AGM NOTICE

Notice is hereby given that the 37th Annual General Meeting (AGM) of the members of J K Technosoft Limited will be held on Monday, September 29, 2025 at 11:00 A.M. IST at the registered office of the company at F-3, Sector-3, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt;

   a) The Audited Financial statement of the Company for the Financial year ended on March 31, 2025 along with the Director's Report and the Auditors 'Report thereon and;

   b) The Audited Consolidated Financial statement of the Company for the financial year ended on 31st March'2025.

2. To consider the appointment of a director in place of Mr. Abhishek Singhania (DIN: 00087844), who retires by rotation and being eligible, offers himself for reappointment

   "RESOLVED THAT Mr. Abhishek Singhania (DIN: 00087844), who retires by rotation pursuant to section 152, of the Companies Act, 2013, and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company."

3. To consider the appointment of a director in place of Mr. Arvind Thakur (DIN: 00042534), who retires by rotation and being eligible, offers himself for reappointment

   "RESOLVED THAT Mr. Arvind Thakur (DIN: 00042534), who retires by rotation pursuant to section 152, of the Companies Act, 2013, and being eligible, offers himself for re-appointment, be and is hereby reappointed as Director of the Company."

4. To consider and approve the re-appointment of M/s. SS Kothari Mehta & Co., Chartered Accountants as the Statutory Auditor of the Company

   "Resolved that pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any (including any statutory modification or re-enactment for the time being in force) M/s. SS Kothari Mehta & Co. , Chartered Accountants, (Firms Registration No. 000756N), be and is hereby re-appointed as the Statutory Auditors of the Company to hold the office for the 2nd term of five consecutive years beginning from the conclusion of this 37th Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company on the following remuneration plus applicable taxes and reimbursement of out of pocket expenses as may be incurred by them during the course of audit:-

S.N.	Particulars	Amount (Rs. in Lakhs)
1.	Statutory Audit Including consolidation	16
2.	Special purpose Audit of all the 4 Financials (US & UK)	4
3.	Tax Audit	1.05
4.	Limited Review	3 (1 lakh per quarter)
	Total	24.05

Resolved further that the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do all such acts and deeds as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

SPECIAL BUSINESS:

5. To consider and approve Change in designation of Mr. Partho Pratim Kar from Non- Executive Independent Director to Non- Executive, Non-Independent Director

   To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution

   "RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with rules made thereunder and other applicable provisions, if any [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, consent of the members of the Company be and is hereby accorded for change in the designation of Mr. Partho Pratim Kar (DIN: 00508567) from Non-Executive Independent Director to Non- Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from August 27, 2025.

   RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to file necessary e-forms to ROC and to do all the necessary acts, deeds etc. as required."

6. To consider and approve the appointment of Mrs. Renu Nanda as a non- executive Independent Director of the Company

   To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary resolution

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Renu Nanda (DIN: 08493324), be and is hereby appointed as an independent director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from August 27, 2025 up to August 26, 2030.

   RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to file necessary e-forms to ROC and to do all the necessary acts, deeds etc. as required."

7. To consider and approver re-appointment of Mr. Satish Chandra Gupta as Whole Time Director of the Company for another period of 6 (six) months

   To consider and if thought fit, to pass with or without modification, the following resolution as a Special resolution

"**RESOLVED THAT** pursuant to the provision of section 196,97, 198 and 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder (Including any statutory modification (s) or re enactment (s) thereof, for the time being in force) and the articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and the Board, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Satish Chandra Gupta (DIN:01595040), aged 80 years as whole time director of the Company to hold the office for a period of for a period of 6 months, w.e.f. July 01, 2025 to December 31, 2025 without any remuneration"

"**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorised to file necessary e form to Registrar of Companies and to do all the necessary acts, deeds etc. as required.

By order of Board of Directors of
J K Technosoft Limited

Sd/-
Kajal Rai
Company Secretary
Date: 27.08.2025
Place: Noida

NOTES:

1. The Explanatory Statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to Item No. 5 to 7 are also annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ONLY ON A POLL AND A PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Proxy form in form no. MGT-11 is Annexed.
3. Corporate shareholders who are intending to authorise their representative(s) to attend the AGM are requested to provide scanned certified true copy (PDF Format) of the board resolution / authority letter etc., together with attested specimen signature(s) of the duly authorised representative(s).
4. Members/Authorized Representatives are requested to fill in the Attendance Slip and submit it at the venue of the AGM.
5. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through show of hands, unless demand of a poll is made by any member in accordance with Section109 of the Act. In case of a poll is demanded on resolution at the AGM.
6. The Register of directors and key managerial personnel and their shareholding, maintained under section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company. The relevant documents referred to in the Notice and Explanatory Statement will also be available for inspection by the Members at the Meeting.
7. In line with the MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.jktech.com
8. Pursuant to SS-2 (Secretarial Standard on General Meeting) as issued by Institute of Company Secretaries of India for reaching the Meeting Venue route map showing the prominent landmark is annexed to this notice.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

Item No. 5

Mr. Partho Pratim Kar (DIN: 00508567) was appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years with effect from September 30, 2023, by the members at the 35th Annual General Meeting of the Company held on that date.

