

*Jaykay Enterprises Limited*

2019-20

# Annual Report

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# *Jaykay Enterprises Limited*

## **Board of Directors**

<i>Dr. Krishna Behari Agarwal</i>	<i>Non- Executive Independent Director</i>
<i>Shri Kedar Nath Mehrotra</i>	<i>Non- Executive Independent Director</i>
<i>Shri Ravindra Kumar Tandon</i>	<i>Non- Executive Independent Director</i>
<i>Shri Anil Kumar Dalmia</i>	<i>Non- Executive Independent Director</i>
<i>Smt Renu Nanda</i>	<i>Non- Executive Independent Director</i>
<i>Smt. Vidhi Nidhipati Singhania</i>	<i>Non- Executive Non-Independent Director</i>
<i>Shri Ashok Gupta</i>	<i>Managing Director</i>

## **AVP (Taxation) & Chief Financial Officer**

*Shri Chandra Prakash Agarwal*

## **Sr. Manager (Legal) & Company Secretary**

*Shri Prabhat Kumar Mishra*

## **Auditors**

*M/s Gupta Vaish & Co.  
Chartered Accountants  
27/42-A, Canal Road,  
Kanpur-208001*

## **Registered Office**

*Kamla Tower,  
Kanpur-208001*

## **Bankers**

*Oriental Bank of Commerce  
IDBI Bank  
State Bank of India*

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***Annual Report***

***2019-20***

# *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](mailto:prabhat.mishra@jkcement.com)

Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com)

## **NOTICE**

**Notice** is hereby given that the 74<sup>th</sup> Annual General Meeting of the members of **Jaykay Enterprises Limited** will be held on **Tuesday**, the **11<sup>th</sup> day of August, 2020** at 12.00 Noon through Video Conferencing / Other Audio Visual Means to transact the following businesses to transact the following business: -

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with the Reports of the Board of Directors and Auditors thereon;
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2020 together with Report of Auditors thereon.
3. To appoint a Director in place of **Smt. Vidhi Nidhipati Singhania** (DIN 00293520), who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS**

#### **TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION (S) THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:**

4. **Appointment of Smt. Renu Nanda (DIN-08493324) Non-Executive Independent Woman Director: -**

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

**“RESOLVED THAT** Mrs. Renu Nanda (DIN 08493324), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14.08.2019 in terms of Section 161 (1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Article 100(1) of the Articles of Association of the Company and whose term of office expires at the

Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mrs. Renu Nanda, who holds office of Independent Director up to the date of Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 14.08.2019.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. **Re-appointment of Shri Ashok Gupta (DIN-00135288) as Managing Director: -**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the reappointment of Shri Ashok Gupta (DIN: 00135288) as Managing Director of the Company, for a period of one year from July 1,2020, to June 30,2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to

as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Ashok Gupta (DIN: 00135288), subject to the sum not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**BY ORDER OF THE BOARD**

**Sd/-**

**(Prabhat Kumar Mishra)**

**Sr. Manager (Legal) & Company Secretary**

**Membership No. ACS-29900**

**PLACE: Kanpur**

**DATED: June 30, 2020**

**Regd. Office:**

**Kamla Tower,**

**Kanpur-208001**

**Uttar Pradesh, India.**

**CIN: L99999UP1961PLC001187**

**NOTES:**

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 4 & 5 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12th May 2020 issued by the Securities and

Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 74<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 74<sup>th</sup> AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 21 and available at the Company's website [www.jayjayerprises.com](http://www.jayjayerprises.com).

3. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 74<sup>th</sup> AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 74<sup>th</sup> AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: [Prabhat.mishra@jkcement.com](mailto:Prabhat.mishra@jkcement.com).
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www.jaykayenterprises.com](http://www.jaykayenterprises.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).

4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 37<sup>th</sup> AGM and hence the

Proxy Form and Attendance Slip are not annexed to this Notice.

5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution / authorization letter to the Company at [prabhaht.mishra@jkcement.com](mailto:prabhaht.mishra@jkcement.com) or upload on the VC portal / e-voting portal.
7. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The requirement to place the matter relating to the appointment of Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 71<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> July, 2017.
9. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday the August 3, 2020 to Tuesday, August 11, 2020 (both day inclusive)** for the purpose of Annual General Meeting.
10. 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 at least 10 working days before the date of the Meeting to enable the Management to keep the information ready.
11. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other

documents referred to in the Notice will be available for inspection in electronic mode.

12. 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](mailto:prabhat.mishra@jkcement.com), (b) [rc.srivastava@jkcement.com](mailto:rc.srivastava@jkcement.com), (c) [investorservices@jkcement.com](mailto:investorservices@jkcement.com), (d) [jkshr@jkcement.com](mailto:jkshr@jkcement.com)
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company on the aforesaid email IDs for assistance in this regard.
14. Pursuant to the Regulation 39(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI, Company has already given 3 notices/reminders to the shareholders whose new physical share certificates are lying undelivered. Company is in process of compiling data of reminders and response for transfer of shares in ‘Unclaimed Suspense Account’ in compliance of aforesaid Regulation of SEBI.
15. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (“DPs”) with whom they are maintaining their Demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company’s RTA Division along with Pin code by quoting their Folio No. and proof of Address i.e. copy of Aadhaar, telephone/ electricity bill or any receipt of Municipal Corporation etc. by sending the details as per **KYC Form** annexed at the last of this Annual Report.

16. Members holding shares in physical mode:
  - (a) are required to submit their Permanent Account Number (PAN) and Bank Account details to the Company, if not registered with the Company as mandated by SEBI vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 by sending the details as per KYC Form annexed at the last of this Annual Report;
  - (b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link <http://www.jaykayenterprises.com/pdf/SH-13%20&%20SH-14%20Nomination%20Forms.pdf>;
17. Members holding shares in electronic mode:
  - (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts;
  - (b) are advised to contact their respective DPs for registering the nomination;
18. Non-Resident Indian members are requested to inform the Company/ respective DPs, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement;
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. In terms of the provisions of Section 152 of the Act, Smt Vidhi Nidhipati Singhania, retire by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.
20. Directors retiring by rotation and/or to be reappointed are interested in the respective Resolutions of the Notice with regard to their re-appointments. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary and/or Special Business set out in the Notice.
21. **E-voting: -**  
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into

an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Tuesday August 4, 2020**, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

**THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on **August 8, 2020** at 9.00 am and ends on **August 10, 2020** 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. **August 4, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.



- (v) Now enter your User ID:-
  - a. For CDSL: 16 digits beneficiary ID;
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 Mailer.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>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 (v).</p>

- (ix) After entering these details appropriately, click on **"SUBMIT"** tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a 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.
- (xix) 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. Apple 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.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [Prabhat.mishra@jkcement.com](mailto:Prabhat.mishra@jkcement.com).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [Prabhat.mishra@jkcement.com](mailto:Prabhat.mishra@jkcement.com).

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to

speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) **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](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Prabhath.mishra@jkcement.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

22. The Company has appointed **M/s. Reena Jakhodia & 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.
23. 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](http://www.jaykayenterprises.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of the results by the Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the Bombay Stock Exchange portal [www.listing.bseindia.com](http://www.listing.bseindia.com)
24. 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, August 14, 2019.
25. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
26. 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.
27. 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. .
28. 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**

The Board of Directors of the Company appointed Mrs Renu Nanda (DIN-08493324) as an Additional Director (Independent Woman Director) w.e.f. 14.8.19, in accordance with the provisions of the Section 149 and Section 161 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and Regulation 17(l)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and other laws for the time being in force and Article 100(1) of the Articles of Association of the Company and to hold office upto this Annual General Meeting. In terms of Section 149 and 152 and any other applicable provisions of the Companies Act, 2013, Mrs. Renu Nanda Smt. Nanda, being eligible, offers herself for appointment, is proposed to be appointed as an Independent Non-Executive Director and designated as Woman Director of the Company for a term of five consecutive years commencing from 14.08.2019 whose office is not liable to retire by rotation in the Annual General Meeting. Notice has been received from a members proposing their candidature for the office of Director of the Company.

Given below is the brief resume of Smt. Nanda pursuant to provisions of the Listing Regulations:

Smt Nanda has over twenty-five years of experience with various leading media houses as a Marketing Head and has very strong marketing skills. Her work experience is in the complete gamut of advertising in media houses, starting from launching of newspapers to strategizing for revenue generation and developing new products in newspapers like Amar Ujala, Rashtriya Sahara & Times of India. She has also been instrumental in developing the Hindi heartland for revenue generation. Mrs. Renu Nanda is a Post Graduate from Lucknow University having a marketing diploma from Lucknow University.

Smt. Renu Nanda is not related to any of the existing Directors of the Company and is not debarred from holding the Office of Director by virtue of any order passed by SEBI or any other such authority.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Smt. Renu Nanda is in any

way concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board recommends the Special Resolution set forth in Item No. 4 for approval of the Members.

#### **ITEM NO. 5**

The Board of Directors of the Company (the 'Board'), at its meeting held on June 30, 2020 has, in accordance with Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of members, recommended to re-appoint Shri Ashok Gupta (DIN-00135288) as Managing Director, for a period from July 1, 2020 to June 30, 2021, at the remuneration recommended by the Nomination and Remuneration Committee (the 'N & R Committee') and approved by the Board.

He is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and considering the past services rendered by him the Nomination & Remuneration Committee in its meeting held June 29, 2020 and Board of Directors in its meeting held on June 30, 2020 recommended his re-appointment as Managing Director of the Company for a further period of one year commencing from July 1, 2020 to June 30, 2021 on the terms and conditions set out in the Board Resolution, subject to the approval of the members of the Company in General Meeting.

