JAY KAILASH NAMKEEN LIMITED
CIN: U15549GJ2021PLC123708

REGISTERED OFFICE: PLOT NO. 6, GROUND FLOOR, VIVEKANAND MAIN ROAD, OPP RMC GARDEN, Rajkot D H College, Gujarat, India, 360001
E-MAIL: cs@jaykailashnamkeen.com | www.jaykailashnamkeen.com
Phone: +91 94262 02099

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN TO THE SHAREHOLDERS (THE "SHAREHOLDERS" OR THE "MEMBERS") OF JAY KAILASH NAMKEEN LIMITED THAT THE 05th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY, 12th SEPTEMBER, 2026, AT 11:00 A.M. AT RPJ HOTEL KALAWAD ROAD, NEAR EVEREST PARK AND JADDU'S FOOD FIELD, NANA MAVA, RAJKOT, GUJARAT, INDIA, PIN CODE 360005 TO TRANSACT FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon.**

2. **To appoint a director in place of Neel Narendrabhai Pujara (DIN: 09221477), who retires by rotation and being eligible, offers himself for re-appointment.**

3. **To consider and approve the appointment of M/s. MRB & Associates, Chartered Accountants (FRN: 136306W), as the Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. MRB & Associates, Chartered Accountants (FRN: 136306W), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of five (5) consecutive years, from the conclusion of this Annual General Meeting until the conclusion of the 10th Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS

4. **To consider and approve the appointment of Chirag Jayeshbhai Archlani (DIN:11456120), as Director.**

   To consider and, if thought fit, approve the appointment of Chirag Jayeshbhai Archlani (DIN:11456120) as Director and, in this regard, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the rules made thereunder and the Articles of Association of the Company, Chirag Jayeshbhai Archlani (DIN:11456120), who was appointed as an Additional Director of the Company with effect from 22nd

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April, 2026 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.

5. **To consider and approve the appointment of Aadi N Kalavadia (DIN:11456121), as Director.**

To consider and, if thought fit, approve the appointment of Aadi N Kalavadia (DIN:11456121) as Director and, in this regard, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with the rules made thereunder and the Articles of Association of the Company, Aadi N Kalavadia (DIN:11456121), who was appointed as an Additional Director of the Company with effect from 22nd April, 2026 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.

6. **To consider and approve the appointment of Sanjay Chandrakant Rao (DIN:10312728) as Non-Executive Director**

To consider and, if thought fit, approve the appointment of Sanjay Chandrakant Rao (DIN:10312728) as Non-Executive Director and, in this regard, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with the rules made thereunder and the Articles of Association of the Company, Sanjay Chandrakant Rao (DIN:10312728), who was appointed as an Additional Director of the Company with effect from 21st August, 2026 and holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director (Responsible for Export Sales Only) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.

7. **To Consider and Approve the Appointment of Pooja Jamnabhai Varsani (DIN: 11692126) as an Independent Director on the Board of the Company.**

To consider, and, if thought fit, approve the appointment of Pooja Jamnabhai Varsani (DIN:11692126) as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Ms. Pooja Jamnabhai Varsani (DIN: 11692126), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 08th May, 2026, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, commencing from 08th May, 2026 and ending on 07th May, 2031 (both days inclusive)."

RESOLVED FURTHER THAT where in any financial year, during the tenure of Pooja Jamnabhai Varsani as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Pooja Jamnabhai Varsani, the sitting fees, within the limit specified in Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT the Board of Directors or the Key Managerial Personnel be and is hereby authorised to take all such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

8. **To Consider and Approve the Appointment of Dipakbhai Bhikhubhai Hariyani (DIN:11456119) as an Independent Director on the Board of the Company.**

To consider, and, if thought fit, approve the appointment of Dipakbhai Bhikhubhai Hariyani (DIN:11456119) as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, read with Schedule IV to the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Dipakbhai Bhikhubhai Hariyani (DIN: 11456119), who was appointed as an Additional Director in the capacity of an Independent Director of the Company with effect from 22nd April, 2026, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years, commencing from 22nd April, 2026 and ending on 21st April, 2031 (both days inclusive)."

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Dipakbhai Bhikhubhai Hariyani as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Dipakbhai Bhikhubhai Hariyani, the sitting fees within the limit specified in Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT the Board of Directors or the Key Managerial Personnel be and is hereby authorised to take all such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

9. **To Consider and Approve the Appointment of Vipin Vishvanath Agrawal (DIN:11458626) as an Independent Director on the Board of the Company.**

To consider, and, if thought fit, approve the appointment Vipin Vishvanath Agrawal (DIN:11458626) as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Vipin Vishvanath Agrawal (DIN:11458626), who was appointed as an Additional Independent Director of the Company with effect from 21st August, 2026 as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five consecutive years from 21st August, 2026 to 20th August, 2031 (both days inclusive).

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Vipin Vishvanath Agrawal as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Vipin Vishvanath Agrawal, the sitting fees within the limit specified in Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT the Board of Directors or the Key Managerial Personnel be and is hereby authorised to take all such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

10. **To Consider and Approve the Appointment of Satnam Singh Chandok (DIN: 11901296) as an Independent Director on the Board of the Company.**

To consider, and, if thought fit, approve the appointment Satnam Singh Chandok **(DIN: 11901296)** as Independent Director, and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Satnam Singh Chandok **(DIN:11901296)**, who was appointed as an Additional Independent Director of the Company with effect from 21st August, 2026 as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of Five consecutive years from 21st August, 2026 to 20th August, 2031 (both days inclusive).

RESOLVED FURTHER THAT where in any financial year, during the currency of tenure of Satnam Singh Chandok as Independent Director, the Company incurs a loss or its profits are inadequate, the Company shall pay to Satnam Singh Chandok**,** the sitting fees within the limit specified in Part II of Schedule V of the said Act.

RESOLVED FURTHER THAT the Board of Directors or the Key Managerial Personnel be and is hereby authorised to take all such steps as may be necessary for obtaining any approvals, statutory, contractual or otherwise, in relation to the above and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution."

11. To Consider and Approve the Sitting Fees Payable to the Independent Directors.

To consider, and, if thought fit, approve the Sitting Fees Payable to the Independent Directors to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded to the payment of sitting fees to Ms. Pooja Jamnabhai Varsani (DIN:11692126), Mr. Dipakbhai Bhikhubhai Hariyani (DIN:11456119), Mr. Vipin Vishvanath Agrawal (DIN:11458626) and Mr. Satnam Singh Chandok **(**DIN**:**11901296) of the Company, for attending meetings of the Board of Directors and/or its Committees, at the rate of ₹5,000 (Rupees Five Thousand only) per meeting, subject to the limits prescribed under the Act.

RESOLVED FURTHER THAT, the Board of Directors and/or the Key Managerial Personnel be and are hereby authorized to take all such steps as may be necessary for obtaining any statutory, contractual, or other approvals in relation to the above, and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution."

12. Issuance of up to 33,74,375 (Thirty-Three Lakhs Seventy-Four Thousand Three Hundred and Seventy-Five Only) Equity Shares of Rs. 10/- each at an issue price of Rs. 45.19 (Rupees Forty-Five and Paisa One Nine Only) per equity share (including premium of Rs. 35.19 per equity share), aggregating to Rs. 15,24,88,006 (Rupees Fifteen Crores Twenty-Four Lakhs Eighty-Eight Thousand Six Only) on preferential basis to the proposed allottee, for consideration other than cash.

