

February 14, 2025

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

Scrip Code: 500306
ISIN: INE903A01025

Sub: Notice of Extraordinary General Meeting scheduled to be held on Monday, March 10, 2025 and details of cut-off date for E-voting and E-voting Period

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we would like to inform you that an Extraordinary General Meeting ("EGM") of the Company is scheduled to be held on Monday, March 10, 2025 at 12:30 P.M. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI").

In regard to the above, a copy of the Notice of EGM being sent to the shareholders through email is enclosed herewith for your reference.

Also, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility to attend the EGM through VC and remote e-voting facility to its members to cast their votes electronically on the resolution set forth in enclosed Notice, offered by Central Depository Services (India) Limited.

Further, relating to the EGM of the Company, you are requested to take note of the following:

1. For the purpose of exercising remote e-voting, the cut-off date shall be Monday, March 03, 2025.
2. The remote e-voting period shall commence on Friday, March 07, 2025 (from 09:00 a.m. IST) and end on Sunday, March 09, 2025 (upto 05:00 p.m. IST).
3. The e-voting facility will also be available during the EGM for the members attending the EGM.

This is for your kind information and record please.

Thanking you

**Yours Faithfully,
For Jaykay Enterprises Limited**

**Shikha Rastogi
Company Secretary and Compliance Officer**

Encl: As above





JAYKAY ENTERPRISES LIMITED

CIN: L55101UP1961PLC001187

Registered Office: Kamla Tower, Kanpur, Uttar Pradesh - 208001, India
Website: www.jaykayenterprises.com; **E-mail:** cs@jaykayenterprises.com

Telephone: +91 512 237 1478-81

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) No. 01/2024-25 of the Members of **Jaykay Enterprises Limited** (“the Company” / “JKE”) will be held on **Monday, March 10, 2025, at 12:30 P.M.** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

SPECIAL BUSINESS:

1. Issuance of up to 54,53,754 Equity Shares of Jaykay Enterprises Limited (“JKE”), to the shareholders of JK Technosoft Limited (“JKTL”), through SWAP of fully paid-up Equity Shares of JKTL

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered with BSE Limited, the “**Stock Exchange**”, where the shares of the Company are listed and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India, as amended (“**SEBI**”), including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended (“**SEBI Takeover Regulations**”) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and/or any other competent authorities, and subject to the approvals, consents, permissions and/or sanctions, as may be required from the Government of India, SEBI, Stock Exchange and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **up to 54,53,754** (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Equity Shares of the Company having face value of Re. 1/- (Rupee One Only) each, at an issue price of **Rs.163/-** (Rupees One Hundred and Sixty Three Only) per Equity Share (“**Subscription Shares**”), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, for consideration other than cash towards payment of the total purchase consideration of **up to Rs.88,89,61,902/-** (Rupees Eighty Eight Crore Eighty Nine Lakh Sixty One Thousand Nine Hundred and Two Only) payable by the Company to the shareholders of JK Technosoft Limited, a Public Company incorporated under the Indian Law (“**JKTL**”) (“**Proposed Allottees**”), for acquisition of up to **54,53,754** (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Fully Paid-up Equity Shares of Face Value of Rs. 10/- each, held by Proposed Allottees (“**Purchase Shares**”), on such terms and conditions as agreed by the parties or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws, to the below mentioned allottees belonging to the “**Promoter & Promoter Group**” and “**Non-Promoter**” category (“**Proposed Allottees**”) in the manner as follows:

S. No.	Name of the Proposed Allottee	Category	No. of Shares to be issued (upto)
1.	Mr. Abhishek Singhania	Promoter	2,15,804
2.	Ms. Manorama Devi Singhania	Promoter Group	10,000
3.	Neelkhanth Mercantile Private Limited	Promoter Group	6,58,500
4.	Akshyaptra Finance & Investment Co. Private Limited	Promoter Group	4,97,500

