

**JAYKAY ENTERPRISES LIMITED**

CIN: L55101UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur, Uttar Pradesh

E-mail: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com), [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com)Telephone: +91 512 237 1478-81; Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com).**POSTAL BALLOT NOTICE**

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

NOTICE is hereby given to the members of the Jaykay Enterprises Limited (“the Company”) pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013, (“the Act”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-Voting vide 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, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ( “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 Resolution set out below are proposed to be passed as **Ordinary Resolution** by the members of the Company by way of postal ballot **only by way of remote voting through electronic means (“e-Voting”)**.

In compliance with the aforementioned MCA Circulars, Postal Ballot Notice (“Notice”) is being sent only through electronic mode to those Members who have registered their email addresses with the Company or Depository/ Depository Participant(s)/ Registrar and Share Transfer Agent i.e., Alankit Assignments Limited (“RTA”) as on **Friday, April 05, 2024** (“the Cut-off date”) and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system.

Physical copy of Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-Voting only. Each Member’s voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of remote e-voting.



The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice.

The Company has appointed CS Varuna Mittal, (Membership No. ACS- 57727, CP No. 23575), Proprietor of M/s Varuna Mittal & Associates 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 Listing 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 (India) 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.

*The E-voting schedule is as follows:*

E-voting Starts on	E-voting Ends on
Thursday, April 11 <sup>th</sup> , 2024 09:00 A.M. onwards	Friday, May 10 <sup>th</sup> , 2024 until 05:00 P.M.

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 Friday, May 10<sup>th</sup>, 2024. 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 her 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. [www.jaykayenterprises.com](http://www.jaykayenterprises.com). The results will also be posted on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and website of Central Depository Services Ltd i.e. [www.evotingindia.com](http://www.evotingindia.com)

You are requested to examine the following proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility only.



**SPECIAL BUSINESS:****1. Approval of Material Related Party Transaction(s) to be entered into with JK Phillips LLP for the Financial Year 2024-25**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and in terms of the Company’s policy on Related Party Transactions, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and / or carrying out or modification(s) of earlier / arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) in the financial year 2024-25, with JK Phillips LLP (in which 50% right to share profit is held by the Company), a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of this transaction, may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out in the ordinary course of business of the Company and at a value which is beneficial to the interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors/Board Committee of the Company be and are hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of the said contracts/arrangements/transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit including delegation of such authority and take such steps as may be necessary, desirable or expedient and to give effect to the this resolution and for matters connected therewith or incidental thereto.”

**By order of the Board  
For Jaykay Enterprises Limited**

**Sd/-  
Yogesh Sharma  
Company Secretary & Compliance Officer  
Membership No. ACS-29286**

**Date: April 05, 2024**

**Place: New Delhi**



## 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. **Friday, April 05, 2024** 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 Listing 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. 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 prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com)), duly self-attested by the shareholder(s) to Company’s RTA at their address at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.
4. 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., **Friday, May 10, 2024**. 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.
5. 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 i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and on the website of Central Depository Services (India) Ltd. i.e. [www.evotingindia.com](http://www.evotingindia.com), and also communicated to the stock exchange and RTA.
6. 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 Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) The Postal Ballot Notice is also disseminated on the website of Central Depository Services (India) Ltd i.e. [www.evotingindia.com](http://www.evotingindia.com). (agency for providing the electronic voting facility).
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them as on the Cut-off date on **Friday, April 05, 2024**. 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.



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 for the same to [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) or [jksingla@alankit.com](mailto: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 (India) 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 Varuna Mittal, Company Secretary in whole-time practice with Membership No. ACS 57727 and Certificate of Practice No. 23575, Proprietor of M/s Varuna Mittal & Associates, a peer-reviewed firm, 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 **Thursday, April 11, 2024 at 9:00 A.M. (IST) and ends on Friday, May 10, 2024 at 5:00 P.M. (IST).**
- 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. **Friday, April 05, 2024.**
- vi. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. **Friday, April 05, 2024**, (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. A Member cannot exercise his vote by proxy on Postal Ballot.
- vii. The Scrutinizer shall, after conclusion of remote e-voting, submit her report to the Chairman of the Company or any other person authorized by the Chairman and will be declared the results not later than 2 working days of the conclusion of the remote e-voting.
- viii. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jaykayenterprises.com](http://www.jaykayenterprises.com). And on the website of CDSL [www.evotingindia.com](http://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](http://www.bseindia.com). The said Results will also be displayed at the Registered and Corporate Office of the Company.



- ix. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. **Friday, May 10, 2024**, in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.
- x. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using CDSL e-Voting system:

#### 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 **Thursday, April 11, 2024 at 9:00 A.M. (IST) and ends on Friday, May 10, 2024 at 5:00 P.M. (IST)**. 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. **Friday, April 05, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) 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.