A summary of the said terms and conditions relating to appointment of Shri Ashok Gupta as Managing Director are as follows:

**Terms:** For a period from July 1, 2020 to June 30, 2021.

#### **Minimum remuneration in case of absence or inadequacy of profits:**

Where in any financial year during the currency of the tenure of Managing Director the Company earns nil profit or the profits are inadequate, Managing Director shall be paid remuneration not exceeding the limit prescribed under Part II Section II of Schedule V of the Companies Act, 2013 based on the effective capital of the Company and in accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time.

The Company has inadequate profits during the Current Financial Year and earlier years too. In accordance with the Schedule V of the Companies Act, 2013, and as per recommendations of the Nomination and Remuneration Committee and the resolution duly passed in the Meeting of

Board of Directors held on June 29, 2020 and June 30, 2020, respectively, the remunerations for the F.Y. 2020-21 is as follows: -

- A.** Consolidated Salary (all inclusive): Rs. 2,00,000/- (Rs. Two Lac Only) per month as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors;
- B.** Facility of Mediclaim - As per Company's Policy

In the event of any re-enactment or re-codification of the Companies Act, 2013 or the Income Tax Act, 1961 or the Amendment thereto, this Resolution shall continue to remain in force and the reference to various provisions of the Companies Act, 2013, or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.

Other Terms & Conditions:

- A.** He shall not be entitled to any sitting fee for attending the meeting of the Board or Committee thereof.
- B.** The Company and/or Shri Ashok Gupta may terminate this appointment by giving three calendar months' prior notice in writing to either party;
- C.** During his tenure he shall not be liable to retire by rotation except in order to comply the requirement of Section 152(6) of the Companies Act, 2013.

A detail of the total remuneration paid is being provided in Notes to Account attached with Balance Sheet forming an integral part of the Annual Report for the F.Y. 2019-20.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of the Government of India is not required.

**Information required under Section II, Part II of Schedule V of the Companies Act, 2013**

I. General Information		
1	Nature of Industry	Financial and other Services
2	Date or expected date of commencement of commercial production	May 9, 1961
3	In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

4	Financial performance based on given indicators	The details of financial performance of the Company for the years 2018-19 and 2019-20 are provided in the Annual Report which accompanies this Notice.
5	Foreign Investments or collaborations, if any	The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities / secondary market purchases. The Company has no subsidiaries as on 31.03.2020 except an Associate Company namely M/s J.K. Cotton Ltd. & M/s Nebula3D Services Pvt Ltd.
<b>II. Information about the appointee</b>		
1	Background details	Shri Ashok Gupta was an employee of the Company since 1978 and was occupying various position in the Company
2	Past remuneration	A) Salary: Rs. 1,85,000/- (One Lakh Eighty-Five Thousand Rupees Only) per month with such yearly increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time; B) Perquisites and other benefits: As per Company's Policy; C) Contribution to Provident Fund: As per Company's policy; D) Encashment of un-availed leave: As per Company's policy; E) Gratuity: As per Company's policy.  For the purpose of calculating the above ceiling the perquisites and allowances were evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances were evaluated at actual cost.
3	Recognition and awards	Not applicable
4	Job Profile and his suitability	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.

5	Remuneration proposed	Details of proposed remuneration are morefully given under the Explanatory Statement as given above
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of his origin)	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V and is comparable to the remuneration of Managing Director levels of similar sized Companies in India.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	NIL
<b>III. Other information</b>		
1	Reasons of loss or inadequate profits	Recently Company had come out from the purview of BIFR on issuance of Notification by Ministry of Finance, Government of India, giving effect to the provisions of the Sick Industrial Companies (Special Provisions) Repeal Act made effective from 1.12.2016. Since then Company has been exploring the possibilities to enter into some new business/ventures.
2	Steps taken or proposed to be taken for improvement	In line with, Company has invested in "NEBULA 3D SERVICES PVT. LTD. based at Bengaluru in the state of Karnataka and acquired 27.65% equity shares, which have been doing business of 3D printing, designing, scanning and other related business.
3	Expected increase in productivity and profits in measurable terms	The Company studied the future prospects and visualize good prospect in the said business activities.  The above all expected to improve further the Company's performance and profitability in future.
<b>IV. Disclosure</b> : As required, the information is provided under Corporate Governance Section of the Annual Report, 2019-2020		

In terms of Section 160 of the Companies Act, 2013 ("the Act"), the Company has received a notice from a Member along with requisite deposit of Rs.1,00,000 signifying intention to propose Shri Gupta as a candidate for the office of Managing Director of the Company. The required details in terms of Secretarial Standards – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinafter and marked as 'Annexure-A'.

The notice together with this Statement may be regarded as a disclosure under Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item 3 for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Shri Ashok Gupta himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

**BY ORDER OF THE BOARD**

**Sd/-**  
**(Prabhat Kumar Mishra)**  
**Sr. Manager (Legal) & Company Secretary**  
**Membership No. ACS-29900**

**PLACE: Kanpur**  
**DATED: June 30, 2020**

**‘ANNEXURE – A’ TO ITEM NOS. 4 & 5 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 RETIRING BY ROTATION /SEEKING RE-APPOINTMENT AT THE MEETING.

Name of the Director	Shri Ashok Gupta	Smt Renu Nanda
<b>DIN</b>	00135288	08493324
<b>Date of Birth</b>	06-06-1953	08-08-1958
<b>Nationality</b>	INDIAN	INDIAN
<b>Date of Appointment on the Board</b>	01-09-2014	14-08-2019
<b>Qualification</b>	BBM & FCA	Post Graduate from Lucknow University having a marketing diploma
<b>Expertise in Specific functional area</b>	Qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance.	Post Graduate from Lucknow University having a marketing diploma from Lucknow University over twenty-five years of experience with various leading media houses as a Marketing Head and has very strong marketing skills
<b>Number of shares held in the Company</b>	15	Nil
<b>List of the directorship held in other Companies*</b>	(1) J.K Cotton Limited, (2) Khandelwal Extractions Limited	None

<b>Number of Board Meeting attended during the year</b>	5	3
<b>Chairman/ Member in the Committees of the Boards of Companies in which he is Director</b>	<b>Audit Committee Chairman:</b>	None
	(1) Khandelwal Extractions Limited	None
	<b>Stakeholders Relationship Committee Member:</b>	None
	(1) J.K Cotton Limited	None
<b>Remuneration details (paid in 2019-20)</b>	Rs. 38,16,040/-	Rs. 25,960/-*

\* By way of Sitting Fee only

The notice together with this Statement may be regarded as a disclosure under Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**BY ORDER OF THE BOARD**

**Sd/-**  
**(Prabhat Kumar Mishra)**  
**Sr. Manager (Legal) & Company Secretary**  
**Membership No. ACS-29900**

**PLACE: Kanpur**

**DATED: June 30, 2020**

### KYC FORM

(TO BE FILLED, SIGNED AND RETURNED IN **ORIGINAL** BY A SHAREHOLDER HOLDING SHARES IN PHYSICAL FORM. PLEASE IGNORE IF YOU HAVE ALREADY PROVIDED YOUR PAN/BANK ACCOUNT DETAILS AND EMAIL-ID).

Ref. No.: JKSL/SEBI-PAN-BANK/R-1/

Date:

To  
The Share Department  
Jaykay Enterprises Ltd.  
Kamla Tower  
Kanpur-208 001

Dear Sir/Madam,

**Sub: Mandatory registration of PAN/Bank account details Folio No.\_\_\_\_\_ No. of shares held\_\_\_\_\_**

I am a shareholder of Jaykay Enterprises Limited holding as refer to above.

I request you to register my PAN and Bank Account details as mentioned below for the purpose of dividend etc. In this connection I enclose herewith copy of self-attested PAN Card and Original cancelled cheque leaf/attested bank passbook/statement for the account of the first/sole holder (s) are enclosed.

First/Sole Holder's Name	
Permanent Account Number (PAN) (First/Sole Holder)*	
Landline number with STD Code	
Mobile Number(s)	
Bank Name	
Bank Branch Address	
Bank Account No.	
Account Type (Saving/Current/NRO)	
9 Digits MICR NO.	
IFSC Code (as printed on the cheque leaf)	
e-Mail-ID	

\* Note: In case of residents of Sikkim, the requirement of PAN Card be substituted with a valid Identity proof issued by Government.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed or could not be effected because of incomplete or incorrect information, I/We would not hold the Company and its Registrars and Transfer Agent responsible.

Kindly register the same and send acknowledgement for registration.

Thanking You  
Yours truly.

Signature of Shareholder .....

Name(s) of Shareholder(s) .....



# 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](mailto:prabhat.mishra@jkcement.com)

Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com)

## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors present the Annual Report and audited Financial Statements for the year ended 31<sup>st</sup> March, 2020.

#### 1. FINANCIAL RESULTS

	2019-20 (Rs./Lacs)	2018-19 (Rs./Lacs)
Revenue from operations	30.80	30.60
Other Income	505.79	632.41
Profit/(Loss) before Depreciation & Tax	(34.37)	100.12
Depreciation	9.84	9.09
Profit/(Loss) before Tax	(44.21)	91.03
Tax Expenses	-	21.68
Profit/(Loss) After Tax for the Year	(44.21)	69.35
Add: Balance of retained earnings at the beginning of the year	5259.03	5959.74
Add : Ind - AS Adjustment	(727.56)	(770.06)
Balance at the end of year carried forward	4487.26	5259.03

#### 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, Loss for the year was Rs. 44.21 lakhs.

#### 3. CURRENT DEVELOPMENT

As reported last, that your Company has entered in to a new business of 3D Printing, Designing, Scanning and other related services under the name and style of Nebula3D Services Private Limited based at Bengaluru (Karnataka). During the year, the said Company built a workshop in Bengaluru for Tear Down & Benchmarking.