To consider and if thought fit, to pass with or without modification (s) the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to provisions of Section 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and other applicable rules, regulations, notifications, guidelines, circulars, directions and clarifications issued thereunder (the "Companies Act"), and in accordance with enabling provisions

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of the Memorandum of Association and Articles of Association of the Company and in accordance with the Securities Contracts (Regulation) Act, 1956 (the "SCRA"), as amended and the applicable rules made thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations, 2018"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Code"), as amended and the rules and regulations made thereunder, the equity listing agreement entered into by the Company with Bombay Stock Exchange of India Limited ("BSE" or referred to as "Stock Exchange") and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI") and subject to such further approvals, consents, permissions and sanctions as may be necessary or required from respective regulatory or other appropriate authorities, including from BSE, SEBI and subject to such terms, conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated under such approvals, permissions, sanctions and consents as the case may be) and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion agree to, consent of the Members of the Company ("Members") be and is hereby accorded, to authorize, create, issue, offer and allot, upto 33,74,375 (Thirty-Three Lakhs Seventy-Four Thousand Three Hundred and Seventy-Five Only) Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each, fully paid-up (“Equity Shares”), at an Issue Price of Rs. 45.19 (Rupees Forty-Five and Paisa Nineteen Only) per Equity Share, including a premium of Rs. 35.19 per Equity Share, aggregating to Rs. 15,24,88,006 (Rupees Fifteen Crores Twenty-Four Lakhs Eighty-Eight Thousand Six Only), on a preferential basis to Mr. Amar Pramod Talwar (the “Proposed Allottee”), for consideration other than cash, pursuant to the terms of the Share Subscription and Share Swap Agreement (“SSSSA”) entered into between the Company and the Proposed Allottee, whereby the Proposed Allottee shall transfer 8,000 (Eight Thousand Only) Equity Shares held by him in Vayuveer Solutions Private Limited(“VSPL”) to the Company as consideration for the aforesaid allotment. The preferential issue shall be undertaken in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the rules made thereunder, and other applicable laws, as amended from time to time, and on such terms and conditions and in such manner as may be determined by the Board in its absolute discretion.

Sr. No	**Name of the Proposed Allottee**	**% of stake in Vayuveer Solutions Private Limited offered for acquisition**	**No of shares of Vayuveer Solutions Private Limited proposed to be transferred to the Company**	**No of shares of the Company proposed to be allotted to Mr. Amar Talwar (the “Proposed Allottee”), for consideration other than cash, pursuant to a share swap arrangement**	**Current Category/ Status**	**Proposed Category/ Status**
1.	Amar Pramod Talwar	80%	8000	33,74,375	Non-Promoter	Promoter

	Total	**80%**	**8000**	**33,74,375**		

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of the issue price of the Equity Shares is August 13, 2026, i.e., 30 days prior to the date of Annual General Meeting (AGM).

RESOLVED FURTHER THAT the equity shares of the Company being offered, issued and allotted by way of preferential issue/ allotment shall, inter-alia, be subject to the following:

(i) The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form, provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer;

(ii) The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend and voting rights, 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;

(iii) The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in as prescribed under the applicable provisions of the SEBI (ICDR) Regulations, 2018;

(iv) The Equity Shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder;

(v) The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the Equity Shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;

(vi) The Company shall procure the listing and trading approvals for the Equity Shares to be allotted to the Proposed Allottee from the Stock Exchange in accordance with the Listing Regulations and all other applicable laws, rules and regulations; and

(vii) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution without the requirement of seeking any further consent or approval of the Members, with a stipulation that allotment would be made only upon receipt of in-principal approval from the BSE as required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottee in form PAS-5.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above-mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient, 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 and for the purpose of issue and allotment of the equity shares and listing thereof with the BSE, the Board, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to BSE for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorized to keep the record of private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

RESOLVED FURTHER THAT the Company hereby takes note of and approves the certificate of the practicing company secretary pursuant to Regulation 163(2) of the SEBI ICDR Regulations, certifying that the Preferential Issue is being made in accordance with the requirements of SEBI (ICDR) Regulations

RESOLVED FURTHER THAT the Company do hereby takes note of and approves the valuation report dated August 13, 2026 issued by Ms. Rachana Agarwal, having IBBI Registration No. IBBI/RV/06/2022/15128, an Independent Registered Valuer, determining the fair value / price of the equity shares proposed to be issued in the Preferential Issue, in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the pricing guidelines specified under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchange and regulatory authorities and execution of any documents on behalf of the Company, and to represent the Company before any governmental or regulatory authorities and to appoint e-voting service provider agencies, scrutinizers, professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

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RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to provide certified true copies of the above resolution, from time to time, to concerned persons."

For Jay Kailash Namkeen Limited

Sd/-
Divya Sunil Tathod
Company Secretary and
Compliance Officer
Membership No. A75864
Date: 21.08.2026
Place: Rajkot
Encl: as above

NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto and forms part of this Notice.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on poll instead of themselves/and the proxy need not be a member of the company (a copy of the proxy form is attached to the notice). The proxy form, in order to be effective, should be duly stamped, filled, signed and must be deposited with the company at its registered office at least 48 hours before the commencement of the AGM.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten per cent of the total paid-up share capital of the company carrying voting rights. A member holding more than ten per cent of the total paid-up share capital of the company carrying voting rights may appoint a single person as proxy, and such person shall not act as a proxy for any other person or shareholder.

4. For the convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'. Members/proxies/authorised persons are requested to bring a duly filled attendance slip to attend the meeting.

5. Corporate members, Karta of HUF and trustee intending to send their authorised representatives to attend the AGM, pursuant to section 113 of the companies act, 2013, are requested to send to the company a certified copy of the board resolution or power of attorney / authority letter authorising their representative to attend and vote on their behalf at the AGM.

6. Members are informed that in case of joint holders attending the meeting, only such a joint holder who is higher in the order of the names will be entitled to vote.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

a. For shares held in electronic form: to their Depository Participants ("DPs")

b. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.jaykailashnamkeen.com and on the website of the Registrar and Transfer Agents, Skyline Financial Services Pvt Ltd, at www.skylinerta.com. It may be noted that any service request can be processed only after the folio is KYC-compliant.

9. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialised 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 can contact the Skyline Financial Services Pvt Ltd, Registrar and Share Transfer Agent of the Company ("RTA"), D-153A, 1st Floor, Okhla Industrial Area, Phase -I, New Delhi - 110 020, who is acting as our Registrar and Share Transfer Agent for assistance in this regard.

10. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios, along with share certificates, to the Company.

11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said forms can be downloaded from the Company's website www.jaykailashnamkeen.com and on the website of the Company's Registrar and Transfer Agents, Skyline Financial Services Pvt Ltd, at www.skylinerta.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form, and to Skyline Financial Services Pvt Ltd in case the shares are held in physical form.

12. Shareholders can download the Notice of AGM from the CDSL website at www.evotingindia.com, and Company's website www.jaykailashnamkeen.com and the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com.

13. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of AGM.

14. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of the meeting to enable us to keep the information ready at the meeting.

15. The Notice of AGM is being sent by electronic mode to those members whose email address is registered with the Company / Depositories, unless any member has requested a physical copy of the same.

16. The route map showing the direction to reach the venue of the AGM is attached at the end of the Notice.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) & Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility for the Members to enable them to cast their votes electronically from a place other than the venue of AGM. The business may be transacted through remote e-voting services provided by Central Depository Services (India) Ltd.

