influence the economic decisions that users make on the basis of the financial statements. Management also uses judgement of materiality for determining the compliance requirement of the Ind AS. In particular circumstances either the nature or the amount of an item or aggregate of items could be the determining factor. Further an entity may also be required to present separately immaterial items when required by law.

#### **1.17.1.3 Operating lease**

Company has entered into lease agreements. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

#### **1.17.2 Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on the parameters available when the Financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### **1.17.2.1 Impairment of non-financial assets**

There is an indication of impairment if, the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less disposal costs and its value in use. Company considers individual PPE as separate cash generating units for the purpose of test of impairment. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### **1.17.2.2 Taxes**

Deferred tax assets are recognized for unused tax losses to the extent that It is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### **1.17.2.3 Defined benefit plans**

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates.

Due to the complexities Involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

#### **1.17.2.4 Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The Inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

**1.18 SEGMENT REPORTING**

The Management of the company monitors the operating results of its business Segments for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Operating segments have been identified on the basis of the nature of products / services.

- a) Segment revenue includes directly identifiable with/ allocable to the segment including inter-segment revenue.
- b) Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result.
- c) Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
- d) Income which relates to the Company as a whole and not allocable to segments is included in unallocable income.
- e) Segment assets including CWIP and liabilities include those directly identifiable with the respective segments.
- f) Unallocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

**1.19 Abbreviations used:**

|    |        |                                               |
|----|--------|-----------------------------------------------|
| a. | CGU    | Cash generating unit                          |
| b. | DCF    | Discounted Cash Flow                          |
| C. | FVTOCI | Fair value through Other Comprehensive Income |
| d. | FVTPL  | Fair value through Profit & Loss              |
| e. | GAAP   | Generally Accepted Accounting Principles      |
| f. | Ind AS | Indian Accounting Standards                   |
| g. | OCI    | Other Comprehensive Income                    |
| h. | P&L    | Profit and Loss                               |
| i. | PPE    | Property, Plant and Equipment                 |
| j. | SPPI   | Solely Payment of Principal and Interest      |

**Notes to the Financial statements for the year ended 31st March 2026**
**Note No. 2:- Property, Plant and Equipment**
**FY 2025-26**
*(Rs. in Lakh)*

| Sl. No. | Particulars                               | Gross Block          |              |                        |                   | Depreciation         |               |                        |                   | Net Block         |                       |
|---------|-------------------------------------------|----------------------|--------------|------------------------|-------------------|----------------------|---------------|------------------------|-------------------|-------------------|-----------------------|
|         |                                           | As at 1st April 2025 | Additions    | Adjustment/ Deductions | As at 31-Mar-2026 | As at 1st April 2025 | For the Year  | Adjustment/ Deductions | As at 31-Mar-2026 | As at 31-Mar-2026 | As at 31st March 2025 |
| 1       | Leasehold Land                            | 22.80                | -            | 0.44                   | 22.35             | 5.13                 | 3.46          | 0.07                   | 8.52              | 13.84             | 17.67                 |
| 2       | Buildings                                 | 739.98               | -            | 1.00                   | 738.98            | 180.71               | 9.19          | 0.84                   | 189.06            | 549.92            | 559.27                |
| 3       | Plant & Equipment                         | 1,531.85             | 32.89        | 200.46                 | 1,364.27          | 191.47               | 131.33        | 123.63                 | 199.17            | 1,165.10          | 1,340.38              |
| 4       | Furniture & Fixtures and Office Equipment | 51.61                | 1.15         | 1.97                   | 50.79             | 8.99                 | 4.60          | 1.87                   | 11.73             | 39.06             | 42.62                 |
| 5       | Vehicles                                  | 12.65                | 1.16         | 0.71                   | 13.10             | 11.44                | 0.23          | 0.56                   | 11.10             | 2.00              | 1.21                  |
|         | <b>TOTAL</b>                              | <b>2,358.89</b>      | <b>35.20</b> | <b>204.59</b>          | <b>2,189.50</b>   | <b>397.74</b>        | <b>148.80</b> | <b>126.96</b>          | <b>419.59</b>     | <b>1,769.92</b>   | <b>1,961.15</b>       |

**FY 2024-25**

| Sl. No. | Particulars                               | Gross Block          |               |                        |                   | Depreciation         |               |                        |                   | Net Block         |                       |
|---------|-------------------------------------------|----------------------|---------------|------------------------|-------------------|----------------------|---------------|------------------------|-------------------|-------------------|-----------------------|
|         |                                           | As at 1st April 2024 | Additions     | Adjustment/ Deductions | As at 31-Mar-2025 | As at 1st April 2024 | For the Year  | Adjustment/ Deductions | As at 31-Mar-2025 | As at 31-Mar-2025 | As at 31st March 2024 |
| 1       | Leasehold Land                            | 22.80                | -             | -                      | 22.80             | 0.80                 | -             | -                      | 0.80              | 21.99             | 21.99                 |
| 2       | Buildings                                 | 174.47               | 565.52        | -                      | 739.98            | 173.99               | 6.72          | -                      | 180.71            | 559.27            | 0.48                  |
| 3       | Plant & Equipment                         | 1,131.67             | 432.41        | 32.24                  | 1,531.85          | 90.23                | 140.66        | 30.62                  | 200.26            | 1,331.58          | 1,041.44              |
| 4       | Furniture & Fixtures and Office Equipment | 51.61                | -             | -                      | 51.61             | 3.87                 | 0.66          | -                      | 4.54              | 47.07             | 47.73                 |
| 5       | Vehicles                                  | 12.65                | -             | -                      | 12.65             | 11.31                | 0.11          | -                      | 11.43             | 1.23              | 1.34                  |
|         | <b>TOTAL</b>                              | <b>1,393.20</b>      | <b>997.93</b> | <b>32.24</b>           | <b>2,358.89</b>   | <b>280.21</b>        | <b>148.16</b> | <b>30.62</b>           | <b>397.74</b>     | <b>1,961.15</b>   | <b>1,112.99</b>       |

**Note - 2A: Right Of Use Assets**
**FY 2025-26**

| Sl. No. | Particulars     | Gross Block       |               |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-----------------|-------------------|---------------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |                 | As at 01-Apr-2025 | Additions     | Adjustment/ Deductions | As at 31-Mar-2026 | As at 01-Apr-2025 | For the period | Adjustment/ Deductions | As at 31-Mar-2026 | As at 31-Mar-2026 | As at 31-Mar-2025 |
| 1       | Peenya Premises | 274.46            | 228.36        | 274.46                 | 228.36            | 93.72             | 54.34          | 113.80                 | 34.25             | 194.10            | 180.74            |
|         |                 | <b>274.46</b>     | <b>228.36</b> | <b>274.46</b>          | <b>228.36</b>     | <b>93.72</b>      | <b>54.34</b>   | <b>113.80</b>          | <b>34.25</b>      | <b>194.10</b>     | <b>180.74</b>     |

**FY 2024-25**

| Sl. No. | Particulars     | Gross Block       |           |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-----------------|-------------------|-----------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |                 | As at 01-Apr-2024 | Additions | Adjustment/ Deductions | As at 31-Mar-2025 | As at 01-Apr-2024 | For the period | Adjustment/ Deductions | As at 31-Mar-2025 | As at 31-Mar-2025 | As at 31-Mar-2024 |
| 1       | Peenya Premises | 274.46            | -         | -                      | 274.46            | 13.39             | 80.33          | -                      | 93.72             | 180.74            | 261.07            |
|         |                 | <b>274.46</b>     | <b>-</b>  | <b>-</b>               | <b>274.46</b>     | <b>13.39</b>      | <b>80.33</b>   | <b>-</b>               | <b>93.72</b>      | <b>180.74</b>     | <b>261.07</b>     |

**Note - 2B : Goodwill**
**FY 2025-26**

| Sl. No. | Particulars | Gross Block       |           |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-------------|-------------------|-----------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |             | As at 01-Apr-2025 | Additions | Adjustment/ Deductions | As at 31-Mar-2026 | As at 01-Apr-2025 | For the period | Adjustment/ Deductions | As at 31-Mar-2026 | As at 31-Mar-2026 | As at 31-Mar-2025 |
| 1       | Goodwill    | 382.71            | -         | -                      | 382.71            | -                 | -              | -                      | -                 | 382.71            | 382.71            |
|         |             | <b>382.71</b>     | <b>-</b>  | <b>-</b>               | <b>382.71</b>     | <b>-</b>          | <b>-</b>       | <b>-</b>               | <b>-</b>          | <b>382.71</b>     | <b>382.71</b>     |

**FY 2024-25**

| Sl. No. | Particulars | Gross Block       |           |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-------------|-------------------|-----------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |             | As at 01-Apr-2024 | Additions | Adjustment/ Deductions | As at 31-Mar-2025 | As at 01-Apr-2024 | For the period | Adjustment/ Deductions | As at 31-Mar-2025 | As at 31-Mar-2025 | As at 31-Mar-2024 |
| 1       | Goodwill    | 382.71            | -         | -                      | 382.71            | -                 | -              | -                      | -                 | 382.71            | 382.71            |
|         |             | <b>382.71</b>     | <b>-</b>  | <b>-</b>               | <b>382.71</b>     | <b>-</b>          | <b>-</b>       | <b>-</b>               | <b>-</b>          | <b>382.71</b>     | <b>382.71</b>     |

**Note - 2C : Other Intangible assets**
**FY 2025-26**

| Sl. No. | Particulars | Gross Block       |           |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-------------|-------------------|-----------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |             | As at 01-Apr-2025 | Additions | Adjustment/ Deductions | As at 31-Mar-2026 | As at 01-Apr-2025 | For the period | Adjustment/ Deductions | As at 31-Mar-2026 | As at 31-Mar-2026 | As at 31-Mar-2025 |
| 1       | Softwares   | 1.18              | -         | -                      | 1.18              | 0.14              | 0.20           | -                      | 0.34              | 0.84              | 1.04              |
|         |             | <b>1.18</b>       | <b>-</b>  | <b>-</b>               | <b>1.18</b>       | <b>0.14</b>       | <b>0.20</b>    | <b>-</b>               | <b>0.34</b>       | <b>0.84</b>       | <b>1.04</b>       |

**FY 2024-25**

| Sl. No. | Particulars | Gross Block       |             |                        |                   | Depreciation      |                |                        |                   | Net Block         |                   |
|---------|-------------|-------------------|-------------|------------------------|-------------------|-------------------|----------------|------------------------|-------------------|-------------------|-------------------|
|         |             | As at 01-Apr-2024 | Additions   | Adjustment/ Deductions | As at 31-Mar-2025 | As at 01-Apr-2024 | For the period | Adjustment/ Deductions | As at 31-Mar-2025 | As at 31-Mar-2025 | As at 31-Mar-2024 |
| 1       | Softwares   | 0.64              | 0.54        | -                      | 1.18              | 0.02              | 0.12           | -                      | 0.14              | 1.04              | 0.62              |
|         |             | <b>0.64</b>       | <b>0.54</b> | <b>-</b>               | <b>1.18</b>       | <b>0.02</b>       | <b>0.12</b>    | <b>-</b>               | <b>0.14</b>       | <b>1.04</b>       | <b>0.62</b>       |

**Note No. 3:- Investment Property**
**FY 2025-26**

| Sl. No. | Fixed Assets                  | Gross Block          |           |                        |                   | Depreciation         |              |                        |                   | Net Block         |                       |
|---------|-------------------------------|----------------------|-----------|------------------------|-------------------|----------------------|--------------|------------------------|-------------------|-------------------|-----------------------|
|         |                               | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31-Mar-2026 | As at 1st April 2025 | For the Year | Adjustment/ Deductions | As at 31-Mar-2026 | As at 31-Mar-2026 | As at 31st March 2025 |
| 1       | Buildings (Refer Notes below) | 1,038.60             | -         | -                      | 1,038.60          | 106.72               | 16.88        | -                      | 123.60            | 914.99            | 931.87                |
|         | <b>TOTAL</b>                  | <b>1,038.60</b>      | <b>-</b>  | <b>-</b>               | <b>1,038.60</b>   | <b>106.72</b>        | <b>16.88</b> | <b>-</b>               | <b>123.60</b>     | <b>914.99</b>     | <b>931.87</b>         |

**FY 2024-25**

| Sl. No. | Fixed Assets                  | Gross Block          |           |                        |                   | Depreciation         |              |                        |                   | Net Block         |                       |
|---------|-------------------------------|----------------------|-----------|------------------------|-------------------|----------------------|--------------|------------------------|-------------------|-------------------|-----------------------|
|         |                               | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31-Mar-2025 | As at 1st April 2024 | For the Year | Adjustment/ Deductions | As at 31-Mar-2025 | As at 31-Mar-2025 | As at 31st March 2024 |
| 1       | Buildings (Refer Notes below) | 1,038.60             | -         | -                      | 1,038.60          | 89.88                | 16.84        | -                      | 106.72            | 931.87            | 948.71                |
|         | <b>TOTAL</b>                  | <b>1,038.60</b>      | <b>-</b>  | <b>-</b>               | <b>1,038.60</b>   | <b>89.88</b>         | <b>16.84</b> | <b>-</b>               | <b>106.72</b>     | <b>931.87</b>     | <b>948.71</b>         |

**Note I** The fair market value of above investment properties as on 31st March 2026, are as under:-

| Particulars                                             | Amt in ₹ Lacs |
|---------------------------------------------------------|---------------|
| Ground Floor, JK Building, Masjid Moth, New Delhi       | 625.00        |
| Fourth Floor, JK Building, Masjid Moth, New Delhi       | 985.25        |
| Third Floor, JK Building, Masjid Moth, New Delhi        | 985.25        |
| Seventh Floor, JK Building, Masjid Moth, New Delhi      | 900.00        |
| Flat No 42, Sarnath Cooperative Housing Society, Mumbai | 1200.00       |
| Flat No A-3, First Floor, Girdhar Apartments New Delhi  | 150.00        |

**Note II** The Company does not hold title of three of the building properties having a Total Gross Block of ₹ 87.63 Lacs and a Net Block of ₹ 38.70 Lacs as per the below given schedule:

**Title deeds of Immovable Properties not held in name of the Company**

| Relevant line item in the Balance sheet | Description of item of property                                                         | Gross carrying value | Title deeds held in the name of | Whether title deed holder is a promoter/director or relative of promoter/director or employee of promoter/director | Property held since which date | Reason for not being held in the name of company |
|-----------------------------------------|-----------------------------------------------------------------------------------------|----------------------|---------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------|
| PPE                                     | Land & Building situated at 5, Riverside Road, North 24 Parganas, Barrackpore , Kolkata | 4.87                 | -                               | No                                                                                                                 | 01-07-1977                     | Refer Note 1                                     |
| PPE                                     | Basement, Ground & Seventh Floor at GK-II, New Delhi                                    | 80.95                | -                               | No                                                                                                                 | 05-09-1985                     | Refer Note 2                                     |
| PPE                                     | Flat No.42, Sarnath, Mumbai                                                             | 1.82                 | -                               | No                                                                                                                 | 19-07-1968                     | Refer Note 3                                     |

**Note :**

1. The land & building being leasehold land, was transferred to the company vide order of Hon'ble High Court of Calcutta dated 15/05/79, passed u/s 391(2), 392, 393 and 394 of the Companies Act 1956, w.e.f.01/07/1977 amalgamating M/s J.K. Steel Industries Ltd. with the company. The original title deeds are held in the name of transferror company and by virtue of order of Hon'ble High Court, the lease hold rights now vest with the company.
2. The floors are part of Eight Floor (Ground + 7 floors + Basement) building at GK-II, Masjid Moth, New Delhi. The land was allotted on perpetual lease to M/s Vipps India Delhi, a partnership firm having its registered office at 16, Ring Road, Lajpat Nagar, New Delhi by Delhi Development Authority vide lease deed dated.06th Feb 1981. The company entered into registered agreement for sale dated 5th Sep 1985 with M/s VIPPS India for constructing the aforesaid multistorey commercial building and to sell the same to erstwhile M/s J.K. Synthetics Ltd. The entire consideration or purchase price in terms of agreement dated 5th Sep 1985 including additional purchase price agreed to be paid pursuant to agreement dated 7th Dec 1988 was paid by the company to M/s VIPPS INDIA who handed over and delivered possession of the building to the company. In view of above the company is seized of and otherwise sufficiently entitled to the said building having acquired from VIPPS INDIA perpetual rentable and transferable ownership rights thereof.
3. As per the agreement (duly stamped and registered by collector of stamps Mumbai) dated.19th July 1968, Flat No.42, Sarnath, Mumbai, was acquired by the company in a multistoreyed building, As per the aforesaid agreement the conveyance deed was to be executed in favor of the co-operative housing society to be formed subsequently for which purpose the company paid ₹ 1/- towards membership fee, ₹ 250/- towards share money and ₹ 250/- towards legal cost. Pursuant to aforesaid New Sarnath Co-operative Housing Society Limited was duly registered under the Maharashtra Co-operative Societies Act, 1969 under no.BOM/WD/HSG/8115 dated.29/09/2000 and the company was allotted 5 shares of ₹ 50/- each to which is annexed the right of ownership of the said premises.

**Notes to the Financial statements for the year ended 31st March 2026**
*(Rs. in Lakh)*

| PARTICULARS                                                                                                                                                        | As at<br>31st March 2026 | As at<br>31st March 2025 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| <b>4 Non-Current Investments</b>                                                                                                                                   |                          |                          |
| <b><u>-In Unquoted Equity Instruments:</u></b>                                                                                                                     |                          |                          |
| <b><u>In Subsidiary (At Cost):</u></b>                                                                                                                             |                          |                          |
| 59,49,800 Equity shares (Previous Year- 59,49,800 ) of Neumesh Labs Private Limited @ 10 Rs each                                                                   | 594.98                   | 594.98                   |
| 1,00,05,000 Equity Share (Previous Year- 1,00,05,000) of JK Defence & Aerospace Limited @ 10 Rs each                                                               | 1,000.50                 | 1,000.50                 |
| 1,00,05,000 Equity Share (Previous Year-10,005,000) of JK Digital & Advance Systems Private Limited @ 10 Rs each                                                   | 1,000.50                 | 1,000.50                 |
| 54,53,754 Equity Share (Previous Year- 54,53,754 ) of JK Technosoft Limited @ 10 Rs each                                                                           | 8,889.62                 | 8,889.62                 |
| 124,07,276 Partly Paid Equity Shares (Previous Year- Nil) of JK Technosoft Limited of face value Rs. 10 each, paid up Rs. 2.50 (for consideration other than cash) | 11,243.47                | -                        |
| <b><u>Others :</u></b>                                                                                                                                             |                          |                          |
| 95,10,360 Equity share (Previous Year- 95,10,360 ) in JK Urbanscapes Developers Limited                                                                            | 26,265.71                | -                        |
| Others                                                                                                                                                             | 0.18                     | 0.18                     |
| <b><u>-In Preference Shares:</u></b>                                                                                                                               | -                        | -                        |
| 20,00,000 Preference Share (Previous Year- 5,00,000) of JK Digital & Advance Systems Private Limited @ 100 Rs each                                                 | 2,000.00                 | 500.00                   |
| 1,74,62,271 0.01% Optionally convertible redeemable Preference Share (Previous Year- 1,23,62,271 ) of JK Defence & Aerospace Limited @ 100 Rs each                 | 17,462.27                | 12,362.27                |
| <b><u>In Associate (At Cost):</u></b>                                                                                                                              |                          |                          |
| 5,45,957 equity shares (Previous Year- 5,45,957) of Nebula 3D Services Private Limited                                                                             | 53.45                    | 53.45                    |
| 30,00,000 9% Non-convertible redeemable preference shares (Previous Year- 30,00,000) of Nebula 3D Services Private Limited                                         | 300.00                   | 300.00                   |
| Investment in JK Phillips LLP (50%)                                                                                                                                | 1.00                     | 1.00                     |
| Less: Provision for Diminution in investement                                                                                                                      | (0.17)                   |                          |
| <b>Aggregate amount of Unquoted Investments</b>                                                                                                                    | <b>68,811.51</b>         | <b>24,702.50</b>         |
| <b>Current investments</b>                                                                                                                                         |                          |                          |
| <b><u>-In Quoted Equity Instruments: (At FVTOCI)</u></b>                                                                                                           |                          |                          |
| 2,32,779 (Previous Year- 3,35,849) Equity shares of J.K Lakshmi Cement Limited                                                                                     | -                        | 1,857.74                 |
| 6 (Previous Year- 3) Equity shares of Gloster Limited                                                                                                              | 0.03                     | 0.03                     |
| 100 (Previous Year- 100) Equity shares of Jessop and Company Limited                                                                                               | 0.01                     | 0.01                     |
| 125 (Previous Year- 125) Equity shares of Howrah Mills Company Limited                                                                                             | 0.01                     | 0.01                     |
| 198 (Previous Year- 198) Equity shares of Auckland International Limited                                                                                           | 0.00                     | 0.00                     |

|                                                                                      |             |                 |
|--------------------------------------------------------------------------------------|-------------|-----------------|
| 4,200 (Previous Year- 525) Equity shares of New India Retailing & Investment Limited | 0.23        | 0.23            |
| 5 (Previous Year- 5) Equity shares of Tata Power Co. Limited                         | 0.02        | 0.02            |
| 5 (Previous Year- NIL) Equity shares of Tata Steel Limited                           | 0.01        | 0.01            |
| <b>Aggregate amount of quoted Investments</b>                                        | <b>0.30</b> | <b>1,858.04</b> |

**Category wise Non current investment**

|                                                                 |           |           |
|-----------------------------------------------------------------|-----------|-----------|
| Aggregate amount of quoted investments and market value thereof | 0.30      | 1,858.04  |
| Aggregate value of Unquoted investments                         | 68,811.68 | 24,702.50 |
| Aggregate amount of impairment in value of investments          | (0.17)    | (173.51)  |

**5 Other Non current Financial Assets**

(Carried at Amortised Cost, unless otherwise stated)

|                                                                                     |               |              |
|-------------------------------------------------------------------------------------|---------------|--------------|
| Fixed deposits with remaining maturity more than 12 months from the reporting date* | 626.00        | -            |
| Security Deposits                                                                   | 31.59         | 35.30        |
|                                                                                     | <b>657.59</b> | <b>35.30</b> |

\* Fixed Deposits amounting to Rs. 526 Lakh are pledged towards Overdraft Facility availed from Banks.

