

ANNUAL REPORT 2016-17



Jaykay Enterprises Limited

Jaykay Enterprises Limited

Board of Directors

Dr. Krishna Behari Agarwal

Shri Kedar Nath Mehrotra

Shri Ravindra Kumar Tandon

Shri Anil Kumar Dalmia

Smt. Vidhi Nidhipati Singhania

Shri Ashok Gupta Managing Director

Sr. General Manager (Taxation) & Chief Financial Officer

Shri Chandra Prakash Agarwal

Manager (Legal) & Company Secretary

Shri Prabhat Kumar Mishra

AUDITORS

Messrs P. L. Tandon & Co.
Chartered Accountants
Westcott Building,
The Mall, Kanpur-208 001

REGISTERED OFFICE

KAMLA TOWER,
Kanpur-208 001

BANKER

Oriental Bank of Commerce
IDBI Bank
State Bank of India

CONTENTS

Notice	1-4
Directors' Report	5-12
Corporate Governance Report	13-16
Standalone Financial Statements	17-31
Consolidated Financial Statements	32-42
Proxy form and Attendance Slip	

Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India) • Ph. No. 91 512 237 1478-81 * Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com • Website: www.jaykayenterprises.com

NOTICE

Notice is hereby given that the Seventy First Annual General Meeting of the members of **Jaykay Enterprises Limited** will be held on Wednesday the 26th day of July, 2017 at 11.30 AM at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005 to transact the following business:-

ORDINARY BUSINESS

- To receive, consider and adopt:
 - The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon;
 - The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with Reports of Auditors thereon.
- To appoint a Director in place of Shri **Ashok Gupta** (DIN 00135288), who retires by rotation and being eligible, offers himself for re-appointment.
- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of the Audit Committee and the Board of Directors, M/s. Gupta Vaish & Co, Chartered Accountants, (ICAI Firm Registration No. 005087C) be and are hereby appointed as Statutory Auditors of the Company in place of M/s P.L Tandon & Company, Chartered Accountants (ICAI Registration NO.000186C), whose tenure expires at the ensuing Annual General Meeting, at such remuneration plus reimbursement of out-of pocket, travelling and living expenses etc., as may be mutually agreed between the Board of Directors of the Company and the said Auditors."

"RESOLVED FURTHER THAT M/s. Gupta Vaish & Co, Chartered Accountants, if appointed as the Statutory Auditors of the Company, shall hold office for a period of five years, from the conclusion of this this Annual General Meeting till the conclusion of the sixth Annual General Meeting to be held in the year 2022 (subject to ratification of the appointment by Members at every Annual General Meeting held after this Annual General Meeting)."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

SPECIAL BUSINESS

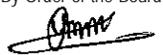
- To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to entering in to a transaction with M/s ARR EMM HOLDINGS PRIVATE LIMITED, a related party in which a Director of the Company is interested as Director and member, in respect of Company's property situated at Ground Floor, J.K. Apartments, Plot No.2 EFGH, Commercial Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048 on Leave and License basis on the terms and conditions as contained in the draft Leave and License Agreement with the authority to the Board of Directors of the Company to alter and vary the terms and conditions of the Leave and License Agreement including renewal thereof from 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 expressly by the authority of this resolution."

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

By Order of the Board


(PRABHAT KUMAR MISHRA)
Company Secretary

Place : Kanpur

Dated : May 18, 2017

NOTES :

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/authority as applicable.

- The Register of Members and Share Transfer Books of the Company will remain closed from July19, 2017 to July26, 2017(both days inclusive).
- Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company at its Share Department in respect of their shareholding in physical segment by mentioning folio nos., etc, if any.
- Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Company Secretary & Compliance Officer at mail id. prabhat.mishra@jkcement.com**
- Members are requested to bring their copies of the Annual Report, as Copies of the Report will not be re-distributed at the Meeting.
- Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach atleast 10 days before the date of the Meeting to enable the Management to keep the information ready.
- Members, who hold shares in Physical/Dematerialised Form, are requested to bring their Folio No./Depository Account Number and Client ID Number for identification.
- The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members, who have not registered so far, are requested to register their e-mail address, contact telephone number in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) prabhat.mishra@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com**
- Your Company framed 'Investor Facilitator Scheme' to provide an opportunity to its Small Shareholders holding up to 1000 equity shares in physical form/segment, if they so desire to dispose of their holdings and realise the market value without



undergoing the process of dematerialisation of shares and other costs related thereto. If any shareholder is desirous to avail such opportunity may contact Shri Prabhat Kumar Mishra, Company Secretary & Compliance Officer, Jaykay Enterprises Ltd., Kamla Tower, Kanpur-208001 or at E-Mail Id: prabhat.mishra@jkcement.com

10. The shareholders, who have not received their physical share certificate(s) for new shareholding upon reduction of share capital may write to the Company by quoting their old Ledger Folio No. and complete address so that their status of new shareholding could be communicated and the relative share certificate(s) could be dispatched, if the same is lying undelivered with the Company.
11. With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks co-operation from each shareholder (including joint shareholders) by sending the details as per Communication Form annexed at the last of this Annual Report.
12. Shareholders of physical segment who wish to notify change in their address may intimate complete new address with Pin code by quoting their Folio No. and proof of Address i.e. copy of telephone/ electricity bill or any receipt of Municipal Corporation etc.
13. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]. The said form is available on Company's Website www.jaykayenterprises.com
14. A route map showing direction to reach the venue of the Annual General Meeting is given at the end of the Annual Report as per the requirement of Secretarial Standards- 2 on "General Meeting".
15. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the 'Annexure-A' to Item Nos. 2 of the Notice.
16. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and sub Regulation (1) & (2) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository Services Ltd ('CDSL') to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 19, 2017.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. July 19, 2017 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **July 23, 2017 at 9.00 AM** and ends on **July 25, 2017 at 5.00 PM**. 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. **July 19, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders/Members.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat form and Physical Form

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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field given at the top/beginning of the Address Slip (pasted on envelope). • Members who have not updated their PAN with the Company/Depository Participant are requested to use in the PAN field the first two characters of their name in CAPITAL letters e.g. if your name is Ramesh Kumar then enter RA followed by the Serial Number given at the top/ beginning of the Address Slip (pasted on envelope).
Dividend Bank Details of 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"> • 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- 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 as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
17. The Company has appointed M/s. ReenaJakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur Practicing Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
 18. The Scrutinizer shall submit her 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.listing.bseindia.com
 19. Subject to receipt of requisite number of votes, the Resolutions shall deemed to be passed on the date of the Annual General Meeting i.e. Wednesday, 26th July, 2017.
 20. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
 21. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the Meeting.
 22. For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 23. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:-

ITEM NO. 4

Your Company owns a property admeasuring 1922 Sq. ft. at the Ground floor, J.K. Apartments , Plot No.2 EFGH, Commercial Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048 .The said property was under tenancy at a monthly license fee of Rs. 1,65,000/- p.m. However, present tenant has approached the Company to surrender their tenancy rights by 31st July, 2017 before the expiry of the existing agreement.

M/s ARR EMM HOLDINGS PRIVATE LIMITED, New Delhi (the Licensee) has approached the Company to take the said premises on Leave and License basis for a period of 36 months at the monthly rent of Rs. 1,65,000/- which is as per the prevailing rent in the area considering location and age of the Building and on arm's length basis .

Smt. Vidhi Nidhipati Singhania who is the woman Director in the Company and one of the Director and major shareholder in the Licensee company along with her husband Shri Nidhipati Singhania and her relatives, is a related party within the meaning of Section 2(76) of the Companies Act 2013 as such the proposed transaction falls within the ambit of related party transaction under the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations'). Since the Company has minimal business activities, the yearly License fee constitutes more than 65% of Company's total income hence the transaction falls under the category of 'Material Related Party Transaction' as per provisions of Regulation 23 of Listing Regulations read with Section 188 of the Companies Act, 2013 and rules framed thereunder. Hence, the prior approval of the members is necessary before entering into Leave and License Agreement between Company and the Licensee Company.

The Board recommends the proposed special resolution for the consideration and approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company, except Smt. Vidhi Nidhipati Singhania Director alongwith her relatives, Mr Nidhipati Singhania (Husband), Shri Raghavpat Singhania and Shri Madhavpat Singhania (Sons) who belongs to promoter and promoter group of the Company, is concerned or interested in the above transaction and therefore, prohibited to vote on the resolution as per provisions of Section 188 of the Companies Act, 2013.



Information pursuant to Sub-rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014

1.	Name of the Related Party	M/s. ARR EMM HOLDINGS PRIVATE LIMITED (the Licensee)	
2.	Name of the director or key managerial personnel who is related, if any, and nature of relationship.	Smt. Smt. Vidhi Nidhipati Singhania, Women Director of the Company is a Director and shareholder in the Licensee company.	
3.	Nature, material terms, monetary value and particulars of the contract or arrangement.	1. Leave and License Agreement	It is proposed to enter into Leave and Licence Agreement with the Licensee in respect of Company's property situated at "Ground Floor", J.K. Apartments, Plot No.2 EFGH, Commercial Centre, Masjid Moth, Greater Kailash-II, New Delhi-110048 as per the terms and conditions contained in the draft Leave and Licence Agreement.
		2. Area	1922 sq. ft.
		3. Duration of the Agreement	Upto 36 Months subject to renewal thereafter
		4. Date of agreement	The agreement will be executed after the approval of shareholders in the Annual General Meeting
		5. Security Deposit	Three months' rent as non-interest bearing security deposit, refundable at the time of surrender of Leave and License.
		6. Monthly Rent	Rs. 1,65,000/- per month
		7. Increase monthly rent	10% at the time of renewal of the Leave & License Agreement .
		8. Usage of the premises	Business purpose or any other purpose as the Licensee may think fit in its absolute discretion.
4	Any other information relevant or important for the members to take a decision on the proposed resolution.		The transaction is proposed to be entered in to on arm's length basis and at prevailing market rate.

By Order of the Board

(PRABHAT KUMAR MISHRA)
Company Secretary

Place : Kanpur
Dated : May 18, 2017

'ANNEXURE - A' TO ITEM NO. 2 OF THE NOTICE

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED.

Name of the Director	Shri Ashok Gupta
Age	63 Years
Date of first appointment on Board	01/09/2014
Qualification	Bachelor of Business Management & Fellow Member of Institute of Chartered Accountants of India.
Brief resume including experience	Shri Gupta is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and working with Company since 1978. He was working as Vice President (Accounts) & CFO of the Company before the appointment of Managing Director.
Other Directorships	1. J. K. Cotton Limited 2. Khandelwal Extractions Limited
Chairmanship/Membership of Committees in companies in which position of Director is held	1. Jaykay Enterprises Limited - Audit Committee - Member 2. J. K. Cotton Ltd. - Stakeholders' Relationship Committee - Member 3. Khandelwal Extractions Limited - Audit Committee - Chairman
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None
No. of equity shares held in the Company	4 (Four)
No. of Board Meetings attended during the year	5 (Five)
Terms and conditions of re-appointment including remuneration	Terms of re-appointment :- Executive Director liable to retire by rotation Remuneration:- Morefully described in Director's Report of the Company.

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors present the Annual Report and Audited Statements of Account for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

	2016-17 (Rs. in Lakhs)	2015-16 (Rs. in Lakhs)
Revenue from operations	30.25	30.25
Other Income	589.17	552.64
Profit before Depreciation & Tax	172.17	144.73
Depreciation	7.44	8.66
Profit before Tax	164.73	136.07
Tax Expenses	35.80	25.39
Profit After Tax For the Year	128.93	110.68
Balance brought forward from Previous Year	3631.65	3520.97
Balance carried to Balance Sheet	3760.58	3631.65

2. OVERALL PERFORMANCE

During the year under report your Company's income has been from Registrar and Share Transfer Agent's activities. Besides, the Company also earned income from interest and rent. After depreciation and Income Tax profit for the year remained Rs. 128.93 Lakhs.

3. CURRENT DEVELOPMENT

As reported earlier, the Company's application before Board for Industrial & Financial Reconstruction ('BIFR') seeking de-registration from BIFR in order to come out from the purview of The Sick Industrial Companies (Special Provisions) Act, 1985 (the 'SICA') was pending for disposal.

In the meantime with the issuance of Notification dated November 25, 2016 by Ministry of Finance, Government of India, giving effect to the provisions of the Sick Industrial Companies (Special Provisions) Repeal Act, 2003 (the 'SICA Repeal Act, 2003') w.e.f. December 1, 2016, the BIFR stands dissolved and all proceedings stand abated. As there were no issues pending before BIFR/AAIFR or any other Courts relating to sickness of your Company, hence, under the circumstances, your Company refrain from approaching National Company Law Tribunal ('NCLT').

4. SUBSIDIARY COMPANY/ASSOCIATE COMPANY-CONSOLIDATED FINANCIAL STATEMENTS

The Company has no Subsidiary but only one Associate Company, J.K. Cotton Ltd. (JKCL) as on March 31, 2017 in terms of Rule 6 of the Companies (Accounts) Rules, 2014. The Associate Company i.e. JKCL recorded a profit of Rs. 97.56 lakhs for the year ended March 31, 2017 (Previous Year profits Rs. 1555.55 Lakhs).