18. M/s Mamta Binani and Associates, Company Secretaries, Kolkata, has been appointed as a scrutinizer to scrutinise the remote e-voting & poll process to be carried out at the AGM in a fair and transparent manner.

19. The final results, including the remote E-voting and poll results of the AGM, will be declared within two working days from the conclusion of the AGM. The final results, along with the scrutinizer's report, shall be placed on the Company's website www.jaykailashnamkeen.com immediately after the result is declared by the Chairman and also on the CDSL's website at www.evotingindia.com and shall be communicated simultaneously to the concerned stock exchange.

20. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as on the cut-off date, i.e. Saturday, 05th September 2026, may obtain the login ID and password by sending a request to helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL/NSDL for remote 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 acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. Saturday, 05th September 2026, may follow the steps mentioned in the Notice under "Instructions for e-voting"

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21. **The instructions for shareholders voting electronically are as under:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Wednesday, 09th September, 2026 at 09:00 A.M and ends on Friday, 11th September, 2026 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 (record date) of Saturday, 05th September 2026, 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 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**

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Individual Shareholders holding securities in Demat mode with **CDSL Depository**	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 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**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. 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. 2) 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

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	3) Visit the e-Voting website of NSDL. 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) Login method for Remote e-Voting 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) • 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. • 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.

(ii) After entering these details appropriately, click on "SUBMIT" tab.

(iii) 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.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant "Jauss Polymers Limited" on which you choose to vote.

(vi) 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.

(vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(viii) 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.

(ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xi) 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.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote 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@jaykailashnamkeen.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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/RTA email id**.

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.

If you have any queries or issues regarding 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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

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Item No.2
To appoint a director in place of Neel Narendrabhai Pujara (DIN: 09221477), who retires by rotation and being eligible, offers himself for re-appointment.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Neel Narendrabhai Pujara
2.	Director Identification Number	09221477
3.	Designation/category of the Director	Promoter
4.	Date of Birth & Age	22/05/1997
5.	Date of the appointment on the Board	30/06/2021
6.	Qualification	Matriculation
7.	Nature of expertise in specific functional areas	-
8.	Experience/ Profile	13 Years of Business
9.	Shareholding in the Company	6400 equity shares
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	-
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13.	Number of Meetings of the Board attended during the year	4
14.	Directorships held in other companies	DEEVA GIFT ARTICLES (OPC) PRIVATE LIMITED
15.	Memberships / Chairmanships of committees of other companies	-
16.	Name of listed entities from which the person has resigned in the past three years	-
17.	In case of independent directors, the The skills and capabilities	NA

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	required for the role and the manner	

Item No 04.
To consider and approve the appointment of Chirag Jayeshbhai Archlani (DIN:11456120), as Director.

Considering the Company's overall business objectives and future growth plans, it is proposed to regularise the appointment of Chirag Jayeshbhai Archlani (DIN:11456120), as a Director of the Company. The Board of Directors, at its meeting held on 22nd April, 2026, appointed Chirag Jayeshbhai Archlani as an Additional Director of the Company with effect from 22nd April, 2026, subject to the approval of the Members of the Company.

The Board recommends passing of the **Ordinary Resolution** as set out in **Item No. [4]** of this Notice, for approval by the Members of the Company.

Except Mr. Chirag Jayeshbhai Archlani (DIN: 11456120) being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Chirag Jayeshbhai Archlani
2.	Director Identification Number	11456120
3.	Designation/category of the Director	Promoter
4.	Date of Birth & Age	02/09/2004
5.	Date of the appointment on the Board	22/04/2026
6.	Qualification	Bachelor of Commerce (B.Com) Chartered Accountancy (CA) – Pursuing
7.	Nature of expertise in specific functional areas	-
8.	Experience/ Profile	Entrepreneurship & Business Management Investment & Wealth Creation
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	-
12.	Terms & conditions of the appointment	As Mutually Agreed with Board

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13.	Number of Meetings of the Board attended during the year	4
14.	Directorships held in other companies	1.Equity-Cafe Services Private Limited 2.Patelmech Engineering Limited
15.	Memberships / Chairmanships of committees of other companies	-
16.	Name of listed entities from which the person has resigned in the past three years	-
17.	In case of independent directors, the The skills and capabilities required for the role and the manner	NA

Item No 05.

To consider and approve the appointment of Aadi N Kalavadia (DIN:11456121), as Director.

Considering the Company's overall business objectives and future growth plans, it is proposed to regularise the appointment of Aadi N Kalavadia (DIN:11456121), as a Director of the Company. The Board of Directors, at its meeting held on 22nd April, 2026, appointed Aadi N Kalavadia as an Additional Director of the Company with effect from 22nd April, 2026, subject to the approval of the Members of the Company.

The Board recommends passing of the **Ordinary Resolution** as set out in **Item No. [5]** of this Notice, for approval by the Members of the Company.

Except Mr. Aadi N Kalavadia (DIN:11456121), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Aadi N Kalavadia
2.	Director Identification Number	11456121
3.	Designation/category of the Director	Promoter
4.	Date of Birth & Age	09/04/2005
5.	Date of the appointment on the Board	22/04/2026
6.	Qualification	Graduate
7.	Nature of expertise in specific functional areas	-
8.	Experience/ Profile	Managerial and business activities
9.	Shareholding in the Company	NA

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10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	-
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13.	Number of Meetings of the Board attended during the year	4
14.	Directorships held in other companies	1.Equity-Cafe Services Private Limited 2.Patelmech Engineering Limited
15.	Memberships / Chairmanships of committees of other companies	-
16.	Name of listed entities from which the person has resigned in the past three years	-
17.	In case of independent directors, the The skills and capabilities required for the role and the manner	NA

Item No 06.

<u>To consider and approve the appointment of Sanjay Chandrakant Rao (DIN:10312728) as Non-Executive Director</u>

Considering the Company's overall business objectives and future growth plans, it is proposed to regularise the appointment of Sanjay Chandrakant Rao (DIN:10312728) as Non-Executive Director of the Company. The Board of Directors, at its meeting held on 21st August, 2026, appointed Sanjay Chandrakant Rao as an Additional Director of the Company with effect from 21st August, 2026, subject to the approval of the Members of the Company.

The Board recommends passing of the **Ordinary Resolution** as set out in **Item No. [6]** of this Notice, for approval by the Members of the Company.

Except Mr. Sanjay Chandrakant Rao(DIN:10312728), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

<u>Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:</u>

Sr. No.	Particulars	Details
1.	Name	Sanjay Chandrakant Rao
2.	Director Identification Number	10312728

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3.	Designation/category of the Director	Non-Executive Director
4.	Date of Birth & Age	12/10/1959
5.	Date of the appointment on the Board	21/08/2026
6.	Qualification	Graduate
7.	Nature of expertise in specific functional areas	Expertise in international business, export sales, overseas market development, business development, export documentation, international customer relations and sales strategy.
8.	Experience/ Profile	Experienced professional with expertise in export sales and international business development. He has experience in developing overseas markets, managing international customer relationships, identifying export opportunities, coordinating export operations and documentation, and implementing strategies for growth in international markets. As a NonExecutive Director, he will be responsible specifically for providing strategic guidance and oversight in relation to the Company's export sales and international business activities.
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	-
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13.	Number of Meetings of the Board attended during the year	NA
14.	Directorships held in other companies	Additional Elexpo Private Limited
15.	Memberships / Chairmanships of committees of other companies	-
16.	Name of listed entities from which the person has resigned in the past three years	NA
17.	In case of independent directors, the The skills and capabilities required for the role and the manner	NA

Item No. 7

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To Consider and Approve the Appointment of Pooja Jamnabhai Varsani (DIN: 11692126) as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 08th May, 2026, appointed Pooja Jamnabhai Varsani (DIN: 11692126) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 08th May, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Pooja Jamnabhai Varsani fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Considering her qualifications, experience and expertise, the Board recommends her appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 08th May, 2026 to 07th May, 2031 (both days inclusive).

