

**AGM NOTICE**

Notice is hereby given that the 35<sup>th</sup> Annual General Meeting (AGM) of the members of J K Technosoft Limited shall be held on Saturday, 30<sup>th</sup> day of Sept'2023 at 3:00 P.M. at F-3, SECTOR-3, NOIDA-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 31st March'2023, 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'2023.

2. **To consider 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 00508567), 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 appointment of a Director in place of Mr. Satish Chandra Gupta (DIN 01595040), who retires by rotation and being eligible, offers himself for reappointment**

“RESOLVED THAT Mr. Satish Chandra Gupta (DIN 01595040), 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.”

**SPECIAL BUSINESS:**

4. **To approve re designation of Mr. Partho Pratim Kar (00508567) from non executive non independent director to 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 section 149,150, of the Companies Act, 2013 read with schedules and other applicable provisions of the act, (including any statutory modification/s or re-enactment thereof for the time being in force), Mr. Partho Pratim Kar (DIN:00508567) who was appointed as non-executive non independent director of the company, be and is hereby re-designated as non-executive independent director of the company, to hold office for a term of five (5) consecutive years from September 30, 2023 to September 29, 2028, not liable to retire by rotation, on such remuneration as may be fixed by the Board of Directors from time to time, reimbursement of expenses for participation

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in the meetings of the Board and / or Committees and / or general meetings in terms of applicable provisions of the Companies Act, 2013 as determined by the board and / or committee from time to time.

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

5. **To approve continuation after the Age of 70 years and re-appointment of Mr. Satish Chandra Gupta (DIN:01595040) as Whole Time Director of the Company**

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/ V 1 (C ) 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, consent of the members of the Company be and is hereby accorded to continuation after the age of 70 years and to re-appoint Mr. Satish Chandra Gupta (DIN:01595040) as whole time director of the Company to hold the office for a period of 3 months from October 1,2023 to December 31, 2023 without remuneration”

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

6. **Change in registered office of the Company from one state to another**

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

“RESOLVED THAT, pursuant to Section 12 of Companies Act 2013 and Rules made there under and subject to approval of Central Government, consent of Company be and is hereby accorded for shifting of Registered Office of the Company from its Present Location A-2, LSC, Masjid Moth, GK-II, New Delhi - 110048 to F-3, Sector-3, Noida-201301 Uttar Pradesh.

RESOLVED FURTHER THAT, pursuant to Section 13 of Companies Act 2013 and Rules made there under, Registered Office Clause of Memorandum of Association of the Company be and is hereby altered by substituting the Word “the State of Uttar Pradesh for the word “the State of Delhi”.

RESOLVED FURTHER THAT, any Director or Company Secretary of the Company, be and is hereby severally authorize to file such Forms with Registrar of Companies and authorize to do such act, deeds, and things as are necessary to give effect to this Resolution.

RESOLVED FURTHER THAT, Shubham Khanna, Company Secretary in Practice, having Membership No. 49074 and Certificate of Practice No. 18883, be and is hereby authorize to make an application to Central Government and to make Advertisement in INC-26 and to send notice to Registrar of

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Companies and to creditors of the Company and such acts, deeds, things as may be necessary to give effect to this Resolution.”

**By the order of Board of Directors of  
J K Technosoft Limited**

Sd/-

Amir M. Saiyad

Company Secretary

ACS No. 56997

Date: 06.09.2023

Place: New Delhi

**NOTES:**

1. 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.
2. Members/Authorized Representatives are requested to fill in the Attendance Slip and submit it at the venue of the AGM.
3. 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.
4. Pursuant to SS-2 (Secretarial Standard on General Meeting) as issued by Institute of Company Secretaries of India for reaching the Meeting Venue showing the prominent landmark is given as an Annexure.
5. Copy of Balance Sheet and Profit & Loss Account for the financial year ended on 31<sup>st</sup> March'2023 along with the report of Board of Director's and Auditor's are Annexed.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:**

**Item No. 4:** The Board of Directors vide its Resolution adopted on September 6, 2023, approved re designation of Mr. Partho Pratim Kar (DIN:00508765) from non executive non independent director to non executive independent Director of the Company, pursuant to Sections 149, read with Schedules and other applicable provisions of the Act.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the proposed resolution seeks the approval of members for the re designation of Mr. Partho Pratim Kar (DIN:00508765) as a Non-Executive Independent Director for a term of 5 (five) consecutive years from September 30, 2023 to September 29, 2028, not liable to retire by rotation.

