

AGM NOTICE

Notice is hereby given that the 36th Annual General Meeting (AGM) of the members of J K Technosoft Limited shall be held on Monday, 30.09.2024 at 11:30 A.M. at the registered office of the company at A-2, Local Shopping Complex, Majid Moth, GK-II, New Delhi-110048 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'2024, 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'2024.

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.”

SPECIAL BUSINESS:

3. To approve re appointment of Mr. Vipul Prakash (DIN: 01334649) 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 the provisions of Sections 149, 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, Vipul Prakash (DIN: 01334649), who holds office as an independent director up to 29 Sept, 2024, be and is hereby reappointed as an independent director, not liable to retire by rotation, for a second term of 5 (five) years with effect from Sept 30, 2024 up to Sept 29 , 2029.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other officer(s) / authorized representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Regd. office: A-2, LSC, Masjid Moth, GK-II, New Delhi-110048, India

CIN: U64202DL1988PLC030870

Website: www.jktech.com Tel: +91-11- 29222864 Fax: +91-11-29228048

“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.”

4. 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 1 year from July1,2024 to June 30, 2025 with no 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.”

By order of Board of Directors of
J K Technosoft Limited

Sd/-

Amir M. Saiyad
Company Secretary
ACS No. 56997
Date: 05.09.2024
Place: Noida

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. 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).
3. Members/Authorized Representatives are requested to fill in the Attendance Slip and submit it at the venue of the AGM.
4. 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.
5. 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.
6. Copy of Balance Sheet and Profit & Loss Account for the financial year ended on 31st March'2024 along with the report of Board of Director's and Auditor's are Annexed.
7. *The Company have applied for the change of its registered office from A-2, Local Shopping Complex, Masjid Moth, GK-II, New Delhi-110048 to F-3, Sector-3, Noida-201301 dated 8th January'2024 and received an order from the R.D.office (Ministry of Corporate Affairs) dated 9th August'2024. subsequently, the company have filed order copy to the ROC in form no. INC-28 dated 21.08.2024 which was approved by the concerned ROC on 22.08.2024. Further, the company have filed e form INC-22 to ROC dated 29.08.2024 which is under process of approval by the concerned Registrar of Companies as on date of circulation of this notice to the shareholders.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013:**Item No. 4:**

Mr. Vipul Prakash (DIN:01334649) were appointed as Non-Executive Independent Director of the Company to the provisions of section 149 of the Companies Act,2013 read with Companies (Appointment and Qualification of Directors) Rules ,2014 by the shareholders at the 31st Annual General Meeting of the Company. He held office as Independent Director of the Company up to 29th September,2023 ("first term" in line with the explanation to section 149 (10 & 11) of the Act).

The board has approved re-appointment of Mr. Vipul Prakash as Independent Director as per their letter of appointment for a period of five years from 30th Sept'2024 to 29th Sept'2029.

Mr. Vipul Prakash, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mr. Vipul Prakash fulfills the conditions specified in the Act and the rules framed thereunder for reappointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Companies Act, 2013 the re-appointment of Mr.Vipul Prakash as Independent Directors is now being placed before the Members for their approval.

Mr. Vipul Prakash he is a person of integrity and possesses the relevant expertise and experience. Details of his qualification, experience, expertise and the information pursuant to Secretarial Standards on general meetings are disclosed herein as an annexure to this statement.

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

None of the Director except Mr. Vipul Prakash 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 June 30, 2024. 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 1 year effective from July 1, 2024 to June 30, 2025 subject to the approval of members at the ensuing 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.

Details of his qualification, experience, expertise and the information pursuant to Secretarial Standards on general meetings are disclosed herein as an annexure to this statement.

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.