The Board recommends passing of the Special Resolution as set out in Item no. 7 of this Notice, for approval by the Members of the Company

Except Mrs. Pooja Jamnabhai Varsani (DIN:11692126), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Pooja Jamnabhai Varsani
2.	Director Identification Number	11692126
3.	Designation/category of the Director	Independent Director
4.	Date of Birth & Age	31/12/1992
5.	Date of the appointment on the Board	08th May, 2026
6.	Qualification	M.com, Saurastra university
7.	Nature of expertise in specific functional areas	Corporate governance, regulatory compliance and legal matters.
8.	Experience/ Profile	Computer work, data entry, fashion designing, trading
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	Nil

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12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13	The number of Meetings of the Board attended during the year	4
14.	Directorships held in other companies	-
15.	Memberships / Chairmanships of committees of other companies	-
16.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mrs. Pooja Jamnabhai Varsani possesses the requisite skills, expertise and experience in corporate governance, legal and regulatory compliance, and brings independent judgement, which meets the requirements of the role of Independent Director and will add value to Board deliberations.
16.	Name of listed entities from which the person has resigned in the past three years	N. A
17.	In case of independent directors, the justification for choosing the appointees for appointment as Independent Director	Based on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointee possesses the requisite integrity, expertise, experience and independence and is well suited to be appointed as an Independent Director of the Company.

Item No. 8
To Consider and Approve the Appointment of Dipakbhai Bhikhubhai Hariyani (DIN:11456119) as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 22nd April, 2026 , appointed Dipakbhai Bhikhubhai Hariyani (DIN:11456119) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 22nd April, 2026 , pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ss

In the opinion of the Board, Dipakbhai Bhikhubhai Hariyani fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Considering her qualifications, experience and expertise, the Board recommends her appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 22nd April, 2026 to 21st April, 2031 (both days inclusive).

The Board recommends passing of the Special Resolution as set out in Item no. 8 of this Notice, for approval by the Members of the Company

Except Mr. Dipakbhai Bhikhubhai Hariyani (DIN:11456119), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

JAY KAILASH NAMKEEN LIMITED
CIN: U15549GJ2021PLC123708

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Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Dipakbhai Bhikhubhai Hariyani
2.	Director Identification Number	11456119
3.	Designation/category of the Director	Independent Director
4.	Date of Birth & Age	25/06/1981
5.	Date of the appointment on the Board	22nd April, 2026
6.	Qualification	Graduate
7.	Nature of expertise in specific functional areas	-
8.	Experience/ Profile	Managerial and business activities
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	-
11.	Relationship with the other Directors	Nil
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13	The number of Meetings of the Board attended during the year	4
14.	Directorships held in other companies	Equity Café Services Private Limited
15.	Memberships / Chairmanships of committees of other companies	-
16.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Dipakbhai Bhikhubhai Hariyani , expertise and experience in corporate governance, legal and regulatory compliance, and brings independent judgement, which meets the requirements of the role of Independent Director and will add value to Board deliberations.
16.	Name of listed entities from which the person has resigned in the past three years	N. A
17.	In case of independent directors, the justification for choosing the appointees for appointment as Independent Director	Based on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointee possesses the requisite integrity, expertise, experience and independence and is well

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		suited to be appointed as an Independent Director of the Company.

Item No. 9
To Consider and Approve the Appointment of Vipin Vishvanath Agrawal (DIN:11458626) as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 21st August, 2026, appointed Vipin Vishvanath Agrawal (DIN:11458626) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 21st August, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Vipin Vishvanath Agrawal fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Considering her qualifications, experience and expertise, the Board recommends her appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 21st August, 2026 to 20th August, 2031 (both days inclusive).

The Board recommends passing of the Special Resolution as set out in Item no. 9 of this Notice, for approval by the Members of the Company

Except Mr. Vipin Vishvanath Agrawal (DIN:11458626), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Vipin Vishvanath Agrawal
2.	Director Identification Number	11458626
3.	Designation/category of the Director	Independent Director
4.	Date of Birth & Age	26/01/1985
5.	Date of the appointment on the Board	21stAugust, 2026
6.	Qualification	Chartered Accountant
7.	Nature of expertise in specific functional areas	Expertise in financial management, accounting, auditing, taxation, corporate laws and regulatory compliances, with sound knowledge of corporate governance, financial reporting, risk management, internal controls and strategic financial planning.
8.	Experience/ Profile	experience in finance, accounting, audit, taxation and corporate compliance. Possesses experience in

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		reviewing financial statements, evaluating financial and operational performance, advising on regulatory and statutory matters, strengthening internal control systems and supporting management in financial and strategic decision-making. Brings an independent perspective to the Board with a focus on corporate governance, transparency, compliance and stakeholder interests.
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	--
11.	Relationship with the other Directors	Nil
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13	The number of Meetings of the Board attended during the year	NA
14.	Directorships held in other companies	-
15.	Memberships / Chairmanships of committees of other companies	-
16.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Vipin Vishvanath Agrawal, expertise and experience in corporate governance, legal and regulatory compliance, and brings independent judgement, which meets the requirements of the role of Independent Director and will add value to Board deliberations.
16.	Name of listed entities from which the person has resigned in the past three years	N. A
17.	In case of independent directors, the justification for choosing the appointees for appointment as Independent Director	Based on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointee possesses the requisite integrity, expertise, experience and independence and is well suited to be appointed as an Independent Director of the Company.

Item No. 10

To Consider and Approve the Appointment of Satnam Singh Chandok (DIN: 11901296) as an Independent Director on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 21st August, 2026, appointed Satnam Singh Chandok (DIN:11901296) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 21st August, 2026, pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Satnam Singh Chandok fulfils the conditions specified under the Act and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. Considering her qualifications, experience and expertise, the Board recommends her appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from 21st August, 2026 to 20th August, 2031 (both days inclusive).

The Board recommends passing of the Special Resolution as set out in Item no. 10 of this Notice, for approval by the Members of the Company

Except Mr. Satnam Singh Chandok (DIN:11901296) being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

Details of Director seeking Appointment in pursuance of provisions of the Companies Act, 2013, Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are as follows:

Sr. No.	Particulars	Details
1.	Name	Satnam Singh Chandok
2.	Director Identification Number	11901296
3.	Designation/category of the Director	Independent Director
4.	Date of Birth & Age	28/03/1992
5.	Date of the appointment on the Board	21st August, 2026
6.	Qualification	B.Sc. H&HA
7.	Nature of expertise in specific functional areas	To provide strategic guidance and expertise in food and snack product development, quality, standardisation and market trends. To advise on food-related operations, production processes, sourcing, process efficiency and overall operational management.
8.	Experience/ Profile	The professional has experience in providing strategic guidance and practical expertise in food and snack product development, quality management, standardisation, market trends and product improvement. They have experience in advising on food-related operations, production processes,

		sourcing of raw materials, process optimisation, cost efficiency and overall operational management. The experience also includes supporting product quality, operational efficiency, compliance with applicable standards and effective implementation of business and production strategies.
9.	Shareholding in the Company	NA
10.	Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	--
11.	Relationship with the other Directors	Nil
12.	Terms & conditions of the appointment	As Mutually Agreed with Board
13	The number of Meetings of the Board attended during the year	NA
14.	Directorships held in other companies	NA
15.	Memberships / Chairmanships of committees of other companies	NA
16.	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Satnam Singh Chandok, expertise and experience in corporate governance, legal and regulatory compliance, and brings independent judgement, which meets the requirements of the role of Independent Director and will add value to Board deliberations.
16.	Name of listed entities from which the person has resigned in the past three years	N. A
17.	In case of independent directors, the justification for choosing the appointees for appointment as Independent Director	Based on the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointee possesses the requisite integrity, expertise, experience and independence and is well suited to be appointed as an Independent Director of the Company.

