

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Notice of Postal Ballot is hereby given to the members of the Company pursuant to Section 108 and Section 110 of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020, December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021 and No.03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (the “MCA Circulars”), and other applicable provisions, including any statutory modification or reenactment thereof for the time being in force, that the Resolutions set out below are proposed to be passed as Special Resolutions by the members of the Company through postal ballot only by voting through electronic means (remote e-voting).

In accordance with the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements}, Regulations, 2015 (hereinafter referred to as the “SEBI Listing Regulations”) and as per the guidelines issued by the MCA vide MCA Circulars, the Postal Ballot Notice is being sent in electronic mode to those Members whose e-mail addresses are registered with the Company /Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date November 25, 2022. Members are requested to read the instructions in the Notes to this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on January 04, 2023, (the last day to cast vote electronically) to be eligible for being considered.

The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice. The Notice will also be placed on the website of the Company, <https://www.jaykayenterprises.com>



The Board of Directors has appointed CS Hemant Kumar Sajnani, Practicing Company Secretary (Membership No. FCS-7348, CP No. 14214), as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced by January 06, 2023 and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. <https://www.jaykayenterprises.com> and will be communicated to the Stock Exchanges where the Company's shares are listed. The results will also be posted on the website of BSE Limited (www.bseindia.com) and website of Central Depository Services Ltd i.e. www.evotingindia.com

The Company has engaged the services of Central Depository Services Ltd for the purpose of providing remote e-voting facility to all its members.



SPECIAL BUSINESS:

1. To amend the Object Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 4 and Section 13 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, and subject further to such other terms, conditions, stipulations, alterations, amendments or modifications as may be required, specified or suggested by any of such appropriate authorities, which terms, conditions, stipulations, alterations, amendments or modifications, the Board of Directors of the Company (herein after referred to as the “Board”, which term shall include any of its duly authorised Committee or individual Director) is hereby authorised to accept as it may deem fit, consent of the members of the Company be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by insertion of following sub-clauses (b6) to (b10) after the sub clause (b5) of clause 3(b) of the Memorandum of Association of the Company as under:

b6. To Carry out the Business of running Hotel(s), Club(s), Resort(s) and lounge and to carry out other related activities whether as owners, co-owners, joint ventures, operators, franchisees, franchisors and/or any other business model.

b7. To Own, Construct, Run, Furnish, Manage and Carry on the Business Of Hotels, Club, Resorts, Restaurant, Café, Bars, Refreshment Rooms, Boarding and Lodging, Housekeepers, Clubs, Fitness Centers, Gymnasiums, Health Spas, Health Clubs In India.

b8. To Provide Lodging and Boarding, Restaurants, Bar, Swimming Pool and Other Facilities to the Public Including Tourists, Visitors and other Delegates coming to India from Foreign Countries.



b9. To carry on the business to operate a sauna and steam baths, massage salons, rest rooms etc. hair dressing and other beauty treatment

b10. To Carry on the Business of Banquets Hall(s), Marriage Hall(s), Party Hall(s), Restaurants, Catering and Café, Bars, Refreshment Room, Entertainments, Amusements, Club, Grounds and Places of Recreation, Sports and Picnic Place.

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, and as approved by the appropriate authority be accepted by the Board, and adopted as the Memorandum of Association of the Company.”

2. TO APPROVE RELATED PARTY TRANSACTION:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT, pursuant to the provision of section 180(1)(a) and section 188 of the Companies Act, 2013 read with relevant rules made there under, and other applicable provisions, if any, (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), subject to the provisions of The Memorandum and Articles of Association of the Company and subject to the such other approvals , sanctions, consents and permission as may be necessary to be obtained , the consent of the members of the company be and is hereby accorded to the Board of Director of the company to execute a Lease Deed with M/s. J.K. Cotton Limited for giving on lease portion of the property situated at 4th Floor and 7th Floor in JK Building, Plot No.2, Local Shopping Complex, Masjid Moth, Greater Kailash-2, New Delhi-110048 comprising approx. 3457 Sq. Ft. each floor for a period of 11 months at a rent of Rs. 2 lakh per month plus applicable taxes, if any on the terms and conditions more fully stated in the Lease Deed, with the power to the Board to finalize and execute all required documents, deeds and other incidental documents with such modification as may be required from time to time.”



RESOLVED FURTHER THAT the Board of Directors of the Company may alter and vary the terms and conditions of the aforesaid Lease Deed/Agreement with the related party including renewal thereof from time to time on such terms and conditions as may be deemed fit by the Board of Directors of the Company at its absolute discretion without being required to seek further approval of the Members of the Company and the approval of the members shall be deemed to have been expressly accorded to the Board, by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and hereby authorized to do, including delegating such powers to Committee of Directors, all such acts, deeds, matters and things as it may deemed to be necessary and incidental for and on behalf of the Company.”

