CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE RIGHTS ISSUE COMMITTEE OF THE BOARD OF DIRECTORS OF JAYKAY ENTERPRISES LIMITED ("THE COMPANY") HELD ON THURSDAY, AUGUST 20, 2026, AT 6:30 P.M. AT BOARD ROOM, 7TH FLOOR, A-2, LSC, MASJID MOTH, GREATER KAILASH-II, NEW DELHI-110048

APPROVAL OF THE TERMS AND CONDITIONS OF THE PROPOSED RIGHTS ISSUE OF THE COMPANY

"**RESOLVED THAT** in furtherance to the resolution passed by the Board of Directors of the Company at its meeting held on July 13, 2026, approving the issuance of Partly Paid-up Equity Shares **(**the **"Rights Securities")** by way of a Rights Issue to the eligible shareholders holding equity shares of the Company as on the record date for an amount not exceeding Rs. 1,55,00,00,000 (Rupees One Hundred and Fifty-Five Crore Only) (the **"Issue"/ "Rights Issue"**), the following terms and conditions of the Rights Issue be and are hereby considered and approved:

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>1.</td><td>Instrument</td><td>Partly paid-up Equity Shares (Re. 0.50/- paid-up per Equity Share) of face value of Re. 1/- each.</td></tr>
<tr><td>2.</td><td>Rights Issue Shares</td><td>2,05,71,642 (Two Crore Five Lakh Seventy-One Thousand Six Hundred and Forty-Two) partly paid-up Equity Shares of the face value of Re. 1/- each.</td></tr>
<tr><td>3.</td><td>Rights Issue Price</td><td>Rs. 75/- per Rights Equity Share (including a premium of Rs. 74/- per Rights Equity Share) payable as below:
<table>
<tr><th>Amount Payable per Rights Equity Share</th><th>Face Value (Re.)</th><th>Premium (Rs.)</th><th>Total (Rs.)</th></tr>
<tr><td>On Application</td><td>0.50</td><td>37.00</td><td>37.50</td></tr>
<tr><td>One or more subsequent Call(s) as determined by our Board at its sole discretion, from time to time</td><td>0.50</td><td>37.00</td><td>37.50</td></tr>
<tr><td>TOTAL</td><td>1.00</td><td>74.00</td><td>75.00</td></tr>
</table></td></tr>
<tr><td>4.</td><td>Rights Issue Size</td><td>Up to Rs. 154,28,73,150/-* (Rupees One Hundred Fifty-Four Crore Twenty-Eight Lakh Seventy Three Thousand One Hundred and Fifty Only) in total.

Considering the amount payable on Application, (i.e. Rs. 37.50/- per Share) the Rights Issue amount on Partly Paid Shares, assuming full subscription will be Rs. 77,14,36,575/-* (Rupees Seventy-Seven Crore Fourteen Lakh Thirty Six Thousand Five Hundred and Seventy Five Only).

*Assuming Full Subscription and receipt of all Call Monies with respect to Rights Equity Shares.</td></tr>
<tr><td>5.</td><td>Rights Entitlement Ratio</td><td>3 (Three) Rights Equity Share for every 19 (Nineteen) Equity Shares held by eligible shareholders as on the Record Date.</td></tr>
</table>

SHIKHA RASTOGI Digitally signed by SHIKHA RASTOGI Date: 2026.09.01 21:37:52 +05'30'

Regd. Office: Kamla Tower, Kanpur- 208001 (INDIA)
Phones: +91 512 2371478 – 81
E-mail: cs@jaykayenterprises.com, Web: www.jaykayenterprises.com
CIN: L55101UP1961PLC001187

<table>
<tr><th>S. No.</th><th>Particulars</th><th>Description</th></tr>
<tr><td>6.</td><td>Rights Issue Schedule</td><td>
<table>
<tr><th>Event</th><th>Date and Day</th></tr>
<tr><td>Issue Opening Date</td><td>Monday, September 07, 2026</td></tr>
<tr><td>Last Date for On Market Renunciation</td><td>Tuesday, September 15, 2026</td></tr>
<tr><td>Closure of off-market transfer of REs</td><td>Thursday, September 17, 2026</td></tr>
<tr><td>Issue Closing Date</td><td>Friday, September 18, 2026</td></tr>
</table>
</td></tr>
<tr><td>7.</td><td>Record Date</td><td>For the purpose of determining the eligibility of shareholders to apply for the equity shares in the Rights Issue has been fixed as Friday, August 28, 2026 ("Record Date").</td></tr>
<tr><td>8.</td><td>Outstanding Equity Shares of the Company</td><td>
<table>
<tr><td>Prior to the Rights Issue</td><td>13,02,87,066 Equity Shares of Re. 1/- each.</td></tr>
<tr><td>Post Rights Issue#</td><td>15,08,58,708 Equity Shares of Re. 1/- each.</td></tr>
</table>
#Assuming Full Subscription and payment of call monies with respect to Rights Equity Shares
</td></tr>
<tr><td>9.</td><td>Other terms of the Rights Issue (including fractional entitlements and Issue Schedule)</td><td>To be included in the Letter of Offer to be filed by the Company.</td></tr>
</table>

RESOLVED FURTHER THAT in terms of the provisions of Regulation 68 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of the applicable laws and pursuant to the in-principle approvals granted by the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), the record date for the purpose of determining the shareholders eligible to apply in the rights issue has been fixed as Friday, August 28, 2026.

RESOLVED FURTHER THAT the Letter of Offer containing complete details of the proposed Rights Issue in accordance with the terms and conditions approved by the Board of Directors / Rights Issue Committee of the Company along with the Rights Entitlement Letter ("REL"), Composite Application Form ("CAF") and other Issue-related documents, be and are hereby considered, reviewed and approved for filing with the Registrar of Companies, Securities and Exchange Board of India, NSE, BSE, depositories and such other authorities, agencies and persons as may be required under applicable laws.

RESOLVED FURTHER THAT Mr. Abhishek Singhania (DIN:00087844), Mr Partho Pratim Kar (DIN: 00508567) and Ms. Shikha Rastogi, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to sign all necessary documents, letters, applications, deeds and instruments whatsoever, including preparation of Letter of Offer as per the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, Companies Act, 2013 and all other applicable laws, settling of any matter in relation to the Issue and incidental thereto including but not limited to appointing intermediaries, making applications to stock exchanges for in-principle and listing approval, making applications to depositories for ISIN creation and to do all such acts, deeds, matters, and things which they may in their discretion deem necessary or desirable for the purposes of giving effect to this resolution."

For Jaykay Enterprises Limited

SHIKHA RASTOGI

Digitally signed by SHIKHA RASTOGI
Date: 2026.09.01 15:27:48 +05'30'

Shikha Rastogi
Company Secretary & Compliance Officer
Place: New Delhi