The Company also invested in a highly specialised scanner to take up specialised scanning work.

Now the Company is migrating from dumb modelling to intelligent modelling work which will add tremendous value for the usage of the specialised scanner, and will set a new direction towards a full-fledged engineering services organisation.

The Company has been able to get entry into large Indian & Multinational Organisation for Scanning and Modelling work. We look forward to increase our footprint outside India during this year.

#### 4. SUBSIDIARY COMPANY/ASSOCIATE COMPANY – CONSOLIDATED FINANCIAL STATEMENTS

The Company has no subsidiary but two Associates Company, namely (i). J. K. Cotton Limited and (ii). Nebula3D Services Private Limited, as on 31<sup>st</sup> March, 2020 in terms of Rule 6 of the Companies (Accounts) Rules, 2014.

- J. K. Cotton Limited recorded a profit of Rs.10.80 lacs for the year ended 31<sup>st</sup> March, 2020 (Previous year Profit Rs.464.48 lacs).
- Nebula3D Services Private Limited recorded a loss of Rs. 55.73 lacs for the year ended 31<sup>st</sup> March, 2020. (Previous year profit Rs.16.13 lacs).

The statements as required under Section 129 of the Companies Act,2013 in respect of Associates Company are Annexed and forms an integral part of this report.

Consolidated Financial Statements have been prepared in accordance with Indian Accounting Standard 28 (Ind AS-28) "Investments in Associates" issued by The Institute of Chartered Accountants of India (ICAI) form part 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, 2020 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	Ratio/time per Median of employee remuneration
			2019-20	2018-19		
1	Mr. Ashok Gupta	Managing Director (KMP)	₹ 38,16,040	₹ 34,21,360	₹ 3,94,680	6.71
2	Mr. Chandra Prakash Agarwal	Sr. General Manager (Taxation) & Chief Financial Officer (KMP)	₹ 25,05,474	₹ 22,01,874	₹ 3,03,599	4.46
3	Mr. Prabhat Kumar Mishra	Sr. Manager (Legal) & Company Secretary (KMP)	₹ 19,39,605	₹ 15,84,724	₹ 3,54,880	3.20

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

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 Certificate of Practicing Company Secretary 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. 2018-19.

#### **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 except with M/s ARR EMM HOLDINGS PRIVATE LIMITED (already approved in the Annual General Meeting held on July 26, 2017) and with M/s Nebula3D Services Private Ltd. ('Nebula3D'). The transaction with Nebula3D is a financial transaction of short term loan by way of Inter Corporate Deposits with option to convert into non-convertible preference shares and issuance of 30,00,000 (Thirty Lacs Only) 9% Non-Convertible Redeemable Preference Shares of Rs. 10/- each (NCRPS) for cash at par aggregating Rs. 3,00,00,000 (Rupees Three Crore Only). As per the Guidance Note of ICSI on Related Party Transactions, a transaction of giving loan, making investment, providing guarantee is of a financial nature and not covered under the Section 188 of the Act. The requisite approval of Audit Committee under Section 177 and Listing Regulations for the aforesaid related party transactions have already been taken, and approval for the aforesaid transactions under Section 185 and Section 186 is being taken in the ensuing Annual General Meeting. Accordingly, no transactions except reported as above, 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.

All Related Party Transactions are presented to the Audit Committee and the Board. The details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

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-a-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, 2020.

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.

#### **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. DIRECTORS AND KEY MANAGERIAL PERSONNEL

**20.1** In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, **Smt. Vidhi Nidhipati Singhania (DIN 00293520)** will retire by rotation at the ensuing Annual General Meeting and being eligible, offers herself for reappointment.

Smt. Vidhi Nidhipati Singhania is an enthusiast of art, penchant of classical music and is a designer epitomizing the perfect blend of traditional and contemporary fashion. A student of Cathedral and John Connon School, Mumbai, Smt. Vidhi Singhania moved to Kota, Rajasthan in 1994 and thus began her foray into the world of textiles and fashion. A veteran in the fashion industry, she has been a member of the Fashion Design Council of India (FDCI) for the last ten years. She is also a Director in other Indian Companies.

**20.2** The Board of Directors have further reappointed **Shri Ashok Gupta (DIN:00135288)** as Managing Director in its Meeting held on June 30, 2020, for a period of one year commencing from July 1, 2020 to June 30, 2021, on the terms and conditions enumerated in the resolution being put for your approval. Brief profile has already been given with the Notice of the Annual General Meeting.

**20.3.** **Smt. Renu Nanda (DIN- 08493324)**, who was appointed by the Board as an Additional Director pursuant to Section 161 of the Companies Act, 2013 with effect from August 14, 2019 holds office upto the date of the ensuing AGM. The Company has received requisite Notice from a Member under section 160 of the Companies Act, 2013 proposing the name of **Smt. Renu Nanda** for appointment as Independent Director of the Company. She has given declarations that her meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Regulations. Brief profile has already been given with the Notice of the Annual General Meeting.

**20.4.** Existing Independent Directors viz **Dr. Krishna Behari Agarwal, Shri Ravindra Kumar Tandon, Shri Anil Kumar Dalmia and Shri Kedar Nath Mehrotra** has been appointed in the last Annual General Meeting held on August 14, 2019 as Independent Directors each for a term upto five years under the Act w.e.f. the date of the aforesaid AGM. 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 Listing Regulations.

#### 21. 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	Sr. Manager(Legal) & Company Secretary

#### 22. MEETINGS OF THE BOARD OF DIRECTORS

During the year 2019-20, four 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.

## 23. 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.

## 24. DIRECTORS' RESPONSIBILITY STATEMENT

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

- (i) 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;
- (ii) 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;
- (iii) 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;
- (iv) They have prepared the annual accounts on a going concern basis;
- (v) The proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## 25. STATUTORY AUDITOR

M/s. Gupta Vaish & Co, Chartered Accountants, (ICAI Firm Registration No. 005087C), were appointed as Auditors of the Company at the Annual General Meeting held on July 26, 2017, for a term of 5 (five) years commencing from the conclusion of last Annual General Meeting, held on July 26, 2017, till the conclusion of sixth Annual General Meeting to be held in the year 2022.

## 26. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, as per Regulation 34 of the Listing Regulations, for the year under review is presented in a separate section forming part of the Annual Report for the financial year 2019-20.

## 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/s Banthia & Company, Kanpur, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the Financial Year 2019-20. The Secretarial Audit Report for the Financial Year 2019-20 is annexed herewith as "**Annexure - A**".

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

## 28. SECRETARIAL STANDARDS

Your Company has complied with the applicable Secretarial Standard SS-1 and SS-2 with respect to Board Meetings and General Meetings respectively specified by the Institute of Company Secretaries of India.

## 29. STATUTORY INFORMATION

### 29.1. 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.

**29.2. 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.

**30. COVID-19**

Owing to the pandemic, the Government of India declared nation-wise lockdown on March 24, 2020, which was further extended from time to time causing destruction in economy in general. The Company does not anticipate any material impact on the recoverability of the carrying value of its assets/ on its working. Since normalcy in business operations are also linked to directive of the government in future and implication of Covid-19 pandemic on the people and economy, the position in future cannot be visualized as of now and will be closely monitored and supervised by the Company to assess any material implication and adjustment to the carrying value of assets

**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**

**Sd/-  
Ashok Gupta  
Managing Director  
DIN- 00135288**

**Sd/-  
Dr. K.B. Agarwal  
Director  
DIN- 00339934**

Place : Kanpur  
Dated : June 30, 2020



# SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> March, 2020

[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, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations

granted by the Ministry of Corporate Affairs/other Authorities warranted due to spread of Covid-19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 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:

We have relied upon the accuracy of the documents and information as shared by the Company with me through appropriate Information Technology tools to assist us in completing the secretarial audit work during lock down period due to pandemic Covid-19 and the same is subject to physical verification by me post normalization of the situation.

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 31<sup>ST</sup> March, 2019 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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 2014;(N.A.)
  - (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;(N.A.)
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ;(N.A.)

- (6) I further report that reliance has been placed on the management representation by company for compliances and systems and mechanisms formed by the Company on compliance with other laws; there is no specific Law applicable to the Company:

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 ("LODR Regulations") as amended entered into by the Company with the BSE Limited have been complied. For Transfer of unclaimed shares to suspense account as per Clause 39 of LODR Regulations, a letter has been issued to the concerned shareholders in this connection for claiming these shares and on the basis of response of claiming undelivered/unclaimed shares of physical segment the report is being complied and under process of compliance but could not be completed before close of financial year due to continued lock down on account of Covid-19 pandemic.

(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.

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) Lock down owing to Covid-19 pandemic was declared on March 24<sup>th</sup> 2020, for six weeks and then from time to time in different parts of the Country, its impact may be known in next financial year 2020-2021.
- (c) The company made investment in thirty lacs Non-Cumulative Non-Convertible 9% preference shares of associate company Nebula3D Services (P) Ltd. aggregating to Rs. 3 crores.
- (d) Fine imposed by BSE for non-submission of Consolidated Financial Result for June 2019 quarter, Company complied and requested for waiver of the fine as no noncompliance occurred, and was approved by BSE vide its letter of March 17, 2020 by Committee for reviewing Representation for waiver of fine levied under Standard Operating Procedure.
- (e) 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.

There is no change in said status. No issues pending before BIFR/AAIFR or Court relating to sickness. Company refrained from approaching NCLT.