S. No.	Name of the Proposed Allottee	Category	No. of Shares to be issued (upto)
5.	Manphul Trading and Finance Co. Private Limited	Promoter Group	12,65,950
6.	Udbhav Finance and Investment Co. Private Limited	Promoter Group	5,000
7.	J. K. Infrastructure Developers Private Limited	Promoter Group	7,54,000
8.	Ms. Varsha Singhania	Promoter Group	10,000
9.	PGA Securities Private Limited	Promoter Group	1,00,000
10.	J K Consultancy and Services Private Limited	Promoter Group	3,00,000
11.	Dwarkadhish Finance and Investment Co. Private Limited	Promoter Group	16,06,000
12.	Mr. Satish Chandra Gupta	Non-Promoter	15,000
13.	Mr. Babu Abraham	Non-Promoter	10,000
14.	Mr. Partho Pratim Kar	Non-Promoter	5,000
15.	Ms. Preeti Gupta	Non-Promoter	1,000
Total			54,53,754

RESOLVED FURTHER THAT the “**Relevant Date**”, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottees is **Friday, February 07, 2025** i.e., being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Monday, March 10, 2025**.

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

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

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the

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

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

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

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

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

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

**Date: February 11, 2025
Place: New Delhi**

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 Business (being considered unavoidable by the Board of Directors) to be transacted at the Extraordinary General Meeting (“EGM” / “Meeting”) is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated September 19, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (“the Circular”), companies are allowed to hold EGM through video conference / other audio visual means (“VC / OAVM”) upto September 30, 2025, without the physical presence of members. The EGM of the Company is being conducted through VC / OAVM, without the physical presence of the members at a common venue. The detailed procedure for participating in the Meeting through VC / OAVM Facility is mentioned hereunder in this Notice. The deemed venue for the EGM 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 EGM 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 EGM. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote e-voting.
4. Since the EGM 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 EGM 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 vmscorporatefilings@gmail.com with copies marked to the Company at cs@jaykayenterprises.com and to the RTA at rta@alankit.com.
6. **Dispatch of Notice of EGM through Electronic Mode:**
 - i) Pursuant to the aforesaid MCA Circulars and SEBI Circulars, the Notice of EGM is 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 EGM 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 or at Company's email address: 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) Members may also note that the Notice of EGM will also be available on the Company's website viz. www.jaykayenterprises.com and on the website of the Stock Exchange where the equity shares of the Company are listed viz. BSE Limited ("BSE") at <https://www.bseindia.com>.
 - iii) The Notice of EGM 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, February 07, 2025.
 - 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. Monday, March 03, 2025, may obtain electronic copy of Notice of EGM by sending a request to the Company or Company's RTA i.e. Alankit Assignments Limited ("RTA").
7. 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.
8. 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 business to be transacted at the EGM. 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 EGM will be provided by CDSL.
9. 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 Friday, March 07, 2025 and end of remote e-voting: Up to 05:00 p.m. (IST) on Sunday, March 09, 2025;
 - 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.

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 Member to cast their votes electronically on the resolution mentioned in the Notice of the EGM of the Company to be held on Monday, March 10, 2025. The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) of M/s. Varuna Mittal & Associates, as the Scrutinizer to scrutinize the remote e-voting and e-voting during the EGM in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on February 07, 2025. The remote e-voting period will commence on March 07, 2025 at 09:00 a.m. (IST) and will end on March 09, 2025 at 05:00 p.m. (IST). During this period, shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. March 03, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by Central

Depository Services (India) Limited (“CDSL”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”. 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 **Friday, March 07, 2025 at 09:00 A.M. (IST)** and ends on **Sunday, March 09, 2025 at 05:00 P.M. (IST)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **March 03, 2025** 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"> 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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see

Type of Shareholders	Login Method
	the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. <ul style="list-style-type: none"> Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

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

- 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.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	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"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	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"> • 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.

- 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 <Company Name> 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 and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@jaykayenterprises.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM 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 EGM.
8. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 or RTA at rta@alankit.com marking CC to the Company.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

- If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

GENERAL GUIDELINES FOR MEMBERS

- The voting period begins on **Friday, March 07, 2025 at 09:00 A.M.** and ends on **Sunday, March 09, 2025 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **March 03, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - The Members can join the EGM 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 EGM 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 EGM 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. **March 03, 2025**. 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. **March 03, 2025** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. 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. **March 03, 2025**, may obtain the login ID and password by sending a request at 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 EGM.
 - 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.
10. Members may follow the same procedure for e-voting at the EGM as mentioned for remote e-voting. Only those Members who will be attending the EGM through VC / OAVM and have not cast their vote by remote e-voting, may exercise their voting rights at the EGM. Members who have already cast their vote by remote e-voting prior to the EGM may attend the EGM and their presence shall be counted for the purpose of quorum but shall not be entitled to cast their vote again at the EGM. A Member can vote either by remote e-voting or by e-voting at the EGM.
 11. 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 atleast 5 (five) days prior to EGM i.e. by March 04, 2025 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 EGM. The members who do not wish to speak during the EGM 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. These queries will be replied to by the company suitably by email.