Item No.11

To Consider and Approve the Sitting Fees Payable to the Independent Directors.

The Independent Directors of the Company devote considerable time and expertise in discharging their duties and responsibilities by participating in the meetings of the Board of Directors and its Committees, as applicable.

In recognition of their valuable contributions and in accordance with the provisions of Section 197 of the Companies Act, 2013, read with the applicable rules made thereunder and other applicable provisions, if any, the Board of Directors, at its meeting approved the payment of sitting fees of Rs. 5,000 (Rupees Five Thousand only) per meeting to Ms. Pooja Jamnabhai Varsani (DIN:11692126), Mr. Dipakbhai Bhikhubhai Hariyani (DIN:11456119), Mr. Vipin Vishvanath

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Agrawal (DIN:11458626) and Mr. Satnam Singh Chandok (DIN: 11901296) of the Company, for attending each meeting of the Board of Directors and/or its committees, as applicable, subject to the approval of the Members, wherever required.

The proposed sitting fees are within the limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Board recommends passing of the Ordinary Resolution as set out in Item no. 11 of this Notice, for approval by the Members of the Company

All the Independent Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of the sitting fees payable to them.

None of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

Issuance of up to 33,74,375 (Thirty-Three Lakhs Seventy-Four Thousand Three Hundred and Seventy-Five Only) equity shares of face value of Rs.10/- (Indian Rupees Ten Only) each at an issue price of Rs. 45.19 (Rupees Forty-Five and Paisa One Nine Only) per equity share (including premium of Rs. 35.19 per equity share), aggregating to Rs. 15,24,88,006 (Rupees Fifteen Crores Twenty-Four Lakhs Eighty-Eight Thousand Six Only), on preferential basis to the proposed allottee, for consideration other than cash.

Pursuant to the provisions of Sections 23, 42, 62(1)(c), 186 and other applicable provisions, if any, of the Companies Act, 2013 ("Companies Act"), read with the applicable rules made thereunder, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended from time to time, the Company proposes to issue and allot up to 33,74,375 (Thirty-Three Lakhs Seventy-Four Thousand Three Hundred and Seventy-Five) Equity Shares of face value of Rs. 10/- each, fully paid-up, at an issue price of Rs. 45.19/- (Rupees Forty-Five and Nineteen Paise only) per Equity Share, including a premium of Rs. 35.19/- per Equity Share, aggregating to Rs. 15,24,88,006/- (Rupees Fifteen Crores Twenty-Four Lakhs Eighty-Eight Thousand Six only), on a preferential basis to Mr. Amar Pramod Talwar ("Proposed Allottee") for consideration other than cash.

The proposed preferential issue is being undertaken pursuant to the terms of the Share Subscription and Share Swap Agreement ("SSSSA") entered into between the Company and the Proposed Allottee, whereby the Proposed Allottee shall transfer 8,000 (Eight Thousand) Equity Shares held by him in Vayuveer Solutions Private Limited to the Company as consideration for the proposed allotment of Equity Shares of the Company.

In accordance with Sections 23, 42 and 62(1)(c) of the Companies Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI ICDR Regulations, the relevant disclosures and details in respect of the proposed preferential issue are set out below:

A. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on August 13, 2026, has subject to the approval of Members and such other approval as may be required, approved the issuance of up to 33,74,375 (One Crore Fifty-Two Lakh Eighty-Seven Thousand Three Hundred Fifty-Six only) equity shares of face value of Rs. 10 /- each (Rupees Ten Only) fully paid-up by way of share swap to Mr. Amar Pramod Talwar in lieu of consideration other than cash pursuant to the terms of the

Share Subscription and Share Swap Agreement ("SSSSA") entered into between the Company and the Proposed Allottee, whereby the Proposed Allottee shall transfer 8,000 (Eight Thousand Only) Equity Shares held by him in Vayuveer Solutions Private Limited ("VSPL")to the Company as consideration for the aforesaid allotment.

B. Objects of the Preferential Issue

Vayuveer Solutions Private Limited (CIN: U46305PN2026PTC258144) is a company incorporated and registered under the Companies Act, 2013. The said transaction will result in Vayuveer Solutions Private Limited becoming the subsidiary of Jay Kailash Namkeen Limited

The proposed acquisition is in line with the Company's strategic objective of diversifying its business operations, expanding its presence into new and growth-oriented business segments, and creating long-term value for its stakeholders**.** Upon completion of the proposed transaction, Vayuveer Solutions Private Limited will become a subsidiary of Jay Kailash Namkeen Limited**.**

Through this acquisition, the Company intends to:

- Strengthen its position in the food and fast-food sector by integrating edible oil manufacturing capabilities with its existing food business and securing a reliable source of a key raw material.
- Achieve vertical integration and supply-chain efficiencies by gaining greater control over the sourcing, processing and supply of edible oils required for its fast-food and food-related operations.
- Leverage operational synergies between the Company's existing fast-food business and Vayuveer Solutions Private Limited's edible oil manufacturing operations, including procurement, production, quality control, logistics and distribution.
- Enhance product quality and consistency by having greater control over the quality and specifications of edible oils used in the Company's food products, while potentially improving cost efficiency.
- Diversify and strengthen revenue streams by expanding beyond its existing fast-food operations into the edible oil and allied food-products segment, thereby creating additional avenues for business growth.
- Create long-term shareholder value by building an integrated food business with complementary operations, improving operational efficiencies and capitalizing on growth opportunities across the food and edible oil sectors.

C. Rationale for the Preferential Issue

The proposed preferential issue of equity shares, is expected to be value accretive and strategically beneficial for the Company in the medium to long term and consequently benefit all the stakeholders.

D. Total number of Equity Shares to be issued

The Company proposes to issue and allot up to:

33,74,375 (Thirty-Three Lakhs Seventy-Four Thousand Three Hundred and Seventy-Five) Equity Shares of face value of Rs. 10/- each, fully paid-up.

E. Issue Price, Relevant Date and Basis on which the price has been arrived at

The Company is listed on BSE and the equity shares of the Company are frequently traded in accordance with terms of the ICDR Regulations. The price determined shall be the minimum floor price at which the allotment is to be made.

The price of equity shares to be issued is fixed at Rs. 45.19/-per equity share of face value of Rs. l0/- each in accordance with the price determined by Ms. Rachana Agarwal, Independent Registered Valuer, Registered Valuer having IBBI

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Registration No. IBBI/RV/06/2022/15128 having office at 5H Palm Avenue, Kolkata, 7000019 with contract details as per valuation report and basis valuation report dated August 13, 2026, in terms of Regulation 164 and 166A of the SEBI ICDR Regulations (as applicable).