The Statement as required under Section 129(3) of the Companies Act, 2013 in respect of the Associate Company viz. JKCL is annexed and forms an integral part of the Annual Report.

Consolidated Financial Statements have been prepared in accordance with Accounting Standard-23('AS-23') 'Accounting of Associates' issued by the Institute of Chartered Accountants of India ('ICAI') form part of the Annual Report and Accounts.

5. DIVIDEND

Your Directors have not recommended any dividend for the year under report.

6. SHARE CAPITAL

The paid up Equity Share Capital as at March 31, 2017 stood at Rs. 3,71,34,752/-. During the year under review, the Company has not issued any further shares.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY

Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

8. PERSONNEL

No employee drawn remuneration in excess of the limits as specified under the amended provisions of Section 134 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review.

None of the employee is a relative of any Director of the Company. None of the employee hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the Company.

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company and Directors is furnished hereunder:

S. No	Name	Designation	Remuneration paid		Increase in Remuneration from previous year Rs.	Ratio/time per Median of employee remuneration
			2016-17 Rs.	2015-16 Rs.		
1	Mr. Ashok Gupta	Managing Director (KMP)	2,753,440	2,443,068	310,372	5.92
2	Mr. Chandra Prakash Agarwal	Sr. General Manager (Taxation) & Chief Financial Officer (KMP)	1,673,134	1,456,400	216,734	3.59
3	Mr. Prabhat Kumar Mishra	Manager (Legal) & Company Secretary (KMP)	1,130,179	931,260	198,919	2.43

9. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATOR(S) OR COURT(S)/ MATTER OF EMPHASIS

(i) The Appellate Authority for Industrial and Financial Reconstruction (AAIFR) vide its common Order dated December 11, 2008 allowed the appeal of the Company (JKSL) and rejected the appeals filed by M/s. Arfat Petro Chemicals Pvt. Ltd. (APPL- The Buyer of Kota Plants) and held that responsibility of payment of labour dues and revival of Kota units being entirely of APPL alone.

M/s. APPL assailed the said Order dated December 11, 2008 before Rajasthan High Court. The Rajasthan High Court vide its Order dated July 28, 2009 set aside the entire Order of AAIFR dated December 11, 2008 without considering that the Order passed by AAIFR qua JKSL was not the subject matter of challenge before the High Court.

The application of JKSL seeking clarification of the Order dated July 28, 2009 was also dismissed by Rajasthan High Court vide its Order dated January 4, 2010.

The Rajasthan High Court Orders dated July 28, 2009 and January 4, 2010 were challenged by two Employees Unions as well as J.K. Synthetics Ltd. (Company) respectively.

The Hon'ble Supreme Court vide its Order dated November 18, 2016, allowed the appeal filed by Company (JKSL) and dismissed the Appeals filed by two Employees Unions and restored the AAIFR Order dated December 11, 2008.

(ii) In pursuant to Notification dated November 25, 2016, by Ministry of Finance, Government of India bringing into force the provisions of SICA Repeal Act, 2003 w.e.f. December 1, 2016. Effective from December 1, 2016, the provisions of SICA ceased to exist and all the pending references/appeals before BIFR/AAIFR stands abated.

No significant or material Order has been passed by the Regulators or Courts or Tribunals which impact the going concern concept status of the Company in future.

10. CORPORATE GOVERNANCE

A report on Corporate Governance alongwith the Auditors' Certificate on its compliance, forms an integral part of this Report.

11. PUBLIC DEPOSITS

Your Company has not invited any deposits from public/shareholders under Section 73 and 74 of the Companies Act, 2013.

12. WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Company has a Whistle Blower Policy to report genuine concerns or grievances, if any. The Whistle Blower Policy has been posted on the website of the Company.

13. CORPORATE SOCIAL RESPONSIBILITY:-

Your Company's profits, net worth and turnover are far below the criteria as mentioned in Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence the CSR provisions are not applicable to the Company during the F.Y. 2016-17.

14. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company has been addressing various risks impacting the Company and the policy of the Company on risk management is provided in annexed Corporate Governance Report. The Risk Management Policy has been posted on the website of the Company.

15. REMUNERATION POLICY

The Board of Directors has, on the recommendation of the Nomination & Remuneration Committee, framed a policy which lays down a framework concerning remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The Policy also covers criteria for selection and appointment of Board Members and Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.



16. RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

None of the Directors has any pecuniary relationship on transactions *vis-à-vis* the Company.

17. AUDITORS' REPORT

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits and cash flows for the year ended March 31, 2017.

Auditors' Report to the shareholders does not contain any qualification in the financial statements for the year under report.

18. INDIAN ACCOUNTING STANDARDS (IND AS) – IFRS CONVERGED STANDARDS

Pursuant to the notification, issued by The Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, the Company and its associate have adopted 'IND AS' with effect from April 01, 2017. The impact of the change on adoption of IND AS has been assessed and the Company is ready to adopt IND AS.

19. INTERNAL CONTROL SYSTEM

INTERNAL CONTROL

The Company's internal control system is commensurate with its size, scale and complexities of its operations. An Independent firm of Chartered Accountants carries out Internal Audit on the random basis to detect flaws in the system. Internal Audit reports are prepared on the respective areas to create awareness and corrective actions are taken to rectify them. These reports are reviewed by the Audit Committee of the Board for follow up action. The Audit Committee of the Board of Directors also reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them, from time to time.

INTERNAL FINANCIAL CONTROLS

In accordance with Section 134(5)(e) of the Companies Act, 2013, the Company has Internal Financial Controls Policy by means of Policies and Procedures which commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5)(viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements.

20. CHANGES IN PROMOTERS HOLDING

During the year, M/s J.K. Traders Ltd. and Smt. Sushila Devi Singhania, belongs to the Promoters Group of the Company, have purchased through the Stock Exchange 7,55,634 and 8,21,288 Equity Shares, respectively, of the Company constituting 4.25% of the Equity Share Capital. The total Promoter shareholding of the Company hence stands increased to 24.95% from 20.70%.

21. DIRECTORS AND KEY MANAGERIAL PERSONNEL

21.1 In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Ashok Gupta (DIN 00135288) will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Shri Gupta is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and working with Company since 1978.

21.2 With the coming into force of the Companies Act 2013, the Board appointed the existing Independent Directors viz Dr. Krishna Behari Agarwal, Shri Ravindra Kumar Tandon, Shri Anil Kumar Dalmia and Shri Kedar Nath Mehrotra as Independent Directors each for a term upto five years under the Act. All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement and/or Listing Regulations.

22. KEY MANAGERIAL PERSONNEL

During the year under report, the Company has allowed to continue appointment of the following Officials as Key Managerial Personnel:-

S.No	Name of the Official	Designation
1.	Shri Ashok Gupta	Managing Director
2.	Shri Chandra Prakash Agarwal	Sr. General Manager (Taxation) & CFO
3.	Shri Prabhat Kumar Mishra	Manager(Legal) & Company Secretary

23. MEETINGS OF THE BOARD OF DIRECTORS

During the year 2016-17, five Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

24. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out an annual performance evaluation of its Independent Directors and the Independent Directors also evaluated the performance of Chairman and other Non-Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process. The Board of Directors also evaluated the functioning/performance of Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Committee of Directors and expressed satisfaction with their functioning/performance.

25. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013 do hereby confirm that:

- In the preparation of the annual accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- They have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- They have prepared the annual accounts on a going concern basis;
- The proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

26. STATUTORY AUDITOR

M/s. P.L Tandon & Co., Chartered Accountants Kanpur the present Auditors have completed their tenure of two terms of five consecutive years and also an additional period of 3 years as stipulated under Section 139 of the Companies Act, 2013. M/s P.L.Tandon & Co., will thus be holding the office of the Statutory Auditors up to the conclusion of the forthcoming Annual General Meeting.

The Company is proposing to appoint M/s. Gupta Vaish & Co, Chartered Accountants, (ICAI Firm Registration No. 005087C), as Statutory Auditors for a period of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of the Sixth Annual General Meeting to be held in the year 2022. M/s. Gupta Vaish & Co have consented to the said appointment and confirmed that their appointment, if made, would be within the limits mentioned under Section 141(3)(g) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

27. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/sBanthia & Company, Kanpur, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2017-18. The Secretarial Audit Report for the Financial Year 2016-17 is annexed herewith as "Annexure - A".

There is no secretarial audit qualification for the year under report.

28. STATUTORY INFORMATION:-

28.1. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

As there has been no manufacturing operation during the year, there is nothing to be reported with regard to conservation of energy and technology absorption. However, the details of foreign exchange earnings and outgo are given in the additional information in the Annual Report.

28.2. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 as required under Section 92 of the Companies Act, 2013 is annexed hereto as "Annexure -B" and forms an integral part of this Report.

29. ACKNOWLEDGEMENTS

Your Directors wishes to thank the employees for their dedication and hard work. Your Directors also wishes to thank the Shareholders/ Stakeholders.

FOR AND ON BEHALF OF THE BOARD

Place : Kanpur	ASHOK GUPTA	Dr. K. B. AGARWAL
Dated : 18th May, 2017	Managing Director	Director
	DIN - 00135288	DIN - 00339934

ANNEXURE-A

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Jaykay Enterprises Ltd.
Kamla Tower
Kanpur.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Jaykay Enterprises Ltd. (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Jaykay Enterprises Ltd. for the financial year ended on 31st March, 2017 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made there under.
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;(N.A.)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;(N.A.)
- (6) I further report that reliance has been placed on the management representation on compliance with other laws, there is no specific Law applicable to the Company:

Annexure A

To,
The Members,
Jaykay Enterprises Ltd.
Kamla Tower
Kanpur.

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the company to maintain secretarial record, devise proper systems to ensure compliance with the provisions of all the applicable laws and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records based on our audit.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 entered into by the Company with the Bombay Stock Exchange Limited have been complied.

(The listing agreement with UPSE became non-applicable As the said Stock Exchange ceased to be Recognized Stock Exchange as per SEBI Exit Order during the year 2015-16. The shares of the company continue to be listed as BSE)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above .

We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed ,the company has responded to the notice(s) of statutory authorities/others.

I further report that during the audit period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. during the period under review except:

- a) The shares of the Company listed at UPSE Stock Exchanges ceased as recognized exchanges and the Listing Agreement with said exchanges also ceased. The shares of Company are listed and traded at BSE.
- b) The Company's application had been pending before the Hon'ble BIFR to come out of the purview of SICA. On November 25, 2016 by notification of Central Government, The Sick Industrial Companies (Special Provisions) Repeal Act, 2003 became effective from December 1, 2016. The matter accordingly before BIFR stands abated.
- c) Open Offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011, had been complied with by the acquirers for acquisition of shares from public. Intimation of the same received by the Company in April 2017 and necessary action of filing prescribed form MGT - 10 undertaken.

Signature
BANTHIA AND COMPANY
Company Secretaries
G. K. BANTHIA
(Prop.)
ACS No.:4933;
C P No.:1405

Place : Kanpur
Date : 18.05.2017

This report is to be read with our letter of even date which is annexed as **Annexure A** and forms an integral part of this report.

4. We have not verified the correctness and appropriateness of finance records and Books of Accounts of the company.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer :

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature
BANTHIA AND COMPANY
Company Secretaries
G. K. BANTHIA
(Prop.)
ACS No.:4933;
C P No.:1405

Place : Kanpur
Date : 18.05.2017



FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

ANNEXURE - B

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS

1. CIN	L99999UP1961PLC 001187
2. Registration Date	May 9, 1961
3. Name of the Company	Jaykay Enterprises Limited
4. Category/Sub-category of the Company	Public Company Limited by shares
5. Address of the Registered office & contact details	Kamla Tower, Kanpur, Uttar Pradesh-208001 India Ph. No. 91 512 2371478-81 Fax. No. 91 512 233 2665 website- www.jaykayenterprises.com
6. Whether listed company	Yes
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	The Company has an in-house share department at the registered office address.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Registrar & Share Transfer Agent	82990	100%
2.			
3.			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	J.K.Cotton Limited.	L17111UP1924PLC000275	Associate	40.34	2(6)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

① Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	5,368,504	100	5,368,604	14.46%	6,189,792	100	6,189,892	16.67%	2.21%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	2,318,125	500	2,318,625	6.24%	3,073,759	500	3,074,259	8.28%	2.04%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	565	4	569	0.00%	565	4	569	0.00%	0.00%
Sub Total (A) (1)	7,687,194	604	7,687,798	20.70%	9,264,116	604	9,264,720	24.95%	4.25%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	7,687,194	604	7,687,798	20.70%	9,264,116	604	9,264,720	24.95%	4.25%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	925	100,063	100,988	0.27%	925	99,913	100,838	0.27%	0.00%
b) Banks / FI	5,501	24,753	30,254	0.08%	34,319	24,053	58,372	0.16%	0.07%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	1,459,552	250	1,459,802	3.93%	1,459,552	250	1,459,802	3.93%	0.00%

g) FIs	500	101,277	101,777	0.27%	500	99,827	100,327	0.27%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	1,466,478	226,343	1,692,821	4.56%	1,495,296	224,043	1,719,339	4.63%	0.07%
2. Non-Institutions									
a) Bodies Corp.	7,252,506	73,882	7,326,388	19.73%	5,106,874	73,200	5,180,074	13.95%	-5.78%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14,434,986	3,167,466	17,602,452	47.40%	14,447,093	3,127,034	17,574,127	47.33%	-0.07%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2,146,610	-	2,146,610	5.78%	2,550,715	-	2,550,715	6.87%	1.09%
Qualified Foreign Investor	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)									
Trusts	125,573	8,387	133,960	0.36%	125,495	8,387	133,882	0.36%	0.00%
Societies	230,000	168,997	398,997	1.07%	180,000	168,997	348,997	0.94%	-0.13%
Clearing Members	143,251	-	143,251	0.39%	360,423	-	360,423	0.97%	0.58%
Foreign Corporate Bodies	-	2,475	2,475	0.01%	-	2,475	2,475	0.01%	0.00%
Sub-total (B)(2):-	24,332,926	3,421,207	27,754,133	74.74%	22,770,600	3,380,093	26,150,693	70.42%	-4.32%
Total Public (B)	25,799,404	3,647,550	29,446,954	79.30%	24,265,896	3,604,136	27,870,032	75.05%	-4.25%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	33,486,598	3,648,154	37,134,752	100.00%	33,530,012	3,604,740	37,134,752	100.00%	0.00%

(ii) Shareholding of Promoters

S.N.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1.	Dr. Gaur Hari Singhania	41,080	0.11%	0.00%	100	0.00%	0.00%	-0.11%
2.	Sh.Yadupati Singhania*	2,007,555	5.41%	0.00%	2,048,535	5.52%	0.00%	0.11%
3.	Sh.Ramapati Singhania	248,318	0.67%	0.00%	248,318	0.67%	0.00%	0.00%
	TOTAL	2,296,953	6.19%	0.00%	2,296,953	6.19%	0.00%	0.00%

(iii) Change in Promoters' Shareholding*

S.N.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares

*Change of Shareholding inter-se promoters due to transmission. Please refer clause iv(ii) above

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

S.No.	For Each of the Top 10 Shareholders	Shareholding as on 31.03.2016		Shareholding as on 31.03.2017	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Life Insurance Corporation of India	1,459,252	3.93%	1,459,252	3.93%
2.	Vijaystambh Traders Pvt. Ltd	1,110,062	2.99%	1,110,062	2.99%
3.	Manphul Trading And Finance Limited	1,009,761	2.72%	1,009,761	2.72%
4.	Santosh Murarilal Gupta	442,679	1.19%	384,692	1.04%
5.	G Shankar Jayasree Shankar	621,235	1.67%	794,550	2.14%
6.	Sarvashaktiman Traders Pvt. Ltd.	772,702	2.08%	772,702	2.08%
7.	Delhi Mercantile Pvt Ltd.	689,440	1.86%	689,440	1.86%
8.	Y Gokul	-	0.00%	245,000	0.66%
9.	Bharat Jamnadas	-	0.00%	244,526	0.66%
10.	Sunil Kumar Chordia	-	0.00%	241,489	0.65%
	Grand Total	6,105,131	16.44%	6,951,474	18.72%

- Notes : 1. Shareholding of top 10 shareholders ascertained from the base figures of shareholding as on 31/03/2017
2. Few top 10 shareholding reported in 2016 set aside as they are no longer under top 10 shareholding as on 31/03/2017
3. Shareholding of multiple folios clubbed in the above statement.



(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
A: Directors:							
1.	Smt.Vidhi Nidhipati Singhania Non-Executive,Non-Independent Director						
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%
2.	Shri Ashok Gupta Managing Director						
	At the beginning of the year	01.04.2016		4	0.00%	4	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		4	0.00%	4	0.00%
3.	Dr. Krishna Behari Agarwal Non Executive,Independent Director						
	At the beginning of the year	01.04.2016		50	0.00%	50	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		50	0.00%	50	0.00%
4.	Shri Ravindra KumarTandon Non-Executive,Independent Director						
	At the beginning of the year	01.04.2016		17,859	0.05%	17,859	0.05%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		17,859	0.05%	17,859	0.05%
5.	Shri Anil Kumar Dalmia Non-Executive,Independent Director						
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%
6.	Shri Kedar Nath Mehrotra Non-Executive,Independent Director						
	At the beginning of the year	01.04.2016		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		-	0.00%	-	0.00%
B: Key Managerial Personnel							
7.	Shri Chandra Prakash Agarwal Chief Financial Officer						
	At the beginning of the year	01.04.2016		4	0.00%	4	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		4	0.00%	4	0.00%
8.	Shri Prabhat Kumar Mishra Company Secretary						
	At the beginning of the year	01.04.2016		4	0.00%	4	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2017		4	0.00%	4	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment : **None**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Name Designation	Shri Ashok Gupta Managing Director	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		(Rs.) 1,947,240.00	(Rs.) 1,947,240.00
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961		806,200.00	806,200.00
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961		-	-
2.	Stock Option		-	-
3.	Sweat Equity		-	-
4.	Commission			
	- as % of profit		-	-
	- Performance linked Incentive		-	-
5.	Others, please specify		-	-
	Total (A)		2,753,440.00	2,753,440.00
	Ceiling as per the Act			
	5% of the net profits of the Company			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount Rs
		Dr. K.B. Agarwal	Sh. R.K. Tandon	Sh. A.K. Dalmia	Sh.K.N. Mehrotra	
1.	Independent Directors					
	Fee for attending Board/ Committee meetings	63,000.00	44,000.00	37,000.00	53,000.00	197,000.00
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	63,000.00	44,000.00	37,000.00	53,000.00	197,000.00
2.	Other Non-Executive Directors					
	Smt.Vidhi Nidhipati Singhania					
	Fee for attending Board /Committee meetings	7,000.00	-	-	-	7,000.00
	Commission/others	-	-	-	-	-
	Remuneration paid for availing professional services	-	-	-	-	-
	Total (2)	7,000.00	-	-	-	7,000.00
	Total (B)=(1+2)	70,000.00	44,000.00	37,000.00	53,000.00	204,000.00
	Total Managerial Remuneration (A+B)					2,957,440.00
	Overall Ceiling as per the Act	11% of the Net profits of the Company				



C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Name Designation	Shri Chandra Prakash Agarwal Sr. G.M.(Taxation) & CFO	
1.	Gross salary	(Rs.)	(Rs.)	(Rs.)
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,176,548.00	777,049.00	1,953,597.00
(b)	Value of perquisites u/s 17(2) of Income-tax Act, 1961	496,586.00	353,130.00	849,716.00
(c)	Profits in lieu of salary under section 17(3) of Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
-	as % of profit	-	-	-
-	others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	1,673,134.00	1,130,179.00	2,803,313.00

VII. PENALTIES / PUNISHMENT/COMPOUNDING OF OFFENCES : NONE

For and on Behalf of the Board

Date : 18.05.2017
Place : Kanpur

Ashok Gupta
DIN : 00135288

Dr. K. B. Agarwal
DIN : 00339934

Jaykay Enterprises Ltd.

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India) • Ph. No. 91 512 237 1478-81 * Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com • Website: www.jaykayenterprises.com

REPORT ON CORPORATE GOVERNANCE

A Report on Compliances with the principal of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "LODR Regulations") is given below:

1. Company's philosophy on Code of Governance

Corporate Governance, at Jaykay Enterprises Limited ('JKEL'), is taken in its real spirit and hence implemented in widest ambit possible. The Company's philosophy and endeavor has always been on the cultivation and follow-up of best corporate procedures and practices, which result into enhancement of the long term economic value of not only the Company but also its stakeholders and the society at large.

Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

Your Company continue to follow procedures, practices in conformity with the Code of Corporate Governance as outlined in the LODR Regulations.

GOVERNANCE STRUCTURE

JKEL's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

Board of Directors

The JKEL Board plays a pivotal role in ensuring that the Company runs on sound business principals and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well-defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the Company, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

Committee of Directors

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee. Each of these Committees has been mandated to operate within a given framework.

2. Board of Directors

a. Composition / Category

The present strength of the Board of Directors is 6 (Six). The composition of the Board is as follows:

- One Non-Executive, Non-Independent Director.
- One Executive, Non-Independent Director.
- Four Non-Executive, Independent Directors.

The composition of the Board of Directors, the number of Directors on the Board and Board Committees of other Companies, of which the Directors are members / Chairman during the year is given as under:-

Sl. No.	Name of Director	Category	Inter-se relationships between Directors		No. of other Director-ships@	No. of Board Committees (Other than Jaykay Enterprises Ltd.) in which*	
			Director with whom related	Relation		Chairman	Member
1.	Smt. Vidhi Nidhipati Singhania	Non-Executive, Non-Independent	Nil	N.A.	-	-	-
2.	Shri Ashok Gupta	Executive, Non-Independent	Nil	N.A.	2	1	1
3.	Dr. Krishna Behari Agarwal	Non-Executive, Independent	Nil	N.A.	4	2	2
4.	Shri Ravindra Kumar Tandon	Non-Executive, Independent	Nil	N.A.	1	-	1
5.	Shri Anil Kumar Dalmia	Non-Executive, Independent	Nil	N.A.	1	-	-
6.	Shri Kedar Nath Mehrotra	Non-Executive, Independent	Nil	N.A.	-	-	-

@ Excludes directorships on private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013.

* Chairmanship/ Membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered.

(b) Attendance of each Director at the Board Meetings and at the last Annual General Meeting

During the financial year ended 31st March, 2017, 5 (five) Meetings of the Board of Directors were held on the following dates:-

- a) 23rd May, 2016
- b) 24th June, 2016
- c) 11th August, 2016
- d) 11th November, 2016
- e) 14th February, 2017

The attendance of each director at Board Meetings and at the last Annual General Meeting (AGM) was as under :

Sl. No.	Name of Director	No. of Board Meetings attended	Attendance at the last AGM held on 11.08.16
1.	Smt. Vidhi Nidhipati Singhania	1	NO
2.	Shri Ashok Gupta	5	YES
3.	Dr. Krishna Behari Agarwal	5	YES
4.	Shri Ravindra Kumar Tandon	4	YES
5.	Shri Anil Kumar Dalmia	5	YES
6.	Shri Kedar Nath Mehrotra	5	YES

c. Non-Executive Directors'-Compensation and disclosures

Only sitting fees has been paid to the Non-Executive Independent and Non-Executive Non-Independent Directors for attending Board/Committee meetings. No transaction has been made with Non-Executive and Independent Directors *vis-à-vis* your Company.

d. Independent Directors

The Company has complied with the definition of Independence as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and according to the Provisions of Section 149(6) of Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149 (7) of the Companies Act, 2013.

(i) Training of Independent Directors:

Whenever new Non-Executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

The Board evaluates the performance of Non-Executive and Independent Directors every year. All the Non-Executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration.

Their presence on the Board is advantageous and fruitful in taking business decisions.

(ii) Separate Meeting of the Independent Directors:

The Independent Directors held a Meeting on 13th February, 2017, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- a) Reviewed the performance of non-independent directors and the Board as a whole;
- b) Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- c) Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

3. Audit Committee

(a) Broad Terms of Reference

The Audit Committee reviews the matters falling in its terms of reference and addresses larger issues and examines those facts that could be of vital concerns to the Company. The terms of reference of the Audit Committee constituted by the Board in terms of Section 177 of the Companies Act, 2013 and the LODR Regulations, which broadly includes matters pertaining to adequacy of internal control systems, review of financial reporting process, discussion of financial results, interaction with auditors, appointment and remuneration of auditors, adequacy of disclosures and other relevant matters.

(b) Composition

The Audit Committee of the Company comprises of the following Directors: -

1. Dr. Krishna Behari Agarwal : Independent, Non-Executive Director (Chairman)
 2. Shri Ravindra Kumar Tandon : Independent, Non-Executive Director
 3. Shri Kedar Nath Mehrotra : Independent, Non-Executive Director
 4. Shri Ashok Gupta : Non-Independent, Executive Director
- Shri Prabhat Kumar Mishra, Company Secretary acts as Secretary of the Committee.



All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri Chandra Prakash Agarwal, CFO of the Company regularly attends the meetings. The Statutory Auditors of the Company attend the meetings as Invitee.

(c) Meetings and Attendance

During the financial year ended 31st March, 2017, 4 (Four) meetings were held on:

- 23rd May, 2016
- 11th August, 2016
- 11th November, 2016
- 14th February, 2017

The attendance at the Audit Committee Meetings was as under :-

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. Krishna Behari Agarwal (Chairman)	4
2.	Shri Ravindra Kumar Tandon	4
3.	Shri Kedar Nath Mehrotra	4
4.	Shri Ashok Gupta	4

4. Nomination & Remuneration Committee

(a) Broad Terms of Reference

Broad terms of reference of the Nomination & Remuneration Committee are to review and decide the policy on specific remuneration package of Key Managerial Personnel i.e. Managing Director, Chief Financial Officer & Company Secretary of the Company.