12. The voting rights of the members for remote e-voting and e-voting at the EGM 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 March 03, 2025. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
13. The Notice of EGM along with the explanatory statement and other related documents are available at the website of the Company. The relevant documents w.r.t. the resolution shall be open and accessible for inspection by shareholder / investor at the corporate office of the Company at 2nd Floor, A-2 LSC, Masjid Moth, Greater Kailash, New Delhi-110048 on any working days, excluding Saturday between 11.00 A.M. to 1.00 P.M. upto the date of the EGM and during the EGM.
14. 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.
15. 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.
16. 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.
17. 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.
18. Members may note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; subdivision of securities certificate; consolidation of securities certificates/folios; transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4 to the company’s Registrar and Transfer Agent (‘RTA’), Alankit Assignments Limited. It may be noted that any service request can be processed only after the folio is KYC compliant.
19. 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.
20. In case of any queries regarding the notice of EGM, the Members may write to cs@jaykayenterprises.com and investorservices@jaykayenterprises.com to receive an email response.
21. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
22. The transcript of EGM shall also be made available on the Company’s website at www.jaykayenterprises.com, as soon as possible after the conclusion of the EGM.
23. 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>.

24. 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.

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

25. 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-13

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

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

26. 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.

27. Scrutinizer appointment and Voting Results:

- The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- The Scrutinizer, immediately after the conclusion of voting at the EGM, 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 two (2) witnesses not in the employment of the Company and shall, within two working days from conclusion of the EGM, 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 EGM shall be declared by the Chairman & Managing Director or any person duly authorized by him on this behalf, after the EGM within the prescribed time limits. The resolutions shall be deemed to be passed on the EGM 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 and on the website of CDSL 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 the BSE Limited at www.bseindia.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 Special Business mentioned in the Notice and shall be taken as forming part of the Notice.

Item No. 1

The Special Resolution contained in Item No. 1 of the notice, has been proposed pursuant to the provisions of Section 23, Section 42 and Section 62 of the Companies Act, 2013 read with the applicable rules made thereunder, to issue and allot, on a preferential basis, up to 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Equity Shares of Jaykay Enterprises Limited ("the **Company**" or "**JKE**"), of face value of Re. 1/- each, at an issue price of Rs. 163/- (Rupees One Hundred and Sixty Three Only) per equity share, for consideration other than cash i.e. Swap of Shares towards payment of the total purchase consideration of up to Rs.88,89,61,902/- (Rupees Eighty Eight Crore Eighty Nine Lakh Sixty One Thousand Nine Hundred and Two Only) payable by the Company to the shareholders of JK Technosoft Limited ("**JKTL**"), for acquisition of up to 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Fully Paid-up equity shares of Rs. 10/- each of JKTL, held by the proposed allottees of this Preferential Issue, in JKTL, who belong to the "**Promoter & Promoter Group**" and "**Non-Promoter**" category of the Company.

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations, 2018, and applicable provisions of the Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on Tuesday, February 11, 2025, subject to the approval of the members of the Company and such other approvals as may be required.

The approval of the members of the Company is accordingly being sought by way of a '**Special Resolution**' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations, 2018.

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

a. Objects of the Preferential Issue:

The Board of JKE has decided to make strategic investment by way of secondary acquisition of upto 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Fully Paid Equity Shares of face value of Rs.10/- (Rupees Ten only) each, representing 97.48% of the Fully Paid Up Equity Share capital of JKTL, for an aggregate consideration not exceeding Rs. 88,89,61,902/- (Rupees Eighty Eight Crore Eighty Nine Lakh Sixty One Thousand Nine Hundred and Two Only), at Rs. 163/- per equity share, payable by JKE, by way of a Share Swap through issuance of Equity Shares of JKE on a Preferential basis.