The relevant date as per the SEBI ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is August 13, 2026 ("Relevant Date") (i.e 30 days prior to the date of proposed Annual General Meeting).

As per Reg. 166A of SEBI (ICDR) Reg. 2018, the Company has obtained the above quoted valuation report from an independent Registered Valuer and considered the same for determining the price. Further, said valuation report from the independent registered valuer is also published on the website of the Company. The price per share of Vayuveer Solutions Private Limited whose shares are being transferred by Mr. Amar Pramod Talwar is determined as per internationally accepted valuation on arm's length basis by Ms. Rachana Agarwal, Independent Registered Valuer, Registered Valuer having IBBI Registration No. IBBI/RV/06/2022/15128 having office at 5H Palm Avenue, Kolkata, 7000019 with contract details as mentioned in the valuation report and the value derived is Rs.19,061.00/- per share and the fair share exchange ratio upon proposed acquisition of Vayuveer Solutions Private Limited by the Company is 33,74,375 equity shares of the Company in lieu of 8,000 equity shares of Vayuveer Solutions Private Limited as per the valuation Report dated August 12, 2026.

The members desirous to inspect the valuation report may send an email to cs@jaykailashnamkeen.com**,** for inspection of said Report certificate electronically during the AGM, at least 5 days before the date of AGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of AGM i.e., www.jaykailashnamkeen.com

F. Intention of Promoters, Directors, Key Managerial Personnel or Senior Management to subscribe to the offer.

Proposed Allottee (At present in non-promoter category) will subscribe to the preferential issue of equity shares of the Company to acquire 33,74,375 equity shares in the Company and will be classified under the "Promoter" category of the Company in due course.

None of the existing promoters / directors / key managerial personnel/senior management of the Company will subscribe to in the present offer.

G. Principal terms of the assets charged as securities:

Not Applicable

H. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority, within 15 days from the date of such approval{s) or permission, as the case may be.

The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialised form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by the SEBI for the open offer and basis instruction from the merchant banker to the open offer.

I. The name of the proposed allottee, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:

The details of the Proposed Allottee under Item No.9 are as per the following table:

Sr. No	Name of the Proposed Allottee	No of shares of the Company proposed to be allotted for consideration other than cash, pursuant to a share swap arrangement	Per- Issue		Post Issue	
			No. of Shares	%	No. of Shares	%
1.	Amar Pramod Talwar	33,74,375	Nil	NA	33,74,375	40.31%*
	Total	**33,74,375**	**Nil**	**0**	**33,74,375**	**40.31%**

****This percentage has been calculated based on the basis of Expanded issued, subscribed , and voting Capital / Emerging Fully Diluted Voting Equity Share Capital of the Target Company which includes Existing Capital of 49,96,933 Equity Shares and proposed preferential issue of 33,74,375 Equity Shares accumulating to 83,71,308 Equity Shares.***

THE CURRENT AND PROPOSED STATUS OF THE ALLOTTEE(S) POST THE PREFERENTIAL ISSUES UNDER ITEM NO 9, NAMELY, PROMOTER OR NON-PROMOTER

Sr. No	Name of the Proposed Allottee	Category (Promoter/ Category (Promoter/ Non - Non - Promoter)	
		Pre-Preferential Issue	Post-Preferential Issue
1.	Amar Pramod Talwar	Non-Promoter	Promoter

J. PRE & POST SHAREHOLDING BEFORE THE PROPOSED ISSUE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES AS FOLLOWS:

Sr. No.	Category	Pre-Issue*		No. of Equity Shares to be Allotted (C)	Post Issue#	
		No. of Shares Held (A)	% of shareholding (B)		No. of Shares held D= (A+C)	% of shareholding (E)*
A	**Promoters and Promoter Group Holding:**					
1	Indian:					
a)	**Individual/HUF**					
1	Neel Narendrabhai Pujara	11,19,231	22.40%	-	11,19,231	13.37%
2	Tulsi Neel Pujara	5,867	0.12%	-	5,867	0.07%

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3	Ektaben Hasmukhbhai Bhagdev	587	0.01%	-	587	0.01%
4	Niraj Bhagdev	487	0.01%	-	487	0.01%
5	Daxa Hasmukhbhai Bhagdev	487	0.01%	-	487	0.01%
6	Hashmukhrai Narottamdas Bhagdev	587	0.01%	-	587	0.01%
7	Amar Pramod Talwar	-	-	33,74,375	33,74,375	40.31%
	Sub Total	**11,27,246**	**22.56%**	**33,74,375**	**45,01,621**	**53.77%**
b)	**Any Other (Bodies Corporate)**					
1	Nil	-	-	-	-	-
	Sub Total	-	-	-	-	-
2	Foreign Promoters	-		-	-	
	Total (A)	**11,27,246**	**22.56%**	**33,74,375**	**45,01,621**	**53.77%**
B	**Public Holding/Non-Promoter Holding:**					
1	**Institutional investors:**					
a)	Institutional Investors	-	-	-	-	-
b)	Alternative Investment Funds	-	-	-	-	-
c)	Banks	-	-	-	-	-
d)	NBFCs registered with RBI	-	-	-	-	-
e)	Any Other(Institutions (Domestic))	-	-	-	-	-
f)	Qualified Institutional Buyer (QIB)	-	-	-	-	-
g)	Foreign Portfolio Investor	-	-	-	-	-
h)	Foreign Bodies Corporate	-	-	-	-	-
	TOTAL B1	-	-	-	-	-
2	**Non-Institution:**					
a)	Private corporate bodies	-	-	-	-	-
b)	Directors and relatives (Independent Director and his relatives)	-	-	-	-	-

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c)	Indian public (Resident Individuals)	35,67,887	- 71.40%	-	35,67,887	42.62%
d)	Non Resident Indians (NRIs)	8,000	0.16%	-	8,000	0.10%
e)	Key Managerial Personnel	-	-	-	-	-
f)	Investor Education and Protection Fund (IEPF)	-	-	-	-	-
g)	Foreign Companies	-	-	-	-	-
h)	Bodies Corporate	1,77,600	3.55%	-	1,77,600	2.12%
i)	**Any Other (specify)**					
	-Resident HUF	93,800	1.88%	-	93,800	1.12%
	-Firms	22,400	0.45%	-	22,400	0.27%
	TOTAL B2	**38,69,687**	**77.44%**	-	**38,69,687**	**46.23%**
	Sub Total (B)	**38,69,687**	**77.44%**	-	**38,69,687**	**46.23%**
	TOTAL (A+B)	**49,96,933**	**100%**	-	**83,71,308**	**100%**

K. Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern disclosed in the is explanatory statement.

L. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be change in the control of the Company, since post preferential allotment of Equity Shares (including post transfer of equity shares held by existing promoters to the proposed allotted) Mr. Amar Pramod Talwar shall acquire and exercise 40.31% of expanded, issued, subscribed and voting capital of the Company and will be in the capacity of Promoter.

M. Requirement as to re-computation of price

As per Regulation 164(2), since the Equity shares of the company have been listed on BSE for a period of more than 90 Trading Days prior to the relevant date, the company is not required to recompute the price per equity share.

N. Basis of justification for price (including premium) at which the offer is made

The value of preferential issue of equity share of the Company has been derived as per Valuation Report prepared and submitted by Ms. Rachana Agarwal, Independent Registered Valuer, Registered Valuer having IBBI Registration No.