Subsequently, the Company became a subsidiary of Jaykay Enterprises Limited with effect from March 27, 2025. It is noted that Mr. Partho holds the position of Joint Managing Director, i.e., Executive Director, in Jaykay Enterprises Limited, the Holding Company of the Company. Pursuant to the provisions of Section 149(6) of the Companies Act, 2013 read with the applicable rules made thereunder, Mr. Partho no longer fulfills the criteria for independence as prescribed under the Act.

Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on August 27, 2025 approved the change in designation of Mr. Partho from Non-Executive Independent Director to Non-Executive Non-Independent Director of the Company, with immediate effect.

Consequent to this change in designation, Mr. Kar shall not be considered as an Independent Director for the purposes of the Companies Act, 2013 and shall henceforth be liable to retire by rotation in terms of Section 152 of the said Act and the Articles of Association of the Company.

Mr. Partho brings with him a wealth of experience and has contributed significantly to the Company's growth and governance during his tenure. The Board believes that his continued association in the new capacity would be beneficial to the Company.

Except Mr. Partho Pratim Kar, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the resolution as set out in the accompanying notice for approval of the members as an **Ordinary Resolution**.

Item No. 6

Pursuant to the provisions of Section 149,150, 152 and 161 of the Companies Act, 2013 read with Schedule IV to the Act and rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, in its meeting held on August 27, 2025 appointed Mrs. Renu Nanda (DIN: 08493324) as an additional director to hold office up to the date of the ensuing Annual General Meeting of the Company.

In terms of Section 161(1) of the Act, Mrs. Renu Nanda (DIN: 08493324) holds office only up to the date of this Annual General Meeting (AGM) of the Company.

The Company has received a declaration of independence from Mrs. Renu Nanda. In the opinion of the Board, She fulfills the conditions specified in the Companies Act, 2013 for appointment as Independent Director of the Company.

Except Mrs. Renu Nanda, none of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this ordinary resolution set out in item no. 6 of the Notice for the approval of members.

Item No. 7

The tenure of Mr. Satish Chandra Gupta (DIN: 01595040) as Whole-Time Director of the Company expired on June 30, 2025. Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 28, 2025, has approved the re-appointment of Mr. Gupta as Whole-Time Director of the Company for a further period of six months, with effect from July 1, 2025 to December 31, 2025, subject to the approval of the members at the ensuing Annual General Meeting.

The proposed re-appointment shall be without any remuneration.

In terms of the provisions of Section 196(3)(a) of the Companies Act, 2013 and Clause (c) of Part I of Schedule V thereto, no company shall appoint or continue the employment of any person as Managing Director, Whole-Time Director or Manager who has attained the age of 70 years, unless such appointment or continuation is approved by passing a Special Resolution at a general meeting.

Mr. Gupta has attained the age of 80 years, and accordingly, his re-appointment as Whole-Time Director requires the approval of the members of the Company by way of a Special Resolution.

Mr. Gupta has been associated with the Company for several years and has made significant contributions towards its business operations and strategic direction. Considering his vast experience, continued association, and involvement in the affairs of the Company, the Board of Directors is of the view that it would be in the best interests of the Company to re-appoint him as Whole-Time Director for the said period.

As required under Secretarial Standard – 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) and the applicable provisions of the Companies Act, 2013, the requisite particulars pertaining to Mr. Gupta are annexed to this Notice.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Mr. Satish Chandra Gupta, is in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends this special resolution set out in item no. 7 of the Notice for the approval of members.

Annexure – A

Disclosure required under the Secretarial Standard-2 of ICSI:

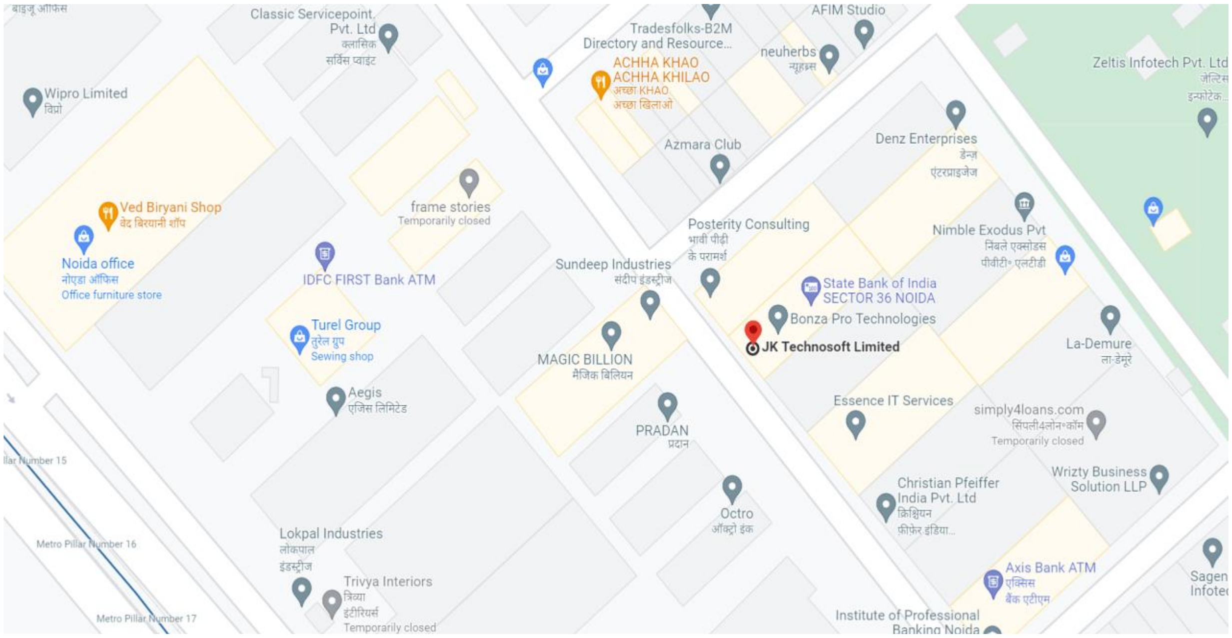
Name	Mr. Abhishek Singhania	Mr. Arvind Thakur	Mr. Partho Pratim KR	Mr. Satish Chandra Gupta	Mrs. Renu Nanda
Director Identification Number	07268034	03158072	00508567	01595040	08493324
Date of first Appointment on the Board	14/11/2024	14/09/2015	14/04/2016	01/05/2005	27/08/2025
Experience in Specific Functional Area	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. 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.	Arvind Thakur was the CEO, Vice Chairman & Managing Director at NIIT Technologies Ltd (now renamed as Coforge Ltd). He has been the Chairman of specialized technology companies like Esri India Technologies Ltd, Incessant Technologies Ltd and also serves on the Board of Management at NIIT University, a leading not-for-profit institution. Arvind Thakur has been an elected member for 3 consecutive terms of the Executive Council at NASSCOM, where he held key positions till May 2020. He also served on the National Council of CII as Chairman of the National Committee on IPR and was a member	Strategic Management, Financial Restructuring and Business Transformation	Satish is an IT industry veteran. With over 50+ years of experience, he brings a wealth of knowledge and market perspective to the table. He started his career with IBM World Trade Corporation in India in 1965. Satish's long management and operations experience has proven to be an invaluable asset in growing the Company.	She has 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 lie Amar Ujala, Rashtriya Sahara & Times of India. She has also been instrumental in developing the Hindi heartland for revenue generation.

		of the Indo Spanish CEO			
Qualifications	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.	Post Graduate	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.	Post Graduate	She is a Postgraduate in marketing from Lucknow University.
Terms and Conditions of Appointment / Reappointment	Liable to retire by rotation	Liable to retire by rotation	Approval of members is sought for change in designation from Non Executive, Independent Director to Non Executive, Non-Independent Director, liable to retire by rotation	Approval of members is sought for his re-appointment as a Whole-time Director for a period of 6 months with effect from July 01, 2025 to December 31, 2025	Approval of members is sought for her appointment as an Independent Director for a period of five years with effect from August 27, 2025 to August 26, 2030

Details of remuneration sought to be paid	NIL	As per the terms and conditions of the employment agreement	NIL	NIL	NIL (Only sitting fee for attending the Board and Committee Meeting of the Company will be paid)
Last drawn remuneration	NIL	48 Lakhs	NIL	NIL	NIL
Relationship with other Directors and Key Managerial Personnel	NA	NA	NA	NA	NA
Directorship in other Companies	JK Urbanscapes Developers Limited J.K. Traders limited Jay Kay Enterprises Limited PGA Securities Private Limited B.G.K. Infrastructure Developers Private Limited Neumesh Labs Private Limited Diensten Tech Limited Nebula 3d Services Private Limited JK Defence & Aerospace Limited	NA	Quest Academics Private Limited E S Square Enterprises Private Limited Jaykay Enterprises Limited Neumesh Labs Private Limited Brookes Enterprises Private Limited Nebula3d Services Private Limited Allen Reinforced Plastics Limited JK Digital & Advance Systems Private Limited JK Defence & Aerospace Limited	JK Urbanscapes Developers Limited Manphul Trading and Finance Company Private Limited Balashree Property Consultants Private Limited Diensten Tech Limited J K Infrastructure Developers Private Limited Genext Estates Private Limited Welgrow Developers Private Limited Allen Reinforced Plastics Limited JK Digital & Advance Systems Private Limited JK Defence & Aerospace Limited	Jay Kay Enterprises Limited Allen Reinforced Plastics Ltd Neumesh Labs Private Limited