The proposed preferential issue is to issue and allot up to 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Equity Shares of JKE, for consideration other than cash to the shareholders of JKTL to discharge the total consideration of up to Rs. 88,89,61,902/- (Rupees Eighty Eight Crore Eighty Nine Lakh Sixty One Thousand Nine Hundred and Two Only) payable by JKE for the acquisition of upto 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Fully Paid Up equity shares of Rs. 10/- each of JKTL, as mentioned above.

Through this acquisition, the Company proposes to acquire the 97.48% shareholding of JKTL, thus making it a subsidiary of the Company. This action would enable the Company to consolidate the accounts of JKTL with its accounts resulting in a strong financial position and consequently greater value for the shareholders.

b. Monitoring of Utilization of Funds:

Given that the issue size does not exceed Rs. 100 Crore (Rupees One Hundred Crore Only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“Monitoring Agency”).

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

The Board of Directors of the Company at their meeting held on Tuesday, February 11, 2025, had, subject to approval of the members of the Company (“**Members**”) and such other approvals as may be required, approved the issue of up to **54,53,754** (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Equity Shares of JKE for consideration other than cash towards payment of the total purchase consideration of up to **Rs. 88,89,61,902/-** (Rupees Eighty Eight Crore Eighty Nine Lakh Sixty One Thousand Nine Hundred and Two Only) payable by JKE to the shareholders of JKTL, for acquisition of up to **54,53,754** (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Fully paid-up Equity Shares of Face Value of Rs. 10/- each of JKTL, held by the proposed allottees belonging to the “**Promoter & Promoter Group**” and “**Non-Promoter**” category of JKE, both at an issue price of Rs. 163/- (Rupees One Hundred and Sixty Three only) per equity share, determined in terms of Chapter V of SEBI ICDR Regulations.

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

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

S. No.	Name	Designation	Number of Equity Shares to be issued through Swap of shares (up to)
1.	Mr. Abhishek Singhania	Promoter cum Chairman & Managing Director	2,15,804
2.	Ms. Manorama Devi Singhania	Promoter Group	10,000
3.	Neelkhanth Mercantile Private Limited	Promoter Group	6,58,500
4.	Akshyaptra Finance & Investment Co. Private Limited	Promoter Group	4,97,500
5.	Manphul Trading and Finance Co. Private Limited	Promoter Group	12,65,950
6.	Udbhav Finance and Investment Co. Private Limited	Promoter Group	5,000
7.	J. K. Infrastructure Developers Private Limited	Promoter Group	7,54,000

S. No.	Name	Designation	Number of Equity Shares to be issued through Swap of shares (up to)
8.	Ms. Varsha Singhania	Promoter Group	10,000
9.	PGA Securities Private Limited	Promoter Group	1,00,000
10.	J K Consultancy and Services Private Limited	Promoter Group	3,00,000
11.	Dwarkadhish Finance and Investment Co. Private Limited	Promoter Group	16,06,000
12.	Mr. Partho Pratim Kar	Joint Managing Director	5,000

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

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

Category	Pre-Issue Shareholding Structure ⁽¹⁾		Equity Shares to be allotted (pursuant to swap of shares)	Post issue Shareholding Structure ⁽²⁾	
	No. of Shares	% age		No. of Shares	% age
(A) Promoter Shareholding					
(1) Indian					
(a) Individuals & HUF	4,03,79,717	34.54	2,35,804	4,06,15,521	33.19
(b) Bodies Corporate	2,98,93,028	25.57	51,86,950	3,50,79,978	28.67
Sub Total (A)(1)	7,02,72,745	60.11	54,22,754	7,56,95,499	61.86
(2) Foreign Promoters					
(a) Individuals	5,48,318	0.47	-	5,48,318	0.45
(b) Bodies Corporate	-	-	-	-	-
Sub Total (A)(2)	5,48,318	0.47	-	5,48,318	0.45
Total Promoter shareholding A=A1 +A2	7,08,21,063	60.57	54,22,754	7,62,43,817	62.31
(B) Public Shareholding					
B1) Institutional Investors					
Indian	6,473	0.01	-	6,473	0.01
Foreign	1,66,038	0.14	-	1,66,038	0.14
Sub Total (B1)	1,72,511	0.15	-	1,72,511	0.14
B2) Central Govt./Stat Govt./POI	-	-	-	-	-
B3) Non-Institutional Investors					
Individuals	3,33,91,964	28.56	31,000	3,34,22,964	27.31
Bodies Corporate	66,62,697	5.70	-	66,62,697	5.44
Others (Including NRI)	58,67,141	5.02	-	58,67,141	4.79
Sub Total (B3)	4,59,21,802	39.28	31,000	4,59,52,802	37.55
Total Public Shareholding B=B1+B2+B3	4,60,94,313	39.43	31,000	4,61,25,313	37.69
C) Non-Promoter - Non-Public	-	-	-	-	-
Grand Total (A+B+C)	11,69,15,376	100	54,53,754	12,23,69,130	100.00