IBBI/RV/06/2022/15128 having office at 5H Palm Avenue, Kolkata, 7000019 with contract details as mentioned in their valuation report dated August 13, 2026, made in accordance with the requirements of the SEBI (ICDR) Regulations.

The Value of Vayuveer Solutions Private Limited for the purpose of determination of fair share exchange ratio has been derived by Ms. Rachana Agarwal, Independent Registered Valuer, Registered Valuer having IBBI Registration No. IBBI/RV/06/2022/15128 having office at 5H Palm Avenue, Kolkata, 7000019 as per valuation report dated August 12, 2026

The same will be placed before the members at the Annual General Meeting and will be kept open at the registered office of the Company on all working days during normal business hours of the company upto the date of this AGM. The members desirous to inspect the certificate may send an email to cs@jaykailashnamkeen.com, for inspection of said valuation report electronically during the AGM, at least 5 days before the date of AGM, in advance. The valuation report is also uploaded on the website of the Company and can be accessed on the same link as provided in the notice of AGM i.e. www.jaykailashnamkeen.com

O. Lock in period:

The pre-preferential allotment shareholding of the proposed allottee (if any) and the equity shares proposed to be allotted on a preferential basis shall be locked in for such period as specified under Regulations 167 and 168 and other applicable Regulations of the SEBI (ICDR) Regulations, 2018.

P. Terms of Issue of the Equity Shares under Item No.9:

Terms of Issue of Equity Shares –

a) The allotment of 33,74,375 equity shares (as per Item No 9) by the Company to Mr. Amar Pramod Talwar, is in consideration of 8,000 Equity shares held by the Proposed allottee in Vayuveer Solutions Private Limited.

b) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;

c) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock in provided under SEBI (ICDR) Regulation except to the extent and in the manner permitted thereunder.

d) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided that the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission;

e) Allotment shall only be made in dematerialized form. Provided that the equity shares proposed to be issued by the Company shall be initially credited to an escrow demat account to be opened and maintained for this purpose, if required, and shall remain therein until receipt of requisite approval or permission or final observation by SEBI for the open offer and basis instruction from the merchant banker to the open offer; and

f) The new equity shares issued shall rank pari-passu in all respects with the existing equity shares of the Company.

Q. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the independent valuer:

The Preferential Issue of 33,74,375 Equity Shares of the Company to be made to Mr. Amar Pramod Talwar will be made for consideration other than cash at the Issue Price of Rs. 45.19/- per Equity Share in lieu of consideration of 8,000 shares of Vayuveer Solutions Private Limited. The price per share of Vayuveer Solutions Private Limited is determined as per internationally accepted valuation on arm's length basis by Ms. Rachana Agarwal, Independent Registered Valuer, Registered Valuer having IBBI Registration No. IBBI/RV/06/2022/15128 having office at 5H Palm Avenue, Kolkata, 7000019 with contact details as mentioned in the Valuation report and the Value derived is Rs.19,061.00/- per equity share as per the valuation Report dated August 12, 2026.

R. Certificate from Practicing Company Secretary

As required in Regulation 163(2) of the SEBI ({ICDR)) Regulations, a certificate from M/s. Mamta Binani and Associates, Practicing Company Secretaries, certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Amendment) Regulations, 2022 and shall be available for inspection at the registered office of the Company on all working days during normal business hours of the Company up to the date of AGM and shall also be available during the AGM. The members desirous to inspect the certificate may send an email to cs@jaykailashnamkeen.com for inspection of said certificate electronically during the AGM, at least 5 days before the date of AGM, in advance. The certificate is also uploaded on the website of the Company and can be accessed at www.jaykailashnamkeen.com.

S. Recommendation of Independent Directors

As per Regulation 166A of SEBI ICDR Regulations, the Committee of Independent Directors has reviewed the Valuation Report, other documents and other relevant information. All the independent directors were present and have voted in favor of preferential issue of equity shares by the Company which may result in a change in control of the Company with its reasoned recommendation.

T. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of Number of securities as well as price

The Company has not made any preferential issue of shares during the current financial year or in the previous year.

U. SEBI Takeover Code

In the present case, Proposed Allottee would attract Takeover Regulations and therefore the Proposed Allottee are under obligation to give open offer to the public as per SAST regulations.

V. Other Disclosures

a. The Company is eligible to make the preferential issue under Chapter V ICDR Regulations

b. The Proposed Allottee have confirmed that they have not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.

c. The Company is in compliance with the conditions for continuous listing.

d. As the Equity Shares have been listed for a period of more than ninety 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.

e. The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares. Such equity shares shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

f. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBIICDR Regulations where it is required to do so.

g. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

h. Pursuant to the proposed preferential allotment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

i. Neither the Company nor its Promoters or Directors of the Company has been identified as a wilful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.

j. None of the Promoter or Directors of the Company has been declared as a fugitive economic offender.

k. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

I. The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottee, before an application seeking in principle approval is made by the Company to the stock exchange where its equity shares are listed;

m. The approval of the Members by way of Special Resolution is required in terms of the applicable provisions of section 23, 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations and accordingly the approval of the Members of the Company is being sought.

n. The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out it Item No. 9 in the accompanying notice for your approval.

o. None of the Directors/KMP and their relatives (if any) are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

The resolution and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not conform with the SEBI ICDR Regulations including any amendment, modification, variation or re-enactment thereof.

JAY KAILASH NAMKEEN LIMITED

ATTENDANCE SLIP

Folio No.		D.P. Id.*		Client Id.*	
No. of Shares					
Name of the Shareholder					
Address of the Shareholder					

I/We hereby record my/our presence at the 5th Annual General Meeting held on September 12th, 2026, of the Company at RPJ HOTEL Kalawad Road, near Everest Park and Jaddu's Food Field, Nana Mava, Rajkot, Gujarat, India, pin code 360005, at 11:00 A.M.

____

Signature of the Shareholder / Proxy

NOTES:

1. You are requested to fill out this attendance slip and hand it over at the entrance of the hall.
2. If you are attending the Meeting in person or by proxy, a copy of the Notice may please be brought by you/your proxy for reference at the Meeting.

*Applicable for investor(s) holding share(s) in demat form.

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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 company: JAY KAILASH NAMKEEN LIMITED
CIN: U15549GJ2021PLC123708
Registered office: Plot No. 6, Ground Floor, Vivekanand Main Road, Opp Rmc Garden, Rajkot D H College, Rajkot, Rajkot, Gujarat 360001, India.

Name of the member (s): Registered address: E-mail ID: Folio No/ Client Id: DP ID:

I/We, being the member(s) holding …….. Equity shares of the above-named company, hereby appoint

1. Name: ……………………………………
Address: ……………………………………
Email ID: ……………………………………
Signature: …………………………………..

Or failing him/her

2. Name: ..……………………………………
Address: ……………………………………
E-mail Id: ……………………………………
Signature: ……………………………………

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on September 12th, 2026, at RPJ HOTEL Kalawad Road, near Everest Park and Jaddu's Food Field, Nana Mava, Rajkot, Gujarat, India, pin code 360005 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this ……………… day of ……………….2026

AFFIX REVENUE STAMP

Signature of shareholder

Signature of Proxy holder(s)

Note: 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(s).