**6 Inventories (At lower of Cost and Net Realisable Value)**

|                                    |               |               |
|------------------------------------|---------------|---------------|
| Raw materials                      | 90.11         | 32.19         |
| Work In-Progress                   | 412.14        | 241.32        |
| Stock-in-trade (Land and Building) | 33.52         | 33.52         |
|                                    | <b>535.77</b> | <b>307.03</b> |

**7 Current Trade Receivables**

(Carried at amortised cost, unless otherwise stated)

|                                              |               |               |
|----------------------------------------------|---------------|---------------|
| Trade receivables considered good- Unsecured | 563.17        | 362.61        |
|                                              | <b>563.17</b> | <b>362.61</b> |

**Trade Receivables Ageing Schedule as on 31.03.26**

| Particulars                                   | Outstanding for following periods from due date of Receipts |                   |              |           |                   |               |
|-----------------------------------------------|-------------------------------------------------------------|-------------------|--------------|-----------|-------------------|---------------|
|                                               | Less than 6 months                                          | 6 months - 1 year | 1-2 years    | 2-3 years | More than 3 years | Total         |
| (A) Undisputed trade receivables              |                                                             |                   |              |           |                   |               |
| (i) Considered Good                           | 529.66                                                      | 13.71             | 19.79        | -         | -                 | 563.17        |
| (ii) With Significant increase in Credit Risk | -                                                           | -                 | -            | -         | -                 | -             |
| (ii) Credit Impaired                          | -                                                           | -                 | -            | -         | -                 | -             |
| (B) Disputed trade receivables                |                                                             |                   |              |           |                   |               |
| (i) Considered Good                           | -                                                           | -                 | -            | -         | -                 | -             |
| (ii) With Significant increase in Credit Risk | -                                                           | -                 | -            | -         | -                 | -             |
| (ii) Credit Impaired                          | -                                                           | -                 | -            | -         | -                 | -             |
| <b>Total</b>                                  | <b>529.66</b>                                               | <b>13.71</b>      | <b>19.79</b> | <b>-</b>  | <b>-</b>          | <b>563.17</b> |

**Trade Receivables Ageing Schedule as on 31.03.25**

| Particulars                                   | Outstanding for following periods from due date of payment |                   |              |           |                   |               |
|-----------------------------------------------|------------------------------------------------------------|-------------------|--------------|-----------|-------------------|---------------|
|                                               | Less than 6 months                                         | 6 months - 1 year | 1-2 years    | 2-3 years | More than 3 years | Total         |
| (A) Undisputed trade receivables              |                                                            |                   |              |           |                   |               |
| (i) Considered Good                           | 252.26                                                     | 75.61             | 34.74        | -         | -                 | 362.61        |
| (ii) With Significant increase in Credit Risk | -                                                          | -                 | -            | -         | -                 | -             |
| (ii) Credit Impaired                          | -                                                          | -                 | -            | -         | -                 | -             |
| (B) Disputed trade receivables                |                                                            |                   |              |           |                   |               |
| (i) Considered Good                           | -                                                          | -                 | -            | -         | -                 | -             |
| (ii) With Significant increase in Credit Risk | -                                                          | -                 | -            | -         | -                 | -             |
| (ii) Credit Impaired                          | -                                                          | -                 | -            | -         | -                 | -             |
| <b>Total</b>                                  | <b>252.26</b>                                              | <b>75.61</b>      | <b>34.74</b> | <b>-</b>  | <b>-</b>          | <b>362.61</b> |

**8 Cash and Cash Equivalents**
**Balance With Banks**

|                       |        |        |
|-----------------------|--------|--------|
| - In Current Accounts | 299.84 | 291.65 |
| - In Deposit Accounts | 5.81   | 1.57   |

**Cash on Hand/ Prepaid card**

|  |               |               |
|--|---------------|---------------|
|  | 1.60          | 0.90          |
|  | <b>307.25</b> | <b>294.12</b> |

**Notes to the Financial statements for the year ended 31st March 2026**
*(Rs. in Lakh)*

| PARTICULARS                                                                                                                               |  | As at<br>31st March 2026 | As at<br>31st March 2025 |
|-------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------|--------------------------|
| <b>9 Bank balances other than above</b>                                                                                                   |  |                          |                          |
| In Fixed Deposits With Bank<br>(with maturity of more than 3 months but upto 1 year from the reporting date)                              |  | 1,228.68                 | 6,658.78                 |
|                                                                                                                                           |  | <b>1,228.68</b>          | <b>6,658.78</b>          |
| 9.1 Fixed Deposits worth INR 1208.99 Lacs (Previous Year Rs 6621.38 Lacs) pledged with Banks towards Overdraft facility.                  |  |                          |                          |
| 9.2 Fixed Deposits worth INR 19.69 Lacs (Previous Year Rs 19.69 Lacs) pledged with Customs Department for old custom case of the company. |  |                          |                          |
| <b>10 Loans (Carried at Amortized Cost)</b>                                                                                               |  |                          |                          |
| <b>Unsecured Considered Good</b>                                                                                                          |  |                          |                          |
| <b>Loan Repayable on Demand</b>                                                                                                           |  |                          |                          |
| To related parties                                                                                                                        |  | 1,562.50                 | 1,242.50                 |
|                                                                                                                                           |  | <b>1,562.50</b>          | <b>1,242.50</b>          |

**Schedule of Loans for the year ended 31st March 2026**

| Particulars     | Amt. of loan    | Percentage to<br>total Loans |
|-----------------|-----------------|------------------------------|
| Promoters       | -               | -                            |
| Directors       | -               | -                            |
| KMPs            | -               | -                            |
| Related Parties | 1,562.50        | 100.00                       |
| <b>Total</b>    | <b>1,562.50</b> | <b>100.00</b>                |

**Schedule of Loans for the year ended 31st March 2025**

| Particulars     | Amt. of loan    | Percentage to<br>total Loans |
|-----------------|-----------------|------------------------------|
| Promoters       | -               | -                            |
| Directors       | -               | -                            |
| KMPs            | -               | -                            |
| Related Parties | 1,242.50        | 100.00                       |
| <b>Total</b>    | <b>1,242.50</b> | <b>100.00</b>                |

**11 Other Current Financial Assets (Carried at Amortized Cost)**
**- Unsecured Considered Good**

|                                  |               |               |
|----------------------------------|---------------|---------------|
| Security Deposits                | 19.77         | 24.65         |
| Other Deposits                   | 74.84         | 74.84         |
| Interest Receivable              | 362.75        | 492.34        |
| Other Receivables                | -             | -             |
| From Related Parties             | 61.94         | -             |
| From Others than related parties | 35.38         | 346.32        |
|                                  | <b>554.67</b> | <b>938.15</b> |

**12 Current Tax Assets (Net)**
**Tax Recoverable (Net of provision)**

|              |               |
|--------------|---------------|
| 78.12        | 123.06        |
| <b>78.12</b> | <b>123.06</b> |

**13 Other Current Assets**
**- Unsecured considered Good**

|                                      |               |               |
|--------------------------------------|---------------|---------------|
| Prepaid expenses                     | 19.20         | 7.87          |
| Advance to Suppliers                 | 13.53         | 6.80          |
| Advance to Employees                 | 0.12          | 1.64          |
| Income Tax Recoverable earlier years | 29.28         | 81.19         |
| Balances with Govt. Authorities      | 159.26        | 162.07        |
|                                      | <b>221.39</b> | <b>259.57</b> |

**14 Equity Share Capital**
**Authorized:**

|                                                                                               |                  |                  |
|-----------------------------------------------------------------------------------------------|------------------|------------------|
| 125,00,00,000 (Previous Year 125,00,00,000) Equity shares of ₹ 1/- each                       | 12,500.00        | 12,500.00        |
| <b>Cumulative redeemable preference shares</b>                                                | -                | -                |
| 2,00,000 (Previous Year 2,00,000) 11% Cumulative Redeemable Preference Shares of ₹ 100/- each | 200.00           | 200.00           |
| 6,00,000 (Previous Year 6,00,000) 14% Cumulative Redeemable Preference Shares of ₹ 100/- each | 600.00           | 600.00           |
| 2,00,000 (Previous Year 2,00,000) 15% Cumulative Redeemable Preference Shares of ₹ 100/- each | 200.00           | 200.00           |
| 5,00,000 (Previous Year 5,00,000) Unclassified Shares of ₹ 100/- each                         | 500.00           | 500.00           |
|                                                                                               | <b>14,000.00</b> | <b>14,000.00</b> |

**14.1 Issued, Subscribed & Paid Up**

|                                                                       |                 |                 |
|-----------------------------------------------------------------------|-----------------|-----------------|
| 13,02,87,066 (Previous Year 12,23,69,130) Equity shares of ₹ 1/- each | 1,302.87        | 1,223.69        |
|                                                                       | <b>1,302.87</b> | <b>1,223.69</b> |

**14.2 Rights, Preferences and restrictions attached to Equity Shares:**

The Company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share in the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

|                                                                             |                            |                            |
|-----------------------------------------------------------------------------|----------------------------|----------------------------|
| <b>14.3 The reconciliation of number of shares outstanding is as under:</b> | <b>As at 31 March 2026</b> | <b>As at 31 March 2025</b> |
| <b>Particulars</b>                                                          | <b>Number of Shares</b>    | <b>Number of Shares</b>    |
| <b>Equity Shares at the Beginning of the Year</b>                           | 12,23,69,130               | 5,84,57,688                |
| Changes during the year *                                                   | 79,17,936                  | 6,39,11,442                |
| <b>Equity Shares at the Year End</b>                                        | 13,02,87,066               | 12,23,69,130               |

\* During the year, the Company allotted 79,17,936 equity shares of face value Rs. 1 each, at an issue price of Rs. 142 per share, for consideration other than cash, aggregating to Rs. 11,243.47 lakhs. The shares were issued towards discharge of the purchase consideration payable to the shareholders of JK Technosoft Limited for the acquisition of 1,24,07,276 partly paid-up equity shares (face value Rs. 10 each, Rs. 2.50 paid-up) held by them.

**14.4 Details of Shareholders holding more than 5 % Shares of the Company**

| S. No. | Name of Shareholder     | <u>As at 31st March 2026</u> |                  | <u>As at 31st March 2025</u> |                  |
|--------|-------------------------|------------------------------|------------------|------------------------------|------------------|
|        |                         | No. of Shares Held           | % of Shares Held | No. of Shares Held           | % of Shares Held |
| 1      | Shri Abhishek Singhania | 4,39,20,411                  | 33.71%           | 3,60,40,765                  | 29.45%           |
| 2      | J. K. Traders Ltd.      | 2,74,85,702                  | 21.10%           | 2,74,85,702                  | 22.46%           |

**14.5 Details of Shareholding of Promoters and Promoters Group as at 31st March 2026**

| Name of Promoter and Promoters Group                                       | No. of Shares held as at 31st March 2026 | % of Shares Held as at 31st March 2026 | No. of Shares held as at 31st March 2025 | % of Shares Held as at 31st March 2025 | % Change during the year |
|----------------------------------------------------------------------------|------------------------------------------|----------------------------------------|------------------------------------------|----------------------------------------|--------------------------|
| Shri Abhishek Singhania                                                    | 4,39,20,411                              | 33.71%                                 | 3,60,40,765                              | 29.45%                                 | 4.26%                    |
| Gaur Hari Singhania JT with Vasantlal D. Mehta & Raghubir Prasad Singhania | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| Smt. Kavita Yadupati Singhania                                             | 54,532                                   | 0.04%                                  | 54,532                                   | 0.04%                                  | 0.00%                    |
| Smt. Manorama Devi Singhania                                               | 1,67,333                                 | 0.13%                                  | 1,67,333                                 | 0.14%                                  | -0.01%                   |
| Shri Sanjay Agrawal                                                        | 4                                        | 0.00%                                  | 4                                        | 0.00%                                  | 0.00%                    |
| Smt. Sushila Devi Singhania                                                | 43,42,787                                | 3.33%                                  | 43,42,787                                | 3.55%                                  | -0.22%                   |
| Smt Varsha Singhania                                                       | 24,183                                   | 0.02%                                  | 10,000                                   | 0.01%                                  | 0.01%                    |
| Smt. Chandralekha Gupta*                                                   | 1,08,095                                 | 0.08%                                  | -                                        | -                                      | -                        |
| Shri Dhruv Gupta*                                                          | 4,13,622                                 | 0.32%                                  | -                                        | -                                      | -                        |
| Shri Anil Kumar Gupta*                                                     | 1,57,794                                 | 0.12%                                  | -                                        | -                                      | -                        |
| Smt. Swati Singhania*                                                      | 84,504                                   | 0.06%                                  | -                                        | -                                      | -                        |
| Smt. Pallavi Kanoria*                                                      | 21,188                                   | 0.02%                                  | -                                        | -                                      | -                        |
| G.H. Securities Pvt. Ltd.                                                  | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| J.K. Traders Ltd.                                                          | 2,74,85,702                              | 21.10%                                 | 2,74,85,702                              | 22.46%                                 | -1.37%                   |
| Pioneer Projects Limited                                                   | 24,07,026                                | 1.85%                                  | 24,07,026                                | 1.97%                                  | -0.12%                   |
| Yadu Securities Pvt. Ltd.                                                  | 200                                      | 0.00%                                  | 200                                      | 0.00%                                  | 0.00%                    |

|                                                        |                    |               |                    |               |        |
|--------------------------------------------------------|--------------------|---------------|--------------------|---------------|--------|
| Akshypatra Finance & Investment Co. Private Limited    | 4,97,500           | 0.38%         | 4,97,500           | 0.41%         | -0.02% |
| Dwarkadhish Finance and Investment Co. Private Limited | 16,06,000          | 1.23%         | 16,06,000          | 1.31%         | -0.08% |
| J K Consultancy and Services Private Limited           | 3,00,000           | 0.23%         | 3,00,000           | 0.25%         | -0.01% |
| J.K. Infrastructure Developers Private Limited         | 7,54,000           | 0.58%         | 7,54,000           | 0.62%         | -0.04% |
| Manphul Trading and Finance Co. Private Limited        | 12,65,950          | 0.97%         | 12,65,950          | 1.03%         | -0.06% |
| Neelkhanth Mercantile Private Limited                  | 6,58,500           | 0.51%         | 6,58,500           | 0.54%         | -0.03% |
| PGA Securities Private Limited                         | 1,00,000           | 0.08%         | 1,00,000           | 0.08%         | 0.00%  |
| Udbhav Finance and Investment Co. Private Limited      | 5,000              | 0.00%         | 5,000              | 0.00%         | 0.00%  |
| JK Technosoft Limited                                  | 12,538             | 0.01%         | -                  | 0.00%         | 0.01%  |
| Shri Ramapati Singhania                                | 5,48,318           | 0.42%         | 5,48,318           | 0.45%         | -0.03% |
|                                                        | <b>8,49,35,387</b> | <b>65.19%</b> | <b>7,62,43,817</b> | <b>62.31%</b> |        |

\* Classified as members of the Promoter Group during FY 2025-26 pursuant to applicable SEBI requirements. The increase in shareholding is attributable solely to such classification.

#### Details of Shareholding of Promoters and Promoters Group as at 31st March 2025

| Name of Promoter and Promoters Group                                       | No. of Shares held as at 31st March 2025 | % of Shares Held as at 31st March 2025 | No. of Shares held as at 31st March 2024 | % of Shares Held as at 31st March 2024 | % Change during the year |
|----------------------------------------------------------------------------|------------------------------------------|----------------------------------------|------------------------------------------|----------------------------------------|--------------------------|
| Shri Abhishek Singhania                                                    | 3,60,40,765                              | 29.45%                                 | 1,46,72,880                              | 25.10%                                 | 4.35%                    |
| Gaur Hari Singhania JT with Vasantlal D. Mehta & Raghubir Prasad Singhania | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| Smt. Kavita Yadupati Singhania                                             | 54,532                                   | 0.04%                                  | 27,266                                   | 0.05%                                  | -0.01%                   |
| Smt. Manorama Devi Singhania                                               | 1,67,333                                 | 0.14%                                  | 1,57,333                                 | 0.27%                                  | -0.13%                   |
| Shri Sanjay Agrawal                                                        | 4                                        | 0.00%                                  | 4                                        | 0.00%                                  | 0.00%                    |
| Smt. Sushila Devi Singhania                                                | 43,42,787                                | 3.55%                                  | 43,42,787                                | 7.43%                                  | -3.88%                   |
| Smt Varsha Singhania                                                       | 10,000                                   | 0.01%                                  | -                                        | 0.00%                                  | 0.01%                    |
| G.H. Securities Pvt. Ltd.                                                  | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| J.K. Traders Ltd.                                                          | 2,74,85,702                              | 22.46%                                 | 1,23,71,176                              | 21.16%                                 | 1.30%                    |
| Pioneer Projects Limited                                                   | 24,07,026                                | 1.97%                                  | 10,83,390                                | 1.85%                                  | 0.12%                    |
| Yadu Securities Pvt. Ltd.                                                  | 200                                      | 0.00%                                  | 200                                      | 0.00%                                  | 0.00%                    |
| Akshypatra Finance & Investment Co. Private Limited                        | 4,97,500                                 | 0.41%                                  | -                                        | 0.00%                                  | 0.41%                    |
| Dwarkadhish Finance and Investment Co. Private Limited                     | 16,06,000                                | 1.31%                                  | -                                        | 0.00%                                  | 1.31%                    |
| J K Consultancy and Services Private Limited                               | 3,00,000                                 | 0.25%                                  | -                                        | 0.00%                                  | 0.25%                    |
| J.K. Infrastructure Developers Private Limited                             | 7,54,000                                 | 0.62%                                  | -                                        | 0.00%                                  | 0.62%                    |
| Manphul Trading and Finance Co. Private Limited                            | 12,65,950                                | 1.03%                                  | -                                        | 0.00%                                  | 1.03%                    |
| Neelkhanth Mercantile Private Limited                                      | 6,58,500                                 | 0.54%                                  | -                                        | 0.00%                                  | 0.54%                    |
| PGA Securities Private Limited                                             | 1,00,000                                 | 0.08%                                  | -                                        | 0.00%                                  | 0.08%                    |
| Udbhav Finance and Investment Co. Private Limited                          | 5,000                                    | 0.00%                                  | -                                        | 0.00%                                  | 0.00%                    |
| Shri Ramapati Singhania                                                    | 5,48,318                                 | 0.45%                                  | 2,48,318                                 | 0.42%                                  | 0.03%                    |
|                                                                            | <b>7,62,43,817</b>                       | <b>62.31%</b>                          | <b>3,29,03,554</b>                       | <b>56.29%</b>                          |                          |

#### 15 Other Equity

##### Retained Earnings

|                                                        |                  |                 |
|--------------------------------------------------------|------------------|-----------------|
| Balance at the beginning of the year                   | 9,224.67         | 7,956.50        |
| Add : Net Profit for the year                          | 27,837.04        | 1,267.18        |
| Add: Remeasurment of Defined Benefit Obligation        | -                | 0.99            |
| Less : Tranfer to OCI Reserve (on sales of investment) | (1,235.95)       | -               |
| <b>Balance at the end of the year</b>                  | <b>35,825.76</b> | <b>9,224.67</b> |

##### Securities Premium

|                                       |                  |                  |
|---------------------------------------|------------------|------------------|
| Balance at the beginning of the year  | 28,078.11        | 5,213.19         |
| Add : Addition During the year        | 11,164.29        | 22,864.93        |
| <b>Balance at the end of the year</b> | <b>39,242.40</b> | <b>28,078.11</b> |

**Other Comprehensive Income (OCI)**

|                                                              |               |               |
|--------------------------------------------------------------|---------------|---------------|
| As per last balance sheet                                    | 525.70        | 1,556.00      |
| Add:- Fair Value Changes on Equity instruments               | (0.00)        | (173.51)      |
| Add:- Fair Value Changes on actuarial                        | -             |               |
| Less: Re-classification of OCI on Share Sale during the year | (1,762.30)    | (856.79)      |
| Add: Reclassification on Sale of Investments                 | 1,235.94      |               |
| <b>Balance at the end of the year</b>                        | <b>(0.66)</b> | <b>525.70</b> |

**Total of Other Equity**

|                  |                  |
|------------------|------------------|
| <b>75,067.50</b> | <b>37,828.48</b> |
|------------------|------------------|

**Notes to Other Equity :-**

- (i) Retained earnings is the cumulative profits of the Company and effect of re-measurement defined obligations. This reserve can be utilised in accordance with the provisions of the Companies Act, 2013.
- (ii) Share Premium Account represents the amount received in excess of face value of shares issued.
- (iii) Other Comprehensive Income (OCI) represents the Fair Value Changes of Specified items which would be re-classified to profit or loss account in future years.

**16 Borrowings**
**Non Current:-**
**i) Term loans (secured)**

a) from banks

-

**Current:-**
**i) Loans repayable on demand**

a) from banks (secured against FD)

65.79

48.60

**65.79**
**48.60**
**17 Lease Liabilities**

Lease liabilities - (Non Current)

164.11

120.18

Lease liabilities - (Current)

36.94

87.25

**201.05**
**207.43**
**18 Long Term Provisions**

Provision for Leave Encashment

5.96

5.85

Provision for Gratuity

0.35

0.35

**6.31**
**6.20**
**19 Deferred Tax Liability (Net)**

On difference between book balance and tax balance of fixed assets

282.93

241.82

**Tax effect of items constituting deferred tax liability**
**282.93**
**241.82**
**20 Trade Payables (Carried at Amortized Cost)**

(A) Total outstanding dues of micro enterprise and small enterprises

30.26

107.66

(B) total outstanding dues of creditors other than micro enterprises and small enterprises.

123.94

131.15

**154.20**
**238.81**
**Trade Payables Ageing Schedule As on 31st Mar'2026**

| Particulars               | Outstanding for following periods from due date of payment |           |           |                   |               |
|---------------------------|------------------------------------------------------------|-----------|-----------|-------------------|---------------|
|                           | Less than 1 year                                           | 1-2 years | 2-3 years | More than 3 years | Total         |
| i) MSME                   | 30.26                                                      | -         | -         | -                 | 30.26         |
| ii) Others                | 123.94                                                     | -         | -         | -                 | 123.94        |
| iii) Disputed Dues- MSME  | -                                                          | -         | -         | -                 | -             |
| iv) Disputed Dues- Others | -                                                          | -         | -         | -                 | -             |
| <b>Total</b>              | <b>154.20</b>                                              |           |           |                   | <b>154.20</b> |

**Trade Payables Ageing Schedule As on 31st Mar'2025**

| Particulars               | Outstanding for following periods from due date of payments |             |           |                   |               |
|---------------------------|-------------------------------------------------------------|-------------|-----------|-------------------|---------------|
|                           | less than 1 year                                            | 1-2 years   | 2-3 years | More than 3 years | Total         |
| i) MSME                   | 107.66                                                      | -           | -         | -                 | 107.66        |
| ii) Others                | 124.23                                                      | 6.93        | -         | -                 | 131.16        |
| iii) Disputed Dues- MSME  | -                                                           | -           | -         | -                 | -             |
| iv) Disputed Dues- Others | -                                                           | -           | -         | -                 | -             |
| <b>Total</b>              | <b>231.88</b>                                               | <b>6.93</b> |           |                   | <b>238.81</b> |

**21 Other Current Financial Liabilities (Carried at Amortized Cost)**

|                                                        |               |              |
|--------------------------------------------------------|---------------|--------------|
| Security Deposits                                      | 6.75          | 9.85         |
| Payable to Debenture holders/Preference Share holders* | 72.92         | 72.92        |
| Advances received from Related Party                   | 580.00        | -            |
| Other Liabilities                                      | 1.21          | 1.83         |
|                                                        | <b>660.88</b> | <b>84.60</b> |

\* These amounts have been claimed by Debentures/Preference shareholders but held in abeyance due to non-completion of legal formalities.

**22 Other Current Liabilities**

|                |              |               |
|----------------|--------------|---------------|
| Other Payables | 40.69        | 356.37        |
|                | <b>40.69</b> | <b>356.37</b> |

Other Payables include Statutory Dues, Employees Liabilities, etc.

**23 Short Term Provisions**

|                                |             |             |
|--------------------------------|-------------|-------------|
| Provision for Bonus            | 0.44        | 2.14        |
| Provision for Leave Encashment | 0.41        | 0.59        |
| Provision for Gratuity         | 0.43        | 0.44        |
|                                | <b>1.28</b> | <b>3.17</b> |

(Rs. in Lakh)

| PARTICULARS                                                                            | Year ended<br>31st March 2026 | Year ended<br>31st March 2025 |
|----------------------------------------------------------------------------------------|-------------------------------|-------------------------------|
| <b>24 Revenue From Operations</b>                                                      |                               |                               |
| Sale of Finished Goods                                                                 | 598.45                        | 460.21                        |
| Sale of Services                                                                       | 6.14                          | 131.24                        |
|                                                                                        | <b>604.59</b>                 | <b>591.45</b>                 |
| <b>25 Other Income</b>                                                                 |                               |                               |
| Interest Income                                                                        | 411.20                        | 1,103.82                      |
| Dividend Income                                                                        | 0.01                          | 10.99                         |
| Rent Income                                                                            |                               |                               |
| i) From Investment Property                                                            | 84.07                         | 88.14                         |
| ii) From Others                                                                        | 11.86                         | 56.41                         |
| Profit on Sale of Investments                                                          | 1,839.92                      | 798.14                        |
| Profit on Sale of Assets                                                               | 306.96                        | -                             |
| Miscellaneous Income                                                                   | 48.52                         | 20.97                         |
|                                                                                        | <b>2,702.54</b>               | <b>2,078.47</b>               |
| <b>26 Purchases of Stock In Trade</b>                                                  |                               |                               |
| Purchases during the period                                                            | 325.75                        | 2.25                          |
|                                                                                        | <b>325.75</b>                 | <b>2.25</b>                   |
| <b>27 Cost of Materials Consumed</b>                                                   |                               |                               |
| Opening Stock of Raw materials                                                         | 32.19                         | 52.61                         |
| Add: Purchases during the period                                                       | 177.35                        | 162.88                        |
| Less: Closing Stock of Raw materials                                                   | 90.11                         | 32.19                         |
|                                                                                        | <b>119.43</b>                 | <b>183.30</b>                 |
| <b>28 Change in Inventories of Finished Goods, Work In Progress and Stock In Trade</b> |                               |                               |
| <b>Stock in Trade</b>                                                                  |                               |                               |
| Inventories at the beginning of the year (A)                                           | 241.32                        | 15.71                         |
| Inventories at the end of the year (B)                                                 | 412.14                        | 241.32                        |
| <b>Net Changes in Inventories (A-B)</b>                                                | <b>(170.82)</b>               | <b>(225.61)</b>               |
| <b>29 Employee Benefits Expenses</b>                                                   |                               |                               |
| Salaries and Wages                                                                     | 314.40                        | 266.72                        |
| Contribution to Provident and Other Funds                                              | 17.78                         | 19.23                         |
| Staff Welfare Expenses                                                                 | 11.19                         | 9.78                          |
|                                                                                        | <b>343.37</b>                 | <b>295.74</b>                 |

**30 Finance Cost**
**a) Interest expenses**

|                               |       |       |
|-------------------------------|-------|-------|
| Interest to Banks             | -     | 24.50 |
| Interest on lease liabilities | 16.99 | 20.95 |

**b) Other borrowing costs**

|  |              |              |
|--|--------------|--------------|
|  | 0.93         | 0.10         |
|  | <b>17.92</b> | <b>45.55</b> |

**31 Depreciation & Amortisation Expenses**

|                                    |               |               |
|------------------------------------|---------------|---------------|
| Depreciation on Tangible Assets    | 165.68        | 165.00        |
| Amortization of Intangible assets  | 0.20          | 0.12          |
| Depreciation of Right-of-use asset | 54.34         | 80.33         |
|                                    | <b>220.22</b> | <b>245.45</b> |

**32 Other Expenses**

|                                          |               |               |
|------------------------------------------|---------------|---------------|
| Job Work Expenses                        | 14.61         | 39.25         |
| Consumption of stores and spare parts    | 0.85          | 1.73          |
| Power, Fuel & Water                      | 27.20         | 26.48         |
| Repairs & Maintenance                    | 10.00         | 5.83          |
| Other Direct Expenses                    | 16.03         | 14.45         |
| Rent                                     | 27.95         | 90.75         |
| Rates, Fee & Taxes                       | 30.76         | 16.25         |
| Directors' Sitting Fees                  | 1.84          | 2.01          |
| Auditors' Remuneration                   |               |               |
| - As Audit Fee                           | 3.12          | 3.35          |
| - As Other Services                      | 6.20          | 6.08          |
| Factory Certification Charges            | 2.77          | -             |
| Communication Expenses                   | 8.02          | 15.53         |
| Donation                                 | 0.28          | -             |
| Travelling Expenses                      | 32.04         | 18.55         |
| Office Running Expenses                  | 2.93          | 12.21         |
| Electricity charges                      | 20.82         | 11.54         |
| Establishment Expenses                   | 27.19         | 39.76         |
| Security service charges                 | 19.35         | 19.00         |
| Professional charges                     | 62.32         | 98.97         |
| Retainer Fee                             | 17.17         | 16.69         |
| Legal expenses                           | 77.00         | 23.73         |
| Repairs and Maintenance Expenses         | 25.07         | 31.37         |
| Liquidated Charges and Rejection Charges | 2.45          | 11.92         |
| Miscellaneous expenses                   | 87.46         | 107.28        |
| Loss on Sale of Assets                   | 0.09          | 1.52          |
|                                          | <b>523.52</b> | <b>614.24</b> |

| <b>33</b> | <b>Earnings per Share (EPS)</b>                                                                   | <b>2025-26</b> | <b>2024-25</b> |
|-----------|---------------------------------------------------------------------------------------------------|----------------|----------------|
| (I)       | Net profit available for equity shareholders                                                      | 27,837.04      | 1,267.17       |
| <b>a.</b> | <b>Basic earnings per Equity Share of ₹ 1/- each (in ₹)</b>                                       |                |                |
| i.        | Number of Equity Shares<br>(Denominator used for calculation of E.P.S. based on weighted average) | 12,77,27,295   | 9,04,03,849    |
| ii.       | Basic earnings per Equity Share of ₹ 1/- each (in ₹)                                              | 21.79          | 1.40           |
| <b>b.</b> | <b>Diluted earnings per Equity Share of ₹ 1/- each (in ₹)</b>                                     |                |                |
| i.        | Number of Equity Shares<br>(Denominator used for calculation of E.P.S. based on weighted average) | 12,77,27,295   | 9,04,03,849    |
| ii.       | Diluted earnings per Equity Share of ₹ 1/- each (in ₹)                                            | 21.79          | 1.40           |

**34 Related Party Disclosures:**

Details of related parties with whom transactions have been made are as under:

**A. Associate Concerns**

Nebula3D Services Private Limited  
JK Phillips LLP

**B. Subsidiary Companies**

Neumesh Labs Private Limited  
JK Defence & Aerospace Limited  
JK Digital & Advance Systems Private Limited

Allen Reinforced Plastics Limited(Step Down Subsidiary)  
JK Technosoft Limited (w.e.f. 27.03.2025)

**C. Key Managerial Personnel**

Shri Abhishek Singhania  
Shri Partho Pratim Kar  
Shri Sanjay Jain  
Shri Yogesh Sharma  
Smt. Shikha Rastogi

(up to 18-10-2024)  
(w.e.f 11-02-2025)

Chairman and Managing Director  
Joint Managing Director  
Chief Financial Officer  
Company Secretary  
Company Secretary

**Non Executive Non Independent Director**

Shri Maneesh Mansingka

**Independent Director**

Shri Rajiv Bajaj  
Shri Rajesh Relan  
Smt. Renu Nanda

**D. Entity Significantly influenced by Director & their Relatives**

J.K. Consultancy & Services Private Limited  
J.K. Urbanscapes Developers Limited  
Diensten Tech Limited  
Additive 3 D  
Sir Padampath Singhania Education Centre

- Following are the transactions with related parties as defined under Companies Act, 2013 and Ind AS-24 and  
- were carried out with related parties in the ordinary course of business and on terms equivalent to those that prevails in arm's length transaction.

