

To,
The BSE Ltd,
Corporate Relationship Deptt:
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI-400 001
Scrip Code: 500306
ISIN - INE 903A01025

11.04.2023

Sub: Notice of Postal Ballot through Electronic Voting.

Dear Sir / Madam,

The Board of Directors at their meeting held on February 13, 2023 had inter-alia approved the Postal Ballot Notice ("Notice") for seeking approval of members of the Company on Resolutions as set out in the said Notice.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice ("Notice") dated February 13, 2023 together with the explanatory statement thereto, seeking approval of the members as per enclosed notice.

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 April 07, 2023.

The Notice is also available on the website of the Company i.e., www.jaykayenterprises.com website of BSE Limited i.e. www.bseindia.com and website of Central Depository Services Ltd i.e. www.evotingindia.com. Members whose names appeared in the Register of Members / List of Beneficial Owners as on the cut-off date i.e. April 07th, 2023 are eligible for the purpose of remote e-voting.

Please take the above information on record.

Thanking You

Your Faithfully
For Jaykay Enterprises Limited
Sd/-
Abhishek Pandey
Company Secretary and Compliance officer
Membership No- ACS 21958



POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies(Management and Administration) Rules, 2014]

Dear Member(s),

Notice of Postal Ballot is hereby being 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. 20/2020 dated May 05, 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, No.03/2022 dated May 5, 2022 and No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS - 2”) and any other applicable law, rules, regulations, provisions, including any statutory modification(s) or re-enactment(s) 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 manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. 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 April 07, 2023. 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 May 12, 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 Shivansh Tiwari, Practicing Company Secretary (Membership No. A33060, CP No. 24323), 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.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this notice. The company has engaged the services of Central Depository Services Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with Alankit Assignments Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on May 12th, 2023. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

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 not later than 2 working days from the conclusion of the e-voting 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 Increase the borrowing limits of the Company to Rs 150 Crores (Rupees One Hundred Fifty Crores Only)

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Articles of Association of the Company and in supersession of all earlier resolution(s) passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) from the financial institutions, Company’s Bankers and or from any person or persons, firms, bodies, corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up share capital, free reserves and securities premium account of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, provided that the maximum amount of money so borrowed by the Board and outstanding at any time shall not exceed the sum of Rs 150 Crores (Rupees One Hundred Fifty Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above powers to such Committee of Directors or the Managing Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution. ”

2. Creation of security on the properties of the Company, both present and future, in favour of lenders

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and read with Articles of Association of the Company and in supersession of all earlier resolution(s) passed in this regard, consent of the members of the Company be and is hereby accorded to the



Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company, present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari-passu or otherwise and/or second and/or subservient and/or subordinate to the mortgages/charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or suppliers and /or any other persons or institutions providing finance for purchase of assets and/or for the business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed at this meeting pursuant to section 180(1)(c) of the Companies Act, 2013 i.e. Rs 150 Crores (Rupees One Hundred Fifty Crores Only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to and caused to prepare finalize, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons and institutions, the documents, deeds agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Key Managerial Personnel of the Company.”

3. Authorisation under section 186 of the Companies Act, 2013.

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to the terms of the Articles of Association of the Company and such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body



corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or body corporates along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 350 Crores (Rupees Three Hundred Fifty Crores only) which is over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things, including delegating the powers to Committee of Directors of the Board and to take further steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

BY ORDER OF THE BOARD

Sd/-

(Abhishek Pandey)

Company Secretary

Membership No. ACS-21958

PLACE: New Delhi

DATED: 13.02.2023



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. April 07, 2023 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”). A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with rules framed thereunder and the MCA Circulars, the manner of the voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. The resolution, if passed by requisite majority through the Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 12th, 2023. Further, the resolution passed by the Members through Postal Ballot are deemed to have been passed as if they are at a General Meeting of the Members.
4. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-voting and will also be displayed on the Company website www.jaykayenterprises.com and on the website of Central Depository Services Ltd. i.e. www.evotingindia.com, and communicated to the stock exchanges and RTA.
5. 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).
6. 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 de-mat shareholders through their concerned Depository Participants. Members who hold shares in physical form are requested to provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com), duly self-attested by the shareholder(s) to Company's RTA at their address at Alankit Assignments Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi- 110 055.

7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on April 07, 2023. 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 purposes only.
8. All material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to cs@jaykayenterprises.com or jksingla@alankit.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.



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 M/s Shivansh Tiwari & Associates, Company Secretary in whole-time practice with Membership No. A33060 and Certificate of Practice No. 24323, 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 April 13, 2023 (9.00 a.m.) and ends on May 12, 2023 (5.00 p.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. April 07, 2023.

The detailed process and manner for remote e-voting are explained herein below:

- vi. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. April 07, 2023, (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, as per remote e-voting instructions given in postal ballot notice, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
- vii. 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 along with 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



Jaykay Enterprises Limited



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: 13.02.2023



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 April 13, 2023 (9.00 a.m.) and ends on May 12, 2023 (5.00 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 i.e. April 07, 2023 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.

Step1: 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
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<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 cdsl 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 cdsl 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 e-voting 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 prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com) , duly self -attested by the shareholder(s) to Company’s RTA at their address mentioned below-

Alankit Assignments Ltd.
205-208, Anarkali Complex,
Jhandelwala Extension,
New Delhi-110 055
Tel No.011-4254 1234



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 & 2

In order to cater to the business requirements, the Board of Directors in its meeting held on 13th February, 2023 have approved and recommended to the Shareholders of the Company to increase the borrowing limits of the Company upto Rs 150 Crores in excess of the aggregate of its paid up share capital, free reserves and securities premium account of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

This increase of borrowing threshold of the Company is needed since the Company is exploring various opportunities for the all round growth and to meet the fund requirements for expansion. It is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions(FI's), Bodies Corporate or business associates or any other person or entity etc. in excess of the aggregate of paid up share capital, free reserves and securities premium account of the Company by a sum not exceeding Rs 150 Crores.

Any such borrowings/issue of securities may be required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company hence the approval of the Shareholders of the Company is required by way of a Special Resolution.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in this resolution.

The Directors recommend the matter and the Resolution set out under item no. 1 & 2 for the approval of members.

Item No. 3:

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various body corporates and persons from time to time, in compliance with the applicable provisions of the Act.

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or



person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to a sum of Rs. 350 crores (Three Hundred Fifty Crores) which is over and above the limits prescribed under section 186(2) of the Companies Act 2013.

None of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends resolution as set out in item No. 3 for approval of the members of the Company by way of passing a Special Resolution.

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

Place: New Delhi

Date: 13.02.2023