BY ORDER OF THE BOARD

Sd/-

(Abhishek Pandey)

Company Secretary

Membership No. ACS-21958

PLACE: New Delhi

DATED: 14.11.2022



NOTES:

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the Cut-off date i.e. November 25, 2022 and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited (“RTA”).
3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.jaykayenterprises.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The Postal Ballot Notice is also disseminated on the website of Central Depository Services Ltd i.e www.evotingindia.com. (agency for providing the Remote e-Voting facility).
4. Pursuant to the applicable provisions of the Act and Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of Demat shareholders through their concerned Depository Participants. Members who hold shares in physical form are requested to 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 email id. at cs@jaykayenterprises.com or RTA at jksingla@alankit.com marking CC to Company.
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the Cut-off date on November 25, 2022. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose only



Procedure for Remote E-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e- Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services Ltd, on the resolution(s) set forth in this Notice. The instructions for remote e-Voting are given herein below.
- ii. The Company has appointed CS HEMANT KUMAR SAJNANI, Company Secretary in whole-time practice with Membership No. FCS 7348 and Certificate of Practice No. 14214, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e- Voting facility to be provided by listed companies”, e- Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iv. The remote e-Voting period commences on December 06, 2022 (9.00 a.m.) and ends on January 04, 2023 (5.00p.m.)
- v. The voting rights of the Members shall be in proportion of their shareholding to the total paid up equity share capital of the Company as on the cut-off date i.e. 25th November, 2022.
- vi. The detailed process and manner for remote e-Voting are explained herein below
- vii. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. 25th November, 2022, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with Alankit Assignment Ltd. or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.



- viii. The Scrutinizer shall, after conclusion of remote e-voting submit his report to the Chairman of the Company. The result of the Postal Ballot will be declared by the Chairman or any person authorized by him, in this regard, not later than 2 working days of the conclusion of the remote e-voting.

The Scrutinizer shall submit his report to the Chairman. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jaykayenterprises.com. and on the website of CDSL www.evotingindia.com. immediately after declaration of the results by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the Bombay Stock Exchange portal www.bseindia.com. The said Results will also be displayed at the Registered and Corporate Office of the Company

BY ORDER OF THE BOARD
Sd/-
(Abhishek Pandey)
Company Secretary
Membership No. ACS-21958

Place: New Delhi

Date: 14.11.2022



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- 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 December 06, 2022 and ends on January 04, 2023. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. November 25, 2022 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 cdsi website www.cdslindia.com and click on login icon & New System Myeasi 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. 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 cdsi website www.cdslindia.com and click on login & New System Myeasi 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.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 22 55 33
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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

- (v) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.



- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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@jaykayenterprises.com (designated email address by company) , 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 or RTA email id** i.e cs@jaykayenterprises.com or RTA at jksingla@alankit.com respectively.
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.

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 22 55 33

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 22 55 33



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

The Company was incorporated on 17th May,1943 since then the business environment has undergone tremendous change and with a view to make the activities of the Company diversified and profitable, the Management has been exploring other avenues of business and after due diligence it has identified to enter the new avenues in the Industry like running of Hotel, Club, Resort and Lounge and other allied hospitality related activities as the new lines of business which the Company may carry out in future. In order to enable the Company to undertake the newly identified businesses proposed under sub-clauses (b6) to (b10) of Objects Clause 3 of the Memorandum of Association of the Company, the Memorandum of Association of the Company is being altered by way of Special Resolution proposed at Item No. 1 of the Notice. The aforesaid business activities in opinion of the Board can conveniently and advantageously be combined with the existing activities of the Company. The proposed alteration in 'Objects Clause' is subject to registration by the Registrar of Companies, Uttar Pradesh in terms of the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Shareholders of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise in the aforesaid resolution.

A copy of the Memorandum of Association of the Company together with the proposed changes will be available for inspection of members at the Registered office of the company during business hours on all working days up to the date of the meeting and also in electronic mode on the website of the Company.



Item No. 2:

J.K. Cotton Limited (related party) is primarily engaged in the business of real estate development such as construction, development of residential and commercial projects and having expertise in the planning, construction, development of residential and commercial projects including providing development management services in relation to similar projects.

JK Cotton Ltd is in need of an office set up in Delhi to take care of Real Estate projects and other allied activities in Delhi NCR and northern India.

Jay Kay Enterprises Limited want to enter into related party transaction with JK Cotton Limited for leasing out its property situated at 4th Floor and 7th Floor in JK Building at Plot No.2, Local Shopping Complex, Masjid Moth, Greater Kailash-2, New Delhi-110048 comprising approx. 3457 Sq. Ft. of each floor on rent of Rs. 2 Lakh per month (plus applicable taxes, if any) or enhanced rental as may decided mutually with J.K. Cotton limited for a period of 11 months which may be extended further on mutual consent.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the Shareholders of the Company.

Shri Abhishek Singhania, Chairman and Managing Director and Shri Maneesh Mansingka, Director of the Company are concerned or interested in this aforesaid resolution, directly or indirectly, financially or otherwise.

A copy of the Draft Lease Agreement to be executed with J.K. Cotton Limited will be available for inspection of members at the Registered office of the company during business hours on all working days up to the date of the meeting and also in electronic mode on the website of the Company.

BY ORDER OF THE BOARD
Sd/-
(Abhishek Pandey)
Company Secretary
Membership No. ACS-21958

Place: New Delhi

Date: 14.11.2022