**A. Associate Concerns**

**i. Nebula3D Services Private Limited**

|                                                       |        |        |
|-------------------------------------------------------|--------|--------|
| a. Investment in Equity Shares                        | 53.45  | 53.45  |
| b. Investment in 9% Non Convertible Preference Shares | 300.00 | 300.00 |
| c. Inter Corporate Deposits                           |        |        |
| Balance at the beginning of the year                  | 62.50  | 62.50  |
| Add : Received during the year                        | -      | -      |
| Balance at the year end                               | 62.50  | 62.50  |
| d. Interest Receivable                                |        |        |
| Balance at the beginning of the year                  | 23.52  | 18.94  |
| Add: Interest Income on Loan ( Net of TDS )           | 5.06   | 5.08   |
| Less: Recovered during the year                       | (4.50) | (0.50) |
| Balance at the year end                               | 24.08  | 23.52  |

**ii. JK Phillips LLP**

|                                                  |          |        |
|--------------------------------------------------|----------|--------|
| a. Investment in Capital                         |          |        |
| Capital Contribution                             | 1.00     | 1.00   |
| b. Inter Corporate Deposits (ICD)                |          |        |
| Balance at the beginning of the year             | 172.00   | 50.00  |
| ICD given during the year                        | 498.00   | 122.00 |
| Less :- Recovered during the year                | (248.00) | -      |
| Balance at the year end                          | 422.00   | 172.00 |
| c. Interest Receivable                           |          |        |
| Balance at the beginning of the year             | 11.19    | 1.08   |
| Add: Interest Income on Loan ( Net of TDS )      | 24.63    | 10.11  |
| Less :- Received back during the year            | (35.82)  | -      |
| Balance at the year end                          | -        | 11.19  |
| d. Reimbursement Of Expenses                     |          |        |
| Outstanding payable at the beginning of the year | -        | -      |
| Add: expenses incurred on behalf during the year | 1.92     | 0.76   |
| Less: Repayment made during the year             | (0.86)   | (0.76) |

|           |                                                                        |                  |                  |
|-----------|------------------------------------------------------------------------|------------------|------------------|
|           | Balance at the year end                                                | 1.06             | -                |
| e.        | <b>Corporate Gurantee</b>                                              | 2,517.28         | -                |
| <hr/>     |                                                                        |                  |                  |
| <b>B.</b> | <b>Subsidiary Companies</b>                                            |                  |                  |
| i.        | <b>Neumesh Labs Private Limited</b>                                    |                  |                  |
| a.        | <b>Investment in Equity Shares</b>                                     | 594.98           | 594.98           |
| b.        | <b>Inter Corporate Deposits</b>                                        |                  |                  |
|           | Balance at the beginning of the year                                   | 998.00           | 742.00           |
|           | Add : Loan given during the year                                       | 80.00            | 274.50           |
|           | Less : Repayment during the year                                       | -                | 18.50            |
|           | <b>Balance at the year end</b>                                         | <b>1,078.00</b>  | <b>998.00</b>    |
| c.        | <b>Interest Receivable</b>                                             |                  |                  |
|           | Balance at the beginning of the year                                   | 197.82           | 120.45           |
|           | Add: Interest Income on Loan ( Net of TDS )                            | 107.28           | 77.37            |
|           | <b>Balance at the year end</b>                                         | <b>305.10</b>    | <b>197.82</b>    |
| d.        | <b>Reimbursement Of Expenses</b>                                       |                  |                  |
|           | Balance at the beginning of the year                                   | 15.64            | -                |
|           | Add: Expenes incurred during the year                                  | 62.54            | 56.57            |
|           | Less: Amount received back during the year                             | (42.91)          | 40.93            |
|           | <b>Balance at the year end</b>                                         | <b>35.28</b>     | <b>15.64</b>     |
| e.        | <b>Trade Payable</b>                                                   |                  |                  |
|           | Balance at the beginning of the year                                   | 37.30            | -                |
|           | Add: Purchases during the year                                         |                  | 37.30            |
|           | Amount paid during the year                                            | 37.30            | -                |
|           | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>37.30</b>     |
| f.        | Corporate Guarantees given                                             | -                | 1,457.64         |
| g.        | <b>Goods purchased/ service received during the year</b>               | -                | 31.62            |
| ii.       | <b>JK Defence &amp; Aerospace Limited</b>                              |                  |                  |
| a.        | <b>Investment in Share Capital</b>                                     |                  |                  |
|           | <b>Equity Share Capital</b>                                            | 1,000.50         | 1,000.50         |
|           | <b>0.1% Optionally Convertible Redeemable Preference Share (OCRPS)</b> |                  |                  |
|           | Balance at the beginning of the year                                   | 12,362.27        | -                |
|           | Add: Invested during the year                                          | 5,100.00         | 12,362.27        |
|           | <b>Balance at the year end</b>                                         | <b>17,462.27</b> | <b>12,362.27</b> |
| b.        | <b>Loans Given</b>                                                     |                  |                  |
|           | Balance at the beginning of the year                                   | -                | 6,375.00         |
|           | Add : Given during the year                                            | -                | 648.50           |
|           | Less : Loan converted into Preference shares (0.1% OCRPS)              | -                | 7,023.50         |
|           | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>-</b>         |
| c.        | <b>Interest Receivable</b>                                             |                  |                  |
|           | Balance at the beginning of the year                                   | 49.86            | 377.57           |
|           | Add: Interest Income on Loan ( Net of TDS )                            | -                | 611.06           |
|           | Less : Loan converted into Preference shares (0.1% OCRPS)              | -                | 938.77           |
|           | Less: Received during the year                                         | (49.86)          |                  |
|           | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>49.86</b>     |
| d.        | <b>Reimbursement of Expenses</b>                                       |                  |                  |
|           | Balance at the beginning of the year                                   | 246.72           | 44.19            |
|           | Add: Expenses incurred on behalf during the year                       | 92.37            | 248.79           |
|           | Less: Received back during the year                                    | (327.14)         | 46.26            |
|           | <b>Balance at the year end</b>                                         | <b>11.96</b>     | <b>246.72</b>    |

|      |                                                                        |                  |                 |
|------|------------------------------------------------------------------------|------------------|-----------------|
| e.   | <b>Interest Receivable on Preference shares (0.1%-OCRPS)</b>           |                  |                 |
|      | Balance at the beginning of the year                                   | 1.98             | -               |
|      | Add: interest income accrued during the year                           | 13.74            | <b>1.98</b>     |
|      | Less: Repayment made during the year                                   | -                | -               |
|      | <b>Balance at the year end</b>                                         | <b>15.72</b>     | <b>1.98</b>     |
| iii. | <b>JK Digital &amp; Advance Systems Private Limited</b>                |                  |                 |
| a.   | <b>Investment in Share Capital</b>                                     |                  |                 |
|      | Equity Share Capital                                                   | 1,000.50         | 1,000.50        |
|      | <b>0.1% Optionally Convertible Redeemable Preference Share (OCRPS)</b> |                  |                 |
|      | Balance at the beginning of the year                                   | 500.00           | -               |
|      | Add: Invested during the year                                          | 1,500.00         | 500.00          |
|      | <b>Balance at the year end</b>                                         | <b>2,000.00</b>  | <b>500.00</b>   |
| b.   | <b>Interest Receivable on Preference shares (0.1%-OCRPS)</b>           |                  |                 |
|      | Balance at the beginning of the year                                   | 0.23             | -               |
|      | Add: interest income accrued during the year                           | 1.64             | 0.23            |
|      | Less: Repayment made during the year                                   | -                | -               |
|      | <b>Balance at the year end</b>                                         | <b>1.88</b>      | <b>0.23</b>     |
| c.   | <b>Inter Corporate Deposits</b>                                        |                  |                 |
|      | Balance at the beginning of the year                                   | 10.00            | 10.00           |
|      | Add : Given during the year                                            | -                | -               |
|      | Less : Paid during the period                                          | (10.00)          | -               |
|      | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>10.00</b>    |
| d.   | <b>Interest Receivable</b>                                             |                  |                 |
|      | Balance at the beginning of the year                                   | 1.49             | 0.59            |
|      | Add: Interest Income on Loan ( Net of TDS )                            | 0.61             | 0.90            |
|      | Less: Received during the period                                       | (2.11)           | -               |
|      | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>1.49</b>     |
| e.   | <b>Reimbursement of Expenses</b>                                       |                  |                 |
|      | Balance at the beginning of the year                                   | 46.41            | 0.12            |
|      | Add: Expenses paid during the year                                     | 72.44            | 46.29           |
|      | Less: Received during the period                                       | 99.17            | -               |
|      | <b>Balance at the year end</b>                                         | <b>19.68</b>     | <b>46.41</b>    |
| f.   | <b>Purchases made during the year</b>                                  | <b>9.48</b>      |                 |
| g.   | <b>Interest Receivable on Preference shares (0.1% OCRPS)</b>           |                  |                 |
|      | Balance at the beginning of the year                                   | 0.23             | -               |
|      | Add: Interest accrued during the year                                  | 1.64             | 0.23            |
|      | Less: Repayment made during the year                                   | -                | -               |
|      | <b>Balance at the year end</b>                                         | <b>1.88</b>      | <b>0.23</b>     |
| iv.  | <b>Allen Reinforced Plastics Limited (Step Down Subsidiary)</b>        |                  |                 |
| a.   | <b>Investment in Equity Share Capital</b>                              |                  |                 |
|      | Balance at the beginning of the year                                   | 9,480.03         | 8,975.55        |
|      | Add: Investment made during the year                                   | 4,540.39         | 504.48          |
|      | <b>Balance at the year end</b>                                         | <b>14,020.42</b> | <b>9,480.03</b> |
| b.   | <b>Trade Receivable</b>                                                |                  |                 |
|      | Balance at the beginning of the year                                   | 0.47             | -               |
|      | Add: Goods Sold / Services provided during the year                    | -                | 51.97           |
|      | Less: Amount Received during the year                                  | 0.47             | 51.50           |
|      | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>0.47</b>     |
| c.   | <b>Reimbursement of Expenses</b>                                       |                  |                 |
|      | Outstanding Payable at the beginning of the year                       | -                | -               |
|      | Add: Expenses incurred on behalf during the year                       | 64.66            | -               |
|      | Less: Repayment made during the year                                   | (64.66)          | -               |
|      | <b>Balance at the year end</b>                                         | <b>-</b>         | <b>-</b>        |

|    |                                             |           |          |
|----|---------------------------------------------|-----------|----------|
| d. | <b>Advance Received against future Sale</b> |           |          |
|    | Balance at the beginning of the year        | -         | -        |
|    | Add: Received During the year               | 580.00    | -        |
|    | Less: Repayment made during the year        | -         | -        |
|    | <b>Balance at the year end</b>              | 580.00    | -        |
| e. | <b>Corporate Gurantee</b>                   | 1,829.76  |          |
| v. | <b>JK Technosoft Limited</b>                |           |          |
|    | <b>Investment in Equity Share Capital</b>   |           |          |
|    | Balance at the beginning of the year        | 8,889.62  |          |
|    | Add: Investment made during the year        | 11,243.46 | 8,889.62 |
|    | <b>Balance at the year end</b>              | 20,133.08 | 8,889.62 |

#### Notes on terms and conditions of transactions with related parties

##### 1 Sales to Related Parties and concerned balance

Sales to related parties are conducted in the ordinary course of business and on an arm's length basis, reflecting terms equivalent to those applicable to unrelated third parties. Accordingly, Jaykay Enterprises Limited (JKEL) mutually negotiates pricing, discounts, and payment terms with related parties by benchmarking these arrangements against comparable transactions with independent, non-related parties.

##### 2 Purchases of goods from related parties

Purchases from related parties are conducted in the ordinary course of business on normal commercial terms, which are comparable to transactions with unrelated third parties. JKEL mutually determines purchase prices, discounts, and payment terms with related parties by benchmarking these arrangements against similar, verified transactions with non-related parties.

##### 3 Reimbursement of Expenses/paid

(a) Reimbursement is claimed from group companies on actual basis.

#### C. Key Managerial Personnel

|   |                                                                | 2025-2026    | 2024-2025    |
|---|----------------------------------------------------------------|--------------|--------------|
| a | Shri Sanjay Jain<br>Remuneration Paid                          | 56.40        | 55.40        |
| b | Shri Yogesh Sharma<br>(up to 18-10-2024)                       | 0            | 12.74        |
| c | Smt. Shikha Rastogi<br>(w.e.f 11-02-2025)<br>Remuneration Paid | 33.45        | 11.34        |
|   | <b>Total</b>                                                   | <b>89.85</b> | <b>79.48</b> |

#### D. Entity Significantly influenced by Key Management Personnel & their Relatives

##### Trade Payable

##### J.K.Consultancy & Services Private Limited

|                                          |             |          |
|------------------------------------------|-------------|----------|
| Balance at the beginning of the year     | -           | -        |
| Add: Expenses paid and Services Rendered | 4.65        | 0.96     |
| Less: Payment made during the year       | -3.79       | 0.96     |
| <b>Balance at the end of the year</b>    | <b>0.86</b> | <b>-</b> |

##### Trade Receivable

##### J.K. Urbanscapes Developers Limited

|                                             |          |          |
|---------------------------------------------|----------|----------|
| Balance at the beginning of the year        | -        | -        |
| Add: Rental income credited during the year | 49.67    | 69.22    |
| Less: Rent received                         | 49.67    | 69.22    |
| <b>Balance at the end of the year</b>       | <b>-</b> | <b>-</b> |

##### Diensten Tech Limited

|                                             |             |             |
|---------------------------------------------|-------------|-------------|
| Balance at the beginning of the year        | 0.18        | 1.10        |
| Add: Rental income credited during the year | 21.45       | 14.44       |
| Less: Rent received                         | 19.48       | 15.36       |
| <b>Balance at the end of the year</b>       | <b>2.16</b> | <b>0.18</b> |

##### Additive 3 D

|                                      |        |        |
|--------------------------------------|--------|--------|
| Balance at the beginning of the year | 152.99 | 137.80 |
|--------------------------------------|--------|--------|

|                                             |          |               |
|---------------------------------------------|----------|---------------|
| Add: Rental income credited during the year | -        | 140.19        |
| Less: Rent received                         | -        | 125.00        |
| Less: Written off during the year           | (152.99) |               |
| <b>Balance at the end of the year</b>       | -        | <b>152.99</b> |

**Sir Padampath Singhania Education Centre**

|                                                            |        |       |
|------------------------------------------------------------|--------|-------|
| Balance at the beginning of the year                       | -      | 1.70  |
| Add: Rental income and electricity charged during the year | 6.85   | 24.32 |
| Less: Amount received during the year                      | (6.85) | 26.02 |
| <b>Balance at the end of the year</b>                      | -      | -     |

**F. Directors and their relatives**

|                                        |      |      |
|----------------------------------------|------|------|
| Sitting Fee to Directors               | 1.84 | 2.01 |
| Rent, Interest and other expenses paid | -    | 2.28 |
| Rent paid (Mr. Abhishek Singhania)     | 0.44 | -    |

**G. Others**

|                                                                              |      |   |
|------------------------------------------------------------------------------|------|---|
| CSR Expenditure (Dr. Gaur Hari Singhania Institute of Management & Research) | 6.04 | - |
|------------------------------------------------------------------------------|------|---|

| 35 | a     | Contingent Liabilities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 2025-26  | 2024-25  |
|----|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
|    | (i)   | In respect of claims against the Company not acknowledged as debts :                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | -        | -        |
|    | (ii)  | In respect of Corporate Guarantee given to Banks for finance provided to subsidiary company-                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |          |          |
|    |       | Neumesh Labs Private Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -        | 1,457.64 |
|    |       | Allen Reinforced Plastics Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 1,829.76 | -        |
|    |       | JK Phillips LLP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 2,517.28 | -        |
|    | (iii) | The Company has filed an appeal against the order of the Deputy Commissioner (Customs) dated June 1, 2022, whereby the Deputy Commissioner confirmed the customs duty demand along with applicable interest in respect of certain EPCG authorisations availed by the Company during the years 1995-1997. The appeal has been decided by the Commissioner (Appeals), and the matter has been remanded back to the Deputy Commissioner for de novo adjudication. Presently, the personal hearing is being conducted before the Deputy Commissioner. The last personal hearing was held on October 27, 2025, during which the Company presented its submissions before the Customs Officer. The matter is currently pending adjudication, and the Company is awaiting the final order (net of ₹71.95 lakhs paid under protest). | 887.44   | 887.44   |
|    | (iv)  | <b>Capital Commitments</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | NIL      | NIL      |
|    | (v)   | <b>Commitments</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |          |          |
|    |       | Uncalled liability on shares and other investment partly paid                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 930.54*  | NIL      |
|    |       | Excluding share premium of Rs. 64.88 per share                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |          |          |

| Name of the investee company | Class of shares | Number of shares | Face value of shares | Paid up value per shares | Uncalled amount per shares | Total uncalled liability |
|------------------------------|-----------------|------------------|----------------------|--------------------------|----------------------------|--------------------------|
| JK Technosoft Limited        | Equity          | 1,24,07,276      | Rs.10.00             | Rs. 2.50                 | Rs. 7.50                   | 930.54 lakh              |

**36 Terms and Conditions of Transactions with Related Parties**

The sales and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Out standing balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

**37** Previous year's figures have been regrouped/reclassified and restated wherever necessary to correspond with the current year's classification / disclosure.

**38** The business of the associate Nebula 3D Services Private Limited has substantial accumulated losses carried forward from previous years resulting in erosion of Net worth as at 31st March 2026. However, the management is having a positive future outlook of the Associate's business as a going concern. Therefore the management opines that there is no need to impair the value of Investment in Associate.

**39**
**Details of dues to micro and small enterprises as defined under the MSMED, 2006**

Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year ended 31 March 2026 and 31 March 2025 are given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

| Sr. No. | Particulars                                                                                                                                                                                                                                                                                                     | As at 31 March 2026 | As at 31 March 2025 |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|---------------------|
| 1       | Principal amount remaining unpaid to any supplier as at the end of the accounting year                                                                                                                                                                                                                          | 30.26               | 107.66              |
| 2       | Interest due thereon remaining unpaid to any supplier as at the end of the accounting year                                                                                                                                                                                                                      | -                   | -                   |
| 3       | The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year                                                                | -                   | -                   |
| 4       | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006. The amount of interest accrued and remaining unpaid at the end of each accounting year | -                   | -                   |
| 5       | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.                            | -                   | -                   |
|         | Dues to Micro and Small Enterprises have been determined to the extent declarations received from vendors.                                                                                                                                                                                                      | -                   | -                   |

**40**
**Additional regulatory information required under Schedule III:-**

- A. The company did not enter any transaction with companies struck off under section 24B of the Companies Act, 2013 or section 560 of Companies Act, 1956. There are no outstanding balances (payable to/receivable from) with struck off companies.
- B. There are no charges or satisfaction yet to be registered with Ministry of Corporate Affairs/ Registrar of Companies beyond the statutory period as no loans/guarantees have been taken by the company except the following charges with Ministry of Corporate Affairs/ Registrar of Companies are still pending with Banks:

(i)

| Sr. No. | SRN       | Charge ID | Charge Holder Name  | Date of creation | Amount       | Address                                                                                                                    |
|---------|-----------|-----------|---------------------|------------------|--------------|----------------------------------------------------------------------------------------------------------------------------|
| 1       | AB1322042 | 100980117 | State Bank of India | 02-09-2024       | 29,22,00,000 | SME Hyderabad Branch, H. No.3-6-199, No.302, 3rd Floor, Above Westside, Hyderabad, Himayathnagar, Telangana, India, 500029 |
| 2       | AA2072017 | 100710814 | State Bank of India | 27-02-2023       | 3,00,00,000  | SME Industrial Estate Branch, 64-D, Fazal Ganj, Kanpur Nagar, Kanpur, Uttar Pradesh, India, 208012                         |

- (ii) The company has not created charge on fixed deposit pledge with bank against overdraft facility . But same is not required to be registered as per the arrangement with the bank.
- C. The company has complied with prescribed number of layers of companies.
- D. The company has not entered in any Scheme of Arrangements and no Scheme of Arrangements has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act 2013.
- E. The company did not hold any Benami Properties and no proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- F. The company is not declared willful defaulter by any bank or financial institution or any other lender.
- G. The company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- H. There are no unrecorded transactions in the books of accounts, which have been surrendered/disclosed as income during the year in the tax assessments under the Income Tax Act 1961.

- I. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- J. No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- K. In the opinion of the management and to the best of their knowledge and belief the value on the realisation of the current assets, loans, if realised in the ordinary course of business, will not be less than the amount at which they have been stated in the Balance Sheet.

#### 41 Employee Benefits

The Company Contributes to the following post-employment defined benefit plans in India:

Disclosures in terms of Ind AS-19 are as under:-

##### i). Defined Contribution Plans

The Company makes Contribution towards Provident Fund and Superannuation Fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to the fund benefits. The defined contribution plan recognised as expenses are as under:

|                                                | Rs. in Lakh |         |
|------------------------------------------------|-------------|---------|
|                                                | 2025-2026   | 2024-25 |
| Employer's contribution to Provident Fund      | 16.10       | 14.20   |
| Employer's contribution to Pension Fund        | 1.21        | 0.86    |
| Employer's contribution to Superannuation Fund | -           | -       |

##### ii). Defined Benefit Plans

The Employees Gratuity Fund Scheme managed by a Trust is a defined benefit Plan.

The present value of obligation is determined based on actuarial valuation using the projected unit credit method.

