

# Jaykay Enterprises Ltd.

CIN : L99999UP1961PLC001187

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Jaykay Ent./CS/209/16-17

Date: April 12, 2017

The Bombay Stock Exchange Ltd.  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**Mumbai - 400 001**  
Scrip Code: 500306  
Fax No. 022 - 22722041, 22722039, 22723132  
Kind Attn: Mr. Naresh Pandya (Dept. of Corporate Services)

Sir,

Subject: **Report on Corporate Governance for the Year ended 31<sup>st</sup> March, 2017**

Pursuant to requirement of Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby furnish the Compliance Report on Corporate Governance for the Quarter and Year ended 31<sup>st</sup> March, 2017 in format prescribed by SEBI vide Circular No. CIR/CFD/CMD/5/2015 dated 24.09.2015, which we trust, you will find in order.

Thanking You,

Your faithfully  
**FOR JAYKAY ENTERPRISES LTD.**

  
(Prabhat Kumar Mishra)  
Manager (Legal) & Company Secretary

Encls: As Above



**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 1204201712481327	Date & Time	: 12/04/2017 12:48:28 PM
Scrip Code	: 500306		
Entity Name	: Jaykay Enterprises Limited		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2017		
Mode	: E-Filing		

<b>General information about company</b>	
Scrip code	500306
Name of the entity	Jaykay Enterprises Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mrs	VIDHI NIDHIPATI SINGHANIA	ANGPS9258R	00293520	Non-Executive - Non Independent Director	Not Applicable		13-08-2014			1	1	0	
2	Mr	KRISHNA BEHARI AGARWAL	ACAPA1120H	00339934	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	3	2	4	
3	Mr	KEDAR NATH MEHROTRA	ACHPM5167D	06749349	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	1	0	
4	Mr	ANIL KUMAR DALMIA	AAKPD5411C	00789089	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	1	0	

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	RAVINDRA KUMAR TANDON	AAIPT9568N	00159472	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	2	0	
6	Mr	ASHOK GUPTA	ABKPG5530C	00135288	Executive Director	Not Applicable	MD	01-09-2016			2	2	1	

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Shri Kedar Nath Mehrotra	Non-Executive - Independent Director	Member	
3	Audit Committee	Shri Ravindra Kumar Tandon	Non-Executive - Independent Director	Member	
4	Audit Committee	Shri Ashok Gupta	Executive Director	Member	
5	Nomination and remuneration committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
6	Nomination and remuneration committee	Shri Ravindra Kumar Tandon	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Shri Anil Kumar Dalmia	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Smt. Vidhi Nidhipati Singhania	Non-Executive - Non Independent Director	Member	
10	Stakeholders Relationship Committee	Shri Anil Kumar Dalmia	Non-Executive - Independent Director	Member	

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	11-11-2016		
2		14-02-2017	94

### Annexure 1

#### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	14-02-2017	Yes		11-11-2016	94	
2	Stakeholders Relationship Committee	14-02-2017	Yes		11-11-2016	94	



### Annexure 1

#### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

## Annexure 1

## VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
12	Financial results	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
13	Shareholding pattern	Yes		<a href="http://www.jaykayenterprises.com/">http://www.jaykayenterprises.com/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	



<b>Signatory Details</b>	
Name of signatory	Prabhat Kumar Mishra
Designation of person	Company Secretary
Place	Kanpur
Date	12-04-2017