The Company has received consent from Mr. Partho Pratim Kar to act as an Independent Director and declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and also a declaration under Section 164 of the Act that he is not disqualified from being appointed as an Independent Director.

Mr. Partho Pratim Kar he is a person of integrity and possesses the relevant expertise and experience. The Board of Directors recommends the above resolution for your consideration and approval as Special Resolution.

None of the Director except Mr. Partho Pratim Kar himself, is/are concerned or interested in this resolution.

**Item No. 5:** The term of office of Mr. Satish Chandra Gupta (DIN:01595040) as Whole Time Director of the Company shall expire of September 30, 2023. The Board of Directors of the Company has, on the recommendation of Nomination & Remuneration Committee, re appointed Mr. Satish Chandra Gupta as the Whole time Director of the Company for a further period of 3 months effective from October 1, 2023 to December 31, 2023 subject to the approval of members at the ensuring Annual General Meeting without any remuneration.

Further, as per the requirement of Schedule V 1 (C) of the Companies Act 2013, if a Managing or Whole time Director has attained the age of 70 years then his re-appointment/continuation needs to be approved by Special resolution passed by the Company in General Meeting otherwise central govt. approval is required. Mr. Gupta has attained the age of 70 years.

The Board of Directors recommends the above resolution for your consideration and approval as Special Resolution.

None of the Director except Mr. Satish Chandra Gupta himself, is/are concerned or interested in this resolution.

None of the other Director, KMPs or their relatives are concerned or interested in this resolution.

**Item No. 6:**

The registered office of the company is presently situated at A-2, Local Shopping Complex, Masjid Moth, GK-II, New Delhi-110048, whereas almost all the operational and management activities of the company are being carried out from its corporate office situated at F-3, Sector-3, Noida-201301 Uttar Pradesh. Keeping in view the administrative convenience, cost effectiveness, growth potential and the opportunities existing, it is proposed to shift the registered office of the company to Noida in the state of Uttar Pradesh.

Accordingly, your board of directors in its meeting held on 06.09.2023 had approved and proposed shifting of the registered office of the company from New Delhi to Noida, Uttar Pradesh.

In accordance to the provisions of section 12(5) of the Companies Act, 2013 except on the authority of a special resolution passed by a company, the registered office of the company shall not be changed, outside the local limits of any city, town, village or state where such office is situated.

In accordance with the provisions of section 13 of the companies act 2013, and other applicable provisions of the companies act 2013, read with ruled framed thereunder, pursuant to the shifting of registered office from one state to another 'Clause II of the Memorandum of Association of the Company relating to situation clause need to be altered , which requires approval of the members by way of special resolution and subject to consent of creditors and other stakeholders concerned with the company and further to the confirmation of statutory authority/ies and their approvals.

The proposed change will in no way be detrimental to the interest of any member, employee, or other associates of the company in any manner whatsoever.

The Board of Directors recommends the above resolution for your consideration and approval as Special Resolution.

None of the other Director, KMPs or their relatives are concerned or interested in this resolution.

**By the order of Board of Directors of  
J K Technosoft Limited**

Sd/-

Amir M. Saiyad  
Company Secretary  
ACS No. 56997  
Date: 06.09.2023  
Place: New Delhi

ATTENDANCE SLIP  
J K TECHNOFT LIMITED  
CIN: U64202DL1988PLC030870  
35<sup>th</sup> ANNUAL GENERAL MEETING ON SATURDAY, 30<sup>TH</sup> SEPT'2023  
AT  
F-3, SECTOR-3, NOIDA-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:**