The obligation for leave encashment is recognised in the same manner as gratuity.

| Particulars                                                                       |  | Rs. in Lakh |             |                  |             |
|-----------------------------------------------------------------------------------|--|-------------|-------------|------------------|-------------|
|                                                                                   |  | Gratuity    |             | Leave encashment |             |
|                                                                                   |  | Funded      |             | Unfunded         |             |
|                                                                                   |  | 2025-2026   | 2024-25     | 2025-2026        | 2024-25     |
| <b>A. Profit &amp; Loss (P&amp;L) Account</b>                                     |  |             |             |                  |             |
| 1. Current Service Cost                                                           |  | 6.11        | 4.11        | 3.97             | 3.75        |
| 2. Past Service Cost - Plan amendments                                            |  |             |             |                  |             |
| 3. Curtailment cost/ (credit)                                                     |  |             |             |                  |             |
| 4. Settlement cost / (credit)                                                     |  |             |             |                  |             |
| 5. <b>Service Cost</b>                                                            |  | 6.11        | 4.11        | 3.97             | 3.75        |
| 6. Net interest on net defined benefit liabilities / (assets)                     |  | 0.46        | 0.18        | 0.43             | 0.35        |
| 7. Immediate recognition of (gain)/losses - other long term employee benefit plan |  |             |             | (4.64)           | (1.32)      |
| 8. <b>Cost recognised in P&amp;L</b>                                              |  | <b>6.56</b> | <b>4.29</b> | <b>(0.25)</b>    | <b>2.78</b> |
| <b>B. Other Comprehensive Income (OCI)</b>                                        |  |             |             |                  |             |
| 1. Actuarial (gain)/loss arising during period                                    |  | (0.69)      | (2.76)      | (4.64)           | (1.32)      |
| 2. Return on plan assets (greater)/less than discount rate                        |  |             |             |                  |             |
| 3. Actuarial (gain)/losses recognised in OCI                                      |  | (0.69)      | (2.76)      |                  |             |
| 4. Adjustment for limit on net assets                                             |  | -           | -           |                  |             |
| <b>C. Defined Benefit Cost</b>                                                    |  |             |             |                  |             |
| 1. Service Cost                                                                   |  | 6.11        | 4.11        | 3.97             | 3.75        |
| 2. Net interest on net defined benefit liabilities / (assets)                     |  | 0.46        | 0.18        | 0.43             | 0.35        |
| 3. Actuarial (gain)/losses recognised in OCI                                      |  | (0.69)      | (2.76)      |                  |             |
| 4. Immediate recognition of (gain)/losses - other long term employee benefit plan |  |             |             | (4.64)           | (1.32)      |
| 5. <b>Defined Benefit Cost</b>                                                    |  | <b>5.87</b> | <b>1.53</b> | <b>(0.25)</b>    | <b>2.78</b> |

|           |                                                                       |                |               |               |               |
|-----------|-----------------------------------------------------------------------|----------------|---------------|---------------|---------------|
| <b>D.</b> | <b>Development of Net Balance Sheet Position</b>                      |                |               |               |               |
| 1.        | Defined benefit obligation (DBO)                                      | 12.77          | 6.90          | (6.05)        | (6.44)        |
| 2.        | Fair value of plan assets (FVA)                                       | -              | -             |               |               |
| 3.        | Funded status [surplus/(deficit)]                                     | (12.77)        | (6.90)        | (6.05)        | (6.44)        |
| 4.        | Effect of Assets celling                                              |                |               |               |               |
| 5.        | <b>Net defined benefit asset/(liability)</b>                          | <b>(12.77)</b> | <b>(6.90)</b> | <b>(6.05)</b> | <b>(6.44)</b> |
| <b>E.</b> | <b>Reconciliation of Net Balance Sheet Position</b>                   |                |               |               |               |
| 1.        | <b>Net defined benefit asset/(liability) at end of prior period</b>   | (6.90)         | -             | (6.44)        | 4.77          |
| 2.        | Service Cost                                                          | 6.11           | 4.11          | 3.97          | 3.75          |
| 3.        | Net interest on net defined benefit liabilities / (assets )           | 0.46           | 0.18          | 0.43          | 0.35          |
| 4.        | Amount recognised in OCI                                              | (0.69)         | (2.76)        | (4.64)        | (1.32)        |
| 5.        | Employer contribution                                                 |                |               |               |               |
| 6.        | Benefit paid directly by the Company                                  |                |               | (0.14)        | (1.35)        |
| 7.        | Acquisitions credit/(cost)                                            |                |               |               |               |
| 8.        | Divestitures                                                          |                |               |               |               |
| 9.        | Cost of termination benefit                                           |                |               |               |               |
| 10.       | <b>Net defined benefit asset/(liability) at end of current period</b> | <b>(12.77)</b> | <b>(6.90)</b> | <b>(6.05)</b> | <b>(6.44)</b> |
| <b>F.</b> | <b>Change in Defined Benefit Obligation (DBO)</b>                     |                |               |               |               |
| 1.        | <b>DBO at end of prior period</b>                                     | <b>6.90</b>    | <b>5.17</b>   | <b>6.44</b>   | <b>5.01</b>   |
| 2.        | Current service cost                                                  | 6.11           | 4.11          | 3.97          | 3.75          |
| 3.        | Interest cost on the DBO                                              | 0.46           | 0.18          | 0.43          | 0.35          |
| 4.        | Curtailment (credit)/cost                                             |                |               |               |               |
| 5.        | Settlement (credit)/cost                                              |                |               |               |               |
| 6.        | <b>Past service cost - plan amendments</b>                            |                |               |               |               |
| 7.        | Acquisitions(credit)/cost                                             |                |               |               |               |
| 8.        | Actuarial (gain)/loss - experience                                    | (0.69)         | (2.40)        | (4.64)        | (1.32)        |
| 9.        | Actuarial (gain)/loss - demographic assumptions                       |                |               |               |               |
| 10.       | Actuarial (gain)/loss - financial assumptions                         |                |               |               |               |
| 11.       | Benefit paid directly by the Company                                  |                |               | (0.14)        | (1.35)        |
| 12.       | Benefit paid from plan assets                                         | -              | -             | -             | -             |
| 13.       | <b>DBO at end of current period</b>                                   | <b>12.77</b>   | <b>7.06</b>   | <b>6.05</b>   | <b>6.44</b>   |
| 14.       | <b>DBO at end of current period (HO)</b>                              | <b>9.10</b>    | <b>5.20</b>   | <b>3.52</b>   | <b>5.04</b>   |
| 15.       | <b>DBO at end of current period (Branch)</b>                          | <b>3.67</b>    | <b>1.86</b>   | <b>2.54</b>   | <b>1.40</b>   |
| <b>G.</b> | <b>Change in Fair Value of Plan Assets</b>                            |                |               |               |               |
| 1.        | <b>Fair Value of Plan Assets at end of previous financial year</b>    |                |               | <b>32.77</b>  | <b>32.77</b>  |
| 2.        | Acquisition adjustment                                                |                |               |               |               |
| 3.        | Interest Income on plan assets                                        |                |               |               |               |
| 4.        | Employer Contributions                                                |                |               |               |               |
| 5.        | Return on plan assets greater/(lesser) than discount rate             |                |               |               |               |
| 6.        | Benefits paid                                                         |                |               | -             | -             |
| 7.        | <b>Fair Value of Plan Assets at end of financial year</b>             |                |               | <b>32.77</b>  | <b>32.77</b>  |
|           |                                                                       |                |               | -             | 0             |
| <b>H.</b> | <b>Actuarial Assumptions:</b>                                         |                |               |               |               |
| 1.        | Discount Rate                                                         | 7.00%          | 6.50%         | 7.00%         | 6.50%         |
|           |                                                                       | Indian         | Indian        | Indian        | Indian        |
|           |                                                                       | Assured        | Assured       | Assured       | Assured       |
| 2.        | Mortality Rate                                                        | Lives          | Lives         | Lives         | Lives         |
|           |                                                                       | Mortality      | Mortality     | Mortality     | Mortality     |
|           |                                                                       | (2012-14) Ult  | (2012-14) Ult | (2012-14) Ult | (2012-14) Ult |
| 3.        | Withdrawal Rate                                                       | 10.00%         | 10.00%        | 10.00%        | 5.00%         |
| 4.        | Salary Escalation Rate                                                | 10.00%         | 10.00%        | 10.00%        | 10.00%        |
| 5.        | Maximum limit                                                         | 2000000/-      | 2000000/-     |               |               |

**Note No.42- Financial Ratios**

Following are the key ratios as per the requirement of Schedule III of Companies Act 2013.

|    |                                 |                                                                                                                 | FY 2025-26 | FY 2024-25 | % Variance | Reason for change where change is more than 25% |
|----|---------------------------------|-----------------------------------------------------------------------------------------------------------------|------------|------------|------------|-------------------------------------------------|
| 1  | Current Ratio                   | Current Assets/ Current Liabilities                                                                             | 5.26       | 14.71      | -64.22%    | <b>Note A</b>                                   |
| 2  | Debt Equity Ratio               | Total Debt/ Total Equity                                                                                        | 0.0035     | 0.0066     | -46.70%    | <b>Note B</b>                                   |
| 3  | Debt Service Coverage Ratio     | Earning available for debt service/ Interest expenses+ Lease payment+ Principal repayments made during the year | 25.85      | 3.37       | 667.14%    | <b>Note C</b>                                   |
| 4  | Return on equity ratio          | PAT- Preference dividend (if any) / Average Shareholder equity                                                  | 48.24%     | 4.66%      | 934.65%    | <b>Note D</b>                                   |
| 5  | Inventory Turnover Ratio        | Cost of Goods Sold/ Average Inventory                                                                           | 0.65       | 0.90       | -27.39%    | <b>Note E</b>                                   |
| 6  | Trade Receivable Turnover Ratio | Net Credit sale/ Average Trade Receivable                                                                       | 1.31       | 1.78       | -26.44%    | <b>Note F</b>                                   |
| 7  | Trade Payable Turnover Ratio    | Net Credit Purchase/ Average Trade Payable                                                                      | 2.27       | 0.94       | 139.92%    | <b>Note G</b>                                   |
| 8  | Net Capital Turnover Ratio      | Net Annual Sale/ Net Working Capital                                                                            | 0.15       | 0.05       | 180.41%    | <b>Note H</b>                                   |
| 9  | Net Profit Ratio                | Profit After Tax/ Net Value of Sales and Services                                                               | 4604.25%   | 214 .25%   | 2049.01%   | <b>Note I</b>                                   |
| 10 | Return on Capital Employed      | Earning before tax & interest/ Capital Employed                                                                 | 36.64%     | 3.98%      | 820.42%    | <b>Note J</b>                                   |
| 11 | Return on Investment            | Net Income/ Cost of Investment                                                                                  | 2.67%      | 3.05%      | -12.23%    | -                                               |

**Note A** Current Ratio is lower in current year due to reduction of current assets as compared to previous year.

**Note B** Debt equity Ratio has decreased due to increase in equity on account of significant increase in PAT resulting from gains arising on investment remeasurement at fair value.

**Note C** Debt Service Coverage Ratio has increased due to significant increase in PAT on account of on gains arising on investment remeasurement at fair value.

**Note D** Return on equity Ratio has increased in current year due to significant increase in PAT resulting from gains arising on investment remeasurement at fair value.

**Note E** Inventory Turnover Ratio has decreased due to decrease in cost of materials consumed during the year.

**Note F** Trade Receivable Turnover Ratio is impacted due to increase in credit period.

**Note G** Trade Payable Turnover Ratio has increased due to increase in purchases during the year and increase in credit period.

**Note H** Net Capital Turnover Ratio has increased due to reduction in Current assets as compared to previous year.

**Note I** Net Profit Ratio is impacted due to inclusion of exceptional items in statement of Profit/loss.

**Note J** Return on Capital Employed is higher in current year due to significant increase in PAT resulting from gains arising on investment remeasurement at fair value.

**43 Exceptional Items**
**Fair value of Investment in equity shares of JK Urbanscapes Developers Limited**

During the current financial year, the company has recognized a fair value gain of Rs. 26,265.71 lakh on its investment in 9,510,360 equity shares of JK Urbanscapes Developers Limited to comply with the provisions of Ind AS 109.

Following the company's first-time adoption of Ind AS in 2016-17, these shares were measured at a deemed cost of Rs. 1 each. These shares were not previously marked to fair value due to the prevailing lack of business visibility and legal complexities surrounding them.

With clarity of business and to ensure the financial statements reflect a true and fair view of the company's financial position as at March 31, 2026, management has opted to measure these shares at fair value. Consequently, the resulting fair value gain of Rs. 26,265.71 lakh has been disclosed as an Exceptional Item in the Statement of Profit and Loss.

It also includes the following items: Sundry Debtors written off of Rs 152.99 lakhs and Loss on disposal of Fixed assets Rs 76.96 lakhs

**44 Impairment Assessment of Investments and loans to subsidiary**

The company holds investment in equity shares Rs. 594.98 lakh in its subsidiary Neumesh Labs Private Limited, along with outstanding loan of Rs. 1078 lakh. As at 31<sup>st</sup> March 2026, the subsidiary has accumulated losses resulting in a negative net worth and temporary liquidity shortfall. The management has reviewed an impairment assessment based on future business projections and long-term value creation. Based on this review, the underlying value exceeds the carrying value of investment and loans. Therefore management is of the view that looking to strategic planning of the subsidiary and future business projection, no provision for impairment is considered necessary.

**45** As per the financial statements for the fiscal year ended March 31, 2026, the company's financial assets and the income derived therefrom exceeded 50% of the total assets and gross income, respectively. Consequently, the company meets the financial criteria for a Non-Banking Financial Company (NBFC) under Section 45-IA of the Reserve Bank of India Act, 1934. However, the company's principal business activities remain in digital manufacturing, software design and development, and the manufacturing of aerospace parts and accessories. The primary financial assets held are strategic investments in wholly owned subsidiaries and group companies. The company does not engage in any other financial operations that typically attract NBFC registration requirements. Therefore, it is the management's considered view that the company is not required to obtain registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. Nonetheless, the management has obtained the opinion from external independent consultant who is also of the opinion that mandatory registration for NBFC is not applicable to the company's current operational structure under section 45 - IA of the Reserve Bank of India Act, 1934.

**46** Details of utilisation of Rs 14614.42 lakh raised through issue of right shares and amount remained unutilised till 31st March, 2026 is as under :

| (Rs. in Lakh) |                                                                                                               |                                           |                             |                                                                               |
|---------------|---------------------------------------------------------------------------------------------------------------|-------------------------------------------|-----------------------------|-------------------------------------------------------------------------------|
| Sl.No         | Item Head                                                                                                     | Amounts as proposed in the offer document | Modified Allocation, if any | Amount Utilized<br>At the end of period ended on 31 <sup>st</sup> March, 2026 |
| <b>1</b>      | <b>JK Defence &amp; Aerospace Limited (Subsidiary)</b>                                                        |                                           |                             |                                                                               |
|               | Purchase of Plant & Machinery                                                                                 | 1,553.61                                  | 100.00                      | -                                                                             |
|               | Purchase of Land                                                                                              | 1403.53                                   | 1403.53                     | 1387.20                                                                       |
|               | Construction of Building                                                                                      | 1655.64                                   | 100.00                      | 24.00                                                                         |
|               | Other Miscellaneous (including but not limited to pre-liminary regulatory expenses, staffing, marketing etc.) | 542.75                                    | 1,000.00                    | 914.36                                                                        |
|               | Repayment of loan taken by JK Defence                                                                         | 3,300.00                                  | 6,900.00                    | 6,873.82                                                                      |
| <b>2</b>      | <b>JK Digital and Advance System Private Limited (Subsidiary)</b>                                             |                                           |                             |                                                                               |
|               | Purchase of Plant & Machinery                                                                                 | 3,600.00                                  | 2,300.00                    | 2,224.29                                                                      |
|               | Center of Excellence LAB                                                                                      | 200.00                                    | 300.00                      | 272.42                                                                        |
|               | Cost 3d Machines and Quality Labs Interior Works                                                              | 1,000.00                                  | 1,000.00                    | 282.12                                                                        |
| <b>3</b>      | <b>General Corporate Expenses</b>                                                                             | 1,277.42                                  | 1,422.80                    | 1,235.76                                                                      |
| <b>4</b>      | <b>Issue Expenses</b>                                                                                         | 82.00                                     | 88.60                       | 88.60                                                                         |

**47 Trade receivables and Contract Balances:**

The following table provides the information about receivables and contract liabilities from contracts with customer:

| (Rs. In lakh)               |                                   |                                   |
|-----------------------------|-----------------------------------|-----------------------------------|
| Particulars                 | As on 31 <sup>st</sup> March 2026 | As on 31 <sup>st</sup> March 2025 |
| Trade Receivables (Current) | 563.17                            | 362.61                            |
| <b>Contract Assets</b>      |                                   |                                   |
| - Unbilled Receivables      | -                                 | -                                 |
| <b>Contract Liabilities</b> |                                   |                                   |
| - Advance from Customers    | -                                 | -                                 |

Contract Assets represents goods and services sold to Customers for which invoicing will be done at a future date. Contract liabilities are the advances paid by the customers against which supply of products is to happen after the reporting date

**Change in contract liabilities**
**(Rs. In lakh)**

| Particulars                                                                                                    | As on 31 <sup>st</sup><br>March 2026 | As on 31 <sup>st</sup><br>March 2025 |
|----------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|
| Balance at the beginning of the Year                                                                           | NIL                                  | NIL                                  |
| <b>Less:</b> Revenue recognized that was included in Advances balance at the beginning of the year             | NIL                                  | NIL                                  |
| <b>Add:</b> Increase due to invoicing during the year, excluding amounts recognized as revenue during the year | NIL                                  | NIL                                  |
| Balance at the End of the year                                                                                 | NIL                                  | NIL                                  |

Set out below are the carrying amounts of lease liabilities and the movements during the year:

**(Rs. In lakh)**

| Particulars                  | As at     | As at     |
|------------------------------|-----------|-----------|
|                              | 31-Mar-26 | 31-Mar-25 |
| Opening Balance              | 207.43    | 281.91    |
| Addition                     | 228.36    | -         |
| Deletions                    | 113.81    | -         |
| Accretion of interest        | 16.99     | 20.95     |
| Payment of lease liabilities | 61.90     | 84.21     |
| Adjustment during the year   | 76.02     | 11.23     |
| <b>Closing Balance</b>       | 201.05    | 207.43    |
| Current                      | 36.94     | 87.25     |
| Non - current                | 164.11    | 120.18    |

The table provides details regarding the contractual maturities of lease liabilities as at 31March 2026 and 31 March 2025 on an undiscounted basis.

**(Rs. In lakh)**

| Particulars          | As at<br>31-Mar-26 | As at<br>31-Mar-25 |
|----------------------|--------------------|--------------------|
| Less than one year   | 36.94              | 87.25              |
| One to five years    | 164.11             | 120.18             |
| More than five years | -                  | -                  |

The company does not face a significant risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

**The following are the amounts recognized in profit or loss:**

**(Rs. In lakh)**

| Particulars                                                                                      | As at<br>31-Mar-26 | As at<br>31-Mar-25 |
|--------------------------------------------------------------------------------------------------|--------------------|--------------------|
| Depreciation expense of right-of-use assets                                                      | 54.34              | 80.33              |
| Interest expense on lease liabilities                                                            | 16.99              | 20.95              |
| Expense relating to short-term leases & leases of low -value assets (included in other expenses) | NIL                | NIL                |
| <b>Total amount recognized in profit or loss</b>                                                 | 71.33              | 101.28             |

**48 Financial Instruments and Related Disclosures**

The Company's financial strategy aims to support its strategic priorities and provide adequate capital to its businesses for growth and creation of sustainable stakeholder value. The Company funds its operations majorly through internal accruals . The Company aims at maintaining a strong capital base largely towards supporting the future growth of its businesses as a going concern.

**Categories of Financial Instruments**
**(Rs. In lakh)**

| Particulars                       | Note | As at 31st March,2026 |            | As at 31st March,2025 |            |
|-----------------------------------|------|-----------------------|------------|-----------------------|------------|
|                                   |      | Carrying Value        | Fair Value | Carrying Value        | Fair Value |
| <b>FINANCIAL ASSETS</b>           |      |                       |            |                       |            |
| <b>Measured at amortized cost</b> |      |                       |            |                       |            |
| Investments                       | 4    | 68,811.51             | 68,811.51  | 24,702.50             | 24,702.50  |
| Trade Receivables                 | 7    | 563.17                | 563.17     | 362.61                | 362.61     |
| Cash and Cash Equivalents         | 8    | 307.25                | 307.25     | 294.12                | 294.12     |
| Other Bank Balances               | 9    | 1228.68               | 1228.68    | 6658.78               | 6658.78    |

|                                           |        |                  |                  |                  |                  |
|-------------------------------------------|--------|------------------|------------------|------------------|------------------|
| Loans                                     | 10     | 1562.50          | 1562.50          | 1242.5           | 1242.5           |
| Other Financial Assets                    | 5 & 11 | 1212.26          | 1212.26          | 973.45           | 973.45           |
| <b>Sub-total</b>                          |        | <b>73685.37</b>  | <b>73685.37</b>  | <b>34,233.96</b> | <b>34,233.96</b> |
| <b>Measured at fair value through OCI</b> |        |                  |                  |                  |                  |
| Investments                               | 4      | 0.30             | 0.30             | 1858.04          | 1858.04          |
| <b>Total Financial Assets</b>             |        | <b>73,685.67</b> | <b>73,685.67</b> | <b>36,092.00</b> | <b>36,092.00</b> |
| <b>FINANCIAL LIABILITIES</b>              |        |                  |                  |                  |                  |
| <b>Measured at amortized cost</b>         |        |                  |                  |                  |                  |
| Borrowings                                | 16     | 65.79            | 65.79            | 48.6             | 48.6             |
| Lease Liabilities                         | 17     | 201.05           | 201.05           | 207.43           | 207.43           |
| Trade Payables                            | 20     | 154.20           | 154.20           | 238.81           | 238.81           |
| Other Financial Liabilities               | 21     | 660.88           | 660.88           | 84.6             | 84.6             |
| <b>Total Financial Liabilities</b>        |        | <b>1,081.93</b>  | <b>1081.93</b>   | <b>579.44</b>    | <b>579.44</b>    |

## 49 FINANCIAL RISK MANAGEMENT

### OBJECTIVES:

The company has proper system of risk management policies and procedure and internal financial control aimed at ensuring early identification Evaluation and management of key financial risks (Such as credit risk, liquidity risk and market risk) that may cause as a consequence of business or operation as well as its investing and financial activities. Risk Management policies and systems are reviewed regularly to reflect changes in market condition and the Company's activities.

The company has exposure to the following risks arising from financial instruments:

- Credit Risk
- Liquidity Risk
- Market Risk

### Credit Risk:

The risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The company's historical experience of collecting receivables and the level of default indicate the credit risk as low.

The company establish an allowance for impairment that represents its expected credit losses in respect of trade receivable, loans and other receivable. During the year based on specific assessment, the company has not recognised any trade receivable, loans and other receivable as bad debts.

### Liquidity Risk :

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Prudent the company's approach to managing liquidity is to ensure, as far as possible, that the company will have sufficient liquidity to meet its liabilities when they are due under both normal and stressed conditions without incurring unacceptable loss or damage to the company's goodwill/reputation.

The company's current assets aggregate to Rs. 5051.84 lakh, (Rs.12043.86) lakh against an aggregate current liability of Rs. 959.78 Lakh, (Rs. 818.80) lakh.

Non Current Liability of Rs. 453.35 Lakh, (Rs.368.20) Lakh on the reporting date 31-03-2026 and Previous year ended (31.03.2025) respectively. Further, while the company's total equity Rs. 76,370.37 lakh, (Rs. 39,052.17) lakh. It has total borrowings Rs. 65.79 lakh, (Rs. 48.60) lakh.

In above circumstances, liquidity risk or the risk that the company may not be able to settle or meet obligations as they become due does not exist.

### Market Risk :

The risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

The company is not an active investor in equity markets.

### FAIR VALUE MEASUREMENT:

Fair value hierarchy:

Fair value of the financial instruments is classified in various fair value hierarchies based on the following three levels

#### Level 1:

Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A quoted price in an active market provides the most reliable evidence of fair value and shall be used without adjustment to measure fair value.

**Level 2:**

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

**Level 3:**

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs shall be used to measure fair value to the extent that relevant observable inputs are not available.

The fair value of trade receivable, loan, trade payable and current financial assets and liabilities is considered to be equal to the carrying amounts of these items due their short term nature.

50 The Financial statements were approved for issue by the Board of Directors on 27th May, 2026.

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF JAYKAY ENTERPRISES LIMITED

#### Report on the Audit of the Consolidated Financial Statements

#### Qualified Opinion

We have audited the accompanying consolidated financial statements of JAYKAY ENTERPRISES LIMITED as the holding company and its subsidiaries ("hereinafter referred to as "the Group"), its associates, which comprise the consolidated balance sheet as at 31st March 2026, and the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies ( hereinafter referred to as " the consolidated financial statements ").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described under the heading "**Basis for Qualified Opinion "paragraph below** , including the matters whose effect on the loss for the year and assets/ liabilities as at March 31, 2026 is unascertainable , the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards ) Rules 2015, as amended ,("Ind AS ") and other accounting principles generally accepted in India, of the consolidated state of affairs of the group as at March 31, 2026, and consolidated profit , consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for qualified Opinion

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

#### We invite attention to the following:

- (i) *Balances in respect of current liabilities including borrowings, trade payable, other financial liabilities and other current liabilities, current assets including trade receivables, other financial assets and other current assets are under reconciliation. Impact, if any on the assets/ liabilities and or income/ expenditure consequent to such reconciliation is presently not ascertainable in subsidiary Neumesh Labs Private Limited.*
- (ii) *Deferred Tax Assets amounting to Rs.403 lakh has been recognized in non-compliance of Ind AS 12 (Income Tax) without any evidence of availability of future taxable profit in subsidiary Neumesh Labs Private Limited).*
- (iii) *Revenue expenditure amounting to Rs. 48.60 lakh has been capitalized under the head Capital Work in Progress which is non - compliance of Ind AS -16 in Subsidiary - J K Defense and Aerospace Limited.*

*Without the recognition of the deferred tax asset and revenue expenses being capitalised, the profit for the year would have decreased by Rs. 451.60 lakh. Concurrently, deferred tax assets would have decreased by the Rs. 403 lakh and Capital Works in Progress decreased by Rs. 48.60 lakh, resulting in a corresponding Decrease of Rs. 451.60 lakh in other equity.*

#### Emphasis of Matter

- (I) We draw attention to note no 45 to the standalone audited financial statements for the year ended on 31<sup>st</sup> March 2026

As per the financial statements for the fiscal year ended March 31, 2026, the company's financial assets and the income derived therefrom exceeded 50% of the total assets and gross income, respectively. Consequently, the company meets the financial criteria for a Non-Banking Financial Company (NBFC) under Section 45-IA of the Reserve Bank of India Act, 1934. However, the company's principal business activities remain in digital manufacturing, software design and development, and the manufacturing of aerospace parts and accessories. The primary financial assets held are strategic investments in wholly owned subsidiaries and group companies. The company does not engage in any other financial operations that typically attract NBFC registration requirements.

Therefore, it is the management's considered view that the company is not required to obtain registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. Nonetheless, the management has obtained the opinion from external independent consultant who is also of the opinion that mandatory registration for NBFC is not applicable to the company's current operational structure under section 45 - IA of the Reserve Bank of India Act, 1934.

Our opinion is not modified in respect of the above matter.

(ii) We draw your attention to the following para of auditor's report of subsidiaries and associate

**(a) J K Technosoft Limited (subsidiary)**

JKT Bangladesh Pvt. Ltd. where management has decided to voluntary winding up of the company in view of the same the accounts of the company are not prepared on Going concern basis and has been prepared on realisable value basis.