**Signature**

**Sd/-**

**Place: Kanpur**  
**Date : 30.06.2020**  
**UDIN :A004933B000396885**

**Banthia And Company**  
**Company Secretaries**  
**(G.K.Banthia(Prop.))**  
**ACS No. : 4933; C.P. No.:1405**

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.

**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.
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:**

**Sd/**

**Date : 30.06.2020**  
**Place : Kanpur**  
**UDIN : A004933B000396885**

**Banthia And Company**  
**Company Secretaries**  
**(G.K.Banthia Prop.)**  
**Membership ACS4933; C.P.No.1405**

**FORM NO. MGT- 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2020**

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	<b>Jaykay Enterprises Limited</b>
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.	U17111UP1924PLC000275	Associate	40.34	2(6)
2	NEBULA3D SERVICES PRIVATE LIMITED	U74900KA2015PTC079156	Associate	27.65	2(6)

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2019]				No. of Shares held at the end of the year [As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	7308579	100	7308679	19.68%	7308579	100	7308679	19.68%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	4535901	500	4536401	12.22%	4535901	500	4536401	12.22%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	573	0	573	0.00%	573	0	573	0.00%	0.00%
<b>Sub Total (A) (1)</b>	<b>1,18,45,053</b>	<b>600</b>	<b>1,18,45,653</b>	<b>31.90%</b>	<b>1,18,45,053</b>	<b>600</b>	<b>1,18,45,653</b>	<b>31.90%</b>	<b>0.00%</b>
<b>(2) Foreign</b>									
a) NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
<b>TOTAL (A)</b>	<b>1,18,45,053</b>	<b>600</b>	<b>1,18,45,653</b>	<b>31.90%</b>	<b>1,18,45,053</b>	<b>600</b>	<b>1,18,45,653</b>	<b>31.90%</b>	<b>0.00%</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	925	99913	100838	0.27%	925	99913	100838	0.27%	0.00%
b) Banks / FI	5408	21338	26746	0.07%	5529	21217	26746	0.07%	0.00%
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	1459552	250	1459802	3.93%	1459552	250	1459802	3.93%	0.00%
g) FIs	500	99827	100327	0.27%	500	99827	100327	0.27%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	<b>14,66,385</b>	<b>2,21,328</b>	<b>16,87,713</b>	<b>4.54%</b>	<b>14,66,506</b>	<b>2,21,207</b>	<b>16,87,713</b>	<b>4.54%</b>	<b>0.00%</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	2406726	71906	2478632	6.67%	2270101	68683	2338784	6.30%	-0.37%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	13770755	2914365	16685120	44.93%	13390738	2867153	16257891	43.78%	-1.15%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3400568	0	3400568	9.16%	3687907	0	3687907	9.93%	0.77%
Qualified Foreign Investor	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Others (specify)									0.00%
Trusts	125376	8387	133763	0.36%	125289	8387	133676	0.36%	0.00%
Societies	165000	168997	333997	0.90%	165000	168997	333997	0.90%	0.00%
Clearing Members	63248	0	63248	0.17%	41879	0	41879	0.11%	-0.06%
Foreign Corporate Bodies	0	2475	2475	0.01%	0	2475	2475	0.01%	0.00%
Enemy Nationals'	0	333	333	0.00%	0	333	333	0.00%	0.00%
HUF	503250	0	503250	1.36%	802748	1696	804444	2.17%	0.81%
<b>Sub-total (B)(2):-</b>	<b>2,04,34,923</b>	<b>31,66,463</b>	<b>2,36,01,386</b>	<b>63.56%</b>	<b>2,04,83,662</b>	<b>31,17,724</b>	<b>2,36,01,386</b>	<b>63.56%</b>	<b>0.00%</b>
<b>Total Public (B)</b>	<b>2,19,01,308</b>	<b>33,87,791</b>	<b>2,52,89,099</b>	<b>68.10%</b>	<b>2,19,50,168</b>	<b>33,38,931</b>	<b>2,52,89,099</b>	<b>68.10%</b>	<b>0.00%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	0.00%	-	-	-	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>3,37,46,361</b>	<b>33,88,391</b>	<b>3,71,34,752</b>	<b>100.00%</b>	<b>3,37,95,221</b>	<b>33,39,531</b>	<b>3,71,34,752</b>	<b>100.00%</b>	<b>0.00%</b>

<b>(ii) Shareholding of Promoters</b>								
SN	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	100	0.00%	0	100	0.00%	0	0.00%
2	Sh.Yadupati Singhania	20,48,535	5.52%	0	20,48,535	5.52%	0	0.00%
3	Smt.Ramapati Singhania	2,48,318	0.67%	0	2,48,318	0.67%	0	0.00%
	<b>TOTAL</b>	<b>22,96,953</b>	<b>6.19%</b>	<b>0</b>	<b>22,96,953</b>	<b>6.19%</b>	<b>0</b>	<b>0.00%</b>

<b>(iii) Change in Promoters' Shareholding</b>							
SN	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

**(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 31.03.2019		Shareholding as on 31.03.2020	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the
1	G Shankar Jointly with Jay sree Shankar	1748000	4.71%	1800000	4.85%
2	Life Insurance Corporation of India Ltd	1459252	3.93%	1459252	3.93%
3	Manphul Trading And Finance Ltd	1009761	2.72%	1009761	2.72%
4	Santosh Murarilal Gupta	336500	0.91%	322000	0.87%
5	Y Gokul	293464	0.79%	293464	0.79%
6	Mahendra Girdharilal	150119	0.40%	260067	0.70%
7	Chirang Bhupendra Shah	159677	0.43%	180677	0.49%
8	Dharampal Premchand Ltd	175000	0.47%	175000	0.47%
9	Supriya Sumesh Khanna jointly with Sumesh Ramanla Khanna	172721	0.47%	172721	0.47%
10	Jay Bharat Dattani jointly with Bharat Jamnadas Dattani	171311	0.46%	171311	0.46%
	<b>Grand Total</b>	<b>56,75,805</b>	<b>15.28%</b>	<b>58,44,253</b>	<b>15.74%</b>

**Notes:**

- 1 Shareholding of top 10 shareholders ascertained from the base figures of shareholding as on 31/03/2020
- 2 Few top 10 shareholding reported in 2019 set aside as they are no longer under top 10 shareholding as on 31/03/2020
- 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
<b>A: Directors:</b>							
1	<b>Smt.Vidhi Nidhipati Singhania</b> <i>Non-Executive, Non-Independent Director</i>						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		-	0.00%	-	0.00%
2	<b>Shri Ashok Gupta</b> <i>Managing Director</i>						
	At the beginning of the year	01.04.2019		15	0.00%	15	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		15	0.00%	15	0.00%
3	<b>Dr.Krishna Behari Agarwal</b> <i>Non Executive, Independent Director</i>						
	At the beginning of the year	01.04.2019		50	0.00%	50	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		50	0.00%	50	0.00%
4	<b>Shri Ravindra Kumar Tandon</b> <i>Non-Executive, Independent Director</i>						
	At the beginning of the year	01.04.2019		17,859	0.05%	17,859	0.05%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		17,859	0.05%	17,859	0.05%
5	<b>Shri Anil Kumar Dalmia</b> <i>Non-Executive, Independent Director</i>						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		-	0.00%	-	0.00%
6	<b>Shri Kedar Nath Mehrotra</b> <i>Non-Executive, Independent Director</i>						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		-	0.00%	-	0.00%
6	<b>Smt. Renu Nanda*</b> <i>Non-Executive, Independent Women Director</i>						
	At the beginning of the year	01.04.2019		-	0.00%	-	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		-	0.00%	-	0.00%
<b>B: Key Managerial Personnel</b>							
7	<b>Shri Chandra Prakash Agarwal</b> <i>Chief Financial Officer</i>						
	At the beginning of the year	01.04.2019		4	0.00%	4	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		4	0.00%	4	0.00%
8	<b>Shri Prabhat Kumar Mishra</b> <i>Company Secretary</i>						
	At the beginning of the year	01.04.2019		4	0.00%	4	0.00%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31.03.2020		4	0.00%	4	0.00%

Appointed w.e.f. August 14, 2019

**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 Shri Ashok Gupta	(Rs.)
		Designation Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	₹ 28,14,240.00	₹ 28,14,240.00
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	₹ 10,01,800.00	₹ 10,01,800.00
	(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)	₹ 38,16,040.00	₹ 38,16,040.00
	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
		Dr. K.B. Agarwal	Sh. R.K.Tandon	Sh. A.K.Dalmia	Sh. K.N.Mehrotra		Smt Renu Nanda	Rs
1	<b>Independent Directors</b>							
	Fee for attending Board/Committee Meetings	₹ 79,150.00	₹ 66,080.00	₹ 46,020.00	₹ 64,990.00		₹ 25,960.00	₹ 2,82,200.00
	Commission	-	-	-	-		-	-
	Others, please specify	-	-	-	-		-	-
	Total (1)	₹ 79,150.00	₹ 66,080.00	₹ 46,020.00	₹ 64,990.00		₹ 25,960.00	₹ 2,82,200.00
2	<b>Other Non-Executive Directors</b>							
		Smt.Vidhi Nidhipati Singhania						
	Fee for attending Board/Committee Meetings	₹ 8,260.00						₹ 8,260.00
	Commission/others	-						-
	Remuneration paid for availing professional services	-						-
	Total (2)	₹ 8,260.00						₹ 8,260.00
	Total (B)=(1+2)	₹ 87,410.00		₹ 46,020.00		₹ 0.00	₹ 25,960.00	₹ 2,90,460.00
	Total Managerial Remuneration (A+B)							₹ 41,06,500.00
	Overall Ceiling as per the Act	11% of the Net profits of the Company subject to the limits specified under Schedule V of the Companies Act, 2013						