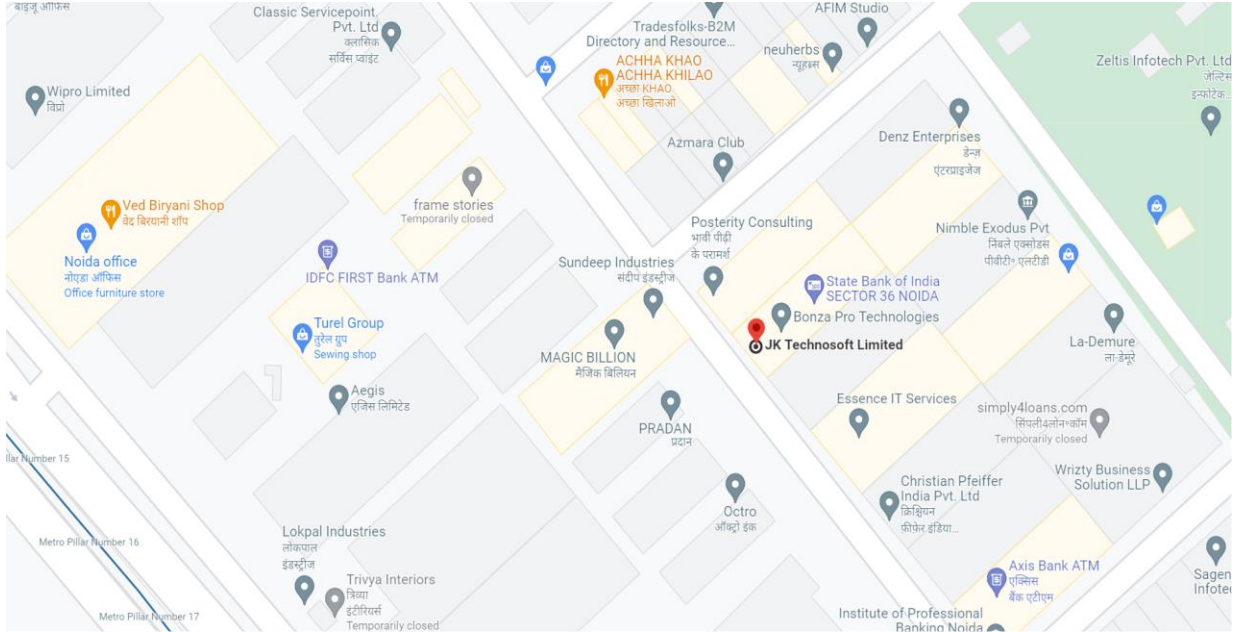
1. Please fill in attendance slip and hand it over at the entrance of the hall.

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**Route MAP for the Venue of the Meeting**  
**ON SATURDAY, 30<sup>TH</sup> SEPT'2023 AT F-3, SECTOR-3, NOIDA-201301**



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**J K TECHNOFT LIMITED**

CIN: U64202DL1988PLC030870

Regd Office: A-2, Local Shopping Complex, Masjid Moth, GK-II, New Delhi-110048

Corporate office: F-3, Sector-3, Noida-201301

Phone: +91-11- 29222864 Email: [Saiyad.amir@jktech.com](mailto:Saiyad.amir@jktech.com) Website: [www.jktech.com](http://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]

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

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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Saturday, 30.09.2023 at 3:00 p.m. at F-3, Sector-3, Noida-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 31 <sup>st</sup> March'2023, 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 31 <sup>st</sup> March'2023.			
2	To appoint a director in place of Mr. Abhishek Singhania (DIN: 00087844), who retires by rotation and being eligible, of himself for re-appointment.			
3	To appoint a director in place of Mr. Satish Chandra Gupta (DIN: 01595040), who retires by rotation and being eligible, of himself for re-appointment.			
4	To approve re designation of Mr. Partho Pratim Kar (DIN:00508567) from non executive non independent director to non-executive independent director of the company			
5	To approve continuation after the Age of 70 years and re-appointment of Mr. Satish Chandra Gupta (DIN:01595040) as Whole Time Director of the Company.			
6	To approve Change in registered office of the Company from one state to another			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature of Member (s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp of ₹ 1/-
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**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.

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