- (iii) 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 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.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) 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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN 240408002** for <Jaykay Enterprises Limited> on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **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](http://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](mailto: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](mailto: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.**

- a. 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](http://www.jaykayenterprises.com) duly self -attested by the shareholder(s) to Company's RTA at their address mentioned below:

Alankit Assignments Ltd.  
4E/2, Jhandewalan Extension,  
New Delhi-110 055  
Tel No.011-4254 1234

- b. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
- c. 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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**By order of the Board  
For Jaykay Enterprises Limited**

**Sd/-  
Yogesh Sharma  
Company Secretary & Compliance Officer  
Membership No. ACS-29286**

**Date: April 05, 2024**

**Place: New Delhi**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No.1**

The members may please note that the Company has entered into a Memorandum of Understanding (MoU) on December 09, 2023 with Phillips Machine Tools India Private Limited, a subsidiary of Phillips Corporation, USA, to form and constitute a Limited Liability Partnership (LLP) to carry out the business of tender bidding for the manufacturing industry, which shall include but not be limited to bidding for tenders in relation to manufacturing, designing, and developing cutting edge technology by producing or distributing CNC machines, lathes, hydraulic press, 3D printers, moulding machines and accessories originally produced by Phillips and other manufacturing/trading activities including after-sales services and shall also include the establishment and running of training centers.

And accordingly, a LLP under the name and style of JK Phillips LLP has been incorporated on December 28, 2023, pursuant to the Limited Liability Partnership Agreement dated December 20, 2023 entered between the Company and Phillips Machine Tools India Private Limited.

Since JK Phillips LLP is a newly incorporated entity and in order to augment its business operations, the Company is proposing to enter into certain business transactions (Related Party Transactions) with JK Phillips LLP for the Financial Year 2024-25. The nature of transaction(s) are in the form of providing financial assistance/support to JK Phillips LLP through additional investments, loans, guarantees or providing securities in respect of loan obtained by the LLP etc., from time to time, in future, for a maximum aggregate value upto INR 100 Crores (Indian Rupees One Hundred Crores)

In terms of Regulation 23 of the SEBI Listing Regulations and pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, mandates prior approval of members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) either individually or taken together with previous transactions during a financial year, exceed(s) 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower ("**Materiality Threshold**").

The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed for arm's length consideration and compared with the benchmarks available for similar type of transactions and these analyses are presented to the Audit Committee.

Also, the aforesaid proposal for providing the financial assistance are within the limits as approved by the shareholders under Section 186 of the Act vide special resolution passed through Postal Ballot on May 12, 2023.

**Approval of Audit Committee**

All the proposed transactions to be entered into by the Company with JK Phillips are in the ordinary course of business and are on arm's length basis and reviewed and recommended by the Audit Committee for placing it for approval of the shareholders in compliance with the provisions of the Act, SEBI Listing Regulations, Related Party Transaction Policy of the Company.



The particulars of the Related Party Transaction(s), as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulation 2015 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sr. No.	Particulars	Details
1.	Name of the Related Party	<b>Name:</b> JK Phillips LLP <b>LLPIN:</b> ACE-5974
2.	Nature of Relationship	Jaykay Enterprises Limited ("JKE") holds 50% right to share profit in JK Phillips LLP
3.	Name of Interested Directors(s) /KMP(s) who is related	Mr. Partho Pratim Kar (Non-Executive Non-Independent Director) acting as a nominee designated partner (on behalf of JKE) in JK Phillips LLP.
4.	Type, Nature, Material Terms, Monetary Value, Tenure and particulars of the contract or arrangement;	As stated above, the nature of transaction(s) are in the form of providing financial assistance/support to JK Phillips LLP through additional investments, loans, guarantees or providing securities in respect of loan obtained by the LLP etc., from time to time, in future, for a maximum aggregate value upto INR 100 Crores (Indian Rupees One Hundred Crores) for the FY 2024-25.  All the transactions proposed to be entered into are at arm's length and in ordinary course of business.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.  (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The percentage of Company's annual consolidated turnover of the Company for the FY ended March 31, 2023 that is represented by the value of the proposed Related Party Transactions is $\approx$ (approx.) 212%.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.- The Company undertakes to provide Inter Corporate Loans/ Deposits/ Guarantees/ Securities in multiple tranches from its internal accruals or borrowed funds.	
i)	details of the source of funds in connection with the proposed transaction	Internal Sources/Surplus/Borrowed Funds
ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments  - nature of indebtedness; - cost of funds; and - tenure	The Company may give Corporate Guarantee / Collateral for the fund based and Non-Based requirements of the JK-Phillips LLP.  As of now no loan has been taken from financial institutions to give ICD to the JK-Phillips LLP. If required, secured loan will be taken from financial institutions.

iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Terms & Conditions/ covenants/the interest rate and repayment schedule shall be as per the agreement.  Maximum Tenure of the Agreement 24 Months
iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The funds will be utilized for the execution of the projects/general business purposes and meeting business related expenses of JK-Phillips LLP.  Also giving as Collateral/ Margin Money to the Banks.
7.	Justification as to why the RPT is in the interest of the listed entity;	Please refer to details which forms part of the explanatory statement.
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT.	Not Applicable
10.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

Except Mr. Partho Pratim Kar, Non-Executive Non-Independent Director, (to the extent of his shareholding in the Company) none of the other directors and key managerial personnel of the Company and/ or their relatives are concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the resolution set forth above in the Notice for approval of the Shareholders as an Ordinary Resolution.

**By order of the Board  
For Jaykay Enterprises Limited**

**Sd/-  
Yogesh Sharma  
Company Secretary & Compliance Officer  
Membership No. ACS-29286**

**Date: April 05, 2024**

**Place: New Delhi**