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
		Name	Shri Chandra Prakash Agarwal	Shri Prabhat Kumar Mishra
		Designation	Sr. G.M.(Taxation) & CFO	Sr. Manager (Legal) & Company Secretary
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		₹ 18,41,738.00	₹ 15,78,192.00
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961		₹ 6,63,735.64	₹ 3,38,196.70
	(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		-	-
	<b>Total</b>		<b>₹ 25,05,473.64</b>	<b>₹ 19,16,388.70</b>
				<b>₹ 44,21,862.34</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE**

Date: 30/06/2020

Place: Kanpur

**For and on Behalf of the Board**

SD/-

(Ashok Gupta)  
DIN: 00135288

SD/-

(Dr. K.B. Agarwal)  
DIN: 00339934

# Jaykay Enterprises Ltd.

(CIN: L99999UP1961PLC001187)

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

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

Email: [prabhat.mishra@jkcement.com](mailto:prabhat.mishra@jkcement.com)

Website: [www.jaykayenterprises.com](http://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 (as amended) (hereinafter referred to as “LODR Regulations”) is given below:

### 1 **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate Governance is the combination of practices and compliances with laws and regulations leading to effective control and management of the Organization. We Jaykay Enterprises Ltd. ('JKEL') consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholders' value. Corporate Governance rests upon the four pillars of transparency, disclosure, monitoring and fairness to all. Your Company is committed to the adoption of and adherence to the best Corporate Governance practices at all times and continuously benchmarks itself with the best standards of Corporate Governance, not only in form but also in spirit.

### 2. **BOARD OF DIRECTORS**

#### **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 principles 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.

#### **a. Composition and Category of Directors**

The present strength of the Board of Directors is 7 (Seven). The composition of the Board is as follows:

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

The Nomination and Remuneration Committee in its Meeting held on August 14, 2019 has recommended the appointment of Smt Renu Nanda as an Additional Director who was designated as Independent Women Director of the Company.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

S. No.	Name of the Director	Expertise in specific functional area
1.	Smt. Vidhi Nidhipati Singhania	Entrepreneur, Art and General Corporate Management
2.	Shri Ashok Gupta	Qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance.
3.	Dr. Krishna Behari Agarwal	Graduate of Law, Ph.D, and Member of ICWA and ICSI having 50 years rich experience in the fields of Finance, Accounts and Capital Market.
4.	Shri Ravindra Kumar Tandon	Having 40 years of rich experience in the fields of Banking, Finance & Capital Market.
5.	Shri Anil Kumar Dalmia	Industrialist and possesses over 40 years rich experience in commerce and industry
6.	Shri Kedar Nath Mehrotra	Eminent Advocate, practicing at High Court of Judicature at Allahabad since 1957 having vast experience of about 60 years in the field of Law
7.	Smt Renu Nanda	Post Graduate from Lucknow University having a marketing diploma from Lucknow University over twenty-five years of experience with various leading media houses as a Marketing Head and has very strong marketing skills

The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 ("Act") and Listing Regulations.

In accordance with Regulation 26 of the Listing Regulations, none of the Directors are members in more than 10 committees excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013 or act as Chairperson of more than 5 committees across all listed entities in which he/she is a Director. The Audit Committee and Stakeholders' Relationship Committee are only considered in computation of limits. Further all Directors have informed about their Directorships, Committee Memberships/Chairmanships including any changes in their positions. Relevant details of the Board of Directors as on March 31, 2020 are given below:

Sl. No.	Name of Director, DIN & Category of Director	Inter-se relationships between Directors		No. of other Directorships@	No. of Board Committees (Other than Jaykay Enterprises Ltd.) in which*		List of Directorship held in Other Listed Companies and Category of Directorship
		Director with whom related	Relation		Chairman	Member	
1	<b>Smt. Vidhi Nidhipati Singhania</b>	Nil	Nil	-	-	-	-
	DIN-00293520						
	Non-Executive, Non- Independent						
2	<b>Shri Ashok Gupta</b>	Nil	Nil	2	1	1	Khandelwal Extractions Ltd.
	DIN-00135288						
	Executive, Non- Independent						
3	<b>Dr. Krishna Behari Agarwal</b>	Nil	Nil	4	2	2	J.K. Cement Ltd. Key Corp Ltd.
	DIN-00339934						
	Non-Executive, Independent						
4	<b>Shri Ravindra Kumar Tandon</b>	Nil	Nil	1	-	1	-
	DIN-00159472						
	Non-Executive, Independent						
5	<b>Shri Anil Kumar Dalmia</b>	Nil	Nil	1	-	-	-
	DIN-00789089						
	Non-Executive, Independent						
6	<b>Shri Kedar Nath Mehrotra</b>	Nil	Nil	-	-	-	-
	DIN-06749349						
	Non-Executive, Independent						
7	<b>Smt Renu Nanda**</b>	Nil	Nil	-	-	-	-
	Non-Executive, Independent						
	DIN-08493324						

- @ 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.
- \*\* Appointed as Additional Director w.e.f. August 14, 2019

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

During the financial year ended 31<sup>st</sup> March, 2020, 5 (five) Meetings of the Board of Directors were held on the following dates: -

- a) May 29, 2019
- b) August 14, 2019
- c) September 2, 2019
- d) November 14, 2019
- e) February 12, 2020

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 last AGM held on 14.08.20
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	5	YES
5	Shri Anil Kumar Dalmia	5	YES
6	Shri Kedar Nath Mehrotra	5	YES
7.	Smt. Renu Nanda	4	NA

**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-a-vis your Company except with M/s ARR EMM HOLDINGS PRIVATE LIMITED, a related party in which Smt. Vidhi Nidhipati Singhania, a Non-Executive Non-Independent Director of the Company is interested as Director and member, in respect of Company's property on leave and license basis.

**d. Independent Directors**

The Company has complied with the definition of Independence as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') and according to the Provisions of Section 149(6) of the 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) Independent Directors confirmation by the Board**

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 Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 shall be issued after the ensuing Annual General Meeting.

**(ii) Number of Independent Directorships**

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Further, the Managing Director of the Company does not serve as an Independent in more than three listed companies.

**(iii) 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.

**(iv) Separate Meeting of the Independent Directors:**

The Independent Directors held a Meeting on February 11, 2020, 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 (Chairman)	:	Independent, Non-Executive Director
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

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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 and Internal Auditors of the Company attend the meetings as Invitee.

**(c) Meetings and Attendance**

During the financial year ended 31<sup>st</sup> March, 2019, 4 (Four) meetings were held on:

- a) May 29, 2019
- b) August 14, 2019
- c) September 2, 2019
- d) November 14, 2019
- e) February 12, 2020

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

Sr. No.	Name of Director	No. of Meetings attended
1.	Dr. Krishna Behari Agarwal (Chairman)	5
2.	Shri Ravindra Kumar Tandon	5
3.	Shri Kedar Nath Mehrotra	5
4.	Shri Ashok Gupta	5

#### 4. **Nomination & Remuneration Committee**

##### (a) **Broad Terms of Reference**

The broad terms of reference of the Nomination and Remuneration Committee, as approved by the Board, are in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, which are as follows: -

- (i) to help the Board in determining the appropriate size, diversity and composition of the Board;
- (ii) to recommend to the Board appointment/re-appointment and removal of Directors and Senior Management;
- (iii) to frame criteria for determining qualifications, positive attributes and independence of Directors;
- (iv) to recommend to the Board remuneration payable to the Directors and Senior Management (while fixing the remuneration to Executive Directors the restrictions contained in the Act is to be considered);
- (v) to create an evaluation framework for Independent Directors and the Board;
- (vi) to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- (vii) to assist in developing a succession plan for the Board and Senior Management;
- (viii) to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- (ix) delegation of any of its powers to any Member of the Committee or the Compliance Officer.

##### (b) **Composition**

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

1.	Dr. Krishna Behari Agarwal (Chairman)	:	Independent, Non-Executive Director
2.	Shri Ravindra Kumar Tandon	:	Independent, Non-Executive Director
3.	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 31<sup>st</sup> March, 2020, 2 (Two) meetings were held on May 28, 2019 and August 13, 2019.

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)	2
2.	Shri Ravindra Kumar Tandon	2
3.	Shri Anil Kumar Dalmia	2

##### (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 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020**

(in Rs.)

Sl. No	Name of Director	Salary	Benefits	Sitting Fee	Total
1	Smt. Vidhi Nidhipati Singhania	--	--	8,260	8,260
2	Shri Ashok Gupta	28,14,240	10,01,800	--	38,16,040
3	Dr. Krishna Behari Agarwal	--	--	79,150	79,150
4	Shri Ravindra Kumar Tandon	--	--	66,080	66,080
5	Shri Anil Kumar Dalmia	--	--	46,020	46,020
6	Shri Kedar Nath Mehrotra	--	--	64,990	64,990
7.	Smt Renu Nanda	--	--	64,990	25,960

(f) **Performance Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A consolidated summary of the ratings given by each Director was then prepared. The report of performance evaluation was then discussed and noted by the Board. The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

5. **Stakeholders' Relationship Committee - Mandatory Committee**

(a) **Broad terms of reference**

Pursuant to provisions of Section 178(5) of the Companies Act, 2013 read with Regulation 20 of the Listing Regulations, Committee of Directors (Stakeholders Relationship Committee) of the Board has been constituted. 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:

- |  |  |
|--|--|
| 1. Dr. Krishna Behari Agarwal (Chairman) | : Independent, Non-Executive Director      |
| 2. Shri Anil Kumar Dalmia                | : Independent, Non-Executive Director      |
| 3. 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 14 (Fourteen) complaints during the F.Y. 2019-20, and all the 14 (Fourteen) 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](http://www.scores.gov.in). However, 5 requests for dematerialization involving 147 equity shares was attended/ disposed of after 31.03.2020 but within stipulated period of 30 days.