(b) Composition

The Nomination & Remuneration Committee of the Company comprises of the following Directors:-

- Dr. Krishna Behari Agarwal : Independent, Non-Executive Director (Chairman)
- Shri Ravindra Kumar Tandon : Independent, Non-Executive Director
- Shri Anil Kumar Dalmia : Independent, Non-Executive Director

Shri Prabhat Kumar Mishra, Company Secretary acts as Secretary of the Committee.

(c) Meetings and Attendance

During the financial year ended 31st March, 2017, 1 (One) meeting was held on 23rd May, 2016

The attendance at the Nomination & Remuneration Committee Meeting was as under :-

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. Krishna Behari Agarwal (Chairman)	1
2.	Shri Ravindra Kumar Tandon	1
3.	Shri Anil Kumar Dalmia	1

(d) Remuneration Policy

Remuneration policy of the Company is directed towards rewarding performance, based on review of achievements. The Non-Executive Directors are paid only sitting fees for meetings of the Board or any Committee thereof attended by them.

The details of number of Equity Shares of the Company held by Non- Executive Directors as on 31st March, 2017 are as under:

Name of Director	No. of Equity Shares held
Dr. Krishna Behari Agarwal	50
Shri Ravindra Kumar Tandon	17,859

e) Details of Remuneration paid to the Directors for the year ended 31st March, 2017

(in Rs.)

Sl. No.	Name of Director	Salary	Benefits	Sitting Fee	Total
1.	Smt. Vidhi Nidhipati Singhania	-	-	7,000	7,000
2.	Shri Ashok Gupta	1,947,240	806,200	-	27,53,440
3.	Dr. Krishna Behari Agarwal	-	-	63,000	63,000
4.	Shri Ravindra Kumar Tandon	-	-	44,000	44,000
5.	Shri Anil Kumar Dalmia	-	-	37,000	37,000
6.	Shri Kedar Nath Mehrotra	-	-	53,000	53,000

5. Stakeholders' Relationship Committee – Mandatory Committee

(a) Broad terms of reference

The Committee has been formed to specifically look into the redressal of grievances of shareholders and other stakeholders. This Committee shall consider and resolve the grievances of the shareholders/stakeholders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, dematerialization of shares/ debentures / other securities and all matters incidental or related thereto.

(b) Composition

The Stakeholders' Relationship Committee of the Company comprises of the following Directors:-

- Dr. Krishna Behari Agarwal : Independent, Non-Executive Director (Chairman)
- Shri Anil Kumar Dalmia : Independent, Non-Executive Director
- Smt. Vidhi Nidhipati Singhania : Non-Executive, Non-Independent Director

Shri Prabhat Kumar Mishra, Company Secretary acts as Secretary of the Committee.

(c) Functions

The Committee specifically looks into redressal of shareholders and investors complaints such as transfer of shares, non-receipts of shares, annual reports and to ensure expeditious share transfer process and to review the status of investors' grievances, redressal mechanism and recommend measures to improve the level of investors services. The Company received 8 (Eight) complaints during the F.Y. 2016-17, and all the 8 (Eight) complaints were redressed. No investor grievance has remained unattended/ pending for more than thirty days. Investor's complaints received through SEBI are redressed at www.scores.gov.in. However, 12 (Twelve) requests for dematerialization involving 846 equity shares was attended/ disposed of after 31.03.2017 but within stipulated period of 30 days.

(d) Meetings and Attendance

During the financial year ended 31st March, 2017, 4 (four) meetings were held on:

- 23rd May, 2016
- 11th August, 2016
- 11th November, 2016
- 14th February, 2017

The attendance at the above Meetings was as under :-

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. Krishna Behari Agarwal (Chairman)	4
2.	Shri Anil Kumar Dalmia	4
3.	Smt Vidhi Nidhipati Singhania	1

6. Risk Management Committee

The Company had dissolved the Risk Management Committee w.e.f. 1.12.15 in tune with SEBI notification dated 2.9.15 and decided that the matters related to Risk Management shall continue to be discussed in the Audit Committees as and when required.

7. MD/CFO Certification

The Managing Director and the CFO have certified to the Board, inter alia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under LODR Regulations, for the year ended 31.03.2017.

8. General Body Meetings

Dates and time of last three Annual General Meetings held are given below :-

Financial Year	Date	Time
2013 – 14	13th August, 2014	12.00 Noon
2014 – 15	10th August, 2015	12.30 P.M.
2015 – 16	11th August, 2016	12.00 Noon

All the above Annual General Meetings were held at the Registered Office of the Company at Kamla Tower, Kanpur except last AGM of 2015-16 was held at Merchant's Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur.

The Chairman of the Audit Committee Dr. Krishna Behari Agarwal was present at all the Annual General Meetings to answer the queries of the Shareholders.

Special Resolution passed at the last three AGMs

Date	Short particulars of Special Resolution passed at the AGM
13th August, 2014	Following Special Resolutions were passed for:- <ul style="list-style-type: none"> Re-appointment of Independent Directors. Appointment of Dr. Gaur Hari Singhania and Shri Govind Hari Singhania as Non-Executive Chairman and Non-Executive Vice-Chairman of the Company respectively. Borrowing Powers for up to ₹ 50 Crores. Creation of mortgages/ charges/ hypothecation up to ₹ 50 Crores. Approval/adoption of new Articles of Association/Regulation in substitution of existing Articles of Association of the Company.
10th August, 2015	Following Special Resolutions were passed for:- <ul style="list-style-type: none"> Appointment of Shri Ashok Gupta (DIN : 00135288) as Managing Director of the Company.
11th August, 2016	Following Special Resolutions were passed for:- <ul style="list-style-type: none"> Re-appointment of Shri Ashok Gupta (DIN : 00135288) as Managing Director of the Company.

There were no matters required to be dealt/ passed by the Company through postal ballot, in any of the aforesaid meetings, as required under the provisions of Section 110 of the Companies Act, 2013.

9. Disclosures

i. Related Party Transactions

There were no significant transactions of material nature with the related parties viz. Promoters, Directors or the Management or their subsidiaries or relatives during the year that have potential conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS-18) have been made in the Annual Report. A statement in summary form of transactions with related parties in the ordinary course of business and arm's length basis is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

As required the LODR Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company (Weblink:<http://www.jaykayenterprises.com>).

There is no pecuniary relationship or transaction of non-executive director *vis-à-vis* the Company that have potential conflict with the interest of the Company at large.

ii. Details of non-compliance by the Company, penalties etc.

No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

iii. Whistle Blower Policy

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and the LODR Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimisation of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee.

The Whistle Blower Policy is available on the website of the Company (Weblink:<http://www.jaykayenterprises.com>).

iv. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

v. Risk Management

Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Board. The Risk Management Policy is available on the website of the Company (Weblink:<http://www.jaykayenterprises.com>).

vi. Insider Trading

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 a comprehensive code of conduct for prevention and regulation of trading in the Company's share by insiders is in vogue. The Code prohibits the purchase or sale of Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company. The Insider Trading Policy is available on the website of the Company (Weblink:<http://www.jaykayenterprises.com>).

10. Code of Conduct

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors, Executives as well as Non-executives and members of the Senior Management.

A copy of the Code has been put on the Company's website www.jaykayenterprises.com. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them.

A declaration signed by the Managing Director in this regard is given below:

"I hereby confirm that:

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Company's Code of Business Conduct and Ethics for the year ended 31st March, 2017. (Ashok Gupta)

Managing Director

11. Means of Communications

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchange in accordance with LODR Regulation and the same are published regularly in the newspapers.

All vital information relating to the Company and its performance, including quarterly/half yearly results etc. are being simultaneously posted on Company's website www.jaykayenterprises.com and are also available on the website of the Bombay Stock Exchange Ltd.

12. General Shareholders Information

a) Address for Correspondence

Mr. Prabhat Kumar Mishra
Manager (Legal) & Company Secretary
M/s Jaykay Enterprises Ltd.,
(Formerly J. K. Synthetics Ltd.)
Kamla Tower, Kanpur – 208001
Telephone No. : (0512) 2371478 – 81
Fax : (0512) 2332665/2399854
Email : prabhat.mishra@jkcement.com; jkshr@jkcement.com
Website : www.jaykayenterprises.com

b) Annual General Meeting

Date & Time : Wednesday, the 26th July, 2017 at 11.30 AM
Venue : The Auditorium of Dr. Gaur Hari Singhania
Institute of Management & Research,
Kamla Nagar, Kanpur-208005

c) Financial Calendar (Tentative)

- (a) First Quarter Results – On or before 14th August, 2017
- (b) Second Quarter Results – On or before 14th November, 2017
- (c) Third Quarter Results – On or before 14th February, 2018
- (d) Results for the year ending – On or before 30th May, 2018
31st March, 2018

d) Date of Book Closure

July 19, 2017 to July 26, 2017 (both days inclusive)

e) Dividend payment date : No dividend is proposed.

f) Listing on Stock Exchanges/Stock Code

The details regarding payment of listing fee to Stock Exchanges are given below :

Name of Stock Exchange	Listing Fee paid upto	Stock Code No.
The Bombay Stock Exchange Ltd., Mumbai	2016-2017	500306

Pursuant to SEBI's Exit Order dated 09.06.2015, the Uttar Pradesh Stock Exchange (UPSE) was allowed exit through voluntary surrender of de-recognition. Accordingly UPSE ceased to be a Stock Exchange. Therefore the listing agreements with the said Stock Exchange came to an end.

g) ISIN Number

The ISIN No. of the Company is INE 903A01025.

h) Stock Market Data

The monthly high / low share prices during the year 2016-17 are as follows :

Month	Price Quoted		BSE Sensex	
	High Rs.	Low Rs.	High	Low
April, 2016	4.34	3.53	26,100.54	24,523.20
May, 2016	4.98	3.80	26,837.20	25,057.93
June, 2016	5.80	3.85	27,105.41	25,911.33
July, 2016	5.74	4.22	28,240.20	27,034.14
August, 2016	6.35	4.39	28,532.25	27,627.97
September, 2016	5.00	3.60	29,077.28	27,716.78
October, 2016	4.83	3.34	28477.65	27,488.30
November, 2016	5.27	3.74	28,029.80	25,717.93
December, 2016	6.25	4.22	26,803.76	25,753.74
January, 2017	6.80	5.10	27,980.39	26,447.06
February, 2017	6.25	5.01	29,065.31	27,590.10
March, 2017	8.70	5.52	29,824.62	28,716.21

i) Registrar & Share Transfer Agents

The Company has a full-fledged in-house Share Registry, which provides all services for share transfer activities both in physical and dematerialization segment at single point as per common agency concept of SEBI.

j) Share Transfer System

Share Transfer work and other activities of physical segment as well as



dematerialisation/rematerialisation of shares in electronic segment is attended in-house within the prescribed period under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Depository guidelines, the share transfer activities in physical segment are approved/ratified by the Committee of Directors which meets periodically.

k) Distribution of Shareholding as on 31st March, 2017

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	95235	94.98	6467813	17.42
501 to 1000	2438	02.43	1987335	5.35
1001 to 2000	1217	01.21	1801530	4.85
2001 to 3000	587	00.58	1484050	4.00
3001 to 4000	175	00.17	627131	1.69
4001 to 5000	180	00.18	869922	2.34
5001 to 10000	235	00.24	1771058	4.77
10001 and above	205	00.21	22125913	59.58
Total	100272	100.00	37134752	100.00

l) Category of Shareholders as on 31st March 2017

Category	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Promoters and Promoter Group	17	00.02	9264720	24.95
Mutual Funds/ UTI	14	00.01	100838	00.27
Financial Institutions/ Banks	104	00.11	58372	00.16
Insurance Companies	5	00.00	1459802	03.93
Foreign Institutional Investors	15	00.01	100327	00.27
Bodies Corporate	763	00.76	5180074	13.95
Individuals	99238	98.97	20124842	54.19
Others	116	00.12	845777	02.28
Total	100272	100.00	37134752	100.00

m) Dematerialization of Equity Shares

3,35,30,012 Equity Shares of the face value of Re. 1/- each representing 90.29% of the paid up Equity Capital of the Company have been dematerialized till 31.03.2017.

For and on Behalf of the Board
Ashok Gupta Dr. Krishna Behari Agarwal
Managing Director Director
Place : Kanpur DIN-00135288 DIN-00339934
Date : 18.05.2017

MANAGING DIRECTOR/CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of **Jaykay Enterprises Limited** ("the Company") to the best of our knowledge and belief certify that:

- A. We have reviewed Standalone & Consolidated Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2017 and that to the best of our knowledge and belief, we state that:
- these Statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Business Conduct.

Place : Kanpur
Date : 18.05.2017

- C. We are responsible for establishing and maintaining Internal Controls for Financial Reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
- significant changes, if any, in Internal Control over Financial Reporting during the year;
 - significant changes, if any, in the Accounting Policies during the year and that the same has been disclosed in the Notes to the Financial Statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's Internal Control System over the Financial Reporting.