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 07, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

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

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

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

Not Applicable since the Company has not made preferential issue of any Security during the year.

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

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

S. No.	Name of the Proposed Allottees	Category	Name of the Ultimate Beneficial Owner
1.	Mr. Abhishek Singhania	Promoter	Not Applicable as Allottee is a Natural Person
2.	Ms. Manorama Devi Singhania	Promoter Group	
3.	Ms. Varsha Singhania	Promoter Group	
4.	Neelkhanth Mercantile Private Limited	Promoter Group	Mr. Abhishek Singhania
5.	Akshyaptra Finance & Investment Co. Private Limited	Promoter Group	Ms. Vedika Singhania
6.	Manphul Trading and Finance Co. Private Limited	Promoter Group	Mr. Abhishek Singhania
7.	Udbhav Finance and Investment Co. Private Limited	Promoter Group	Mr. Abhishek Singhania
8.	J. K. Infrastructure Developers Private Limited	Promoter Group	Mr. Abhishek Singhania
9.	PGA Securities Private Limited	Promoter Group	Mr. Abhishek Singhania
10.	J K Consultancy and Services Private Limited	Promoter Group	Ms. Manorama Devi Singhania
11.	Dwarkadhish Finance and Investment Co. Private Limited	Promoter Group	Mr. Abhishek Singhania
12.	Mr. Satish Chandra Gupta	Non-Promoter	Not Applicable as Allottee is a Natural Person
13.	Mr. Babu Abraham	Non-Promoter	
14.	Mr. Partho Pratim Kar	Non-Promoter	
15.	Ms. Preeti Gupta	Non-Promoter	

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

S. No.	Name of the Proposed Allottee	Pre-Shareholding Structure ⁽¹⁾		Number of Equity Shares to be issued through Swap of shares	Post Issue Shareholding Structure ⁽²⁾	
		No. of shares	%		No. of shares	%
1.	Mr. Abhishek Singhania	3,58,24,961	30.6418	2,15,804	3,60,40,765	29.4525
2.	Ms. Manorama Devi Singhania	1,57,333	0.1346	10,000	1,67,333	0.1367
3.	Neelkhanth Mercantile Private Limited	-	-	6,58,500	6,58,500	0.5381
4.	Akshyaptra Finance & Investment Co. Private Limited	-	-	4,97,500	4,97,500	0.4066
5.	Manphul Trading and Finance Co. Private Limited	-	-	12,65,950	12,65,950	1.0345
6.	Udbhav Finance and Investment Co. Private Limited	-	-	5,000	5,000	0.0041
7.	J. K. Infrastructure Developers Private Limited	-	-	7,54,000	7,54,000	0.6162
8.	Ms. Varsha Singhania	-	-	10,000	10,000	0.0082
9.	PGA Securities Private Limited	-	-	1,00,000	1,00,000	0.0817
10.	J K Consultancy and Services Private Limited	-	-	3,00,000	3,00,000	0.2452
11.	Dwarkadhish Finance and Investment Co. Private Limited	-	-	16,06,000	16,06,000	1.3124
12.	Mr. Satish Chandra Gupta	31,526	0.0270	15,000	46,526	0.0380
13.	Mr. Babu Abraham	-	-	10,000	10,000	0.0082
14.	Mr. Partho Pratim Kar	5,52,002	0.4721	5,000	5,57,002	0.4552
15.	Ms. Preeti Gupta	13,197	0.0113	1,000	14,197	0.0116

Notes:

1. The pre-issue shareholding pattern is as on the latest BENPOS date i.e. Friday, February 07, 2025.
2. Post-shareholding structure may change depending upon any other corporate action in between.