(d) **Meetings & Attendance**

During the financial year ended 31<sup>st</sup> March, 2020, 4 (four) meetings were held on:

- May 29, 2019
- August 13, 2019
- November 14, 2019
- February 12, 2020



The attendance at the above Meetings was as under: -

Sr. 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. December 1, 2015 in tune with SEBI notification dated 2.9.15 and decided that the matters related to Risk Management shall continue 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, interalia the accuracy of financial statements and adequacy of Internal Controls for the financial reporting purpose as required under LODR Regulations, for the year ended 31.03.2020.

#### 8. General Body Meetings

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

F.Y.	Date	Time	Venue
2016 – 17	July 26, 2017	11.30 AM	The Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005
2017 – 18	August 10, 2018	11.00 AM	The Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005
2018 – 19	August 14, 2019	12.00 Noon	The Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005

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
July 26, 2017	Following Special Resolution was passed for:- <ul style="list-style-type: none"> <li>Approval for Related Party Transaction</li> </ul>
August 10, 2018	Following Special Resolution was passed for:- <ul style="list-style-type: none"> <li>Re-appointment of Shri Ashok Gupta (DIN: 00135288) as Managing Director of the Company</li> </ul>
August 14, 2019	Following Special Resolution was passed for:- <ul style="list-style-type: none"> <li>Reappointment of Dr. Krishna Behari Agarwal (DIN-00339934) as an Independent Director for five years;</li> <li>Reappointment of Shri Kedar Nath Mehrotra (DIN-06749349) as an Independent Director for five years;</li> <li>Reappointment of Shri Ravindra Kumar Tandon (DIN-00159472) as an Independent Director for five years;</li> <li>Reappointment of Shri Anil Kumar Dalmia (DIN-00789089) as an Independent Director for five years;</li> <li>Approval for investment in M/s Nebula3D Services Private Limited ("Nebula3D"), an associate company of the Company.</li> </ul>

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. Compliances with Governance Framework

The Company is in compliance with all

- ii. Related Party Transactions**  
Detail about the related party transaction has already been elaborated in the Directors' Report.
- iii. 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.
- iv. Whistle Blower Policy/Vigil Mechanism**  
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>).
- v. Disclosure of Accounting Treatment**  
In the preparation of the financial statements, the Company has followed the IND-AS 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.
- vi. 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>).
- vii. Commodity price risk and Commodity hedging activities**  
The Company does not have any exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.
- viii. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).**  
Not Applicable
- ix. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.**  
The Certificate of Company Secretary in practice is annexed herewith as a part of the report
- x. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.**  
Not Applicable
- xi. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**  
Details relating to fees paid to the Statutory Auditors are given in Note 21 to the Standalone Financial Statements and Note 21 to the Consolidated Financial Statements.
- xii. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**  
Already been elaborated in the Directors' Report.

**xiii. Insider Trading**

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said PIT Regulations.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the website of the Company (Web link: <http://www.jaykayenterprises.com>).

**xiv. Non-mandatory requirements**

Adoption of non-mandatory requirements of the Listing Regulations is being reviewed by the Board from time-to time.

**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](http://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, 2020.

**(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 normally published in *Financial Express* and *Jansatta* 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](http://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  
Sr. Manager (Legal) & Company Secretary  
M/s. Jaykay Enterprises Ltd.  
(Formerly J.K. Synthetics Ltd.)  
Kamla Tower, Kanpur – 208001  
Telephone No.: (0512) 2371478 – 81  
Fax No.: (0512) 233 2665/ 239 9854  
Email: [prabhat.mishra@jkcement.com](mailto:prabhat.mishra@jkcement.com); [jkshr@jkcement.com](mailto:jkshr@jkcement.com)  
Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com)

**b) Annual General Meeting**

Date & Time : Tuesday, August 11, 2020 at 12.00 Noon

Venue : The 74<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 74<sup>th</sup> AGM shall be the Registered Office of the Company

**c) Financial Calendar (Tentative)**

(a) First Quarter Results - On or before 14<sup>th</sup> August, 2020  
 (b) Second Quarter Results - On or before 14<sup>th</sup> November, 2020  
 (c) Third Quarter Results - On or before 14<sup>th</sup> February, 2021  
 (d) Results for the year ending On or before 30<sup>th</sup> May, 2021  
 31<sup>st</sup> March, 2021

**d) Date of Book Closure**

Monday the August 3, 2020 to Tuesday, August 11, 2020 (both day 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 up to	Stock Code No.
The Bombay Stock Exchange Ltd., Mumbai	2019-2020	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 of the Company**

The ISIN of the Company is INE 903A01025.

**h) Stock Market Data**

The monthly high/ low share prices during the year 2019-20 are as follows: -

MONTH	BSE HIGH Rs.	BSE LOW Rs.	BSE SENSEX HIGH	BSE SENSEX LOW
APRIL, 2019	6.19	4.55	39,487.45	38,460.25
MAY, 2019	6.08	4.52	40,124.96	36,956.10
JUNE, 2019	6.15	4.06	40,312.07	38,870.96
JULY, 2019	5.52	3.70	40,032.41	37,128.26
AUGUST, 2019	5.80	3.75	37,807.55	36,102.35
SEPTEMBER, 2019	5.95	4.30	39,441.12	35,987.80
OCTOBER, 2019	4.77	3.19	40,392.22	37,415.83
NOVEMBER, 2019	3.91	3.08	41,163.79	40,014.23
DECEMBER, 2019	4.15	2.55	41,809.96	40,135.37
JANUARY, 2020	5.59	3.10	42,273.87	40,476.55
FEBRUARY, 2020	4.60	2.83	41,709.30	38,219.97
MARCH, 2020	3.48	2.11	39,083.17	25,638.90

**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 March 31, 2020**

NO OF EQUITY SHARES HELD	NO. OF SHARE HOLDERS	% OF SHARE HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDINGS
UP TO 500	90111	95.29	5871031	15.81
501 TO 1000	2138	02.27	1735164	04.67
1001 TO 2000	1070	01.13	1580483	04.26
2001 TO 3000	496	00.52	1253407	03.37
3001 TO 4000	145	00.15	523563	01.41
4001 TO 5000	172	00.18	828949	02.23
5001 TO 10000	219	00.23	1629534	04.39
10001 AND ABOVE	215	00.23	23712621	63.86
<b>TOTAL</b>	<b>94566</b>	<b>100.00</b>	<b>37134752</b>	<b>100.00</b>

l) **Category of Shareholders as on March 31, 2019**

Category	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
Promoters and Promoter Group	19	00.02	11845653	31.90
Mutual Funds/ UTI	14	00.01	100838	00.27
Financial Institutions/ Banks	96	00.11	26746	00.07
Insurance Companies	5	00.00	1459802	03.93
Foreign Institutional Investors	15	00.01	100327	00.27
Bodies Corporate	687	00.73	2338784	06.30
Individuals	91016	96.25	19745321	53.18
Others	2714	02.87	1517281	04.08
<b>Total</b>	<b>94566</b>	<b>100.00</b>	<b>37134752</b>	<b>100.00</b>

m) **Dematerialization of Equity Shares**

33795221 Equity shares of face value of Rs.1/- each representing 91.01 % of the paid up Equity capital of the company have been dematerialised till 31.03.2020.

FOR AND ON BEHALF OF THE BOARD

Sd/

Sd/

Ashok Gupta  
Managing Director  
DIN- 00135288

Dr. Krishna Behari Agarwal  
Director  
DIN- 00339934

Place : Kanpur  
Date : June 30, 2020

## 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 and Consolidated Financial Statements and the Cash Flow Statement for the Financial Year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
1. these Statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  2. 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.
- 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:
1. significant changes, if any, in Internal Control over Financial Reporting during the year;
  2. 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
  3. 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  
Managing Director  
DIN: 00135288**

**For Jaykay Enterprises Limited**

**Sd/-  
Chandra Prakash Agarwal  
Sr. General Manager (Taxation) &  
Chief Finance Officer**

Place : Kanpur  
Date : June 30, 2019

**PRACTISING COMPANY SECRETARY'S 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") (CIN: L99999UP1961PLC001187) for the year ended 31st March, 2020, 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") with amendments as applicable.

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.

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 the 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.

For: Reena Jakhodia & Associates  
Company Secretaries

Sd/-  
Reena Jakhodia  
Proprietor

Membership No: F6435  
C.P. No.: 6083

UDIN: **F006435B000384296**

Place: Kanpur  
Date: June 26, 2020

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

The Members of  
Jaykay Enterprises Ltd.  
Kamla Tower  
Kanpur 208001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of the Jaykay Enterprises Ltd. having CIN: I99999UP1961PLC001187 and having registered office at Kamla Tower Kanpur 208001 (herein after referred to as Company), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with the Schedule V Para- C Sub-clause 10 (i) of Securities and Exchange Board of India ( Listing Obligations and Disclosures Requirements) Regulations 2015.