Yours Faithfully

For Jaykay Enterprises Limited
Sd/- Ashok Gupta Sd/- Chandra Prakash Agarwal
Managing Director Sr. General Manager (Taxation) & CFO
DIN : 00135288

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JAYKAY ENTERPRISES LIMITED

We have examined the compliance of conditions of Corporate Governance by JAYKAY ENTERPRISES LIMITED ("the Company") for the year ended 31 March 2017, as per regulations 17-27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conduct our examination in accordance with the guidance note on reports or certificates for special purpose (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that

Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement / Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Kanpur
Date : 18.05.2017

For P. L. TANDON & CO.
Chartered Accountants
Firm Registration No. 000186C
P. P. SINGH
(Partner)
(Membership No. 072754)

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF JAYKAY ENTERPRISES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of JAYKAY ENTERPRISES LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1- As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
- 2- As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) amendments Rules-2016.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – (Refer Note No. 26A to the financial statements);
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management. – Refer Note No 26.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C
P.P. SINGH
Partner
Membership No. 072754

Place : Kanpur
Dated : 18.05.2017



**ANNEXURE-A TO THE INDEPENDENT
AUDITORS' REPORT**
Re : JAYKAY ENTERPRISES LIMITED

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March, 2017, we report that:

- i. In respect of its Fixed Assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.
- (b) Fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of the immovable properties are held in the name of the Company. However, the company does not hold title deeds of buildings, details given below:
- Total No. of Cases : 4
- Gross Block : Rs. 2,59,72,051
- Net Block : Rs. 50,52,370
- ii. In respect of its Inventories :
- The Company has stock in trade of Land and Building only and, therefore, the provisions of clause 3(ii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company
- iii. In respect of loans, secured or unsecured, granted by the Company to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013, according to the information and explanations given to us:
- The Company has not granted any loan to Companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the provisions of the Companies (Auditor's Report) order, 2016, are not applicable to the company.
- iv. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. In our opinion and according to information and explanations given to us, the company has not accepted any deposits within the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act , 2013 , therefore , the provisions the Companies (Auditor's Report) order, 2016, are not applicable to the company.
- vi. No manufacturing activities have been carried out during the year, the provisions of clause 3(vi) of the Companies (Auditor's Report) Order, 2016 are, therefore, not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory and other dues:
- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of custom , duty of excise, value added tax , cess and any other statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance,

income tax, sales tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues were in arrear as at 31st March, 2017 for a period more than six months from the date they became payable.

- (b) According to the records of the company, income tax, sales tax, wealth tax, service tax, duty of custom , duty of excise, value added tax and cess which have not been deposited on account of any dispute, are as follows :-

Name of Statute	Nature of the Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where dispute is pending
Central Excise & Custom Duty	Custom duty	842.61	1985-86 & 1986-87	Custom Department, Mumbai.

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution and banks.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transaction with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and on our examination of the records of the Company, the Company has not entered in to non cash transactions with directors or person connected with them. Accordingly 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under 45 -IA of the Reserve Bank of India Act 1934.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C
P.P. SINGH
Partner
Membership No. 072754

Place : Kanpur
Dated : 18.05.2017

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JAYKAY ENTERPRISES LIMITED ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Kanpur
Dated : 18.05.2017

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C
P.P. SINGH
Partner
Membership No. 072754



BALANCE SHEET as at 31st March, 2017

	Note No.	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	37,134,752	37,134,752
(b) Reserves and Surplus	2	376,058,536	363,165,188
		<u>413,193,288</u>	<u>400,299,940</u>
Current Liabilities			
(a) Trade Payables	3	996,538	110,584
(b) Other Current Liabilities	4	12,928,826	13,125,438
(c) Short-Term Provisions	5	6,493,212	5,845,855
		<u>20,418,576</u>	<u>19,081,877</u>
		<u>433,611,864</u>	<u>419,381,817</u>
II. ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment - Tangible Assets	6	11,771,125	8,032,296
(b) Non-Current Investments	7	15,771,272	15,786,907
		<u>27,542,397</u>	<u>23,819,203</u>
Current Assets			
(a) Inventories	8	2,570,592	2,570,592
(b) Cash and Cash Equivalents	9	220,272,879	256,537,695
(c) Short-Term Loans and Advances	10	178,457,507	129,072,670
(d) Other Current Assets	11	4,768,489	7,381,657
		<u>406,069,467</u>	<u>395,562,614</u>
		<u>433,611,864</u>	<u>419,381,817</u>

Accounting Policies and Notes to the financial statements 1 to 28

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH

Partner

Kanpur

Dated : 18th May, 2017

PRABHAT KUMAR MISHRA

Company Secretary

ASHOK GUPTA

Managing Director

C. P. AGARWAL

Chief Finance Officer

K. B. AGARWAL

A. K. DALMIA

R. K. TANDON

} Directors

PROFIT & LOSS STATEMENT For the year ended 31st March, 2017

	Note No.	Year Ended 31st March, 2017 (₹)	Year Ended 31st March, 2016 (₹)
Revenue from Operations	12	3,025,000	3,025,000
Other Income	13	58,917,343	55,264,219
Total Revenue		61,942,343	58,289,219
Expenses:			
Employee Benefits Expense	14	17,550,685	16,206,521
Finance Cost	15	8,773	820,879
Other Expenses	16	27,165,843	26,788,550
Depreciation		744,365	866,228
Total Expenses		45,469,666	44,682,178
Profit before Tax		16,472,677	13,607,041
Tax Expense:			
- Current Tax		3,564,650	2,538,730
- Tax Adjustment of Earlier Year		14,679	
Profit for the year		12,893,348	11,068,311
Earnings Per Equity Share of ₹ 1/- each			
(1) Basic & Diluted		0.35	0.30
Accounting Policies and Notes to the financial statements	1 to 28		

As per our Report of even date attached
For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH
Partner

Kanpur
Dated : 18th May, 2017

PRABHAT KUMAR MISHRA
Company Secretary

ASHOK GUPTA
Managing Director
C. P. AGARWAL
Chief Finance Officer

K. B. AGARWAL
A. K. DALMIA
R. K. TANDON } Directors



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	2016-2017 (₹)	2015-2016 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before Tax as per Profit & Loss Account	16,472,677	13,607,041
Adjusted for		
Depreciation	744,365	866,228
Interest	8,773	820,879
Interest Received	(43,562,190)	(42,439,120)
Dividend Income	(129,569)	(1,234,429)
Loss/Assets Written Off	56,277	285,182
Provisions / Balances written back	(1,538,311)	(71,902)
Profit on sale of Investment (Net)	(1,398,716)	(19,748)
Operating Profit/(Loss) before Working Capital Changes	(29,346,694)	(28,185,869)
Adjusted for		
(Increase)/Decrease in Loans & Advances	(56,916,145)	(52,698,549)
Increase/(Decrease) in Trade Payables & Other Liabilities	2,875,010	353,113
Cash Generated from Operations	(83,387,829)	(80,531,305)
Refund / (Income Tax Payment)	8,165,224	(1,445,322)
Net Cash Used in Operating Activities	(75,222,605)	(81,976,627)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Fixed Assets	(4,543,471)	(87,813)
Sale of Investments (Net)	1,414,351	20,798
Interest Income	41,962,113	44,567,452
Dividend Income	129,569	1,234,429
Sale of Assets	4,000	-
Net Cash From Investing Activities	38,966,562	45,734,866
C. CASH FLOW USED IN FINANCING ACTIVITIES		
Interest Paid	(8,773)	(820,879)
Net Cash Used In Financing Activities	(8,773)	(820,879)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(36,264,816)	(37,062,640)
Opening Balance of Cash and Cash Equivalents	256,537,695	293,600,335
Closing Balance of Cash and Cash Equivalents	220,272,879	256,537,695

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH

Partner

Kanpur

Dated : 18th May, 2017

PRABHAT KUMAR MISHRA

Company Secretary

ASHOK GUPTA

Managing Director

C. P. AGARWAL

Chief Finance Officer

K. B. AGARWAL

A. K. DALMIA

R. K. TANDON

} Directors

Notes on Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 1		
SHARE CAPITAL		
AUTHORISED		
125000000 Equity Shares of ₹ 1/- each	1,250,000,000	1,250,000,000
200000 Cumulative Redeemable Preference Shares		
200000 11 % of ₹ 100/- each	20,000,000	20,000,000
600000 14 % of ₹ 100/- each	60,000,000	60,000,000
200000 15 % of ₹ 100/- each	20,000,000	20,000,000
500000 Unclassified Shares of ₹ 100/- each	50,000,000	50,000,000
	1,400,000,000	1,400,000,000
ISSUED, SUBSCRIBED & PAID UP		
37134752 Equity Shares of ₹ 1/- each	37,134,752	37,134,752
	37,134,752	37,134,752
- Reconciliation of the number of shares outstanding is set out below :-		
- Equity Shares at the beginning of the year	: 37134752	
- Equity Shares at the end of the year	: 37134752	
- Equity Shares held by each shareholder holding more than 5% shares in the year :-		
	Current Year	(Prev. Year)
1. Smt. Sushila Devi Singhania	3,224,000 8.68%	2,402,712 6.47%
2. J. K. Traders Ltd.	3,000,000 8.08%	2,244,366 6.04%
3. Shri Yadu Pati Singhania	2,048,535 5.52%	2,007,555 5.41%
NOTE # 2		
RESERVES AND SURPLUS		
SURPLUS		
As per last Balance Sheet	363,165,188	352,096,877
Add : Balance as per Profit & Loss Statement	12,893,348	11,068,311
	376,058,536	363,165,188
NOTE # 3		
TRADE PAYABLES		
Sundry Creditors	996,538	110,584
	996,538	110,584
NOTE # 4		
Other Current Liabilities		
i. Other Payables	5,182,259	5,224,505
ii. Security Deposits	450,000	450,000
iii. Amount payable to Debenture holders/Preference Shares holders *	7,296,567	7,450,933
	12,928,826	13,125,438
* These amounts have been claimed by Debentures/Preference Shares holders but held in abeyance due to non-completion of legal formalities. Other payables include Employees Liabilities, Statutory dues etc.		



Notes on Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 5		
Short-Term Provisions		
Provision for Employees Benefits	6,493,212	5,845,855
	<u>6,493,212</u>	<u>5,845,855</u>

NOTE # 6

Property, Plant & Equipment as on 31st March, 2017

Sl. No.	Particulars	GROSS BLOCK			Total As on 31.03.2017	DEPRECIATION BLOCK			NET BLOCK		
		Cost As on 01.04.2016	Additions During the Year	Sale/ Adjustments During the Year		Upto 01.04.2016	For the year	Adjustments	Upto 31.03.2017	Net Carrying Amount As on 31.03.2017	Net Carrying Amount As on 31.03.2016
1.	Leasehold Land	44,436	-	-	44,436	6,951	-	-	6,951	37,485	37,485
2.	Buildings	27,917,802	4,416,988	-	32,334,790	21,702,275	271,277	-	21,973,552	10,361,238	6,215,527
3.	Plant & Equipment	3,960,345	126,483	1,205,525	2,881,303	3,150,589	310,617	1,145,248	2,315,958	565,345	809,756
4.	Furniture & Fixtures and Office Equipment	196,844	-	-	196,844	72,281	20,387	-	92,668	104,176	124,563
5.	Vehicle	2,039,910	-	-	2,039,910	1,194,945	142,084	-	1,337,029	702,881	844,965
	TOTAL	34,159,337	4,543,471	1,205,525	37,497,283	26,127,041	744,365	1,145,248	25,726,158	11,771,125	8,032,296
	Previous Year	34,409,585	87,813	338,061	34,159,337	25,313,692	866,228	52,879	26,127,041	8,032,296	-

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 7		
Non-Current Investments		
Investments (As per Annexure) :-		
- Quoted	19,281,754	19,297,389
- Unquoted	94,737,167	94,737,167
	<u>114,018,921</u>	<u>114,034,556</u>
<i>Less : Provision for diminution in value of investments</i>	<u>98,247,649</u>	<u>98,247,649</u>
	<u>15,771,272</u>	<u>15,786,907</u>
Aggregate value		
Aggregate market value of quoted investments	225,077,877	149,204,149

NOTE # 8

Inventories

Stock-in-Trade (Land & Building)

	2,570,592	2,570,592
	<u>2,570,592</u>	<u>2,570,592</u>

Notes on Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 9		
Cash and Cash Equivalents		
i. Cheques in Hand	2,018,096	2,858,832
ii. Cash in Hand	36,464	50,144
iii. Balance with Banks	8,072,177	3,968,556
iv. Deposit Accounts (Includes ₹11,869,057/- (Previous year ₹ 21,769,057/-) pledged with banks for Overdraft and others commitments)	210,146,142	249,660,163
	220,272,879	256,537,695
NOTE # 10		
Short-Term Loans and Advances		
Unsecured, considered Good Unless otherwise Stated		
i. Inter Corporate Deposits	160,000,000	110,000,000
ii. Others	11,127,626	4,289,724
iii. Prepaid Expenses	172,422	175,701
iv. Deposits	1,315,268	1,233,746
v. Income Tax (Net of Provision)	5,842,191	13,373,499
	178,457,507	129,072,670
NOTE # 11		
Other Current Assets		
Interest Accrued on Deposits	4,768,489	7,381,657
	4,768,489	7,381,657
	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
NOTE # 12		
Revenue From Operations		
Registrar & Transfer Agent Services	3,025,000	3,025,000
	3,025,000	3,025,000
NOTE # 13		
Other Income		
Interest Income *	43,562,190	42,439,120
Dividend Income	129,569	1,234,429
Profit on sale of Investments	1,398,906	19,748
Rent	11,999,367	11,252,900
Miscellaneous Income (Includes ₹ 200,000/- (Prev. Year ₹ 200,000/-) old Debts recovered)	1,827,311	318,022
* Includes ₹ 12,730,589/- (Prev. Year ₹ 19,155,542/-)		
Interest on Fixed Deposit with Banks	58,917,343	55,264,219
	58,917,343	55,264,219
NOTE # 14		
Employee Benefit Expenses		
Salaries & Wages	12,794,893	11,885,579
Contribution to Provident Fund and Other Funds	2,913,167	2,408,151
Staff Welfare Expenses	1,842,625	1,912,791
	17,550,685	16,206,521