Our Opinion is not modified in respect of above matter.

**(b) Allen Reinforced Plastics Limited (Subsidiary)**

We draw attention to the matter disclosed in **Note 4.12 (D)** of the financial statements. regarding a case filed by the Central Bureau of Investigation (CBI) in the year 2021, wherein the company has been named as a co- accused along with two erstwhile directors and certain serving and retired public servants.

The management is of the view that the matter is not expected to result in any financial impact on the company. Accordingly, no provision or contingent liability has been recognised or disclosed in the financial statements in respect of said matters.

Our Opinion is not modified in this regard.

**(c) Nebula 3D Services Private Limited (Associate)**

We draw attention to Note 24 (I) of the accompanying the financial statements which indicates that the Company has substantial accumulated losses carried forward from the previous year and has incurred significant losses during the current year and previous financial years resulting in erosion of net worth as at 31 March 2026. However, the financial statements of the Company have been prepared on a going concern basis based on the financial support confirmed by the shareholders and other reasons stated in the said Note.

Our opinion is not modified in respect of this matter.

**(d) Neumesh Labs Private Limited**

The company has had minimal manufacturing or trading activities during the financial year. All the property, plant and equipment have been disposed of. The company's net worth is fully eroded and reduced to negative, its current liabilities substantially exceeded the current assets. However, the financial statements have been prepared under the going concern assumption considering the strategic position and legal steps taken by the management.

Our opinion is not modified in respect of above matter.

**(e) J K Defence & Aerospace Limited**

The company has had no manufacturing or trading activities during the financial year. There is no operating income since 2023-24. The company's net worth is fully (excluding equity components of optionally convertible redeemable preference share) eroded and its current liabilities substantially exceeded the current assets. However, the financial statements have been prepared under the going concern assumption.

Our opinion is not modified in respect of above matter.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended March 31, 2026. These matters were addressed in the context of our audit of the consolidated financial statements and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key Audit Matters to be communicated in our reports.

| Sl.no. | Reporting                                                                                                                                                                                                                                                                                                                                                                                                    | How was the Key Audit Matters addressed in the audit                                                                                                                                                                                                                                                                                                                                                                                                          |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.     | <b>Impairment loss of Investment in Neumesh Labs Private Limited (subsidiary)</b><br>Jaykay Enterprises Limited holds total investments of Rs. 1672.98 lakh in its subsidiary, comprising equity shares of Rs. 594.98 lakh and loans of Rs. 1078 lakh, both of which are carried at cost. Management has not conducted mandatory impairment testing for the investments and loans during the financial year. | We have made reliance on the following representation made by the management:<br>-The investment in Neumesh Labs Private Limited is of a long-term and strategic nature. The subsidiary operates in the specialized additive manufacturing and technology space. The temporary reduction in the subsidiary's net worth and its operational losses are primarily attributed to the initial stabilization phase of its operations and specific legacy setbacks. |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>As of March 31, 2026, the subsidiary company reported substantial losses of Rs 6327 lakh and a reduced net worth in negative of Rs. 4384.16 lakh. Under Ind AS 36, an impairment loss is the amount by which the carrying amount of an asset exceeds its recoverable amount. The negative net worth of subsidiary indicates that the carrying value of these assets (Rs. 594.98 lakh for equity and Rs. 1078 lakh for loans) significantly exceeds their recoverable amount.</p> <p>To ensure full compliance with Ind AS 36, the parent company (Jaykay Enterprises Limited) should recognize the corresponding impairment loss for both the investment and loan amounts in its statement of profit and loss.</p> | <p>-While we acknowledge the negative net worth of the subsidiary, management is of the view that the recoverable value of the investment and the outstanding loans (based on its Value-in-Use) exceeds or is equal to its carrying cost.</p> <p>-We believe that no impairment provision is required to be recognized in the Statement of Profit and Loss for the year ended March 31, 2026, as the recoverable amount justifies the carrying amount. Adequate disclosure of the subsidiary's financial health has been made in the notes to the standalone financial statements to ensure true and fair reporting.</p> |
|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Our opinion is not modified in respect of the above matter.

#### **Information Other than the Consolidated Financial Statements and Auditor's Report thereon**

The holding company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditors' report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

#### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act, that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

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

The respective Board of Directors of the Group and of its associates are responsible for overseeing the financial reporting process of the Company and of its associates.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the two subsidiaries and one associate included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervisions and performance of the audits carried out by him. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the financial statements of two subsidiaries and one associate, whose financial statements reflect total assets of Rs. 42292.03 lakh as at 31st March, 2026, total revenues of Rs. 25103.91 lakh and net cash flows amounting to Rs. 353.17 lakh for the year ended on that date, total net profit after tax Rs. 2707.54 lakh, for the year ended on 31<sup>st</sup> March, 2026 as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit of Rs. 10.40 lakh for the year ended 31st March, 2026, as considered in the consolidated financial statements, in respect of one associate. The financial statements of aforesaid subsidiaries and associate have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements is not modified in respect of the above matters with respect to our reliance on the reports of the other auditors.

#### **Report on Other Legal and Regulatory Requirements**

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules 2015, as amended except our comments given under the heading **“Basis for Qualified Opinion”** paragraph above.
- (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2026 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of Subsidiary Company and associate companies, none of the directors of the Company, Subsidiary Company and associate companies incorporated in India is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company, Subsidiary Company and associate companies the operating effectiveness of such controls, refer to our separate report in “Annexure-C”
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act

- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates. Refer Note 37 to the consolidated financial statements.
  - ii The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group and its associate company.
  - iv
    - (a) The respective Managements of the Company and its subsidiary and associate, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such subsidiaries to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (b) The respective Managements of the Company and its subsidiary and associate which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its subsidiary and associate, whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v The company has not declared or paid any dividend during the year.
  - vi Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Companies Act, the holding company, subsidiaries and associate companies have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we and respective auditors of the above referred subsidiaries and associates did not come across any instance of audit trail being tampered with. The audit trail has been preserved by the company as per the statutory requirements for record retention.

**For P. L. Tandon & Co.**  
**Chartered Accountants**  
**Registration Number: 000186C**

**Date: 27-05-2026**  
**Place: Delhi**

**P.P. SINGH**  
**(PARTNER)**  
**Membership Number: 072754**  
**UDIN 26072754ZKPFWE6457**

**ANNEXURE “C” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JAYKAY ENTERPRISES LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March 2026, we have audited the internal financial controls over financial reporting of Jaykay Enterprises Limited (“hereinafter referred to as the “Holding Company”) and its Subsidiary (“hereinafter referred to as “the Group”), its associate entity as of that date.

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Group and its associate entity, except internal control on revenue recognition and reconciliation of balances needs to be further strengthen, have in all material respects an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2026, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India .

**For**  
**P.L. Tandon Co.**  
**Chartered Accountants**  
**Registration Number: 000186C**

**Date: 27-05-2026**  
**Place: Delhi**

**P.P.SINGH**  
**(PARTNER)**  
**Membership**  
**Number: 072754**

Jaykay Enterprises Limited  
CIN: L55101UP1961PLC001187  
(Registered Office: Kamla Tower, Kanpur- 208001)  
Ph.No.+91 512 2371478-81 \* Fax : +91 512 2332665 website www.jaykayenterprises.com  
E-mail : cs@jaykayenterprises.com

**Consolidated Balance Sheet as at 31st March, 2026**

| (Rs in Lakhs)                                                                                   |          |                          |                          |
|-------------------------------------------------------------------------------------------------|----------|--------------------------|--------------------------|
| Particulars                                                                                     | Note No. | As at<br>31st March 2026 | As at<br>31st March 2025 |
| <b>ASSETS</b>                                                                                   |          |                          |                          |
| <b>Non- Current Assets:</b>                                                                     |          |                          |                          |
| (a) Property, Plant and Equipment                                                               | 2(A)     | 3,945.97                 | 6,355.67                 |
| (b) Investment Property                                                                         | 2(B)     | 914.99                   | 931.87                   |
| (c) Capital Work In Progress                                                                    | 2(C)     | 5,534.72                 | 1,774.73                 |
| (d) Right of Use Assets                                                                         | 2(D)     | 528.46                   | 565.80                   |
| (e) Other Intangible Assets                                                                     | 2(E)     | 3,584.44                 | 2,217.41                 |
| (f) Intangible assets under development                                                         | 2(F)     | 506.20                   | 998.62                   |
| (g) Goodwill                                                                                    | 2(G)     | 382.71                   | 382.71                   |
| <b>(h) Financial Assets</b>                                                                     |          |                          |                          |
| (i) Investments                                                                                 | 3        | 31,303.31                | 6,339.82                 |
| (ii) Other Financial Assets                                                                     | 4        | 8,053.58                 | 2,227.44                 |
| <b>(i) Deferred Tax Assets</b>                                                                  | 5        | 574.19                   | 39.54                    |
| <b>(j) Other Non Current Assets</b>                                                             | 6        | 2,759.61                 | 578.26                   |
|                                                                                                 |          | <b>58,088.18</b>         | <b>22,411.87</b>         |
| <b>Current Assets:</b>                                                                          |          |                          |                          |
| <b>(a) Inventories</b>                                                                          | 7        | 4,245.37                 | 3,921.69                 |
| <b>(b) Financial Assets</b>                                                                     |          |                          |                          |
| (i) Investments                                                                                 | 8        | 17.12                    | 1,858.04                 |
| (ii) Cash and Cash Equivalents                                                                  | 9        | 2,922.59                 | 2,489.95                 |
| (iii) Bank Balances other than (ii) above                                                       | 10       | 1,991.07                 | 12,795.69                |
| (iv) Loans                                                                                      | 11       | 484.50                   | 234.50                   |
| (v) Other Financial Assets                                                                      | 12       | 3,655.99                 | 3,416.87                 |
| (vi) Trade Receivables                                                                          | 13       | 9,505.78                 | 11,693.25                |
| <b>(c) Current Tax Assets</b>                                                                   | 14       | -                        | 64.61                    |
| <b>(d) Other Current Assets</b>                                                                 | 15       | 2,444.09                 | 1,816.22                 |
|                                                                                                 |          | <b>25,266.51</b>         | <b>38,290.82</b>         |
| <b>TOTAL ASSETS</b>                                                                             |          | <b>83,354.69</b>         | <b>60,702.69</b>         |
| <b>EQUITY AND LIABILITIES</b>                                                                   |          |                          |                          |
| <b>Equity:</b>                                                                                  |          |                          |                          |
| (a) Equity Share Capital                                                                        | 16       | 1,302.75                 | 1,223.57                 |
| (b) Other Equity                                                                                | 17       | 63,524.30                | 39,897.09                |
| (c) Capital Reserve on consolidation ( Net)                                                     |          | 4,129.90                 | 4,765.28                 |
| (d) Non Controlling Interest                                                                    |          | 720.21                   | 2,477.35                 |
|                                                                                                 |          | <b>69,677.16</b>         | <b>48,363.30</b>         |
| <b>Liabilities:</b>                                                                             |          |                          |                          |
| <b>Non Current Liabilities:</b>                                                                 |          |                          |                          |
| <b>(a) Financial Liabilities</b>                                                                |          |                          |                          |
| (a) Lease Liabilities                                                                           | 18       | 358.34                   | 252.58                   |
| (b) Other Borrowings                                                                            | 19       | 222.80                   | 295.10                   |
| <b>(b) Other Non Current Liabilities</b>                                                        | 20       | 2,200.24                 | 331.00                   |
| <b>(c) Provisions</b>                                                                           | 21       | 1,350.76                 | 814.92                   |
|                                                                                                 |          | <b>4,132.14</b>          | <b>1,693.60</b>          |
| <b>Current Liabilities:</b>                                                                     |          |                          |                          |
| <b>(a) Financial Liabilities</b>                                                                |          |                          |                          |
| (i) Borrowings                                                                                  | 22       | 3,142.18                 | 2,802.67                 |
| ia) Lease Liabilities                                                                           | 18       | 188.69                   | 371.16                   |
| (ii) Trade payables                                                                             | 23       |                          |                          |
| (ii.i) Total outstanding dues of micro enterprises and small enterprises                        |          | 220.70                   | 396.29                   |
| (ii.ii) Total outstanding dues of creditors other than micro enterprises and small enterprises. |          | 2,986.18                 | 3,850.75                 |
| (iii) Other financial liabilities                                                               | 24       | 223.58                   | 973.72                   |
| <b>(b) Other current liabilities</b>                                                            | 25       | 2,468.12                 | 2,125.80                 |
| <b>(c) Provisions</b>                                                                           | 26       | 219.88                   | 125.40                   |
| <b>(d) Current Tax Liabilities</b>                                                              | 27       | 96.06                    | -                        |
|                                                                                                 |          | <b>9,545.39</b>          | <b>10,645.79</b>         |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                                             |          | <b>83,354.69</b>         | <b>60,702.69</b>         |

The accompanying notes to the financial statements 1-45  
This is the Balance Sheet referred to in our report of even date.

**For PL Tandon and Co.**  
Chartered Accountants

**Prithi Pal Singh**  
(Partner)

Place: New Delhi  
Date: 27th May 2026

**For and on behalf of the Board of Directors of**  
**Jaykay Enterprises Limited**

**ABHISHEK SINGHANIA**  
Chairman and Managing Director  
(DIN: 00087844)

**SANJAY KUMAR JAIN**  
Chief Financial Officer  
(M. No. 089301)

**PARTHO PRATIM KAR**  
Joint Managing Director  
(DIN: 00508567)

**SHIKHA RASTOGI**  
Company Secretary  
(M. No. A18226)

**Jaykay Enterprises Limited**  
**CIN: L55101UP1961PLC001187**  
**(Registered Office: Kamla Tower, Kanpur- 208001)**  
**Consolidated Profit and Loss Statement for the year ended 31st March 2026**

(Rs in Lakhs)

| Particulars                                                                          | Note No. | For the period Ended<br>31st March 2026 | For the Year Ended<br>31st March 2025 |
|--------------------------------------------------------------------------------------|----------|-----------------------------------------|---------------------------------------|
| <b>INCOME:</b>                                                                       |          |                                         |                                       |
| Revenue From Operations                                                              | 28       | 23,964.90                               | 8,063.98                              |
| Other Income                                                                         | 29       | 4,264.53                                | 1,829.75                              |
| <b>Total Income</b>                                                                  |          | <b>28,229.43</b>                        | <b>9,893.73</b>                       |
| <b>EXPENSES:</b>                                                                     |          |                                         |                                       |
| Cost of materials consumed                                                           | 30 (a)   | 1,561.33                                | 846.96                                |
| Changes in inventories of finished goods, Stock in Trade and work in progress        | 30(b)    | (174.52)                                | (1,697.49)                            |
| Purchases of Stock in Trade                                                          | 30 (c)   | 332.89                                  | 5,788.59                              |
| Employee benefits expense                                                            | 31       | 14,357.22                               | 758.18                                |
| Finance costs                                                                        | 32       | 679.76                                  | 608.47                                |
| Depreciation and amortization expense                                                | 33       | 1,549.39                                | 467.18                                |
| Other expenses                                                                       | 34       | 5,498.71                                | 2,414.04                              |
| <b>Total expenses</b>                                                                |          | <b>23,804.78</b>                        | <b>9,185.93</b>                       |
| <b>Profit before Share of Profit/(Loss) of Associates, Exceptional Items and Tax</b> |          | <b>4,424.65</b>                         | <b>707.80</b>                         |
| Share of Profit/(Loss) of Associates                                                 |          | 34.51                                   | 0.84                                  |
| <b>Profit before Exceptional Items and Tax</b>                                       |          | <b>4,459.16</b>                         | <b>708.64</b>                         |
| <b>Exceptional items</b>                                                             |          |                                         | -                                     |
| Exceptional items(Note 42)                                                           |          | 17,735.77                               | -                                     |
| <b>Profit before tax</b>                                                             |          | <b>22,194.93</b>                        | <b>708.64</b>                         |
| <b>Tax expense:</b>                                                                  |          |                                         |                                       |
| - Current tax                                                                        |          | 1,479.63                                | 74.16                                 |
| - Deferred Tax                                                                       |          | (841.97)                                | (142.09)                              |
| - Tax Expense of earlier years                                                       |          | (7.60)                                  | 59.14                                 |
| <b>Profit before Non Controlling Interest</b>                                        |          | <b>21,564.87</b>                        | <b>717.43</b>                         |
| <b>Profit Attributable to:</b>                                                       |          |                                         |                                       |
| Non-Controlling Interest                                                             |          | (1,688.80)                              | 15.80                                 |
| Owners of the Company                                                                |          | <b>23,253.67</b>                        | <b>701.62</b>                         |
| <b>Other Comprehensive Income</b>                                                    |          |                                         |                                       |
| <b>Items that will be reclassified to profit or loss</b>                             |          |                                         |                                       |
| Fair Value change on Equity Instrument through Other Comprehensive Income            |          | 825.46                                  | (173.51)                              |
| Exchange differences in translating the financial statements of foreign operations   |          | 610.20                                  | -                                     |
| <b>Items that will not be reclassified to profit or loss</b>                         |          |                                         |                                       |
| Re-measurement gains/ (losses) on defined benefit plans                              |          | (28.77)                                 | 5.22                                  |
| Reclassification on sales of investment                                              |          | -                                       | -                                     |
| <b>Total other comprehensive income</b>                                              |          | <b>1,406.89</b>                         | <b>(168.29)</b>                       |
| <b>Total comprehensive income for the year</b>                                       |          | <b>22,971.76</b>                        | <b>549.14</b>                         |
| <b>Net Profit Attributable to:</b>                                                   |          |                                         |                                       |
| a) Owners of the Company                                                             |          | 23,253.67                               | 701.62                                |
| b) Non-Controlling Interest                                                          |          | (1,688.80)                              | 15.80                                 |
| <b>Other Comprehensive Income Attributable to:</b>                                   |          |                                         |                                       |
| a) Owners of the Company                                                             |          | 1,406.89                                | (168.29)                              |
| b) Non-Controlling Interest                                                          |          | -                                       | -                                     |
| <b>Total Comprehensive Income Attributable to:</b>                                   |          |                                         |                                       |
| a) Owners of the Company                                                             |          | 24,660.56                               | 533.34                                |
| b) Non-Controlling Interest                                                          |          | (1,688.80)                              | 15.80                                 |
| <b>Earnings per Equity Share of ₹ 1/- each in ₹</b>                                  | 35       |                                         |                                       |
| - Basic                                                                              |          | 16.88                                   | 0.79                                  |
| - Diluted                                                                            |          | 16.88                                   | 0.79                                  |

The accompanying notes to the financial statements 1-45  
This is the Profit & Loss statement referred to in our report of even date.

**For PL Tandon and Co.**  
Chartered Accountants

**For and on behalf of the Board of Directors of**  
**Jaykay Enterprises Limited**

**Prithi Pal Singh**  
(Partner)

**ABHISHEK SINGHANIA**  
Chairman and Managing Director  
(DIN: 00087844)

**PARTHO PRATIM KAR**  
Joint Managing Director  
(DIN: 00508567)

Place: New Delhi  
Date: 27th May 2026

**SANJAY KUMAR JAIN**  
Chief Financial Officer  
(M. No. 089301)

**SHIKHA RASTOGI**  
Company Secretary  
(M. No. A18226)

**Jaykay Enterprises Limited**  
**CIN: L55101UP1961PLC001187**  
**(Registered Office: Kamla Tower, Kanpur- 208001)**  
**Consolidated Cash Flow Statement for the year ended 31st March 2026**

(Rs in Lakhs)

| Particulars                                                                                                         | For the Year ended<br>31st March 2026 | For the Year ended<br>31st March 2025 |
|---------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|
| <b>A. Cash Flow from Operating Activities</b>                                                                       |                                       |                                       |
| Profit before Tax and exceptional items as per Profit & Loss Account                                                | 22,194.93                             | 708.63                                |
| Adjusted for                                                                                                        | -                                     | -                                     |
| Depreciation                                                                                                        | 1,549.39                              | 467.18                                |
| Finance Cost                                                                                                        | 679.76                                | 608.47                                |
| Interest Received                                                                                                   | (1,063.55)                            | (523.88)                              |
| Dividend Income                                                                                                     | (0.05)                                | (10.99)                               |
| Share of Loss/ profit of Associate                                                                                  | (34.51)                               | (0.84)                                |
| Rental Income                                                                                                       | (95.94)                               | -                                     |
| Profit on sale of Investment property                                                                               | -                                     | -                                     |
| Profit/ Loss on sale of fixed assets                                                                                | (307.52)                              | 1.52                                  |
| Profit on sale of Investments                                                                                       | (1,843.09)                            | (798.14)                              |
| Exceptional Items                                                                                                   | (17,735.77)                           | -                                     |
| Operating Profit before Working Capital Changes                                                                     | <b>3,343.66</b>                       | <b>451.95</b>                         |
| Adjusted for                                                                                                        |                                       |                                       |
| (Increase)/Decrease in Trade Receivables & Other Advances                                                           | 1,559.60                              | (793.74)                              |
| (Increase)/Decrease in Inventories                                                                                  | (323.68)                              | (1,926.92)                            |
| Increase/(Decrease) in Trade Payables & Other Liabilities                                                           | 1,051.57                              | 2,290.90                              |
| Cash Generated from Operations                                                                                      | <b>5,631.15</b>                       | <b>22.19</b>                          |
| Refund /(Income Tax Payment)                                                                                        | (1,318.97)                            | (70.74)                               |
| Net Cash from/(Used) in Operating Activities                                                                        | <b>4,312.18</b>                       | <b>(48.55)</b>                        |
| <b>B. Cash Flow from Investing Activities</b>                                                                       |                                       |                                       |
| Purchase from realisation from of/(Investment in) Fixed deposit                                                     | 10,804.63                             | (6,773.88)                            |
| (Purchase)/Sale of Property plant and equipments, Capital work in progress, Intangible Assets & Right of use assets | (3,412.55)                            | (4,885.28)                            |
| (Repayment of)/ Proceeds from Borrowings                                                                            | (250.00)                              | 78.58                                 |
| (Purchase)/Sale of Investments                                                                                      | (3,543.72)                            | 837.77                                |
| Increase / Decrease in Other Financial Assets                                                                       | (8,246.61)                            | -                                     |
| Interest received                                                                                                   | 1,063.55                              | 281.61                                |
| Rental received                                                                                                     | 95.94                                 | -                                     |
| Dividend received                                                                                                   | 0.05                                  | 10.99                                 |
| Net Cash (used) in Investing Activities                                                                             | <b>(3,488.72)</b>                     | <b>(10,450.21)</b>                    |
| <b>C. Cash Flow from Financing Activities</b>                                                                       |                                       |                                       |
| Proceeds from Issue of Equity Share Capital                                                                         | 79.18                                 | 584.58                                |
| Proceeds from Share Premium                                                                                         | -                                     | 14,029.85                             |
| Lease Liabilities paid off                                                                                          | (76.70)                               | (91.99)                               |
| Proceeds from Short Term borrowings                                                                                 | 358.82                                | 589.05                                |
| Repayment of Long Term borrowings                                                                                   | (72.30)                               | (3,456.44)                            |
| interest paid                                                                                                       | (679.77)                              | (608.47)                              |
| Net Cash From Financing Activities                                                                                  | <b>(390.77)</b>                       | <b>11,046.58</b>                      |
| Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)                                                        | 432.69                                | 547.82                                |
| <b>Opening Balance of Cash and Cash Equivalents</b>                                                                 | <b>2,489.90</b>                       | <b>1,560.96</b>                       |
| <b>Closing Balance of Cash and Cash Equivalents</b>                                                                 | <b>2,922.59</b>                       | <b>2,108.78</b>                       |

- The above Cash Flow Statement has been prepared under the Indirect Method set out in Ind AS 7- Statement of Cash Flows
- For the purpose of Consolidated Cash Flow Statement, Cash and Cash Equivalents comprise the following:

|                                                 | As at 31st Mar'26 | As at 31st Mar'25 |
|-------------------------------------------------|-------------------|-------------------|
| Balances with Banks (In Current accounts)       | 2,919.23          | 606.92            |
| Deposits having maturity not more than 3 months | -                 | 1,498.26          |
| Cash on Hand                                    | 3.36              | 3.61              |
| Cash and Cash Equivalents as per Note No. 9     | <b>2,922.59</b>   | <b>2,108.78</b>   |

**Note** Cash flow statement for March 2025 does not include the figures of cash flow of newly acquired subsidiary as on 27th March 2025. Therefore Cash at the end of the year does not include cash of the above subsidiary of Rs 381.15 lakh

**For PL Tandon and Co.**  
Chartered Accountants

**Prithi Pal Singh**  
(Partner)

Place: New Delhi  
Date: 27th May 2026

**For and on behalf of the Board of Directors of**  
**Jaykay Enterprises Limited**

**ABHISHEK SINGHANIA**  
Chairman and Managing Director  
(DIN: 00087844)

**SANJAY KUMAR JAIN**  
Chief Financial Officer  
(M. No. 089301)

**PARTHO PRATIM KAR**  
Joint Managing Director  
(DIN: 00508567)

**SHIKHA RASTOGI**  
Company Secretary  
(M. No. A18226)



**1. MATERIAL ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS****CORPORATE INFORMATION****Reporting Entity**

The Consolidated Financial Statements comprise statements of Jaykay Enterprises Limited., its subsidiaries (Collectively, The Group) and associate for the year ended 31st March 2026. Jaykay Enterprises Limited is a Public Limited Company domiciled in India and has its registered office at Kamla Tower, Kanpur, Uttar Pradesh, 208001. The Group is engaged in the business of manufacturing defence and aerospace components, additive manufacturing, prototyping, 3D printing etc.

**SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS****PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements have been prepared on the following basis:

- a) The consolidated financial statements are prepared in accordance with Indian Accounting Standard (IndAS's) notified under the Company Act 2013, read together with the Companies (Indian Accounting Standards) Rules 2025 and relevant provisions of their Act as mentioned from time to time.
- b) The Financial statements of the company and its subsidiaries are consolidated on a line-by-line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash-flows, after fully eliminating intra-group balances and intra-group transactions.
- c) The Financial statements of the Company and its Associates have been consolidated on Equity method of accounting for investments in associates.
- d) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
- e) The Associate Companies have prepared the Financial Statements in accordance with Indian Accounting Standards as issued by ICAI.

**OTHER SIGNIFICANT ACCOUNTING POLICIES**

These are set out under "Significant Accounting Policies" as given in the Company's standalone financial statements.

**Notes to the Consolidated Financial statements for year ended 31st March 2026**
**Note No. 2(A) :- Property, Plant and Equipment**

(Rs in Lakhs)

**FY 2025-26**

| Sl. No.      | Particulars                               | Gross Block          |               |                        |                     | Depreciation         |               |                        |                     | Net Block           |                     |
|--------------|-------------------------------------------|----------------------|---------------|------------------------|---------------------|----------------------|---------------|------------------------|---------------------|---------------------|---------------------|
|              |                                           | As at 1st April 2025 | Additions     | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year  | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1            | Leasehold Land and Improvements           | 66.91                | -             | 0.44                   | 66.47               | 2.76                 | 3.46          | 0.07                   | 6.15                | 60.32               | 64.15               |
| 2            | Buildings                                 | 1,500.93             | 482.07        | 1.00                   | 1,982.00            | 368.56               | 26.79         | 0.84                   | 394.52              | 1,587.48            | 1,132.37            |
| 3            | Plant & Equipment                         | 4,201.06             | 339.05        | 1,620.18               | 2,919.93            | 1,206.18             | 339.24        | 755.77                 | 789.64              | 2,130.29            | 2,994.88            |
| 4            | Furniture & Fixtures and Office Equipment | 244.10               | 11.91         | 8.48                   | 247.53              | 95.57                | 37.86         | 5.12                   | 128.32              | 119.21              | 148.52              |
| 5            | Vehicles                                  | 194.69               | 1.16          | 44.65                  | 151.20              | 107.23               | 22.62         | 27.32                  | 102.52              | 48.67               | 87.46               |
| 6            | Land                                      | 1,928.29             | -             | 1,928.29               | -                   | -                    | -             | -                      | -                   | -                   | 1,928.29            |
| <b>TOTAL</b> |                                           | <b>8,135.98</b>      | <b>834.19</b> | <b>3,603.05</b>        | <b>5,367.12</b>     | <b>1,780.30</b>      | <b>429.96</b> | <b>789.11</b>          | <b>1,421.15</b>     | <b>3,945.97</b>     | <b>6,355.67</b>     |

**FY 2024-25**

| Sl. No.      | Particulars                               | Gross Block          |                 |                        |                     | Depreciation         |               |                        |                     | Net Block           |                     |
|--------------|-------------------------------------------|----------------------|-----------------|------------------------|---------------------|----------------------|---------------|------------------------|---------------------|---------------------|---------------------|
|              |                                           | As at 1st April 2024 | Additions       | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year  | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1            | Leasehold Land and Improvements           | 66.91                | -               | -                      | 66.91               | 2.76                 | -             | -                      | 2.76                | 64.15               | 64.15               |
| 2            | Buildings                                 | 555.87               | 945.06          | -                      | 1,500.93            | 350.61               | 17.95         | -                      | 368.56              | 1,132.37            | 205.26              |
| 3            | Plant & Equipment                         | 3,308.66             | 924.63          | 32.24                  | 4,201.06            | 907.14               | 329.66        | 30.62                  | 1,206.18            | 2,994.88            | 2,401.52            |
| 4            | Furniture & Fixtures and Office Equipment | 172.16               | 71.94           | -                      | 244.10              | 93.78                | 1.79          | -                      | 95.57               | 148.52              | 78.37               |
| 5            | Vehicles                                  | 126.76               | 67.93           | -                      | 194.69              | 104.77               | 2.45          | -                      | 107.23              | 87.46               | 21.99               |
| 6            | Land                                      | -                    | 1,928.29        | -                      | 1,928.29            | -                    | -             | -                      | -                   | 1,928.29            | -                   |
| <b>TOTAL</b> |                                           | <b>4,230.37</b>      | <b>3,937.85</b> | <b>32.24</b>           | <b>8,135.98</b>     | <b>1,459.07</b>      | <b>351.85</b> | <b>30.62</b>           | <b>1,780.30</b>     | <b>6,355.67</b>     | <b>2,771.30</b>     |

**Note No. 2(B) :- Investment Property**
**FY 2025-26**

| TOTAL        | Particulars                   | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|--------------|-------------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|              |                               | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1            | Buildings (Refer Notes below) | 1,038.59             | -         | -                      | 1,038.59            | 106.72               | 16.88        | -                      | 123.60              | 914.99              | 931.87              |
| <b>TOTAL</b> |                               | <b>1,038.59</b>      | <b>-</b>  | <b>-</b>               | <b>1,038.59</b>     | <b>106.72</b>        | <b>16.88</b> | <b>-</b>               | <b>123.60</b>       | <b>914.99</b>       | <b>931.87</b>       |

**Note:-** The fair market value of above investment properties as on 31st March 2026 (based on Circle Rate), are as under:-

| Particulars                                             | Amt in ₹ Lacs |
|---------------------------------------------------------|---------------|
| Ground Floor, JK Building, Masjid Moth, New Delhi       | 625.00        |
| Third Floor, JK Building, Masjid Moth, New Delhi        | 985.25        |
| Fourth Floor, JK Building, Masjid Moth, New Delhi       | 985.25        |
| Seventh Floor, JK Building, Masjid Moth, New Delhi      | 900.00        |
| Flat No 42, Sarnath Cooperative Housing Society, Mumbai | 1,200.00      |
| Flat No A-3, First Floor, Girdhar Apartment, New Delhi  | 150.00        |

**FY 2024-25**

| Sl. No.      | Particulars                   | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|--------------|-------------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|              |                               | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1            | Buildings (Refer Notes below) | 1,038.59             | -         | -                      | 1,038.59            | 89.88                | 16.84        | -                      | 106.72              | 931.87              | 948.71              |
| <b>TOTAL</b> |                               | <b>1,038.59</b>      | <b>-</b>  | <b>-</b>               | <b>1,038.59</b>     | <b>89.88</b>         | <b>16.84</b> | <b>-</b>               | <b>106.72</b>       | <b>931.87</b>       | <b>948.71</b>       |

**Note:-** The fair market value of above investment properties as on 31st March 2025 (based on Circle Rate), are as under:-

| Particulars                                             | Amt in ₹ Lacs |
|---------------------------------------------------------|---------------|
| Ground Floor, JK Building, Masjid Moth, New Delhi       | 625.00        |
| Third Floor, JK Building, Masjid Moth, New Delhi        | 850.00        |
| Fourth Floor, JK Building, Masjid Moth, New Delhi       | 850.00        |
| Seventh Floor, JK Building, Masjid Moth, New Delhi      | 900.00        |
| Flat No 42, Sarnath Cooperative Housing Society, Mumbai | 1,200.00      |
| Flat No A-3, First Floor, Girdhar Apartment, New Delhi  | 150.00        |

**Note No. 2(C) :- Capital Work In Progress**
**FY 2025-26**

| Sl. No. | Particulars              | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                          | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1       | Capital Work In Progress | 1,774.73             | 4,242.71  | 482.72                 | 5,534.72            | -                    | -            | -                      | -                   | 5,534.72            | 1,774.73            |
| TOTAL   |                          | 1,774.73             | 4,242.71  | 482.72                 | 5,534.72            | -                    | -            | -                      | -                   | 5,534.72            | 1,774.73            |

**FY 2024-25**

| Sl. No. | Particulars              | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                          | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1       | Capital Work In Progress | 698.97               | 1,774.73  | 698.97                 | 1,774.73            | -                    | -            | -                      | -                   | 1,774.73            | 698.97              |
| TOTAL   |                          | 698.97               | 1,774.73  | 698.97                 | 1,774.73            | -                    | -            | -                      | -                   | 1,774.73            | 698.97              |

**Note 2(C)(i) Capital Work in Progress Aging Schedule**

| Sl. No. | Particulars          | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total    |
|---------|----------------------|------------------|-----------|-----------|-------------------|----------|
| 1       | Projects in Progress | 3,759.99         | 1,774.73  | -         | -                 | 5,534.72 |

**Note No. 2(D) :- Right of Use Assets**
**FY 2025-26**

| Sl. No. | Particulars              | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                          | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1       | ROU Building             | 87.26                | -         | 87.26                  | 0.00                | 51.34                | -            | 51.34                  | 0.00                | 0.00                | 35.92               |
| 2       | Building-Peenya Premises | 274.46               | 498.63    | 274.46                 | 498.63              | 93.72                | 94.88        | 113.80                 | 74.79               | 423.83              | 180.73              |
| 3       | Building                 | 336.79               | -         | -                      | 336.79              | -                    | 247.78       | 3.46                   | 244.32              | 92.47               | 336.79              |
| 4       | Leasehold land           | 12.36                | -         | -                      | 12.36               | -                    | 0.22         | 0.02                   | 0.20                | 12.16               | 12.36               |
| TOTAL   |                          | 710.87               | 498.63    | 361.72                 | 847.78              | 145.06               | 342.88       | 168.62                 | 319.31              | 528.46              | 565.80              |

**FY 2024-25**

| Sl. No. | Particulars              | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                          | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1       | ROU Building             | 87.25                | -         | -                      | 87.26               | 33.31                | 18.03        | -                      | 51.34               | 35.92               | 53.95               |
| 2       | Building-Peenya Premises | 274.46               | -         | -                      | 274.46              | 13.39                | 80.33        | -                      | 93.72               | 180.73              | 261.07              |
| 3       | Building                 | -                    | 336.79    | -                      | 336.79              | -                    | -            | -                      | -                   | 336.79              | -                   |
| 4       | Leasehold land           | -                    | 12.36     | -                      | 12.36               | -                    | -            | -                      | -                   | 12.36               | -                   |
| TOTAL   |                          | 361.71               | 349.15    | -                      | 710.87              | 46.69                | 98.36        | -                      | 145.06              | 565.80              | 315.02              |

**Note No. 2(E) :- Other Intangible Assets**
**FY 2025-26**

| Sl. No. | Particulars       | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|-------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                   | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1       | Intangible Assets | 2.15                 | 7.72      | -                      | 9.88                | 1.13                 | 0.65         | -                      | 1.77                | 8.10                | 1.03                |
| 2       | IP & Patents      | 2,216.37             | 2,258.18  | 133.76                 | 4,608.31            | -                    | 759.02       | 272.95                 | 1031.97             | 3,576.34            | 2,216.38            |
| TOTAL   |                   | 2,218.52             | 2,265.90  | 133.76                 | 4,618.19            | 1.13                 | 759.67       | 272.95                 | 1033.74             | 3,584.44            | 2,217.41            |

**FY 2024-25**

| Sl. No. | Particulars       | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|-------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                   | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1       | Intangible Assets | 1.61                 | 0.54      | -                      | 2.15                | 0.99                 | 0.14         | -                      | 1.13                | 1.03                | 0.62                |
| 2       | IP & Patents      | -                    | 2,216.37  | -                      | 2,216.37            | -                    | -            | -                      | -                   | 2,216.38            | -                   |
| TOTAL   |                   | 1.61                 | 2,216.91  | -                      | 2,218.52            | 0.99                 | 0.14         | -                      | 1.13                | 2,217.41            | 0.62                |

**Note No. 2(F) :- Intangible Assets under development**
**FY 2025-26**

| Sl. No. | Particulars                         | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|-------------------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                                     | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1       | Intangible assets under development | 998.62               | 1,720.40  | 2,212.82               | 506.20              | -                    | -            | -                      | -                   | 506.20              | 998.62              |
| TOTAL   |                                     | 998.62               | 1,720.40  | 2,212.82               | 506.20              | -                    | -            | -                      | -                   | 506.20              | 998.62              |

| Intangible assets under development Aging Schedule | Less than 1 year | 1-2 Year | 2-3 Year | More than 3 Year | Total  |
|----------------------------------------------------|------------------|----------|----------|------------------|--------|
| Intangible Assets                                  | 506.20           | -        | -        | -                | 506.20 |
| Project temporary suspended                        | -                | -        | -        | -                | -      |

**FY 2024-25**

| Sl. No. | Particulars                         | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|-------------------------------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |                                     | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1       | intangible assets under development | 0                    | 998.62    | 0                      | 998.62              | -                    | -            | -                      | -                   | 998.62              | -                   |
|         | <b>TOTAL</b>                        | -                    | 998.62    | -                      | 998.62              | -                    | -            | -                      | -                   | 998.62              | -                   |

| Intangible assets under development Aging Schedule | Less than 1 year | 1-2 Year | 2-3 Year | More than 3 Year | Total  |
|----------------------------------------------------|------------------|----------|----------|------------------|--------|
| Intangible Assets                                  | 472.70           | 52.59    | 473.33   | -                | 998.62 |
| Project temporary suspended                        | -                | -        | -        | -                | -      |

**Note No.2(G) :- Goodwill**
**FY 2025-26**

| Sl. No. | Particulars  | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |              | As at 1st April 2025 | Additions | Adjustment/ Deductions | As at 31st Mar 2026 | As at 1st April 2025 | For the year | Adjustment/ Deductions | As at 31st Mar 2026 | As at 31st Mar 2026 | As at 31st Mar 2025 |
| 1       | Goodwill     | 382.71               | -         | -                      | 382.71              | -                    | -            | -                      | -                   | 382.71              | 382.71              |
|         | <b>TOTAL</b> | 382.71               | -         | -                      | 382.71              | -                    | -            | -                      | -                   | 382.71              | 382.71              |

**FY 2024-25**

| Sl. No. | Particulars  | Gross Block          |           |                        |                     | Depreciation         |              |                        |                     | Net Block           |                     |
|---------|--------------|----------------------|-----------|------------------------|---------------------|----------------------|--------------|------------------------|---------------------|---------------------|---------------------|
|         |              | As at 1st April 2024 | Additions | Adjustment/ Deductions | As at 31st Mar 2025 | As at 1st April 2024 | For the year | Adjustment/ Deductions | As at 31st Mar 2025 | As at 31st Mar 2025 | As at 31st Mar 2024 |
| 1       | Goodwill     | 382.71               | -         | -                      | 382.71              | -                    | -            | -                      | -                   | 382.71              | 382.71              |
|         | <b>TOTAL</b> | 382.71               | -         | -                      | 382.71              | -                    | -            | -                      | -                   | 382.71              | 382.71              |

**Notes to the Consolidated Financial statements for year ended 31st March 2026**
**(Rs in Lakhs)**

| PARTICULARS                                                                                                                | As at 31st March 2026 | As at 31st March 2025 |
|----------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|
|                                                                                                                            | Audited               | Audited               |
| <b>3 Non-Current Investments</b>                                                                                           |                       |                       |
| Investment in JK Phillips LLP (50%)                                                                                        | 25.11                 | -                     |
| <b>-In Equity Shares:</b>                                                                                                  |                       |                       |
| 95,10,360 shares (Previous Year- 95,10,360) of JK Urbanscapes Developers Limited (Formerly J.K.Cotton Limited )            | 26,265.71             | 2,718.97              |
| Inveniam Capital Partners, Inc.                                                                                            | 4,772.32              | 3,390.92              |
| Others                                                                                                                     | 0.18                  | 0.18                  |
| <b>-In Preference Shares:</b>                                                                                              |                       |                       |
| 30,00,000 9% Non-convertible redeemable preference shares (Previous Year- 30,00,000) of Nebula 3D Services Private Limited | 228.15                | 217.75                |
| Less: Provision for Dimunition in investement                                                                              | (0.17)                | -                     |
| <b>In Security Bond</b>                                                                                                    |                       |                       |
| Indiabulls Housing Finance Limited (12 units of Rs. 1,00,000/-)                                                            | 12.00                 | 12.00                 |
| <b>Aggregate amount of Unquoted Investments</b>                                                                            | <b>31,303.31</b>      | <b>6,339.82</b>       |
| <b>4 Other Non Current Financial Assets ( Carried at amortised cost)</b>                                                   |                       |                       |
| Fixed Deposits                                                                                                             | 7,680.47              | 1,800.89              |
| Security Deposits                                                                                                          | 42.47                 | 165.69                |
| Gratuity Fund Investments                                                                                                  | 1.01                  | -                     |
| Margin Money Accounts                                                                                                      | 318.20                | 260.86                |
| Employee Loan                                                                                                              | 11.43                 | -                     |
|                                                                                                                            | <b>8,053.58</b>       | <b>2,227.44</b>       |
| <b>5 Deferred Tax Assets (Net)</b>                                                                                         | <b>574.19</b>         | <b>39.54</b>          |

**Notes to the Consolidated Financial statements for year ended 31st March 2026**
**(Rs in Lakhs)**

| PARTICULARS                                                                                                                                | As at<br>31st March 2026 | As at<br>31 st March 2025 |
|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|---------------------------|
|                                                                                                                                            | Audited                  | Audited                   |
| <b>6 Other Non current Assets (Carried at amortised cost)</b>                                                                              |                          |                           |
| Prepaid expenses                                                                                                                           | 27.49                    | 0.80                      |
| Capital Advance                                                                                                                            | 2,732.12                 | 577.46                    |
| Other Advance                                                                                                                              | -                        | -                         |
|                                                                                                                                            | <b>2,759.61</b>          | <b>578.26</b>             |
| <b>7 Inventories (At lower of Cost or Net Realisable Value)</b>                                                                            |                          |                           |
| a) Raw materials                                                                                                                           | 1,031.76                 | 882.60                    |
| b) Work In-Progress/ Finished goods                                                                                                        | 3,180.09                 | 3,005.57                  |
| c) Stock-in-trade (Land and Building)                                                                                                      | 33.52                    | 33.52                     |
|                                                                                                                                            | <b>4,245.37</b>          | <b>3,921.69</b>           |
| <b>8 Current Investments</b>                                                                                                               |                          |                           |
| <b>-In Quoted Equity Instruments: (At FVTOCI)</b>                                                                                          |                          |                           |
| 2,32,779 (Previous Year- 3,35,849) Equity shares of J.K Lakshmi Cement Limited                                                             | -                        | 1,857.74                  |
| 6 (Previous Year- 3) Equity shares of Gloster Limited                                                                                      | 0.03                     | 0.04                      |
| 100 (Previous Year- 100) Equity shares of Jessop and Company Limited                                                                       | 0.01                     | 0.00                      |
| 125 (Previous Year- 125) Equity shares of Howrah Mills Company Limited                                                                     | 0.01                     | 0.00                      |
| 198 (Previous Year- 198) Equity shares of Auckland International Limited                                                                   | 0.00                     | 0.00                      |
| 4,200 (Previous Year- 525) Equity shares of New India Retailing & Investment Limited                                                       | 0.23                     | 0.00                      |
| 5 (Previous Year- 5) Equity shares of Tata Power Co. Limited                                                                               | 0.02                     | 0.23                      |
| 5 (Previous Year- NIL) Equity shares of Tata Steel Limited                                                                                 | 0.01                     | 0.02                      |
| 5 (Previous Year- 5) Equity shares of Tata Steel Limited                                                                                   | -                        | 0.01                      |
| <b>In Mutual Fund - Quoted fully paid up</b>                                                                                               |                          |                           |
| <b>JM Basic Fund- Growth Option (246)</b>                                                                                                  | 5.18                     | -                         |
| 17996.708 units of Rs. 13.7903/- Each                                                                                                      |                          |                           |
| <b>In Equity Shares - Quoted fully paid up</b>                                                                                             |                          |                           |
| <b>Reliance Industries Limited</b>                                                                                                         |                          |                           |
| 800 (FY 23-24 400 FY 22-23 400 ) Shares of Rs 10/- (PY Rs 10/-)                                                                            | 10.75                    | -                         |
| <b>Jio Financial Services Limited (JFSL)</b>                                                                                               |                          |                           |
| 400 Shares of Rs. 10/-                                                                                                                     | 0.90                     | -                         |
| <b>Aggregate amount of Quoted Investments</b>                                                                                              | <b>17.12</b>             | <b>1,858.04</b>           |
| Aggregate amount for Impairment in value of Investments                                                                                    | -                        | 173.51                    |
| Aggregate amount of quoted investments at Cost                                                                                             | 17.12                    | 2,031.55                  |
| Market value of quoted Investments                                                                                                         | 17.12                    | 1,858.04                  |
| <b>9 Cash and Cash Equivalents</b>                                                                                                         |                          |                           |
| <b>Balance With Banks</b>                                                                                                                  |                          |                           |
| - In Current Accounts                                                                                                                      | 2,919.23                 | 988.06                    |
| <b>- In Fixed Deposits</b>                                                                                                                 |                          |                           |
| a). Upto 3 months                                                                                                                          | -                        | 1,498.26                  |
| <b>Cash in Prepaid Cards</b>                                                                                                               | 0.95                     | 2.47                      |
| <b>Cash on Hand</b>                                                                                                                        | 2.41                     | 1.16                      |
|                                                                                                                                            | <b>2,922.59</b>          | <b>2,489.95</b>           |
| <b>10 Balance with Banks other than above</b>                                                                                              |                          |                           |
| In Fixed Deposits With Bank                                                                                                                | 1,991.07                 | 12,795.69                 |
| (with maturity of more than 3 months but upto 1 year from the reporting date)                                                              |                          |                           |
|                                                                                                                                            | <b>1,991.07</b>          | <b>12,795.69</b>          |
| 10.1 Fixed Deposits worth INR 1208.99 Lacs (Previous Year Rs 6621.38 Lacs) pledged with Banks towards O/D facility.                        |                          |                           |
| 10.2 Fixed Deposits worth INR 19.69 Lacs (Previous Year Rs 19.69 Lacs) pledged with Customs Department for old custom case of the company. |                          |                           |

**Notes to the Consolidated Financial statements for year ended 31st March 2026**
**(Rs in Lakhs)**

| PARTICULARS                                                          | As at<br>31st March 2026 | As at<br>31 st March 2025 |
|----------------------------------------------------------------------|--------------------------|---------------------------|
|                                                                      | Audited                  | Audited                   |
| <b>11 Loans (Carried at Amortised Cost)</b>                          |                          |                           |
| - Un-secured Considered Good                                         |                          |                           |
| i. Related Parties                                                   | 484.50                   | 234.50                    |
| ii. Others                                                           | -                        | -                         |
|                                                                      | <b>484.50</b>            | <b>234.50</b>             |
| <b>12 Other Current Financial Assets (Carried at Amortized Cost)</b> |                          |                           |
| - Considered Good                                                    |                          |                           |
| Security Deposits                                                    | 190.20                   | 53.66                     |
| Other Deposits                                                       | 1,308.42                 | 86.18                     |
| Interest Receivable                                                  | 40.05                    | 294.88                    |
| Other Receivables                                                    |                          |                           |
| From Related Parties                                                 | 0.00                     | 33.39                     |
| From Others than related parties                                     | 2,117.30                 | 2,948.76                  |
|                                                                      | <b>3,655.99</b>          | <b>3,416.87</b>           |
| <b>13 Current Trade Receivables (Carried at Amortized Cost)</b>      |                          |                           |
| Trade Receivables (Unsecured considered good)                        | 9,505.78                 | 11,693.25                 |
|                                                                      | <b>9,505.78</b>          | <b>11,693.25</b>          |

**Trade Receivables Ageing Schedule 31st March 2026**

| Particulars                      | Outstanding for following periods from due date of payment |                      |               |           |                      |                 |
|----------------------------------|------------------------------------------------------------|----------------------|---------------|-----------|----------------------|-----------------|
|                                  | Less than<br>6 months                                      | 6 months -<br>1 year | 1-2 years     | 2-3 years | More than<br>3 years | Total           |
| (A) Undisputed trade receivables | 7,134.57                                                   | 2,268.94             | 102.27        |           |                      | 9,505.78        |
| (i) Considered Good              | -                                                          | -                    | -             | -         | -                    | -               |
| (ii) Considered Doubtful         | -                                                          | -                    | -             | -         | -                    | -               |
| (B) Disputed trade receivables   |                                                            |                      |               |           |                      |                 |
| (i) Considered Good              | -                                                          | -                    | -             | -         | -                    | -               |
| (ii) Considered Doubtful         | -                                                          | -                    | -             | -         | -                    | -               |
| <b>Sub Total</b>                 | <b>7,134.57</b>                                            | <b>2,268.94</b>      | <b>102.27</b> | <b>-</b>  | <b>-</b>             | <b>9,505.78</b> |

**Trade Receivables Ageing Schedule 31st March 2025**

| Particulars                      | Outstanding for following periods from due date of payment |                      |               |               |                      |                  |
|----------------------------------|------------------------------------------------------------|----------------------|---------------|---------------|----------------------|------------------|
|                                  | Less than<br>6 months                                      | 6 months -<br>1 year | 1-2 years     | 2-3 years     | More than<br>3 years | Total            |
| (A) Undisputed trade receivables | 7,685.08                                                   | 2,847.05             | 902.47        | 190.72        | 67.93                | 11,693.25        |
| (i) Considered Good              | -                                                          | -                    | -             | -             | -                    | -                |
| (ii) Considered Doubtful         | -                                                          | -                    | -             | -             | -                    | -                |
| (B) Disputed trade receivables   |                                                            |                      |               |               |                      |                  |
| (i) Considered Good              | -                                                          | -                    | -             | -             | -                    | -                |
| (ii) Considered Doubtful         | -                                                          | -                    | -             | -             | -                    | -                |
| <b>Sub Total</b>                 | <b>7,685.08</b>                                            | <b>2,847.05</b>      | <b>902.47</b> | <b>190.72</b> | <b>67.93</b>         | <b>11,693.25</b> |

**14 Current Tax Assets**

|                               |          |              |
|-------------------------------|----------|--------------|
| Income Tax Recoverable        | -        | 54.01        |
| Advance Tax / TDS Recoverable | -        | 10.60        |
|                               | <b>-</b> | <b>64.61</b> |

**15 Other Current Assets (Unsecured considered good)**

|                                     |                 |                 |
|-------------------------------------|-----------------|-----------------|
| Prepaid expenses                    | 339.73          | 313.26          |
| Advance to Suppliers                | 216.78          | 272.28          |
| GST Input Tax Credit                | 1,001.70        |                 |
| Advance to Employees                | 13.85           | 71.40           |
| Other Current assets                | 346.92          | 73.17           |
| Deposit with Government Authorities | 255.90          | 243.26          |
| Balance with Government Authorities | 269.21          | 842.85          |
|                                     | <b>2,444.09</b> | <b>1,816.22</b> |

**16 Equity Share Capital**
**Authorised:**

|                                                                                               |                  |                  |
|-----------------------------------------------------------------------------------------------|------------------|------------------|
| 125,00,00,000 (Previous Year 125,00,00,000) Equity shares of ₹ 1/- each                       | 12,500.00        | 12,500.00        |
| <b>Cumulative redeemable preference shares</b>                                                |                  |                  |
| 2,00,000 (Previous Year 2,00,000) 11% Cumulative Redeemable Preference Shares of ₹ 100/- each | 200.00           | 200.00           |
| 6,00,000 (Previous Year 6,00,000) 14% Cumulative Redeemable Preference Shares of ₹ 100/- each | 600.00           | 600.00           |
| 2,00,000 (Previous Year 2,00,000) 15% Cumulative Redeemable Preference Shares of ₹ 100/- each | 200.00           | 200.00           |
| 5,00,000 (Previous Year 5,00,000) Unclassified Shares of ₹ 100/- each                         | 500.00           | 500.00           |
|                                                                                               | <b>14,000.00</b> | <b>14,000.00</b> |
| <b><u>Issued, Subscribed &amp; Paid Up</u></b>                                                | -                | -                |
| 13,02,87,066 (Previous Year 12,23,69,130) Equity shares of ₹ 1/- each                         | 1,302.87         | 1,223.69         |
|                                                                                               | <b>1,302.87</b>  | <b>1,223.69</b>  |

The reconciliation of shares is as under:

|                                                                          | As at 31st March 2026 |                 | As at 31st March 2025 |                 |
|--------------------------------------------------------------------------|-----------------------|-----------------|-----------------------|-----------------|
|                                                                          | No. of Shares         | Amount          | No. of Shares         | Amount          |
| Balance at the beginning of the year                                     | 12,23,69,130          | 1,223.69        | 5,84,57,688           | 584.58          |
| Changes in equity share capital during the year                          | 79,17,936             | 79.18           | 6,39,11,442           | 639.11          |
| <b>Balance as at the end of reporting period</b>                         | <b>13,02,87,066</b>   | <b>1,302.87</b> | <b>12,23,69,130</b>   | <b>1,223.69</b> |
| Less: Equity shares of the Company held by subsidiary (treasury shares)* | 12,538                | 0.13            | 12,538                | 0.13            |
| <b>Equity shares outstanding at the end of the year</b>                  | <b>13,02,74,528</b>   | <b>1,302.75</b> | <b>12,23,56,592</b>   | <b>1,223.57</b> |

\*Treasury shares represent 12,538 (Previous year: 12,538) equity shares of the Company held by its subsidiary. In the consolidated financial statements, such shares are treated as treasury shares and deducted from equity.