Member in Committees of Boards of companies	Member of Stakeholders Relationship Committee of Jaykay Enterprises Limited	NA	Members of the Audit and Stakeholders Relationship Committee of Jaykay Enterprises Ltd	Member of the CSR Committee of JK Urbanscapes Developers Limited	Chairman of Audit, Nomination and Remuneration and Stakeholders Relationship Committee of Jaykay Enterprises Limited Chairman of Audit, Nomination and Remuneration Committee of Allen Reinforced Plastic Limited
No. of Shares held in the Company	1,23,47,272 partly paid-up shares	0	15,556 partly paid-up shares	15,000 partly paid-up shares	0
Number of meetings of the Board attended during the year	3	3	3	5	0

ROUTE MAP FOR THE VENUE OF THE MEETING
ON MONDAY, SEPTEMBER 29, 2025 AT F-3, SECTOR-3, NOIDA-201301



ATTENDANCE SLIP
J K TECHNOSOFT LIMITED
CIN: U64202UP1988PLC209717
37th ANNUAL GENERAL MEETING ON MONDAY, 29TH SEPT'2025 AT 11:00 AM IST
AT F-3, SECTOR 3, NOIDA, UTTAR PRADESH, INDIA, 201301

DP ID	
Client ID/Regd. Folio No.	
Name and Address of the Sole/First Member	
Joint Holder 1	
Joint Holder 2	
No. of shares held	

I certify that I am a shareholder / proxy of the shareholder of the Company

Member's Folio/DP ID- Client ID	Member's/ Proxy's name in Block Letters	Member's/ Proxy's Signature

Note:

1. Please fill in attendance slip and hand it over at the entrance of the hall.

J K TECHNOSOFT LIMITED
CIN: U64202UP1988PLC209717
Regd Office: F-3, Sector 3, Noida, Uttar Pradesh, India, 201301
Phone: +91-11- 29222864 Website: www.jktech.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U64202UP1988PLC209717
Name of the company: J K Technosoft Limited
Registered office: F-3, Sector 3, Noida, Uttar Pradesh, India, 201301

Name of the Member(s) : ____

Registered Address : ____

____

Email ID: ____

Folio No./Client ID: ______________________DP ID: __________________________

I/We being the member(s) of ______________Shares of J K Technosoft Limited, hereby appoint-

1. Name ____

Address ____

Having Email ID____ or failing him/her

2. Name ____

Address ____

Having Email ID____ or failing him/her

3. Name ____

Address ____

Having Email ID____ or failing him/her as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th ANNUAL GENERAL MEETING of the Company to be held on Monday, 29th Sept'2025 at 11:00 am IST at F-3, Sector 3, Noida, Uttar Pradesh, India, 201301 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the Resolution	Vote		
		For	Against	Abstain
1	To receive, consider and adopt; a) The Audited Financial statement of the Company for the Financial year ended on 31st March'2025, the Director's Report and the Auditors 'Report thereon and; b) The Audited Consolidated Financial statement of the Company for the financial year ended on 31st March'2025.			
2	To consider the appointment of a director in place of Mr. Abhishek Singhania (DIN: 00087844), who retires by rotation and being eligible, offers himself for reappointment			
3	To consider the appointment of a director in place of Mr. Arvind Thakur (DIN: 00042534), who retires by rotation and being eligible, offers himself for reappointment			
4	To consider and approve the re-appointment of M/s. SS Kothari Mehta & Co., Chartered Accountants as the Statutory Auditor of the Company			
5	To consider and approve Change in designation of Mr. Partho Pratim Kar from Non- Executive Independent Director to Non-Executive, Non-Independent Director			
6	To consider and approve the appointment of Mrs. Renu Nanda as a non-executive Independent Director of the Company			
7	To consider and approver re-appointment of Mr. Satish Chandra Gupta as Whole Time Director of the Company for another period of 6 (six) months			

Signed this __________________ day of __________________ 2025

Signature of Member (s) ________________________________

Signature of Proxy holder(s) _____________________________

Affix Revenue Stamp of ₹ 1/-

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

2. It is optional to indicate your preference, if you leave the for or against column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she may deem appropriate.z