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

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

k. Lock-in Period:

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

l. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the equity shares has been reckoned as **Friday, February 07, 2025**, being the working day immediately preceding the date which is 30 days prior to the date of the Extraordinary General Meeting of the shareholders of the Company scheduled to be held on **Monday, March 10, 2025**.

The Equity shares of the Company are listed on BSE Limited (“**BSE**”) (“the “**Stock Exchange**”) and are frequently traded thereat as per the provisions of Regulation 164(5) of Chapter V of the SEBI ICDR Regulations, 2018. Accordingly, BSE’s stock price data has been considered for the purpose of pricing in compliance with Regulation 164 of Chapter V of SEBI ICDR Regulations, 2018.

Thus, the **minimum issue price** per Equity Share has been considered higher of the price determined through following methods:

- i. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum issue price at which the Equity Shares may be issued computed to **Rs. 162.98/-** each, being higher of following:
 - a) **Rs. 162.98/-** each - being the Average of 90 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date: or
 - b) **Rs. 135.22/-** each - being the Average of 10 Trading days volume weighted average price of the equity shares of the Company quoted on the Stock Exchange preceding the Relevant Date.
- ii. Price as determined in accordance with the methodology prescribed in the Articles of Association of the Company – *Not Applicable as the Articles of Association of the Company are silent on the determination of floor price/ minimum price of the shares issued on preferential basis.*

Accordingly, the minimum issue price of the Equity Share on Preferential basis shall be Rs. 162.98/- each and the Board of Directors of the Company has decided to issue Equity Share at Rs. 163/- each, which is higher than the above-mentioned prices.

As per Regulation 163(3) of SEBI ICDR Regulations, the Company has procured a Valuation report dated February 11, 2025, determining the value of the subscription shares, from Independent Registered Valuer viz. M/s Corporate Professionals Valuation Services Private Limited (IBBI/RV/-E/02/2019/106). The said Report is available at the website of the Company at www.jaykayenterprises.com.

m. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.

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

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

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

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

Sr. No.	Name of the Proposed Allotees	Current Status	Post Status
1.	Mr. Abhishek Singhania	Promoter	Promoter
2.	Ms. Manorama Devi Singhania	Promoter Group	Promoter Group
3.	Neelkhanth Mercantile Private Limited	Promoter Group	Promoter Group
4.	Akshyaptra Finance & Investment Co. Private Limited	Promoter Group	Promoter Group
5.	Manphul Trading and Finance Co. Private Limited	Promoter Group	Promoter Group
6.	Udbhav Finance and Investment Co. Private Limited	Promoter Group	Promoter Group
7.	J. K. Infrastructure Developers Private Limited	Promoter Group	Promoter Group
8.	Ms. Varsha Singhania	Promoter Group	Promoter Group
9.	PGA Securities Private Limited	Promoter Group	Promoter Group
10.	J K Consultancy and Services Private Limited	Promoter Group	Promoter Group
11.	Dwarkadhish Finance and Investment Co. Private Limited	Promoter Group	Promoter Group
12.	Mr. Satish Chandra Gupta	Non-Promoter	Non-Promoter
13.	Mr. Babu Abraham	Non-Promoter	Non-Promoter
14.	Mr. Partho Pratim Kar	Non-Promoter	Non-Promoter
15.	Ms. Preeti Gupta	Non-Promoter	Non-Promoter

p. Practicing Company Secretary’s Certificate:

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

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

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

Sr. No.	Name	Category	Designation / Relation	Number of Equity Shares to be issued through Swap of shares
1.	Mr. Abhishek Singhania	Promoter	Chairman & Managing Director	2,15,804
2.	Mr. Partho Pratim Kar	Non-Promoter	Joint Managing Director	5,000
3.	Ms. Manorama Devi Singhania	Promoter Group	Mother of Abhishek Singhania	10,000
4.	Ms. Varsha Singhania	Promoter Group	Wife of Abhishek Singhania	10,000



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

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

Sd/-

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

**Date: February 11, 2025
Place: New Delhi**