DISCLOSURE PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETINGS:

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Name of the Director	Mr. Vipul Prakash	Mr. Satish Chandra Gupta
DIN	01334649	01595040
Date of birth	19.02.1974	15.11.1944
Date of appointment (initial appointment)	13.12.2018 Appointed as an additional director in the capacity of independent director.	01.05.2005 Appointed as additional/whole time director
Qualification	Masters	Post Graduate
Expertise in functional areas	<p>He has been a visionary in the field of recruitment process outsourcing (RPO), with more than a decade's experience in this field. In 2011, he was awarded one of the top 50 inspiring entrepreneurs of India by Cyber Media.</p> <p>Vipul is the Managing Director of Diensten Tech Ltd. He is a Serial Entrepreneur and Investor with 50 plus investments in early stage organization, incubating 12 recruiting-first organizations and 4 exits. As an active early-stage investor with his experience & expertise, he is currently supporting multiple businesses focused on the HR space. He also served on the board of Action for India and The Delhi Chapter of the Entrepreneur Organization.</p>	<p>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.</p>
Number of meetings of the board attended during the year	01	04
Directorship in other public and private companies	<ol style="list-style-type: none"> 1. Wow Softech private limited 2. Hum Agetech Private Limited 3. Wen Womentech Private Limited 4. Unicus recruitment process outsourcing pvt ltd. 5. Wow Equipment and infra Pvt. Ltd. 6. Diensten Tech Limited 	<ol style="list-style-type: none"> 1. Allen reinforced plastics Private Limited 2. Welgrow Developers Private Limited 3. Genext Estates Pvt. Ltf. 4. JK Digital & Advance systems Pvt. Ltd. 5. JK Defence & Aerospace Ltd. 6. Balashree Property Consultants Pvt. Ltd. 7. JK Infrastructure Developers Pvt. Ltd.

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		<p>8. Manphul Trading & Finance Co. Pvt. Ltd.</p> <p>9. Diensten Tech Ltd</p> <p>10. JK Urbanscapes Developers Ltd.</p> <p>11. JK Tech US INC</p> <p>12. JK TECH UK Ltd.</p> <p>13. JKT Bangladesh Pvt. Ltd.</p>
Membership in board committees of other companies (includes membership details of all committees)	<p>1. Nomination & Remuneration Committee- Diensten Tech Ltd.</p> <p>2. Stakeholder relation committee- Diensten Tech Ltd.</p>	Nil
Listed entities from which director has resigned from directorship in past three years	Nil	<p>01</p> <p>Resigned from Jaykay Enterprises Limited from the post of Additional Director dated 10.05.2024</p>
Number of shares held in the company	Nil	15000 fully paid & 15000 partly paid up equity shares
Inter-se-relationship with any other director or KMP of the company	Nil	Nil
Details of remuneration sought to be paid	Nil	Nil
Details of remuneration last drawn	Nil	Nil

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

Sd/-
Amir M. Saiyad
Company Secretary
ACS No. 56997
Date: 05.09.2024
Place: Noida

Regd. office: A-2, LSC, Masjid Moth, GK-II, New Delhi-110048, India

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ATTENDANCE SLIP
J K TECHNOFT LIMITED
CIN: U64202DL1988PLC030870
36th ANNUAL GENERAL MEETING ON MONDAY, 30TH SEPT'2024 AT 11:30 AM IST
AT A-2, LOCAL SHOPPING COMPLEX, MASJID MOTH,GK-II, NEW DELHI-110048