In my opinion and to the best of my information and according to the verifications ( including Director Identification Number (DIN) status at portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company and its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Securities And Exchange Board of India warranted due to the spread of COVID-19 PANDEMIC , I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31<sup>st</sup> March 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by Securities and Exchange Board Of India , Ministry of Corporate Affairs or such other Statutory Authority:

S No.	Name of Director	DIN	Date of Appointment
1.	Dr.Krsihna Bihari Agarwal	00339934	08.01.1987
2.	Smt.Vidhi Nidhipati Singhania	00293520	13.08.2014
3.	Sh.Ravindra Kumar Tandon	00159472	25.08.2003
4.	Sh.Anil Kumar Dalmia	00789089	28.05.2012
5.	Sh.Kedar Nath Mehrotra	06749394	06.11.2013
6	Sh.Ashok Gupta	00135288	01.09.2014
7	Renu Nanda	08493324	14.08.2019

Ensuring the eligibility of for the appointment /continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express opinion on these based on our verification. This certificate 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 : 30.06.2020  
UDIN: A004933B000396852

Signature: Sd/-  
Name : Banthia And Company  
( G.K.Banthia )  
Membership No: ACS 4933  
C.P. No. : 1405



## INDEPENDENT AUDITOR'S REPORT

To

**The Members of JAYKAY ENTERPRISES LIMITED**

**Report on the Audit of Standalone Financial Statements**

### **Opinion**

We have audited the standalone financial statements of JAYKAY ENTERPRISES LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss including Other Comprehensive Income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

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 Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and the loss, Total Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Information Other than the Standalone financial statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **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, Total Comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

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 including Other Comprehensive Income, statement of changes in Equity 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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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".
- (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 as amended, 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 26(b). to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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.

**Date: 30-06-2020**  
**Place: Kanpur**

**For Gupta Vaish & Co.**  
**Chartered Accountants**  
**Registration Number: 005087C**

**Sd/-**  
**Rajendra Gupta**  
**(PARTNER)**  
**Membership Number: 073250**  
**UDIN NO 20073250AAAAAW5250**

## 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 31<sup>st</sup> March, 2020, 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) The 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 four buildings, details given below:

Total No. of Cases:	4
Gross Block:	Rs. 2,59,72,051
Net Block:	Rs. 45,14,780

**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 explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investment 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 of paragraph 3(v) of 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, service tax, goods and 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, Service Tax, goods and service tax , Duty of Custom, Duty of Excise, Value Added Tax, GST, Cess and other material Statutory dues were in arrear as at 31<sup>st</sup> March, 2020 for a period more than six months from the date they became payable.

- (b) According to the records of the company, there are no cases of income tax, sales tax, service tax, goods and service tax ,duty of custom , duty of excise or value added tax which have not been deposited on account of any dispute

- 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. In our opinion and according to the information and explanations given to us , the debentures and term loans have been applied for the purposes for which they were obtained.
- X. According to the information and explanations give to us, no material fraud by the company or on the company by its officer or employees has been noticed or reported during the year.
- Xi. According to the information and explanations given to us and based on our examination of the records of the company, the company has paid/provided for managerial remuneration in accordance with 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. Therefore the provisions of paragraph 3 (xii) of the Companies (Auditor's Report ) order, 2016,are not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions 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 based 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 based on our examination of the records of the company, the company has not entered into non- cash transactions with directors or persons connected with him, Therefore the provisions of paragraph 3 (xv) of the Companies (Auditor's Report ) order, 2016, are not applicable to the company.
- XVI. The company is not required to be registered under section 45 – IA of the Reserve Bank of India Act, 1934.

**For Gupta Vaish & Co.**  
**Chartered Accountants**  
**Registration Number: 005087C**

**Date: 30-06-2020**  
**Place: Kanpur**

**Rajendra Gupta**  
**(PARTNER)**  
**Membership Number: 073250**

## **ANNEXURE “B” TO THE INDEPENDENT AUDITORS REPORT OF EVEN DATE ON THE STANDALONE 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”)**

We have audited the internal financial controls over financial reporting of JAYKAY ENTERPRISES LIMITED (“the Company”) as of 31 March 2020 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 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 2020, 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 Gupta Vaish & Co.  
Chartered Accountants  
Registration Number: 005087C**

**Date: 30-06-2020  
Place: Kanpur**

**Rajendra Gupta  
(PARTNER)  
Membership Number: 073250**

# Jaykay Enterprises Limited

Balance Sheet as at 31st March, 2020

Amount in ₹

	Note No.	As At 31st MARCH 2020	As At 31st MARCH 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	1	39,19,896	45,47,146
(b) Investment Property	2	64,62,499	67,03,333
(c) Financial Assets			
(i). Investments	3	14,11,39,400	18,39,84,352
(ii). Others	4	2,50,00,000	2,48,46,455
<b>Current Assets</b>			
(a) Inventories	5	25,70,592	25,70,592
(b) Financial Assets			
(i). Cash and cash equivalents	6	35,48,090	1,23,08,137
(ii). Bank Balances	7	27,08,07,794	20,15,25,822
(iii). Loans	8	5,25,00,000	13,16,07,728
(c) Current Tax Assets ( Net )	9	1,18,14,520	96,40,966
(d) Other current assets	10	1,17,05,287	66,16,018
<b>Total Assets</b>		<b>52,94,68,078</b>	<b>58,43,50,549</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	11	3,71,34,752	3,71,34,752
(b) Other Equity	12	44,87,25,617	52,59,03,511
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
Provisions	13	21,10,000	22,98,000
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i). Trade payables	14	38,12,860	9,60,093
(b). Other current liabilities	15	3,43,15,458	1,43,09,377
(c). Provisions	16	33,69,391	37,44,816
<b>Total Equity and Liabilities</b>		<b>52,94,68,078</b>	<b>58,43,50,549</b>

The accompanying notes to the financial statements 1-32  
This is the Balance Sheet referred to in our report of even date.

**For Gupta Vaish & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

Partner

**PRABHAT KUMAR MISHRA**  
Company Secretary

**ASHOK GUPTA**  
Managing Director

**C.P.AGARWAL**  
Chief Financial Officer

K.B.AGARWAL  
A.K.DALMIA  
R.K.TANDON  
K.N.MEHROTRA  
RENU NANDA

Directors

Place : Kanpur  
Date : 30th June, 2020.



# Jaykay Enterprises Limited

Statement of Profit and Loss for the year ended 31st March, 2020

Amount in ₹

	Note No.	For the year ended 31st March 2020	For the year ended 31st March 2019
Revenue From Operations	17	30,80,000	30,60,000
Other Income	18	5,05,78,621	6,32,41,431
<b>Total Income</b>		<b>5,36,58,621</b>	<b>6,63,01,431</b>
<b>EXPENSES</b>			
Employee benefit expenses	19	2,45,48,990	2,53,33,840
Finance costs	20	91	607
Depreciation and amortization expense		9,84,436	9,08,640
Other expenses	21	3,25,46,646	3,09,55,548
<b>Total expenses</b>		<b>5,80,80,163</b>	<b>5,71,98,635</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>(44,21,542)</b>	91,02,796
<b>Exceptional items</b>		-	-
<b>Profit/(loss) before tax</b>		<b>(44,21,542)</b>	91,02,796
<b>Tax expense:</b>			
- Current tax		-	21,67,700
<b>Profit/(loss) for the year</b>		<b>(44,21,542)</b>	69,35,096
<b>Other Comprehensive Income</b>			
<b>Items that will be reclassified to profit or loss</b>			
Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]		(7,28,44,352)	(7,69,56,944)
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement of defined benefits Plan		88,000	(49,000)
<b>Total comprehensive income for the year</b>		<b>(7,71,77,894)</b>	<b>(7,00,70,848)</b>
Earning per Equity Share of ₹ 1/- each :			
- Basic & Diluted		<b>(2.08)</b>	<b>(1.89)</b>

The accompanying notes to the financial statements 1-32

This is the statement of Profit & Loss referred to in our report of even date.

**For Gupta Vaish & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

Partner  
  
**PRABHAT KUMAR MISHRA**  
Company Secretary

**ASHOK GUPTA**  
Managing Director  
  
**C.P.AGARWAL**  
Chief Financial Officer

**K.B.AGARWAL**  
**A.K.DALMIA**  
**R.K.TANDON**  
**K.N.MEHROTRA**  
**RENU NANDA**

} Directors

Place : Kanpur

Date : 30th June,2020.

**JAYKAY ENTERPRISES LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2020**

	2019-2020 ₹	2018-2019 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) before Tax and exceptional items as per Profit & Loss Account	(44,21,542)	91,02,796
Adjusted for		
Depreciation	9,84,436	9,08,640
Interest	91	607
Interest Received	(2,92,77,522)	(4,24,42,625)
Dividend Income	(20,00,941)	(6,20,457)
Loss/Assets Written Off	2,688	11,858
OCI Adjustment	88,000	(49,000)
Provisions / Balances written back	-	(45,972)
Profit on sale of Investment ( Net )	(3,000)	-
Operating Profit/(Loss) before Working Capital Changes	<u>(3,46,27,790)</u>	<u>(4,22,36,949)</u>
Adjusted for		
( Increase)/Decrease in Loans & Advances	7,61,21,326	3,71,09,086
Increase/(Decrease) in Trade Payables & Other Liabilities	2,22,95,423	(63,95,337)
Cash Generated from Operations	<u>6,37,88,959</u>	<u>(24,20,404)</u>
Refund /( Income Tax Payment )	6,58,698	(17,90,253)
Net Cash from Operating Activities	<u>6,44,47,657</u>	<u>(42,10,657)</u>
<b>B. CASH FLOW USED IN INVESTING ACTIVITIES</b>		
Acquisition of Fixed Assets	(1,19,040)	(7,69,488)
Investment in Associate Company	(3,00,00,000)	(3,38,95,174)
Sale of Investments (Net)	3,600	-
Interest Income	2,43,42,403	3,83,22,765
Dividend Income	20,00,941	6,20,457
Net Cash Used in Investing Activities	<u>(37,72,096)</u>	<u>42,78,560</u>
<b>C. CASH FLOW USED IN FINANCING ACTIVITIES</b>		
Interest Paid	(91)	(607)
Net Cash Used In Financing Activities	<u>(91)</u>	<u>(607)</u>
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	<b>6,06,75,470</b>	67,296
Opening Balance of Cash and Cash Equivalents	<b>23,86,80,414</b>	23,86,13,118
Closing Balance of Cash and Cash Equivalents	<b>29,93,55,884</b>	23,86,80,414

**Notes :**

- Cash and cash equivalents consist of cheques, stamps in hand, balances with banks and deposits with original maturity of upto three months.
- Reconciliation of cash and cash equivalent :  
Cash and cash equivalent as per Note No.6

**35,48,090**

1,23,08,137

As per our report of even date attached

**For Gupta Vaish & CO.**

Chartered Accountants

For and on behalf of the Board of Directors of

**Jaykay Enterprises Limited**

Partner

**PRABHAT KUMAR MISHRA**  
Company Secretary**ASHOK GUPTA**  
Managing Director**C.P.AGARWAL**  
Chief Financial OfficerK.B.AGARWAL  
A.K.DALMIA  
R.K.TANDON  
K.N.MEHROTRA  
RENU NANDA

} Directors

Place : Kanpur

Date : 30th June,2020.