JAY KAILASH NAMKEEN LIMITED
CIN: U15549GJ2021PLC123708

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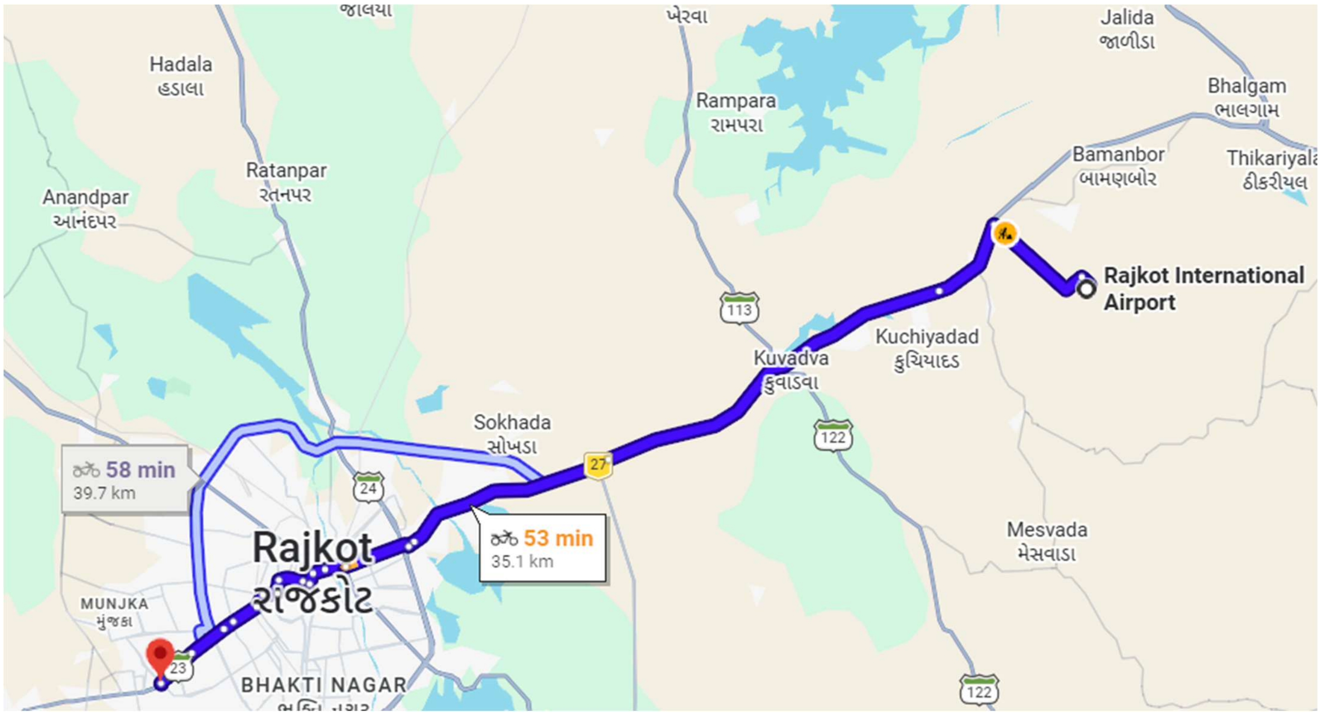
ROUTE MAP FOR VENUE OF THE MEETING FROM AIRPORT



Venue of the AGM:

RPJ HOTEL Kalawad Road, near Everest Park and Jaddu's Food Field, Nana Mava, Rajkot, Gujarat, India, pin code 360005.

JAY KAILASH NAMKEEN LIMITED
CIN: U15549GJ2021PLC123708

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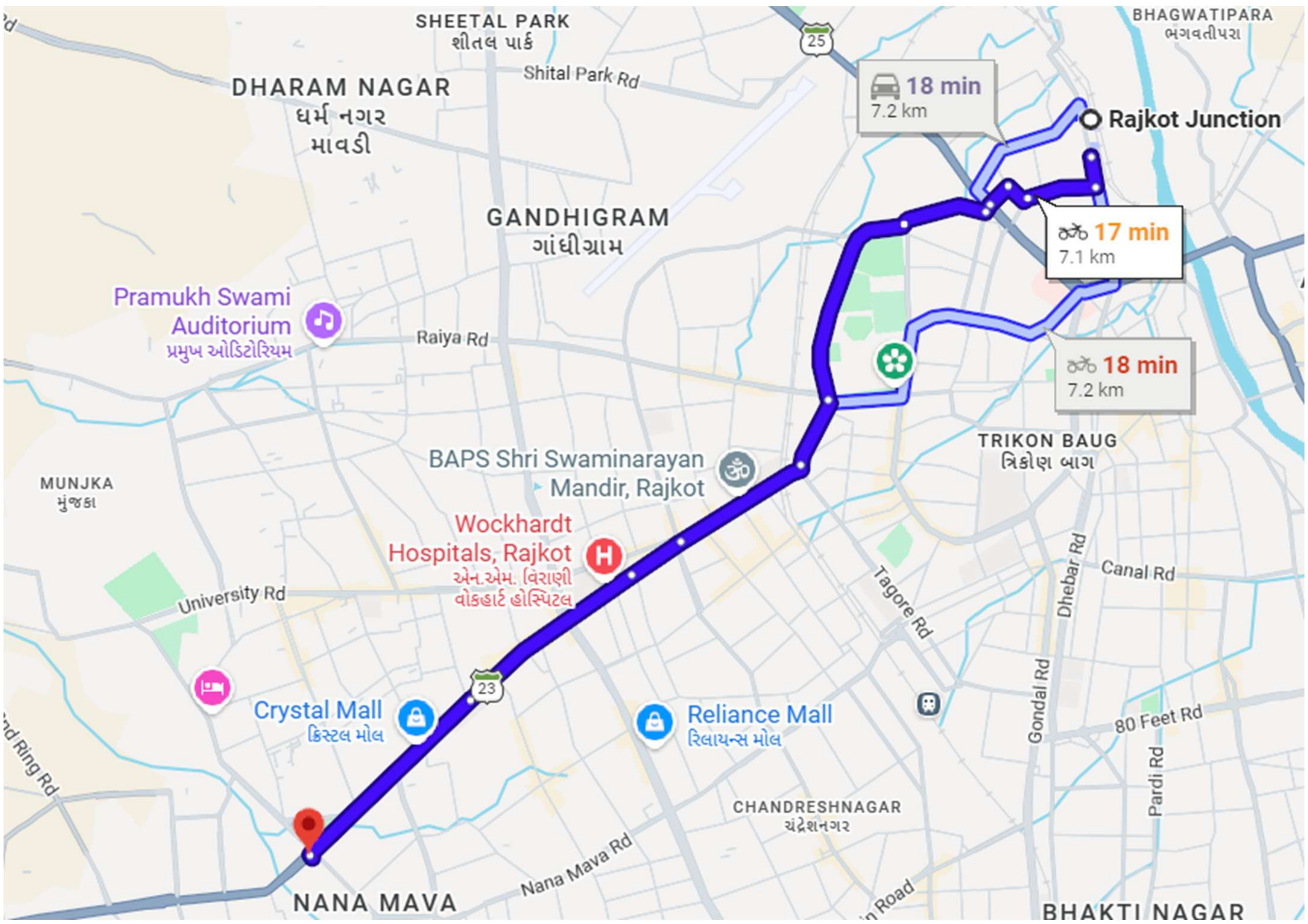
ROUTE MAP TO THE VENUE OF THE MEETING FROM RAILWAY STATION



Venue of the AGM:

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