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	

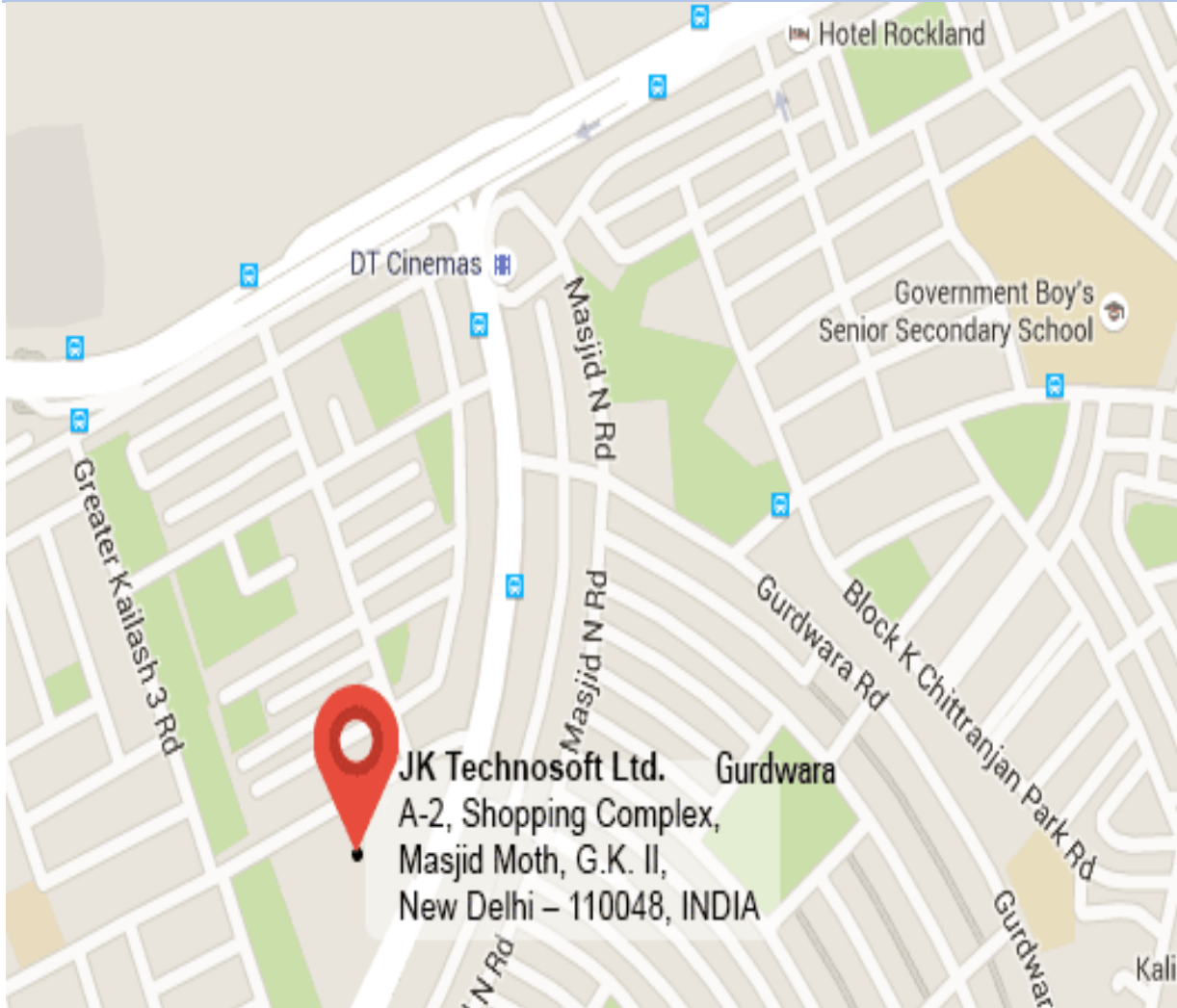
I certify that I am a shareholder / proxy of the shareholder of the Company

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.

Route MAP for the Venue of the Meeting
ON MONDAY 30TH SEPT'2024 AT 11:30 AM IST AT A-2, LOCAL SHOPPING COMPLEX, MASJID
MOTH,GK-II, NEW DELHI-110048.



Regd. office: A-2, LSC, Masjid Moth, GK-II, New Delhi-110048, India

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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 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]

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 36th ANNUAL GENERAL MEETING of the Company to be held on Monday, 30th Sept'2024 at 11:30 am IST at A-2, LOCAL SHOPPING

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COMPLEX, MASJID MOTH,GK-II, NEW DELHI-110048 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 st March'2024, 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 st March'2024.			
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 approve re appointment of Mr. Vipul Prakash as an independent director for an other period of 5 years.			
4	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.			

Signed this _____ day of _____ 2024

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.