**16(i) Rights, Preferences and restrictions attached to Equity Shares:**

The Company has single class of equity shares. Accordingly, all equity shares rank equally with regard to dividend and share in the Company's residual assets. The equity shareholders are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share in the paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

**16(ii) Details of Shareholders holding more than 5 % Shares of the Company**

| S. No. | Name of Shareholder     | As at 31st March 2026 |                  | As at 31st March 2025 |                  |
|--------|-------------------------|-----------------------|------------------|-----------------------|------------------|
|        |                         | No. of Shares Held    | % of Shares Held | No. of Shares Held    | % of Shares Held |
| 1      | Shri Abhishek Singhania | 4,39,20,411           | 33.71%           | 3,60,40,765           | 29.46%           |
| 2      | J. K. Traders Ltd.      | 2,74,85,702           | 21.10%           | 2,74,85,702           | 22.46%           |

**16(iii) Details of Shareholding of Promoters and Promoters Group as at 31st March 2026**

| Name of Promoter                                                           | No. of Shares held as at 31st March 2026 | % of Shares Held as at 31st March 2026 | No. of Shares held as at 31st March 2025 | % of Shares Held as at 31st March 2025 | % Change during the year |
|----------------------------------------------------------------------------|------------------------------------------|----------------------------------------|------------------------------------------|----------------------------------------|--------------------------|
| Shri Abhishek Singhania                                                    | 4,39,20,411                              | 33.71%                                 | 3,60,40,765                              | 29.45%                                 | 4.26%                    |
| Gaur Hari Singhania jt with Vasantlal D. Mehta & Raghubir Prasad Singhania | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| Smt. Kavita Yadupati Singhania                                             | 54,532                                   | 0.04%                                  | 54,532                                   | 0.04%                                  | 0.00%                    |
| Smt. Manorama Devi Singhania                                               | 1,67,333                                 | 0.13%                                  | 1,67,333                                 | 0.14%                                  | -0.01%                   |
| Shri Sanjay Agrawal                                                        | 4                                        | 0.00%                                  | 4                                        | 0.00%                                  | 0.00%                    |
| Smt. Sushila Devi Singhania                                                | 43,42,787                                | 3.33%                                  | 43,42,787                                | 3.55%                                  | -0.22%                   |
| Smt Varsha Singhania                                                       | 24,183                                   | 0.02%                                  | 10,000.00                                | 0.01%                                  | 0.01%                    |
| Smt. Chandralekha Gupta*                                                   | 1,08,095                                 | 0.08%                                  | -                                        | -                                      | -                        |
| Shri Dhruv Gupta*                                                          | 4,13,622                                 | 0.32%                                  | -                                        | -                                      | -                        |
| Shri Anil Kumar Gupta*                                                     | 1,57,794                                 | 0.12%                                  | -                                        | -                                      | -                        |
| Smt. Swati Singhania*                                                      | 84,504                                   | 0.06%                                  | -                                        | -                                      | -                        |

|                                                        |                    |               |                    |               |        |
|--------------------------------------------------------|--------------------|---------------|--------------------|---------------|--------|
| Smt. Pallavi Kanoria*                                  | 21,188             | 0.02%         | -                  | -             | -      |
| G.H. Securities Pvt. Ltd.                              | 100                | 0.00%         | 100                | 0.00%         | 0.00%  |
| J.K. Traders Ltd.                                      | 2,74,85,702        | 21.10%        | 2,74,85,702        | 22.46%        | -1.37% |
| Pioneer Projects Limited                               | 24,07,026          | 1.85%         | 24,07,026          | 1.97%         | -0.12% |
| Yadu Securities Pvt. Ltd.                              | 200                | 0.00%         | 200                | 0.00%         | 0.00%  |
| Akshypatra Finance & Investment Co. Private Limited    | 4,97,500           | 0.38%         | 4,97,500           | 0.00%         | -0.02% |
| Dwarkadhish Finance and Investment Co. Private Limited | 16,06,000          | 1.23%         | 16,06,000          | 0.01%         | -0.08% |
| J K Consultancy and Services Private Limited           | 3,00,000           | 0.23%         | 3,00,000           | 0.00%         | -0.01% |
| J.K. Infrastructure Developers Private Limited         | 7,54,000           | 0.58%         | 7,54,000           | 0.01%         | -0.04% |
| Manphul Trading and Finance Co. Private Limited        | 12,65,950          | 0.97%         | 12,65,950          | 0.01%         | -0.06% |
| Neelkhanth Mercantile Private Limited                  | 6,58,500           | 0.51%         | 6,58,500           | 0.01%         | -0.03% |
| PGA Securities Private Limited                         | 1,00,000           | 0.08%         | 1,00,000           | 0.00%         | 0.00%  |
| Udbhav Finance and Investment Co. Private Limited      | 5,000              | 0.00%         | 5,000              | 0.00%         | 0.00%  |
| JK Technosoft Limited                                  | 12,538             | 0.01%         | -                  | 0.00%         | 0.01%  |
| Shri Ramapati Singhania                                | 5,48,318           | 0.42%         | 5,48,318           | 0.45%         | -0.03% |
| <b>Total</b>                                           | <b>8,49,35,387</b> | <b>65.19%</b> | <b>7,62,43,817</b> | <b>62.31%</b> |        |

\* Classified as members of the Promoter Group during FY 2025-26 pursuant to applicable SEBI requirements. The increase in shareholding is attributable solely to such classification.

#### Details of Shareholding of Promoters and Promoters Group as at 31st March 2025

| Name of Promoter                                                           | No. of Shares held as at 31st March 2025 | % of Shares Held as at 31st March 2025 | No. of Shares held as at 31st March 2024 | % of Shares Held as at 31st March 2024 | % Change during the year |
|----------------------------------------------------------------------------|------------------------------------------|----------------------------------------|------------------------------------------|----------------------------------------|--------------------------|
| Shri Abhishek Singhania                                                    | 3,60,40,765                              | 29.45%                                 | 1,46,72,880                              | 25.10%                                 | 4.35%                    |
| Gaur Hari Singhania jt with Vasantlal D. Mehta & Raghubir Prasad Singhania | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| Smt. Kavita Yadupati Singhania                                             | 54,532                                   | 0.04%                                  | 27,266                                   | 0.05%                                  | -0.01%                   |
| Smt. Manorama Devi Singhania                                               | 1,67,333                                 | 0.14%                                  | 1,57,333                                 | 0.27%                                  | -0.13%                   |
| Shri Sanjay Agrawal                                                        | 4                                        | 0.00%                                  | 4                                        | 0.00%                                  | 0.00%                    |
| Smt. Sushila Devi Singhania                                                | 43,42,787                                | 3.55%                                  | 43,42,787                                | 7.43%                                  | -3.88%                   |
| Smt Varsha Singhania                                                       | 10,000                                   | 0.01%                                  | -                                        | 0.00%                                  | 0.01%                    |
| G.H. Securities Pvt. Ltd.                                                  | 100                                      | 0.00%                                  | 100                                      | 0.00%                                  | 0.00%                    |
| J.K. Traders Ltd.                                                          | 2,74,85,702                              | 22.46%                                 | 1,23,71,176                              | 21.16%                                 | 1.30%                    |
| Pioneer Projects Limited                                                   | 24,07,026                                | 1.97%                                  | 10,83,390                                | 1.85%                                  | 0.12%                    |
| Yadu Securities Pvt. Ltd.                                                  | 200                                      | 0.00%                                  | 200                                      | -                                      | 0.00%                    |
| Akshypatra Finance & Investment Co. Private Limited                        | 4,97,500                                 | 0.41%                                  | -                                        | -                                      | 0.41%                    |
| Dwarkadhish Finance and Investment Co. Private Limited                     | 16,06,000                                | 1.31%                                  | -                                        | -                                      | 1.31%                    |
| J K Consultancy and Services Private Limited                               | 3,00,000                                 | 0.25%                                  | -                                        | -                                      | 0.25%                    |
| J.K. Infrastructure Developers Private Limited                             | 7,54,000                                 | 0.62%                                  | -                                        | -                                      | 0.62%                    |
| Manphul Trading and Finance Co. Private Limited                            | 12,65,950                                | 1.03%                                  | -                                        | -                                      | 1.03%                    |
| Neelkhanth Mercantile Private Limited                                      | 6,58,500                                 | 0.54%                                  | -                                        | -                                      | 0.54%                    |
| PGA Securities Private Limited                                             | 1,00,000                                 | 0.08%                                  | -                                        | -                                      | 0.08%                    |
| Udbhav Finance and Investment Co. Private Limited                          | 5,000                                    | 0.00%                                  | -                                        | 0.00%                                  | 0.00%                    |
| Shri Ramapati Singhania                                                    | 5,48,318                                 | 0.45%                                  | 2,48,318                                 | 0.42%                                  | 0.03%                    |
| <b>Total</b>                                                               | <b>7,62,43,817</b>                       | <b>62.31%</b>                          | <b>3,29,03,554</b>                       | <b>56.29%</b>                          |                          |

**17 Other Equity**

| PARTICULARS                                       | Retained Earnings | Capital Reserve | Capital Redemption Reserve | Share Premium Account | Share based payment reserves | Foreign Currency Translation Reserve | Other Comprehensive Income | Total            |
|---------------------------------------------------|-------------------|-----------------|----------------------------|-----------------------|------------------------------|--------------------------------------|----------------------------|------------------|
| Balance as per last balance as on 1st April, 2025 | 11,294.68         | 3,699.73        | 12.86                      | 19,999.25             | 1,453.30                     | 760.95                               | 2,676.30                   | 39,897.08        |
| <b>Balance in Profit &amp; Loss statement :</b>   |                   |                 |                            |                       |                              |                                      |                            |                  |
| Balance in Statement of P & L                     | 23,219.16         |                 |                            |                       |                              |                                      |                            | 23,219.16        |
| Add : Share of Associate Companies                |                   |                 |                            |                       |                              |                                      |                            |                  |
| i. JK Phillips LLP                                | 24.11             |                 |                            |                       |                              |                                      |                            | 24.11            |
| ii. Nebula3D Services Pvt. Limited                | 10.40             |                 |                            |                       |                              |                                      |                            | 10.40            |
| <b>Other Comprehensive Income [ Net of Tax ]</b>  |                   |                 |                            |                       |                              |                                      |                            | -                |
| Other Comprehensive Income for the year           | (1,264.73)        |                 |                            |                       | 116.12                       | 610.20                               | 911.95                     | 373.54           |
| Addition of Security premium during the year      |                   |                 |                            | -                     |                              |                                      |                            | -                |
| <b>Balance at the end of 31st March, 2026</b>     | <b>33,283.62</b>  | <b>3,699.73</b> | <b>12.86</b>               | <b>19,999.25</b>      | <b>1,569.42</b>              | <b>1,371.15</b>                      | <b>3,588.26</b>            | <b>63,524.30</b> |

| PARTICULARS                                                                                     | Retained Earnings | Capital Reserve | Capital Redemption Reserve | Share Premium Account | Share based payment reserves | Foreign Currency Translation Reserve | Other Comprehensive Income | Total            |
|-------------------------------------------------------------------------------------------------|-------------------|-----------------|----------------------------|-----------------------|------------------------------|--------------------------------------|----------------------------|------------------|
| Balance as per last balance as on 1st April, 2024                                               | 5,818.19          | 3,699.73        | 12.86                      | 5,297.90              |                              |                                      | 2,508.87                   | 17,337.55        |
| <b>Balance in Profit &amp; Loss statement :</b>                                                 |                   |                 |                            |                       |                              |                                      |                            |                  |
| Balance in Statement of P & L                                                                   | 700.78            |                 |                            | -                     |                              |                                      | -                          | 700.78           |
| Add : Share of Associate Companies                                                              |                   |                 |                            |                       |                              |                                      |                            | -                |
| i. JK Phillips LLP                                                                              | -                 |                 |                            |                       |                              |                                      | -                          | -                |
| ii. Nebula3D Services Pvt. Limited                                                              | 0.84              |                 |                            | -                     |                              |                                      | -                          | 0.84             |
| <b>Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]</b> |                   |                 |                            |                       |                              |                                      |                            | -                |
| Other Comprehensive Income for the year                                                         |                   |                 |                            |                       |                              |                                      | (1,025.42)                 | (1,025.42)       |
| Addition of reserve due to acquisition of JK Technosoft limited                                 | 4,774.88          |                 |                            | 671.51                | 1,453.30                     | 760.95                               | 1,192.85                   | 8,853.49         |
| Addition of Security premium during the year                                                    |                   |                 |                            | 14,029.85             |                              |                                      |                            | 14,029.85        |
| <b>Balance at the end of 31st March, 2025</b>                                                   | <b>11,294.68</b>  | <b>3,699.73</b> | <b>12.86</b>               | <b>19,999.25</b>      | <b>1,453.30</b>              | <b>760.95</b>                        | <b>2,676.30</b>            | <b>39,897.08</b> |

**18 Lease Liabilities**

|                                   |               |               |
|-----------------------------------|---------------|---------------|
| Lease liabilities - (Non Current) | 358.34        | 252.58        |
| Lease liabilities - (Current)     | 188.69        | 371.16        |
|                                   | <b>547.04</b> | <b>623.74</b> |

**19 Long Term Borrowings**
**Term Loans (Secured)**

|                                |               |               |
|--------------------------------|---------------|---------------|
| a) From Banks                  | 4.87          | 258.99        |
| b) From Others                 |               |               |
| 0.1% OCRPS Liability Component | 217.93        | 36.11         |
| c) Loan from Related Party     | -             |               |
|                                | <b>222.80</b> | <b>295.10</b> |

**20 Other Non Current Liabilities**

|                                     |                 |               |
|-------------------------------------|-----------------|---------------|
| Advances from Customers (Long Term) | 2,200.24        | 331.00        |
|                                     | <b>2,200.24</b> | <b>331.00</b> |

**21 Long Term Provisions**

|                                |                 |               |
|--------------------------------|-----------------|---------------|
| Provision for Leave Encashment | 350.45          | 262.64        |
| Provision for Gratuity         | 1,000.31        | 552.30        |
|                                | <b>1,350.76</b> | <b>814.92</b> |

**22 Short Term Borrowings**
**(a) Loans Repayable on Demand**

|                                 |          |          |
|---------------------------------|----------|----------|
| Secured (From Banks)            | -        | -        |
| From Related Parties            |          |          |
| From other than Related Parties | 1,251.50 |          |
| Credit Balance of CC/OD Account | 1,890.68 | 2,674.67 |

|                                                       |                 |                 |
|-------------------------------------------------------|-----------------|-----------------|
| <b>(b) Current Maturities of Long Term Borrowings</b> | <b>-</b>        | <b>128.00</b>   |
|                                                       | <b>3,142.18</b> | <b>2,802.67</b> |

**23 Trade Payables (Carried at Amortized Cost)**

|                                                                                         |                 |                 |
|-----------------------------------------------------------------------------------------|-----------------|-----------------|
| Total outstanding dues of micro enterprises and small enterprises                       | 220.70          | 396.29          |
| Total outstanding dues of creditors other than micro enterprises and small enterprises. | 2,986.18        | 3,850.75        |
|                                                                                         | <b>3,206.88</b> | <b>4,247.04</b> |

| Trade Payable ageing schedule                                                          | Outstanding for following periods from due date of payment |                 |             |                   |                 |
|----------------------------------------------------------------------------------------|------------------------------------------------------------|-----------------|-------------|-------------------|-----------------|
| As at March 31, 2026                                                                   | Less than 1 year                                           | 1-2 years       | 2-3 years   | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                      | 220.60                                                     | 0.10            | -           | -                 | 220.70          |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 514.63                                                     | 2,469.09        | 2.46        | -                 | 2,986.18        |
| Disputed dues of micro enterprises and small enterprises                               | -                                                          | -               | -           | -                 | -               |
| Disputed dues of creditors other than micro enterprises and small enterprises          | -                                                          | -               | -           | -                 | -               |
| <b>Total</b>                                                                           | <b>735.23</b>                                              | <b>2,469.19</b> | <b>2.46</b> | <b>-</b>          | <b>3,206.88</b> |

| Trade Payable ageing schedule                                                          | Outstanding for following periods from due date of payment |               |           |                   |                 |
|----------------------------------------------------------------------------------------|------------------------------------------------------------|---------------|-----------|-------------------|-----------------|
| As at March 31, 2025                                                                   | Less than 1 year                                           | 1-2 years     | 2-3 years | More than 3 years | Total           |
| Total outstanding dues of micro enterprises and small enterprises                      | 396.29                                                     | -             | -         | -                 | 396.29          |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 3,668.78                                                   | 181.97        | -         | -                 | 3,850.75        |
| Disputed dues of micro enterprises and small enterprises                               | -                                                          | -             | -         | -                 | -               |
| Disputed dues of creditors other than micro enterprises and small enterprises          | -                                                          | -             | -         | -                 | -               |
| <b>Total</b>                                                                           | <b>4,065.07</b>                                            | <b>181.97</b> | <b>-</b>  | <b>-</b>          | <b>4,247.04</b> |

Based on the information available with the Company regarding the status of suppliers as defined under MSMED Act, 2006, there was no principal amount overdue and no interest was payable to the Micro, Small and Medium Enterprises as on 31st March 2026, as per the terms of contract.

Following are the relevant disclosures as required under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act')

|     | Description                                                                                                                                                                                                    | As at<br>31st March 2026 | As at<br>31st March 2025 |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|
| i   | The principal amount remaining unpaid to suppliers as at the end of accounting year.                                                                                                                           | 220.70                   | 396.29                   |
| ii  | The interest due thereon remaining unpaid to suppliers as at the end of accounting year.                                                                                                                       | NIL                      | NIL                      |
| iii | The amount of interest paid by the Company in terms of Section 16, along with the amount of payments made to the micro and small enterprise beyond the appointed date during the period.                       | NIL                      | NIL                      |
| iv  | The amount of interest due and payable for the period of delay in making payment which have been paid but beyond the appointed day during the period but without adding the interest specified under this Act. | NIL                      | NIL                      |
| v   | The amount of interest accrued during the year and remaining unpaid at the end of the accounting year.                                                                                                         | NIL                      | NIL                      |
| vi  | The amount of further interest remaining due and payable even in succeeding years.                                                                                                                             | NIL                      | NIL                      |

|                                                                                                                                             |                                                                        |                 |                 |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|-----------------|-----------------|
| <b>24</b>                                                                                                                                   | <b>Other Current Financial Liabilities (Carried at Amortized Cost)</b> |                 |                 |
|                                                                                                                                             | Security Deposits                                                      | 6.75            | 9.85            |
|                                                                                                                                             | Payable to Debenture holders/Preference Shareholders*                  | 72.92           | 72.92           |
|                                                                                                                                             | Interest on Borrowings payable                                         |                 |                 |
|                                                                                                                                             | (a) To Related Parties                                                 | 106.06          |                 |
|                                                                                                                                             | (b) To Banks and Financial Institutions                                | -               | -               |
|                                                                                                                                             | Other Payables- Related party                                          | 0.17            |                 |
|                                                                                                                                             | Other Payables - Other than related party                              | 37.68           | 128.48          |
|                                                                                                                                             | Advances                                                               | -               | 762.47          |
|                                                                                                                                             |                                                                        | <b>223.58</b>   | <b>973.72</b>   |
| * These amounts have been claimed by Debentures /Preference Shares holders but held in abeyance due to non-completion of legal formalities. |                                                                        |                 |                 |
| <b>25</b>                                                                                                                                   | <b>Other Current Liabilities</b>                                       |                 |                 |
|                                                                                                                                             | Statutory Dues Payable                                                 | 246.42          | 326.00          |
|                                                                                                                                             | Payable for Capital Expenditure                                        | 457.67          |                 |
|                                                                                                                                             | Other Payables                                                         | 1,764.04        | 1,799.80        |
|                                                                                                                                             |                                                                        | <b>2,468.12</b> | <b>2,125.80</b> |
| <b>26</b>                                                                                                                                   | <b>Short Term Provisions</b>                                           |                 |                 |
|                                                                                                                                             | Provision for Bonus                                                    | 0.44            | 2.13            |
|                                                                                                                                             | Provision for Leave Encashment                                         | 129.16          | 122.83          |
|                                                                                                                                             | Provision for Gratuity                                                 | 90.28           | 0.44            |
|                                                                                                                                             |                                                                        | <b>219.88</b>   | <b>125.40</b>   |
| <b>27</b>                                                                                                                                   | <b>Current Tax Liabilities (Net)</b>                                   | <b>96.06</b>    | <b>-</b>        |

(Rs in Lakhs)

| PARTICULARS   |                                                                                      | Year ended<br>31st March 2026<br>Audited | Year ended<br>31st March 2025<br>Audited |
|---------------|--------------------------------------------------------------------------------------|------------------------------------------|------------------------------------------|
| <b>28</b>     | <b>Revenue From Operations</b>                                                       |                                          |                                          |
|               | Sale of Products                                                                     | 3,240.62                                 | 7,574.57                                 |
|               | Sale of Services                                                                     | 20,724.28                                | 459.44                                   |
|               | Other Sales                                                                          | -                                        | 29.97                                    |
|               |                                                                                      | <b>23,964.90</b>                         | <b>8,063.98</b>                          |
| <b>29</b>     | <b>Other Income</b>                                                                  |                                          |                                          |
|               | Interest Income                                                                      | 1,063.55                                 | 523.88                                   |
|               | Dividend Income                                                                      | 0.05                                     | 10.99                                    |
|               | Rental Income                                                                        | 95.94                                    | 144.55                                   |
|               | Interest on Lease Security deposited                                                 | 8.70                                     | -                                        |
|               | Exchange Gain(Net)                                                                   | 314.53                                   | -                                        |
|               | Remeasurement of financial instrument-FVTPL                                          | 9.70                                     |                                          |
|               | Profit on Sale of Investments                                                        | 1,843.10                                 | 798.14                                   |
|               | Profit on Sales of Fixed Assets                                                      | 307.52                                   | -                                        |
|               | Sundry Balances Written Back                                                         | 495.78                                   |                                          |
|               | Miscellaneous Income                                                                 | 125.66                                   | 352.19                                   |
|               |                                                                                      | <b>4,264.53</b>                          | <b>1,829.75</b>                          |
| <b>30 (a)</b> | <b>Cost of Material Consumed</b>                                                     |                                          |                                          |
|               | Opening Stock of Raw materials                                                       | 806.42                                   | 576.99                                   |
|               | Add: Purchases during the period                                                     | 1,786.67                                 | 1,076.40                                 |
|               | Less: Closing Stock of Raw materials                                                 | 1,031.76                                 | 806.42                                   |
|               |                                                                                      | <b>1,561.33</b>                          | <b>846.96</b>                            |
| <b>30 (b)</b> | <b>Changes in inventories of finished goods, Stock in Trade and work in progress</b> |                                          |                                          |
|               | Inventories of WIP at the beginning of the year (A)                                  | 3,005.57                                 | 1,308.08                                 |
|               | Inventories of Finished Goods at the beginning of the year (B)                       | -                                        | -                                        |

|                                                          |                 |                   |
|----------------------------------------------------------|-----------------|-------------------|
| Inventories of WIP at the end of the year (C)            | 3,180.09        | 1,655.48          |
| Inventories of Finished Goods at the end of the year (D) | -               | 1,350.09          |
| <b>Change in Inventories (A+B-C-D)</b>                   | <b>(174.52)</b> | <b>(1,697.49)</b> |