Notes on Financial Statements for the year ended 31st March, 2017

	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
NOTE # 15		
Finance Cost		
Interest Expenses	8,773	820,879
	<u>8,773</u>	<u>820,879</u>
NOTE # 16		
Other Expenses		
Insurance	709,074	623,614
Rent	1,812,465	2,412,465
Lease Rent	261,297	164,914
Rates & Taxes	740,150	719,477
Directors' Fee	204,000	177,000
Auditors' Remuneration		
– Audit Fee	50,000	50,000
– Other Services	17,500	20,000
Loss on Sale/Disposal of Fixed Assets	450	285,182
Loss on Sale of Investments	190	–
Miscellaneous Expenses #	23,370,717	22,335,898
	<u>27,165,843</u>	<u>26,788,550</u>
Miscellaneous Expenses Includes #		
Subscription to Periodical & Journal - Foreign	272,557	–
Courier Service Expenses	268,836	414,096
Telephone Expenses	165,414	153,475
Travelling Expenses	1,088,578	370,494
Conveyance Expenses	146,034	104,597
Advertisement Other Than Sales Promotion	592,499	345,122
Transport Expenses	970,977	1,002,273
Office Running / Upkeeping Expenses	1,017,316	976,722
Electricity Charges	4,789,344	4,744,598
Establishment Expenses	2,477,956	2,609,761
Security Services Charges	1,176,697	1,490,405
Retainer Fee	1,523,600	1,338,367
Legal Expenses	2,519,775	3,024,222
Compensation	448,117	1,758,198
Repairs & Maintenance Expenses	1,477,319	1,536,403
Printing & Stationary	667,646	825,998
Annual Custody Fee	299,009	406,857
Charges General	360,951	275,471
Other Professional Charges	1,166,750	159,100
Other Professional Charges (Foreign Currency)	1,205,496	–
Listing Fee	200,000	200,000
Service Maintenance, Gen Cleaning Exps.	154,575	165,012

Notes on Financial Statements for the year ended 31st March, 2017

17. (a). Deferred Tax assets have not been recognised, considering the principle of virtual certainty as stated in the Accounting Standard AS-22 – Accounting for Taxes on Income.

(b). In view of brought forward losses and unabsorbed depreciation, the entry for MAT credit entitlement has not been accounted for.

18. Earning per share (EPS):

	2016-17 (Amount / ₹)	2015-16 (Amount / ₹)
a) Net Profit(+)/Loss(-) available for Equity Share holders Before Extra Ordinary Items (Numerator used for calculation)	12,893,348	11,068,311
b) Number of Equity Shares (Denominator used for calculating EPS)	37,134,752	37,134,752
c) Basic and Diluted earnings per Equity Share of ₹ 1/- each		
i) Before Extra ordinary items	₹ 0.35	₹ 0.30
ii) After Extra ordinary items.	₹ 0.35	₹ 0.30

19. Segment Reporting

The Company has income from other sources only. Hence, no segment wise information is being furnished.

20. Related Parties Disclosures :

List of related parties with whom transactions have taken place during the year:

A. Associate Company :

J. K. Cotton Ltd.
(Formerly J.K. Cotton Spg. & Wvg. Mills Co. Ltd.)

B. Key Management Personnel :

1. Shri Ashok Gupta	Managing Director
2. Shri C. P. Agarwal	Chief Finance Officer
3. Shri Prabhat Kumar Mishra	Company Secretary

C. Entities over promoters have significant influence :

J.K.Cement Ltd.

D. Directors :

1. Smt. Vidhi Nidhipati Singhania
2. Dr. Krishna Behari Agarwal
3. Shri Ravindra Kumar Tandon
4. Shri Anil Kumar Dalmia
5. Shri Kedar Nath Mehrotra

Details of Transactions are as follows:

1. Remuneration

Key Management Personnel

Shri Ashok Gupta	₹ 2,753,440/-
Shri C. P. Agarwal	₹ 1,673,134/-
Shri Prabhat Kumar Mishra	₹ 1,130,179/-

2. Rent, Interest and other expenses paid

Rent, Expenses recovered and Services rendered

(i) Associate Company	₹ 1,855,069/-
(ii) J.K.Cement Ltd.	₹ 13,278,363/-
3. Sitting Fee paid to Directors	₹ 204,000/-

21. Based on the information available with the company regarding status of suppliers as defined under MSMED Act, 2006, there is no amount payable to the Micro, Small and Medium Enterprises.

22. Balances in suppliers and Deposit accounts taken as per books are subject to confirmation/reconciliation and consequential adjustments.

23. Previous year's figures have been recasted/regrouped wherever necessary to conform to the classification of the year.



	2016-17	2015-16
24. Expenditure in foreign currency		
1. Consultancy Fee	1,205,496	-
2. Travelling Expenses	135,303	-
3. Subscription to Periodical & journals	272,557	-
25. Earning in foreign exchange		
Dividend & Others	18,291	31150

26. Disclosures as required by notification No. 244 dated 30.03.2017 :-

Particulars	Specified bank Note	Others	Total
Closing cash in hand as on 08-11-2016	130,500	2,938	133,438
(+) Permitted receipts	-	238,000	238,000
(-) Permitted payments	-	165,191	165,191
(-) Amount deposited in Banks	130,500	-	130,500
Closing cash in hand as on 30-12-2016	-	75,747	75,747
		31.3.2017	31.3.2016
		(₹)	(₹)

26-A. CONTINGENT LIABILITIES

(i) In respect of claims against the Company not acknowledged as debts.	Indeterminate	19,645,950
(ii) In respect of disputed demands, appeals pending with Appellate Authorities / Courts – no provision has been considered necessary by the Management : - Custom Duty and Penalty	87,260,769	87,260,769

27. DISCLOSURE IN TERMS OF AS-15 ARE AS UNDER:-

a) Defined contribution plan

Contribution to defined contribution plan recognised as expenses for the year 2016-17 are as under	₹ /lacs
Employer's contribution to Provident Fund	9.43
Employer's contribution to Pension Fund	2.00
Employer's contribution to Superannuation Fund	9.51

b) Defined benefit plan

The Employees Gratuity Fund Scheme managed by a Trust is a defined benefit Plan.
The present value of obligation is determined based on actuarial valuation using the projected unit credit method.
The obligation for leave encashment is recognised in the same manner as gratuity.

	Gratuity Funded		Leave encashment Unfunded	
	2016-2017 ₹/lacs	2015-2016 ₹/lacs	2016-2017 ₹/lacs	2015-2016 ₹/lacs
I. Expenses recognised in the Statement of Profit & Loss for the year ended				
1. Current Service Cost	3.23	3.71	0.30	0.25
2. Interest Cost	13.15	12.90	2.59	2.61
3. Expected return on plan assets	(14.38)	(13.77)	-	-
4. Past Service Cost	-	-	-	-
5. Actuarial(Gains)/Losses	2.15	0.26	3.67	(1.02)
6. Total employer expenses recognised in P & L	4.15	3.10	6.56	1.84
II. Net Asset/(Liability) recognised in the Balance Sheet as at 31.03.2017				
1. Present value of Defined Benefit Obligation	182.03	174.12	39.29	34.63
2. Fair value of plan assets	177.88	171.02	-	-
3. Funded status[Surplus/(Deficit)]	(4.15)	(3.10)	(39.29)	(34.63)
4. Net asset/(Liability)	(4.15)	(3.10)	(39.29)	(34.63)

III. Change in obligation during the year ended

1. Present value of Defined Benefit Obligation at beginning of the year	174.12	175.91	34.63	34.21
2. Current Service Cost	3.23	3.71	0.30	0.25
3. Interest Cost	13.15	12.90	2.59	2.61
4. Plan amendment cost/(credit)	-	-	-	-
5. Actuarial(Gains)/Losses	(1.67)	2.64	3.67	(1.02)
6. Benefits Payments	(6.80)	(21.04)	(1.90)	(1.42)
7. Present value of Defined Benefit Obligation at the end of the year.	182.03	174.12	39.29	34.63

IV. Change in Assets during the year ended

1. Plan assets at the beginning of the year	171.02	169.11	-	-
2. Expected return on plan assets	14.38	13.77	-	-
3. Contributions by Employer	3.10	6.80	1.90	1.42
4. Actual benefits paid	(6.80)	(21.04)	(1.90)	(1.42)
5. Actuarial Gains/(Losses)	(3.82)	2.38	-	-
6. Plan assets at the end of the year	177.88	171.02	-	-

V. Actuarial Assumptions:

1. Discount Rate	6.75%	7.70%	6.75%	7.70%
2. Expected rate of return on plan assets	8.50%	8.50%	N.A.	N.A.
3. Mortality	Indian Assured Lives Mortality (2006-08)			
4. Withdrawal Rate	1.00%	1.00%	1.00%	1.00%
5. Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%
6. Maximum limit	1000000/-	1000000/-	-	-

NOTE # 28

SIGNIFICANT ACCOUNTING POLICIES

1. Accounting Concepts

The Financial Statements are prepared under the historical cost convention on accrual basis and in accordance with the applicable mandatory Accounting Standards.

2. Property, Plant & Equipment

Gross Block of Fixed Assets is stated at Historical Cost.

3. Depreciation & Impairment of Loss

(a) Depreciation on Fixed Assets is provided at the Straight Line Method rates prescribed in Schedule II to the Companies Act, 2013.

(b) An impairment loss is recognised wherever the carrying amount of an asset exceeds its estimated recoverable amount.

4. Investments

Investments are stated at cost. Quoted investments purchased before 31.03.1990 are stated at book value based on market value as on 31.03.1990. Provision for diminution, other than temporary, is determined and made from time to time to recognise the decline in the value of investments.

5. Inventories

Inventories are stated "at cost or net realisable value, whichever is lower". Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost formula used are "First-in-First-out" or "Average Cost" as applicable.

6. Revenue Recognition

Revenue is generally recognised when no significant uncertainty as to its measurability or collectability exists.

7. Retirement benefits

The Company's contributions to Provident Fund and Superannuation Fund are charged to Profit & Loss Account. Contribution to Gratuity Fund and provision for Leave Encashment are made on the basis of Actuarial Valuation Report and charged to Profit & Loss Account.



NON CURRENT INVESTMENTS

ANNEXURE
Accounting Year 2016-17

Name of the Bodies Corporate	Face Value ₹/GBP(£)	31st March, 2017		31st March, 2016	
		No. of Shares	Book Value (₹)	No. of Shares	Book Value (₹)
QUOTED INVESTMENTS (FULLY PAID-UP)					
Bengal & Assam Company Ltd.	10/-	21571 Equity	2,570,308	21571 Equity	2,570,308
J.K. Lakshmi Cement Ltd.	5/-	407000 Equity	16,687,065	407000 Equity	16,687,065
State Bank of Mysore @	10/-	- -	-	200 Ordy.	2,180
Simplex Realty Ltd. @	10/-	- -	-	5 Ordy.	260
Simplex Mills Co. Ltd. @@	10/-	1 Equity	-	2 Equity	-
SIL Investments Ltd. @	10/-	- -	-	235 Equity	12,560
Kesoram Textile Mills Ltd.	2/-	337 Equity	-	337 Equity	-
Jessop & Company Ltd.	1/-	100 Ordy.	662	100 Ordy.	662
Mahindra & Mahindra Ltd. @	5/-	- -	-	1000 Ordy.	-
Howrah Mills Co.Ltd.	10/-	125 Equity	531	125 Equity	531
Fort Gloster Industries Ltd.	10/-	10 Ordy.	400	10 Ordy.	400
Gloster Ltd. @#	10/-	8 Ordy.	-	8 Ordy.	-
Auckland International Ltd.	10/-	198 Equity	213	198 Equity	213
Reliance Jute Mills (International) Ltd.	10/-	338 Equity	-	338 Equity	-
Speciality Papers Ltd. @	10/-	- -	-	50 Equity	200
New India Retailing & Investment Ltd.	10/-	525 Equity	22,575	525 Equity	22,575
Beard Sell Ltd. @	10/-	- -	-	30 Equity	435
		Total Quoted	19,281,754		19,297,389
UNQUOTED INVESTMENT					
J.K.Cotton Ltd. (Associates Company) (Formerly J.K.Cotton Spg.& Wvg.Mills Co.Ltd.)*	10/-	9510360 Equity	94,513,240	9510360 Equity	94,513,240
Param Shubham Vanijya Ltd.	10/-	1050 Equity	30,000	1050 Equity	30,000
Impex (India) Ltd.	10/-	3000 Ordy.	15,000	3000 Ordy.	15,000
Juggilal Kamlapat Udyog Ltd.	10/-	639 Equity	1,75,000	639 Equity	1,75,000
Sarnath Co-operative Housing Society Ltd.	50/-	20 Ordy.	1,000	20 Ordy.	1,000
Accurate Finman Services Ltd.	10/-	2532 Equity	-	2532 Equity	-
Barclays plc	1 £	144 Ordy. Stock	723	144 Ordy. Stock	723
Anil Bioplus Ltd.	10/-	1 Equity	-	1 Equity	-
RSA Insurance Group Plc	1 £	9 Shares	908	9 Shares	908
Kamarhatty Co.Ltd.	10/-	90 Equity	600	90 Equity	600
Unilever Plc	3-1/9 Pence	771 Ordy.Sh.	476	771 Ordy.Sh.	476
Diageo Plc	28-101/108 Pence	295 Ordy.Sh.	-	295 Ordy.Sh.	-
London & Associated Properties Plc	10 Pence	120 Ordy.	220	120 Ordy.	220
		Total Unquoted	94,737,167		94,737,167
		Grand Total	114,018,921		114,034,556

@ Shares sold during the year

@@ 1 Shares sold during the year

Bonus Shares of the Company received during the year

* De-listed w.e.f. 09.06.2015

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014.