**30 (c) Purchase of Stock in Trade**

|                                   |               |                 |
|-----------------------------------|---------------|-----------------|
| Purchase of Software              | -             | 1,140.00        |
| Purchase of Finished Goods        | 332.89        | 113.29          |
| Purchase of Printer & Accessories | -             | 4,529.25        |
| Consumables Purchase              | -             | 6.05            |
|                                   | <b>332.89</b> | <b>5,788.59</b> |

**31 Employee Benefit Expenses**

|                                           |                  |               |
|-------------------------------------------|------------------|---------------|
| Salaries and Wages                        | 13,212.30        | 679.50        |
| Contribution to Provident and Other Funds | 678.04           | 41.28         |
| Share-based payments to employees         | 119.13           | -             |
| Staff welfare expenses                    | 347.75           | 37.40         |
|                                           | <b>14,357.22</b> | <b>758.18</b> |

**32 Finance Cost**

|                                                |               |               |
|------------------------------------------------|---------------|---------------|
| Interest to Banks and Others                   | 340.22        | 470.89        |
| Finance cost on 0.1% OCRPS Liability Component | 255.12        | 36.11         |
| Interest on Lease Liability                    | 39.97         | 25.96         |
| Other Borrowing Cost                           | 44.45         | 75.51         |
|                                                | <b>679.76</b> | <b>608.47</b> |

**33 Depreciation & Amortisation Expenses**

|                                   |                 |               |
|-----------------------------------|-----------------|---------------|
| Depreciation on Tangible Assets   | 446.84          | 368.70        |
| Depreciation on ROU Assets        | 342.88          | 98.36         |
| Amortisation of Intangible assets | 759.67          | 0.12          |
|                                   | <b>1,549.39</b> | <b>467.18</b> |

**34 Other Expenses**

|                                             |        |        |
|---------------------------------------------|--------|--------|
| Machinery Repairs & Maintenance             | 458.03 | 32.63  |
| Manufacturing expenses                      | 599.98 | 723.52 |
| Insurance                                   | 103.02 | 15.07  |
| Rent, Rates & Taxes                         | 75.66  | 340.73 |
| Rent paid                                   | 181.07 | -      |
| Selling & Distribution Expenses:-           |        |        |
| - Business Promotion                        | 591.65 | 1.48   |
| - Advertisement Expenses                    | 5.19   | 9.09   |
| Directors' Fee                              | 4.64   | 89.11  |
| Auditors' Remuneration :-                   |        |        |
| - Audit Fee                                 | 51.94  | 7.50   |
| - Other Services                            | 6.30   | 6.08   |
| CSR Expenses                                | 51.00  | 5.30   |
| Internet and Networking Expenses            | 36.58  |        |
| Factory Certification Charges               | 2.77   | -      |
| Clearing & Forwarding Charges               | -      | 25.24  |
| Professional charges                        | 173.05 | 239.37 |
| Impairment & Loss on Assets written off     | 239.66 | -      |
| Bad debts/ Expected credit loss             | -      | 398.51 |
| Administrative Expenses                     | 175.63 | 85.00  |
| Repairs and Maintenance Expenses            | 155.41 | 66.53  |
| Miscellaneous expenses                      | 381.77 | 136.31 |
| Transportation Expenses                     | 45.21  | 2.22   |
| Power, Fuel & Water                         | 68.59  | -      |
| Testing, Inspection & Certification charges | 41.04  | 9.25   |
| Packaging Materials                         | 9.44   | -      |
| Travelling & Conveyance Expenses            | 525.78 | 60.55  |
| Donation                                    | 5.78   | -      |
| Electricity charges                         | 56.94  | 14.03  |
| Communication Expenses                      | 16.00  | 16.16  |
| Security service charges                    | 46.23  | 41.28  |
| Loss, Damage & Rejection Charges            | 45.69  | 14.45  |

|                                      |                 |                 |
|--------------------------------------|-----------------|-----------------|
| Software Subscriptions & Periodicals | 7.08            | 9.12            |
| Legal expenses                       | 1,328.63        | 65.49           |
| Vehicle Running & Maintenance        | 8.98            | -               |
|                                      | <b>5,498.71</b> | <b>2,414.04</b> |

| 35  | Earnings per Share (EPS)                                               | 2025-26      | 2024-25     |
|-----|------------------------------------------------------------------------|--------------|-------------|
| (I) | Net Profit(+)/Loss(-) available for Equity Share holders               | 21,564.87    | 701.62      |
| a.  | <b>Basic earnings per Equity Share of ₹ 1/- each (in ₹)</b>            |              |             |
| i.  | Number of Equity Shares                                                | 12,77,27,295 | 9,03,44,082 |
|     | (Denominator used for calculation of E.P.S. based on weighted average) |              |             |
| ii. | Basic earnings per Equity Share of ₹ 1/- each (in ₹)                   | 16.88        | 0.79        |
| b.  | <b>Diluted earnings per Equity Share of ₹ 1/- each (in ₹)</b>          |              |             |
| i.  | Number of Equity Shares                                                | 12,77,27,295 | 9,03,44,082 |
|     | (Denominator used for calculation of E.P.S. based on weighted average) |              |             |
| ii. | Diluted earnings per Equity Share of ₹ 1/- each (in ₹)                 | 16.88        | 0.79        |

### 36 Related Party Disclosures:

#### A. Key Managerial Personnel

|                         |                                |
|-------------------------|--------------------------------|
| Shri Abhishek Singhania | Chairman and Managing Director |
| Shri Partho Pratim Kar  | Joint Managing Director        |
| Shri Sanjay Jain        | Chief Financial Officer        |
| Shri. Yogesh Sharma     | Company Secretary              |
| Smt. Shikha Rastogi     | Company Secretary              |

#### **Non Executive Non Independent Director**

Shri Maneesh Mansingka

#### **Independent Director**

Shri Rajiv Bajaj  
Shri Rajesh Relan  
Smt. Renu Nanda

#### B. Entities over which Promoters/Directors have significant influence

J.K. Consultancy & Services Private Limited  
J.K. Urbanscapes Developers Limited  
Diensten Tech Limited  
Additive 3 D  
Sir Padampath Singhania Education centre

- Following are the transactions with related parties as defined under Companies Act, 2013 and Ind AS-24 and were carried out with related parties in the ordinary course of business and on terms equivalent to those that prevails in arm's length transaction.

### Notes on terms and conditions of transactions with related parties

#### 1 Sales to Related Parties and concerned balance

Sales to related parties are conducted in the ordinary course of business and on an arm's length basis, reflecting terms equivalent to those applicable to unrelated third parties. Accordingly, Jaykay Enterprises Limited (JKEL) mutually negotiates pricing, discounts, and payment terms with related parties by benchmarking these arrangements against comparable transactions with independent, non-related parties.

#### 2 Purchases of goods from related parties

Purchases from related parties are conducted in the ordinary course of business on normal commercial terms, which are comparable to transactions with unrelated third parties. JKEL mutually determines purchase prices, discounts, and payment terms with related parties by benchmarking these arrangements against similar, verified transactions with non-related parties.

#### 3 Reimbursement of Expenses /paid

Reimbursement is claimed from group companies on actual basis.

| C. | <u>Key Managerial Personnel:</u> | 2025-26 | 2024-25 |
|----|----------------------------------|---------|---------|
| a. | Shri Sanjay Jain                 |         |         |

|           |                                                                                          |               |               |
|-----------|------------------------------------------------------------------------------------------|---------------|---------------|
|           | Remuneration Paid                                                                        | 56.40         | 55.40         |
| b.        | Shri Yogesh Sharma (up to 18-10-2024)<br>Remuneration Paid                               | -             | 12.74         |
| c.        | Smt. Shikha Rastogi (w.e.f. 11-02-2025)<br>Remuneration Paid                             | 33.45         | 11.34         |
| d.        | Partho Pratim Kar<br>Remuneration Paid                                                   | 136.50        | 85.50         |
|           | <b>Total</b>                                                                             | <b>226.35</b> | <b>164.98</b> |
| <b>D.</b> | <b>Entity Significantly influenced by Key Management Personnel &amp; their Relatives</b> |               |               |
|           | <b>Trade Payable</b>                                                                     |               |               |
|           | <b>J.K.Consultancy &amp; Services Private Limited</b>                                    |               |               |
|           | Opening balance at the beginning of the year                                             | -             | -             |
|           | Add : Expenses incurred                                                                  | 4.65          | 0.96          |
|           | Less : Payment made during the year                                                      | (3.79)        | -0.96         |
|           | Closing balance at year-end                                                              | 0.86          | -             |
|           | <b>Trade Receivable</b>                                                                  |               |               |
|           | <b>J.K. Urbanscapes Developers Limited</b>                                               |               |               |
|           | Opening balance at the beginning of the year                                             | -             | -             |
|           | Add : Rental income credited during the year                                             | 49.67         | 69.22         |
|           | Less: Rent received                                                                      | 49.67         | 69.22         |
|           | Closing balance at year-end                                                              | -             | -             |
|           | <b>Diensten Tech Limited</b>                                                             |               |               |
|           | Opening balance at the beginning of the year                                             | 0.18          | 1.10          |
|           | Add : Rental income credited during the year                                             | 21.45         | 14.44         |
|           | Less : Recovery towards Rental income                                                    | (19.47)       | (15.36)       |
|           | Closing balance at year-end                                                              | <b>2.16</b>   | <b>0.18</b>   |
|           | <b>Additive 3 D</b>                                                                      |               |               |
|           | Opening balance at the beginning of the year                                             | 152.99        | 137.80        |
|           | Add : Rental income credited during the year                                             | -             | 140.19        |
|           | Less : Payment received during the year                                                  | -             | 125.00        |
|           | Less : Written off during the year                                                       | (152.99)      | -             |
|           | Closing balance at year-end                                                              | -             | <b>152.99</b> |
|           | <b>Sir Padampath Singhania Education centre</b>                                          |               |               |
|           | Opening balance at the beginning of the year                                             | -             | 1.70          |
|           | Add:Rental income and electricity charged during the year                                | 6.85          | 24.32         |
|           | Less: Amount received during the year                                                    | (6.85)        | 26.02         |
|           | Closing balance at year-end                                                              | -             | -             |
| <b>E.</b> | <b>Directors and their relatives</b>                                                     |               |               |
|           | Sitting Fee paid to Directors                                                            | 1.84          | 2.01          |
|           | Rent, Interest and other expenses paid                                                   | -             | 2.28          |
|           | Rent paid (Mr. Abhishek Singhania)                                                       | 0.44          | -             |
|           |                                                                                          | -             | -             |
| <b>F.</b> | <b>Others</b>                                                                            |               |               |
|           | CSR Expenditure (Dr. Gaur Hari Singhania Institute of Management & Research)             | <b>6.04</b>   | -             |

| 37 | a.  | Contingent Liabilities                                             | 2025-26                | 2024-25 |
|----|-----|--------------------------------------------------------------------|------------------------|---------|
|    | (i) | In respect of claims against the Company not acknowledged as debts | Amount unascertainable |         |

|                                                                                                                                                                                                                                                                                                                                                                                                                                 |                              |        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------|
| The Company has filed an appeal to Commissioner of Customs (Appeals) against the disputed customs demand raised by the customs department. The matter was remanded back vide an order of the Commissioner (Appeals) to the Deputy Commissioner for de novo adjudication. The last hearing was conducted on 19.01.2024, wherein the Company filed written submissions and now awaits the final order (Net of ₹ 71.95 Lakhs paid) |                              |        |
| (ii)                                                                                                                                                                                                                                                                                                                                                                                                                            |                              | 887.44 |
| (iii)                                                                                                                                                                                                                                                                                                                                                                                                                           | Disputed Income Tax Demand - | 36.65  |
| (iv)                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Capital Commitments</b>   | NIL    |
| (v)                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>Other Commitments</b>     | NIL    |

### 38 Terms and conditions of transactions with related parties

The sales and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables.

39 Previous year's figures have been restated/recasted/regrouped wherever necessary to confirm to the classification of the year.

40 The business of the associate Nebula 3D Services Private Limited has substantial accumulated losses carried forward from previous years resulting in erosion of Net worth as at 31st March 2026. However, the management is having a positive future outlook of the Associate's business as a going concern. Therefore the management opines that there is no need to impair the value of Investment in Associate.

### 41 Other Information

- A. The group did not enter any transaction with companies struck off under section 24B of the Companies Act, 2013 or section 560 of Companies Act, 1956. There are no outstanding balances (payable to/receivable from) with struck off companies.
- B. The group has complied with number of layers of companies.
- C. The group has not entered in any Scheme of Arrangements and no Scheme of Arrangements has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act 2013.
- D. The group did not held any Benami Properties and no proceedings has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- E. The group is not declared willful defaulter by any bank or financial institution or any other lender.
- F. The group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- G. There are no unrecorded transactions in the books of accounts, which have been surrendered/disclosed as income during the year in the tax assessments under the Income Tax Act 1961.
- H. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- I. No funds have been received by the group from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- J. In the opinion of the management and to the best of their knowledge and belief the value on the realisation of the current assets, loans, if realised in the ordinary course of business, will not be less than the amount at which they have been stated in the Balance Sheet.

### 42 Exceptional Items

#### A. Fair value of Investment in equity shares of JK Urbanscapes Developers Limited

During the current financial year, the company has recognized a fair value gain of Rs. 26,265.71 lakh on its investment in 9,510,360 equity shares of JK Urbanscapes Developers Limited to comply with the provisions of Ind AS 109.

Following the company's first-time adoption of Ind AS in 2016-17, these shares were measured at a deemed cost of Rs. 1/- . These shares were not previously marked to fair value due to the prevailing lack of business visibility and legal complexities surrounding them. With clarity of business and to ensure the financial statements reflect a true and fair view of the company's financial position as at March 31, 2026, management has opted to measure these shares at fair value. Consequently, the resulting fair value gain of Rs. 26,265.71 lakh has been disclosed as an Exceptional Item in the Statement of Profit and Loss. The said shares were already recognised and disclosed as investments in the Consolidated Financial Statements at a carrying value of Rs. 2,718.97 lakh in earlier periods. so net impact of 23546.74 recognized as exceptional items in Statement of Profit and Loss.

- B. The exceptional items include a provision for expected credit loss of ₹4892.35 lakh recognized against trade receivables of the group.

It also includes the following items: Sundry Debtors written off of Rs 155.41 lakhs and Loss on disposal of Fixed assets Rs 185.50 lakhs, Statutory impact of new labour codes 447.56 lakhs and other balance written off 130.16 lakhs.

#### 43 Disclosure under Section 45-IA of the RBI Act:

As per the financial statement as at 31st March, 2026, the financial assets constitute more than 50 percent of the total assets and income from financial assets constitute more than 50% of the gross income due to which company covered under section 45 IA of the Reserve Bank of India Act, 1934. But the company is engaged in the main business of digital manufacturing , software designing & development and manufacturing of parts and accessories used in aerospace sector. Further the company is not engaged in the business which attract the requirement of registration under section 45 IA of the Reserve Bank of India Act, 1934 except that the company has made investment in wholly owned subsidiary / group companies. Therefore management is of the view that the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

#### 44 Additional Notes to Consolidated Financial Statements:

- a. The entities considered in the consolidated financial statements are :

| Sr. No. | Name of Entity                                  | Nature of Entity     | Country of Incorporation | Holding as on 31st March 2026 | Period of Consolidation |
|---------|-------------------------------------------------|----------------------|--------------------------|-------------------------------|-------------------------|
| 1       | Neumesh Labs Private Limited                    | Subsidiary           | India                    | 69.92%                        | 01.04.2025-31.03.2026   |
| 2       | JK Defence and Aerospace Limited                | Subsidiary           | India                    | 100%                          | 01.04.2025-31.03.2026   |
| 3       | JK Digital and Advanced Systems Private Limited | Subsidiary           | India                    | 100%                          | 01.04.2025-31.03.2026   |
| 4       | JK Technosoft Limited                           | Subsidiary           | India                    | 97.48%                        | 01.04.2025-31.03.2026   |
| 5       | Allen Reinforced Plastics Limited               | Step Down Subsidiary | India                    | 92.92%                        | 01.04.2025-31.03.2026   |
| 6       | JK Phillips LLP                                 | Associate            | India                    | 50%                           | 01.04.2025-31.03.2026   |
| 7       | Nebula 3D Services Private Limited              | Associate            | India                    | 27.65%                        | 01.04.2025-31.03.2026   |

- b. Additional information as required under Schedule III to the Companies Act, 2013 of Companies Consolidated as subsidiaries:

| Name of Company                                 | Net Assets i.e. Total Assets less Total Liabilities |                  | Share in Profit or Loss After tax |                  | Share in Other Comprehensive Income |                 | Share in Total Comprehensive Income |                  |
|-------------------------------------------------|-----------------------------------------------------|------------------|-----------------------------------|------------------|-------------------------------------|-----------------|-------------------------------------|------------------|
|                                                 | As % of Consolidated                                | Rs in Lacs       | As % of Consolidated              | Rs in Lacs       | As % of Consolidated                | Rs in Lakhs     | As % of Consolidated                | Rs in Lakhs      |
| <b>Holding Company:</b>                         |                                                     |                  |                                   |                  |                                     |                 |                                     |                  |
| Jaykay Enterprises Limited                      | 39.00%                                              | 27,176.31        | 116.47%                           | 25,117.34        | 0.00%                               | 0.00            | 109.34%                             | 25,117.35        |
| <b>Subsidiaries:</b>                            |                                                     |                  |                                   |                  |                                     |                 |                                     |                  |
| Neumesh Labs Private Limited                    | -6.29%                                              | (4,384.16)       | -27.47%                           | (5,924.29)       | 0.00%                               | -               | -25.79%                             | (5,924.29)       |
| JK Defence and Aerospace Limited                | 14.99%                                              | 10,446.78        | -1.28%                            | (275.57)         | 0.00%                               | -               | -1.20%                              | (275.57)         |
| JK Digital and Advanced Systems Private Limited | 3.09%                                               | 2,154.31         | -0.28%                            | (60.15)          | 0.00%                               | -               | -0.26%                              | (60.15)          |
| Allen Reinforced Plastics Limited               | 15.50%                                              | 10,797.49        | 2.54%                             | 547.32           | -0.65%                              | (9.12)          | 2.34%                               | 538.20           |
| JK Technosoft Limited                           | 33.71%                                              | 23,486.43        | 10.02%                            | 2,160.22         | 100.65%                             | 1,416.01        | 15.57%                              | 3,576.23         |
| <b>Total</b>                                    | <b>100.00%</b>                                      | <b>69,677.16</b> | <b>100.00%</b>                    | <b>21,564.87</b> | <b>100.00%</b>                      | <b>1,406.89</b> | <b>100.00%</b>                      | <b>22,971.76</b> |

- c. Statement containing Salient features of Financial Statements Pursuant to First Proviso to Sub section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014 for Subsidiary and Associate Enterprises.

**Part "A" Subsidiaries**
*Rs in Lakhs*

| Sr. No. | Name of the Subsidiary                          | Share Capital | Reserve & Surplus | Total Assets | Total Liabilities | Turnover  | Profit before tax | Provision for Tax | Profit after tax | % of Share Holding |
|---------|-------------------------------------------------|---------------|-------------------|--------------|-------------------|-----------|-------------------|-------------------|------------------|--------------------|
| 1       | Neumesh Labs Private Limited                    | 850.90        | (5,235.06)        | 1,211.23     | 5,595.39          | (563.11)  | (6,327.41)        | (403.12)          | (5,924.29)       | 69.92%             |
| 2       | JK Defence and Aerospace Limited                | 1,000.50      | 9,446.28          | 19,618.69    | 9,171.91          | -         | (368.26)          | (92.68)           | (275.57)         | 100.00%            |
| 3       | JK Digital and Advanced Systems Private Limited | 1,000.50      | 1,153.81          | 3,336.02     | 1,181.71          | 47.49     | (77.26)           | (17.12)           | (60.15)          | 100.00%            |
| 4       | Allen Reinforced Plastics Limited               | 2,771.91      | 8,025.58          | 15,679.80    | 4,882.31          | 3,172.28  | 869.28            | 321.95            | 547.32           | 92.92%             |
| 5       | JK Technosoft Limited                           | 870.36        | 22,616.07         | 26,612.23    | 3,125.80          | 20,728.87 | 2,854.70          | 694.48            | 2,160.22         | 97.48%             |

**Part "B" Associates**
*Rs in Lakhs*

| Sr. No. | Name of Associate                                                                 | Shares of Associate held by the Company on the year end |                                   |                     |                                                                   | Profit/(Loss) for the year  |                                 | Description of how there is Significant Influence | Reason why the Associate is not consolidated |
|---------|-----------------------------------------------------------------------------------|---------------------------------------------------------|-----------------------------------|---------------------|-------------------------------------------------------------------|-----------------------------|---------------------------------|---------------------------------------------------|----------------------------------------------|
|         |                                                                                   | Latest Audited Balance Sheet Date                       | Amount of Investment in Associate | Extent of Holding % | Networth attributable to shareholding as per latest Balance Sheet | Considered in Consolidation | Not considered in Consolidation |                                                   |                                              |
| 1       | Nebula 3D Services Private Limited (Original investment valued, net of provision) | 31-03-2026                                              | 353.45                            | 27.65%              | (58.63)                                                           | 10.40                       | -                               | Parent Company has 27.65% holding                 | N.A.                                         |
| 2       | JK Phillips LLP                                                                   | 31-03-2026                                              | - 1.00                            | 50.00%              | 24.11                                                             | 24.11                       | -                               | Parent Company has 50% share in partnership firm  | N.A.                                         |

*(Rs in Lakhs)*
**Note No.45- Segment Information**

| Particulars                                                                            | For the period year ended<br>31st, March 2026 | For the Year ended<br>31st, March 2025 |
|----------------------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------|
| <b>Segment Revenue</b>                                                                 |                                               |                                        |
| Defence & Aerospace Division                                                           | 3,767.94                                      | 2,978.96                               |
| Digital Manufacturing and Advance Systems                                              | (510.12)                                      | 5,378.71                               |
| Digital Service                                                                        | 20,728.87                                     | -                                      |
| Other Unallocated Revenue                                                              |                                               |                                        |
| Interest Income                                                                        | 1,064.62                                      | 523.88                                 |
| Profit on Sale of Investments                                                          | 1,839.92                                      | 798.14                                 |
| Miscellaneous Receipts                                                                 | 1,359.98                                      | 214.04                                 |
| <b>Total Segment revenue</b>                                                           | <b>28,251.21</b>                              | <b>9,893.73</b>                        |
| Less - Inter Segment Revenue                                                           | -                                             | -                                      |
| <b>Total Revenue</b>                                                                   | <b>28,251.21</b>                              | <b>9,893.73</b>                        |
| <b>Segment Result</b>                                                                  |                                               |                                        |
| Defence & Aerospace Division                                                           | 472.42                                        | 129.14                                 |
| Digital Manufacturing and Advance Systems                                              | (1,567.68)                                    | 308.60                                 |
| Digital Service                                                                        | 2,557.37                                      | -                                      |
| <b>Profit &amp; Loss before finance cost &amp; unallocable income (net of expense)</b> | <b>1,462.11</b>                               | <b>437.74</b>                          |
| Finance cost                                                                           | (679.75)                                      | (608.47)                               |
| Unallocable income net of expenses                                                     | 3,660.65                                      | 879.38                                 |
| Exceptional Items                                                                      | 17,735.77                                     | -                                      |
| <b>Profit Before Tax</b>                                                               | <b>22,178.78</b>                              | <b>708.64</b>                          |
| <b>Segment Assets</b>                                                                  |                                               |                                        |
| Defence & Aerospace Division                                                           | 15,993.95                                     | 23,539.55                              |
| Digital Manufacturing and Advance Systems                                              | 4,668.49                                      | 9,826.36                               |
| Digital Service                                                                        | 26,612.24                                     | 22,729.76                              |
| <b>Total Segment Assets</b>                                                            | <b>47,274.68</b>                              | <b>56,095.67</b>                       |
| Unallocable                                                                            | 36,080.01                                     | 4,607.02                               |

|                                           |                  |                  |
|-------------------------------------------|------------------|------------------|
| <b>Total</b>                              | <b>83,354.69</b> | <b>60,702.69</b> |
| <b>Segment Liabilities</b>                |                  |                  |
| Defence & Aerospace Division              | 13,242.34        | 21,441.67        |
| Digital Manufacturing and Advance Systems | 4,539.87         | 9,707.17         |
| Digital Service                           | 26,612.23        | 22,729.76        |
| <b>Total Segment Liabilities</b>          | <b>44,394.44</b> | <b>53,878.60</b> |
| Unallocable                               | 38,960.25        | 6,824.09         |
| <b>Total</b>                              | <b>83,354.69</b> | <b>60,702.69</b> |



## **JAYKAY ENTERPRISES LIMITED**

**CIN: L55101UP1961PLC001187**

**Registered Office:**

**Kamla Tower, Kanpur, Uttar Pradesh - 208001**

**Correspondence Address:**

**2<sup>nd</sup> Floor, JK Building, A-2 Local Shopping Centre, Masjid Moth,  
Greater Kailash-II, New Delhi - 110048**

**Write to us at: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com)**

**Contact us at: +91 512 237 1478-81**

**[www.jaykayenterprises.com](http://www.jaykayenterprises.com)**