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

PART "A" : Subsidiaries - NOT APPLICABLE

(Information in respect of each subsidiary to be presented with amount in ₹)

1. Sl.No.
2. Name of the subsidiary
3. Reporting period for the subsidiary concerned, if different from the holding company's reporting period.
4. Reporting currency and exchange rate as on the date of the relevant Financial year in the case of foreign subsidiaries.
5. Share Capital
6. Reserve & Surplus
7. Total Assets
8. Total Liabilities
9. Investments
10. Turnover
11. Profit before Taxation
12. Provision for Taxation
13. Profit after taxation
14. Proposed Dividend
15. % of Shareholding

Note : The following information shall be furnished at the end of the statement

1. Names of subsidiaries which are yet to commence operations.
2. Names of the subsidiaries which have been liquidated or sold during the year.

PART "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

Name of Associates Company	J. K. COTTON LTD.
1. Latest Audit Balance Sheet Date	31st MARCH, 2017
2. Shares of Associate Company held by the Company on the year ended	
- No. of Equity Shares	9510360
- Amount of Investment in Associates Company	94,513,240.00
- Extent of Holding %	40.34%
3. Description of how there is significant influence	Holding of more than 20 % of total Share Capital
4. Reason why the Associate Company is not Consolidated	Not Applicable
5. Networth attributable to Shareholding as per latest Balance Sheet	375,660,200.00
6. Profit/(Loss) for the year	
i. Considered in Consolidation	3,935,364.00
ii. Not Considered in Consolidation	-

Notes : The following information shall be furnished at the end of the statement :

1. Names of subsidiaries which are yet to commence operations.
2. Names of the subsidiaries which have been liquidated or sold during the year. } Not Applicable

: This Form is to be certified in the same manner in which the Balance Sheet is to be certified

For and on behalf of the Board of Directors

ASHOK GUPTA
Managing Director
DIN-00135288

K. B. AGARWAL
Director
DIN-00339934

R. K. TANDON
Director
DIN-00159472

ANIL KUMAR DALMIA
Director
DIN-00789089

Dated : 18th May, 2017

Place : Kanpur

C. P. AGARWAL
Chief Finance Officer

PRABHAT KUMAR MISHRA
Company Secretary
M. No. A29900



INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF JAYKAY ENTERPRISES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of JAYKAY ENTERPRISES LIMITED (hereinafter referred to as "the Company") and its associate entity, comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its associate entity in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

The respective Board of Directors of the companies included in the Company and of its associate entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of consolidated financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company and its associate entity as at 31st March, 2017, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act and Companies (Accounting Standards) amendments Rules-2016.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 and taken on record by the Board of Directors of the Holding Company, none of the directors of the company and its associate entity is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure "A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position. (Refer Note "19" to the consolidated financial statements).
 - ii. The Company, and its associate entity did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate entity.
 - iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C
P. P. SINGH
Partner
Membership No. 072754

Place : Kanpur
Dated : 18.05.2017

ANNEXURE – “A” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF JAYKAY ENTERPRISES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated financial statements of the company as of and for the year ended 31st March, 2017, we have audited the internal financial controls over financial reporting of JAYKAY ENTERPRISES LIMITED (“the Company”) and its associates entity as of that date.

Management’s Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate entity are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The

procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s and its associate entity internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company and its associate entity has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For P.L. TANDON & CO.
Chartered Accountants
Firm Reg. No. 000186C
P. P. SINGH
Partner
Membership No. 072754

Place : Kanpur
Dated : 18.05.2017



CONSOLIDATED BALANCE SHEET as at 31st March, 2017

	Note No.	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	37,134,752	37,134,752
(b) Reserves and Surplus	2	655,971,947	675,699,115
		<u>693,106,699</u>	<u>712,833,867</u>
Current Liabilities			
(a) Trade Payables	3	996,538	110,584
(b) Other Current Liabilities	4	12,928,826	13,125,438
(c) Short-Term Provisions	5	6,493,212	5,845,855
		<u>20,418,576</u>	<u>19,081,877</u>
		<u>713,525,275</u>	<u>731,915,744</u>
II. ASSETS			
Non-Current Assets			
(a) Property, Plant & Equipment			
– Tangible Assets	6	11,771,125	8,032,296
(b) Non-Current Investments	7	295,684,683	328,320,834
		<u>307,455,808</u>	<u>336,353,130</u>
Current Assets			
(a) Inventories	8	2,570,592	2,570,592
(b) Cash and Cash Equivalents	9	220,272,879	256,537,695
(c) Short-Term Loans and Advances	10	178,457,507	129,072,670
(d) Other Current Assets	11	4,768,489	7,381,657
		<u>406,069,467</u>	<u>395,562,614</u>
		<u>713,525,275</u>	<u>731,915,744</u>

Accounting Policies and Notes to the financial statements 1 to 21

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH

Partner

Kanpur

Dated : 18th May, 2017

PRABHAT KUMAR MISHRA

Company Secretary

ASHOK GUPTA

Managing Director

C. P. AGARWAL

Chief Finance Officer

K. B. AGARWAL

A. K. DALMIA

R. K. TANDON

} Directors

CONSOLIDATED PROFIT & LOSS STATEMENT For the year ended 31st March, 2017

	Note No.	Year Ended 31st March, 2017 (₹)	Year Ended 31st March, 2016 (₹)
Revenue from Operations	12	3,025,000	3,025,000
Other Income	13	62,852,707	118,015,376
Total Revenue		65,877,707	121,040,376
Expenses:			
Employee Benefits Expense	14	17,550,685	16,206,521
Finance Cost	15	8,773	820,879
Other Expenses	16	27,165,843	26,788,550
Depreciation		744,365	866,228
Total Expenses		45,469,666	44,682,178
Profit before Tax		20,408,041	76,358,198
Tax Expense:			
– Current Tax		3,564,650	2,538,730
– Tax Adjustment of Earlier Year		14,679	–
Profit for the year		16,828,712	73,819,468
Earnings Per Equity Share of ₹ 1/- each			
(1) Basic & Diluted		0.45	1.99
Accounting Policies and Notes to the financial statements	1 to 21		

As per our Report of even date attached
For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH
Partner

Kanpur
Dated : 18th May, 2017

PRABHAT KUMAR MISHRA
Company Secretary

ASHOK GUPTA
Managing Director
C. P. AGARWAL
Chief Finance Officer

K. B. AGARWAL
A. K. DALMIA
R. K. TANDON } Directors



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

2016-2017
(₹)

A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit / (Loss) before Tax as per Profit & Loss Account		20,408,041
Adjusted for		
Adjustment in Capital Reserve	(36,555,880)	
Depreciation	744,365	
Interest	8,773	
Interest Received	(43,562,190)	
Dividend Income	(129,569)	
Loss/Assets Written Off	56,277	
Provisions / Balances Written back	(1,538,311)	
Profit on sale of Investment (Net)	(1,398,716)	(82,375,251)
Operating Profit/(Loss) before Working Capital Changes		(61,967,210)
Adjusted for		
(Increase)/Decrease in Loans & Advances	(56,916,145)	
Increase/(Decrease) in Trade Payables & Other Liabilities	2,875,010	(54,041,135)
Cash Generated from Operations		(116,008,345)
Refund /(Income Tax Payment)		8,165,224
Net Cash Used in Operating Activities		(107,843,121)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Acquisition of Fixed Assets		(4,543,471)
Sale of Investments (Net)		34,034,867
Interest Income		41,962,113
Dividend Income		129,569
Sale of Assets		4,000
Net Cash From Investing Activities		71,587,078
C. CASH FLOW USED IN FINANCING ACTIVITIES		
Interest Paid		(8,773)
Net Cash Used In Financing Activities		(8,773)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(36,264,816)
Opening Balance of Cash and Cash Equivalents		256,537,695
Closing Balance of Cash and Cash Equivalents		220,272,879

Note : This is the first accounting year of consolidated cash flow statement and therefore previous year's figure are not applicable.

As per our Report of even date attached

For P. L. TANDON & Co.,
Chartered Accountants

P. P. SINGH

Partner

Kanpur

Dated : 18th May, 2017

ASHOK GUPTA

Managing Director

C. P. AGARWAL

Chief Finance Officer

K. B. AGARWAL

A. K. DALMIA

R. K. TANDON

Directors

Notes on Consolidated Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 1		
SHARE CAPITAL		
AUTHORISED		
125000000 Equity Shares of ₹ 1/- each	1,250,000,000	1,250,000,000
200000 11 % of ₹ 100/- each	20,000,000	20,000,000
600000 14 % of ₹ 100/- each	60,000,000	60,000,000
200000 15 % of ₹ 100/- each	20,000,000	20,000,000
500000 Unclassified Shares of ₹ 100/- each	50,000,000	50,000,000
	1,400,000,000	1,400,000,000
ISSUED, SUBSCRIBED & PAID UP		
37134752 Equity Shares of ₹ 1/- each	37,134,752	37,134,752
	37,134,752	37,134,752
- Reconciliation of the number of shares outstanding is set out below :-		
- Equity Shares at the beginning of the year	: 37134752	
- Equity Shares at the end of the year	: 37134752	
- Equity Shares held by each shareholder holding more than 5% shares in the year :-		
	Current Year	(Prev. Year)
1. Smt. Sushila Devi Singhania	3,224,000 8.68%	2,402,712 6.47%
2. J. K. Traders Ltd.	3,000,000 8.08%	2,244,366 6.04%
3. Shri Yadu Pati Singhania	2,048,535 5.52%	2,007,555 5.41%
NOTE # 2		
RESERVES AND SURPLUS		
Capital Reserve		
As per last Balance Sheet	551,179,286	-
Add : Share of Associate Company	-	551,179,286
Less : Transfer to Profit & Loss A/c.	36,555,880	-
	514,623,406	551,179,286
Capital Redemption Reserve		
As per last Balance Sheet	1,285,555	-
Add : Share of Associate Company	-	1,285,555
	1,285,555	1,285,555
Share Premium Account		
As per last Balance Sheet	8,470,855	-
Add : Share of Associate Company	-	8,470,855
	8,470,855	8,470,855
SURPLUS		
As per last Balance Sheet	114,763,419	363,165,188
Add(+)/Deduct(-) Share of Associate Company	-	(248,401,769)
Balance in Profit & Loss Statement	16,828,712	-
	131,592,131	114,763,419
Profit(+)/ Loss(-) for the Year	655,971,947	675,699,115



Notes on Consolidated Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 3		
TRADE PAYABLES		
Sundry Creditors	996,538	110,584
	<u>996,538</u>	<u>110,584</u>
NOTE # 4		
Other Current Liabilities		
i. Other Payables	5,182,259	5,224,505
ii. Security Deposits	450,000	450,000
iii. Amount payable to Debenture holders/Preference Shares holders *	7,296,567	7,450,933
	<u>12,928,826</u>	<u>13,125,438</u>
* These amounts have been claimed by Debentures/Preference Shares holders but held in abeyance due to non-completion of legal formalities. Other payables include Employees Liabilities, Statutory dues etc.		
NOTE # 5		
Short-Term Provisions		
i. Provision for Employees Benefits	6,493,212	5,845,855
	<u>6,493,212</u>	<u>5,845,855</u>
NOTE # 6		

Property, Plant & Equipment as on 31st March, 2017

Sl. No.	Particulars	GROSS BLOCK			DEPRECIATION BLOCK				NET BLOCK		
		Cost As on 01.04.2016	Additions During the Year	Sale/ Adjust-ments During the Year	Total As on 31.03.2017	Upto 01.04.2016	For the year	Adjust-ments	Upto 31.03.2017	Net Carrying Amount As on 31.03.2017	Net Carrying Amount As on 31.03.2016
1.	Leasehold Land	44,436	-	-	44,436	6,951	-	-	6,951	37,485	37,485
2.	Buildings	27,917,802	4,416,988	-	32,334,790	21,702,275	271,277	-	21,973,552	10,361,238	6,215,527
3.	Plant & Equipment	3,960,345	126,483	1,205,525	2,881,303	3,150,589	310,617	1,145,248	2,315,958	565,345	809,756
4.	Furniture & Fixtures and Office Equipment	196,844	-	-	196,844	72,281	20,387	-	92,668	104,176	124,563
5.	Vehicle	2,039,910	-	-	2,039,910	1,194,945	142,084	-	1,337,029	702,881	844,965
	TOTAL	34,159,337	4,543,471	1,205,525	37,497,283	26,127,041	744,365	1,145,248	25,726,158	11,771,125	8,032,296
	Previous Year	34,409,585	87,813	338,061	34,159,337	25,313,692	866,228	52,879	26,127,041	8,032,296	-

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 7		
Long Term Investments in Equity Instruments		
- Quoted	19,281,754	19,297,389
- Unquoted	374,650,578	407,271,094
	<u>393,932,332</u>	<u>426,568,483</u>
Less : Provision for diminution in value of investments	98,247,649	98,247,649
	<u>295,684,683</u>	<u>328,320,834</u>
Aggregate value		
Aggregate market value of quoted investments	225,077,877	149,204,149

Notes on Consolidated Financial Statements for the year ended 31st March, 2017

	As at 31st March, 2017 (₹)	As at 31st March, 2016 (₹)
NOTE # 8		
Inventories		
Stock-in-Trade (Land & Building)	2,570,592	2,570,592
	2,570,592	2,570,592
NOTE # 9		
Cash and Cash Equivalents		
i. Cheques in Hand	2,018,096	2,858,832
ii. Cash in Hand	36,464	50,144
iii. Balance with Banks	8,072,177	3,968,556
iv. Deposit Accounts (Includes ₹ 11,869,057/- (Previous year ₹ 21,769,057/-) pledged with banks for Overdraft and others commitments)	210,146,142	249,660,163
	220,272,879	256,537,695
NOTE # 10		
Short-Term Loans and Advances		
Unsecured, considered Good Unless otherwise Stated		
i. Inter Corporate Deposits	160,000,000	110,000,000
ii. Others	11,127,626	4,289,724
iii. Prepaid Expenses	172,422	175,701
iv. Deposits	1,315,268	1,233,746
v. Income Tax (Net of Provision)	5,842,191	13,373,499
	178,457,507	129,072,670
NOTE # 11		
Other Current Assets		
Interest Accrued on Deposits	4,768,489	7,381,657
	4,768,489	7,381,657
	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
NOTE # 12		
Revenue From Operations		
Registrar & Transfer Agent Services	3,025,000	3,025,000
	3,025,000	3,025,000
NOTE # 13		
Other Income		
Interest Income *	43,562,190	42,439,120
Dividend Income	129,569	1,234,429
Profit on sale of Investments	1,398,906	19,748
Rent	11,999,367	11,252,900
Miscellaneous Income (Includes ₹ 200,000/- (Prev. Year ₹ 200,000/-) old Debts recovered)	1,827,311	318,022
*Includes ₹ 12,730,589/- (Prev. Year ₹ 19,155,542/-) Interest on Fixed Deposit with Banks	58,917,343	55,264,219
Share of Profit of Associate Company **	3,935,364	62,751,157
	62,852,707	118,015,376
** Share of Loss of Associate Company (₹ 32,620,516/-) Transfer From Capital Reserve ₹ 36,555,880/- ₹ 3,935,364/-		
NOTE # 14		
Employee Benefit Expenses		
Salaries & Wages	12,794,893	11,885,579
Contribution to Provident Fund and Other Funds	2,913,167	2,408,151
Staff Welfare Expenses	1,842,625	1,912,791
	17,550,685	16,206,521



Notes on Consolidated Financial Statements for the year ended 31st March, 2017

	Year ended 31st March, 2017 (₹)	Year ended 31st March, 2016 (₹)
NOTE # 15		
Finance Cost		
Interest Expenses	8,773	820,879
	<u>8,773</u>	<u>820,879</u>
NOTE # 16		
Other Expenses		
Insurance	709,074	623,614
Rent	1,812,465	2,412,465
Lease Rent	261,297	164,914
Rates & Taxes	740,150	719,477
Directors' Fee	204,000	177,000
Auditors' Remuneration		
– Audit Fee	50,000	50,000
– Other Services	17,500	20,000
Loss on Sale/Disposal of Fixed Assets	450	285,182
Loss on Sale/Investments	190	–
Miscellaneous Expenses #	23,370,717	22,335,898
	<u>27,165,843</u>	<u>26,788,550</u>
Miscellaneous Expenses Includes #		
Subscription to Periodical & Journal - Foreign	272,557	–
Courier Service Expenses	268,836	414,096
Telephone Expenses	165,414	153,475
Travelling Expenses	1,088,578	370,494
Conveyance Expenses	146,034	104,597
Advertisement Other Than Sales Promotion	592,499	345,122
Transport Expenses	970,977	1,002,273
Office Running / Upkeeping Expenses	1,017,316	976,722
Electricity Charges	4,789,344	4,744,598
Establishment Expenses	2,477,956	2,609,761
Security Services Charges	1,176,697	1,490,405
Retainer Fee	1,523,600	1,338,367
Legal Expenses	2,519,775	3,024,222
Compensation	448,117	1,758,198
Repairs & Maintenance Expenses	1,477,319	1,536,403
Printing & Stationary	667,646	825,998
Annual Custody Fee	299,009	406,857
Charges General	360,951	275,471
Other Professional Charges	1,166,750	159,100
Other Professional Charges (Foreign Currency)	1,205,496	–
Listing Fee	200,000	200,000
Service Maintenance, Gen Cleaning Exps.	154,575	165,012

Notes on Consolidated Financial Statements for the year ended 31st March, 2017

17. Earning per share (EPS):	2016-17 (Amount / ₹)	2015-16 (Amount / ₹)
a) Net Profit(+)/Loss(-) available for Equity Share holders Before Extra Ordinary Items (Numerator used for calculation)	16,828,712	73,819,468
b) Number of Equity Shares (Denominator used for calculating EPS)	37,134,752	37,134,752
c) Basic and Diluted earnings per Equity share of ₹ 1/- each		
i) Before Extra ordinary items	₹ 0.45	₹ 1.99
ii) After Extra ordinary items.	₹ 0.45	₹ 1.99

18. Related Parties Disclosures :

List of related parties with whom transactions have taken place during the year:

A. Associate Company :

J. K. Cotton Ltd.
(Formerly J.K. Cotton Spg. & Wvg. Mills Co. Ltd.)

B. Key Management Personnel :

1. Shri Ashok Gupta	Managing Director
2. Shri C. P. Agarwal	Chief Finance Officer
3. Shri Prabhat Kumar Mishra	Company Secretary

C. Entities over promoters have significant influence :

J.K.Cement Ltd.

D. Directors :

1. Smt. Vidhi Nidhipati Singhania
2. Dr. Krishna Behari Agarwal
3. Shri Ravindra Kumar Tandon
4. Shri Anil Kumar Dalmia
5. Shri Kedar Nath Mehrotra

Details of Transactions are as follows :

1. Remuneration

Key Management Personnel :

Shri Ashok Gupta	₹ 2,753,440/-
Shri C. P. Agarwal	₹ 1,673,134/-
Shri Prabhat Kumar Mishra	₹ 1,130,179/-

2. Rent, Interest and other expenses paid

Rent, Expenses recovered and Services rendered

(i) Associate Company	₹ 1,855,069/-
(ii) J.K.Cement Ltd.	₹ 13,278,363/-

3. Sitting Fee paid to Directors	₹ 204,000/-
----------------------------------	-------------

As at
31st March, 2017
(₹)

As at
31st March, 2016
(₹)

19. CONTINGENT LIABILITIES

(i) In respect of claims against the Company not acknowledged as debts.	Indeterminate	19,645,950
(ii) In respect of disputed demands, appeals pending with Appellate Authorities / Courts – no provision has been considered necessary by the Management : - Custom Duty and Penalty	87,260,769	87,260,769



20. SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

PRINCIPLES OF CONSOLIDATION

- i. The consolidated financial statements have been prepared on the following basis :
 - a. The consolidated financial statements are prepared in accordance with Accounting Standard-23 "Accounting for Investments in Associates" issued by The Institute of Chartered Accountants of India (ICAI).
 - b. The Financial statements of the Company and its Associate have been consolidated on Equity method of accounting for investments in associate.
 - c. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.
 - d. Financial Year as accounting year is adopted by J. K. Cotton Ltd., the associate and the books are being prepared for the year ending 31st March, 2017.

- ii. The Company considered in the consolidated financial statements is :

Sl.	Name of Company	Nature of Company	Country of Incorporation	Holding as on 31-03-2017	Period of consolidation
1.	J.K.Cotton Ltd.	Associate	India	40.34%	Financial Year 2016-17

- iii. Other Significant Accounting Policies

These are set out under 'Significant Accounting Policies' as given in the Standalone Financial Statements of Jaykay Enterprises Ltd.

- iv. The Associate Company has prepared the Financial Statements in accordance with Accounting Standards issued by ICAI.

21. Statement pursuant to Section 129(3) of the Companies Act, 2013 related to the Associate Company

Sl.	Name of Associate	Shares of associate held by the company at the year end					Profit/(Loss) for the year			
		Latest Audited Balance Sheet date	No. of Shares	Amount of investment in Associate	Extent of Holding %	Networth Attributable to shareholding as per latest balance sheet	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant Influence	Reason why the associate is not Consolidated
1.	J. K. Cotton Ltd.	31/03/2017	9510360	94,513,240	40.34%	375,660,200	3,935,364	NIL	Due to holding of 40.34 % of share Capital	N.A.

PROXY FORM

Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India)

Ph. No. 91 512 237 1478-81 * Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com

Website: www.jaykayenterprises.com

Name of the member(s) :

Registered address :

E-mail ID :

Folio/DP ID-Client ID No. :

I/We being the member(s) of shares of Jaykay Enterprises Ltd. hereby appoint:

1. Name..... Address.....
E-mail id..... Signature.....Or failing him;
2. Name..... Address.....
E-mail id..... Signature.....Or failing him;
3. Name..... Address.....
E-mail id..... Signature.....

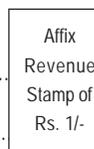
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005 on Wednesday the 26th day of July, 2017 at 11.30 AM and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	RESOLUTIONS
Ordinary Business	
1.	To receive, consider and adopt: i. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon; ii. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with Reports of Auditors thereon.
2.	Appointment of a Director in place of Shri Ashok Gupta (DIN 00135288), who retires by rotation and being eligible offers himself for reappointment.
3.	Appointment of M/s. Gupta Vaish & Co, Chartered Accountants, (ICAI Firm Registration No. 005087C) as Statutory Auditors of the Company in place of M/s P.L Tandon & Company, Chartered Accountants.
Special Business/Special Resolutions	
4.	Approval for Related Party Transaction

Signed this.....day of July, 2017

Signature of shareholder.....

Signature of Proxy holder(s).....



Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of Meeting.
2. For the Resolutions, Explanatory Statement and Notes please refer to the Notice of the Annual General Meeting.
3. Please complete all details including details of member(s) in above box before submission.

MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF JAYKAY ENTERPRISES LIMITED

VENUE: Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research

Kamla Nagar, Kanpur - 208 005, U.P. India



ATTENDANCE SLIP
Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India) • Ph. No. 91 512 237 1478-81 * Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com • Website: www.jaykayenterprises.com

ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the Annual General Meeting of the Company at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur - 208 005 on **Wednesday the 26th day of July, 2017 at 11.30 AM.**

.....
Member's Folio/DP ID-client IDNo.

.....
Member's/Proxy's name In Block Letters

.....
Member's /Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter.
2. Electronic copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016-17 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email is not registered or have requested for a hard copy.

Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India) • Ph. No. 91 512 237 1478-81 * Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com • Website: www.jaykayenterprises.com

Dear Shareholder(s),

In order to establish quick communication with you and to make you updated with important issues, the Company is in process of developing complete DATABASE of members. The Company therefore, seeks cooperation and request you to intimate basic shareholders information in the specified column as mentioned below by post or through email on the email addresses given at the last of this communication.

- | | |
|--|--|
| 1. Name of the First/sole share holder _____ | 4. Landline number (with STD Code) _____ |
| 2. Folio No./DPID/Client ID No. _____ | 5. Mobile Number(s) _____ |
| 3. Email Address(es) _____ | 6. Postal Address _____ |

(Signature of First / Sole Shareholder)

Note :

1. The shareholders of Demat segment are advised to update any of the missing information of this part in depository records if not correctly updated earlier.
2. The holders of physical segment are advised to avail benefit of this facility for quick communication.
3. Please note that Company will send all communications, notices, annual reports etc. to the holders of Demat segment at the postal address provided in depository records.
4. Kindly intimate the above details through post or through email at anyone of the following e-mail addresses : jksr@jkcement.com or prabhat.mishra@jkcement.com



If undelivered please return to :

Jaykay Enterprises Limited
(Share Department)
Kamla Tower,
KANPUR-208 001