# Jaykay Enterprises Limited

## STATEMENT OF CHANGES IN EQUITY

Statement of changes in equity for the year ended 31st March, 2020

### A EQUITY SHARE CAPITAL

Amount in ₹

	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the year	37134752	3,71,34,752	37134752	3,71,34,752
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	37134752	3,71,34,752	37134752	3,71,34,752

### B OTHER EQUITY

Amount in ₹

	Reserve and Surplus		Total
	Retained Earnings	Other Comprehensive Income	
<b>As ON 31 MARCH 2019</b>			
Balance at the beginning of the reporting period i.e., 1st April, 2018	48,35,81,310	11,23,93,049	59,59,74,359
Other Comprehensive income for the year	(49,000)	(7,69,56,944)	(7,70,05,944)
Profit for the year	69,35,096	-	69,35,096
Total comprehensive income for the year	<b>68,86,096</b>	<b>(7,69,56,944)</b>	<b>(7,00,70,848)</b>
Balance at the end of the reporting period i.e., 31st March, 2019	49,04,67,406	3,54,36,105	52,59,03,511

Amount in ₹

	Reserve and Surplus		Total
	Retained Earnings	Other Comprehensive Income	
<b>As ON 31 MARCH 2020</b>			
Balance at the beginning of the reporting period i.e., 1st April, 2019	49,04,67,406	3,54,36,105	52,59,03,511
Other Comprehensive income for the year	88,000	(7,28,44,352)	(7,27,56,352)
Profit for the year	(44,21,542)	-	(44,21,542)
Total comprehensive income for the year	<b>(43,33,542)</b>	<b>(7,28,44,352)</b>	<b>(7,71,77,894)</b>
Balance at the end of the reporting period i.e., 31st, March, 2020	48,61,33,864	(3,74,08,247)	44,87,25,617

# Jaykay Enterprises Limited

## NOTE NO. 1

NOTES to the Financial statements for the year ended 31st March, 2020

### PROPERTY, PLANT & EQUIPMENT

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01-04-2019	Additions	Adjustment/ Deductions	As at 31-03-2020	As at 01-04-2019	For the Year	Adjustment/ Deductions	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
1	Leasehold Land	44,436	-	-	44,436	6,951	-	-	6,951	37,485	37,485
2	Buildings										
	- Non Investment Property	2,26,49,068	-	1	2,26,49,067	1,97,09,073	1,18,124	-	1,98,27,197	28,21,870	29,39,995
3	Plant & Equipment	39,21,477	92,541	53,750	39,60,268	28,55,029	4,63,575	51,062	32,67,542	6,92,726	10,66,448
4	Furniture & Fixtures and Office Equipment	2,13,836	26,500	-	2,40,336	1,29,331	19,820	-	1,49,151	91,185	84,505
5	Vehicle	20,39,910	-	-	20,39,910	16,21,197	1,42,083	-	17,63,280	2,76,630	4,18,713
	<b>TOTAL</b>	<b>2,88,68,727</b>	<b>1,19,041</b>	<b>53,751</b>	<b>2,89,34,017</b>	<b>2,43,21,581</b>	<b>7,43,602</b>	<b>51,062</b>	<b>2,50,14,121</b>	<b>39,19,896</b>	<b>45,47,146</b>
	Previous Year	2,81,19,229	7,69,488	19,990	2,88,68,727	2,36,61,904	6,67,809	8,132	2,43,21,581	45,47,146	44,57,325

## NOTE NO. 2

### INVESTMENT PROPERTY

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01-04-2019	Additions	Adjustment/ Deductions	As at 31-03-2020	As at 01-04-2019	For the Year	Adjustment/ Deductions	As at 31-03-2020	As at 31-03-2020	As at 31-03-2019
1	Buildings										
	Investment Property	96,85,722	-	-	96,85,722	29,82,389	2,40,834	-	32,23,223	64,62,499	67,03,333
	<b>TOTAL</b>	<b>96,85,722</b>	<b>-</b>	<b>-</b>	<b>96,85,722</b>	<b>29,82,389</b>	<b>2,40,834</b>	<b>-</b>	<b>32,23,223</b>	<b>64,62,499</b>	<b>67,03,333</b>
	Previous Year	96,85,722	-	-	96,85,722	27,41,558	2,40,831	-	29,82,389	67,03,333	69,44,164

Note : The Company does not hold title deeds of four cases of Building of which Gross Block is ₹ 2,59,72,051/- and Net Block is ₹ 45,14,780/-

# Jaykay Enterprises Limited

NOTES to the Financial statements for the year ended 31st March, 2020

## NON CURRENT ASSET

PARTICULARS	Amount in ₹	
	As At 31 March 2020	As At 31 March 2019
<b>3 Non-Current Investment</b>		
Investments ( As per Annexure ) :-		
- Quoted	10,55,71,400	17,84,15,752
- Unquoted	55,68,000	55,68,600
- Non Convertible Preference Share	3,00,00,000	-
<b>TOTAL NON-CURRENT INVESTMENT</b>	<b>14,11,39,400</b>	<b>18,39,84,352</b>
Aggregate amount for Impairment in value of Investments	7,28,44,352	7,69,56,944
Aggregate amount of quoted investment	10,55,71,400	17,84,15,752
Market value of quoted Investment	10,55,71,400	17,84,15,752
Aggregate amount of unquoted investment	55,68,000	55,68,600
<b>Category-wise non current Investment</b>		
Investment carried at cost	3,02,23,328	2,23,928
Investment measured at FVTOCI	11,09,16,072	18,37,60,424
<b>4 Other Non current Financial Asset</b>		
Fixed Deposits ( More than One year )	2,50,00,000	2,48,46,455
	<b>2,50,00,000</b>	<b>2,48,46,455</b>
<b>CURRENT ASSET</b>		
<b>5 Inventories</b>		
Stock-in-trade(Land and Building)	25,70,592	25,70,592
	<b>25,70,592</b>	<b>25,70,592</b>
<b>FINANCIAL ASSETS</b>		
<b>CASH AND BANK BALANCES</b>		
<b>6 Cash and Cash Equivalent</b>		
<b>Balance With Banks</b>		
- In Current Accounts	28,06,407	50,64,829
- In Fixed Deposits		
a). Upto 3 months	-	53,04,387
<b>Cheques on Hand</b>	7,05,109	18,96,831
<b>Cash on Hand</b>	36,574	42,090
	<b>35,48,090</b>	<b>1,23,08,137</b>
<b>7 Balance with Banks</b>		
a). Bank Balances ( Fixed Deposits upto One year ) ( including pledged with bank ₹ 1,18,69,057/- )	27,08,07,794	20,15,25,822
	<b>27,08,07,794</b>	<b>20,15,25,822</b>
<b>LOANS</b>		
<b>8 LOANS :</b>		
- Un-Secured Considered Good		
i. Related Parties	-	64,00,000
ii. Others	5,25,00,000	12,52,07,728
	<b>5,25,00,000</b>	<b>13,16,07,728</b>

# Jaykay Enterprises Limited

NOTES to the Financial statements for the year ended 31st March, 2020

Amount in ₹

PARTICULARS	As At 31 March 2020	As At 31 March 2019		
<b>9 CURRENT TAX ASSETS</b>				
Current Tax ( Net of Provision )	44,68,797	37,89,217		
Income Tax Recoverable	73,45,723	58,51,749		
	<b>1,18,14,520</b>	<b>96,40,966</b>		
<b>10 OTHER CURRENT ASSETS</b>				
Prepaid expenses	2,50,857	2,13,948		
Interest Receivable	70,38,240	49,35,373		
Other Advances	27,51,321	4,08,131		
Other Deposits	16,64,869	10,58,566		
	<b>1,17,05,287</b>	<b>66,16,018</b>		
<b>11 Equity Share Capital</b>				
<b>Authorised:</b>				
1250000000 Equity shares of Rs. 1/- each	1,25,00,00,000	1,25,00,00,000		
<b>Cumulative redeemable preference shares</b>				
200000, 11% of Rs. 100/- each	2,00,00,000	2,00,00,000		
600000, 14% of Rs. 100/- each	6,00,00,000	6,00,00,000		
200000, 15% of Rs. 100/- each	2,00,00,000	2,00,00,000		
500000 Unclassified shares of Rs. 100/- each	5,00,00,000	5,00,00,000		
	<b>1,40,00,00,000</b>	<b>1,40,00,00,000</b>		
<b>Issued, Subscribed &amp; Paid Up</b>				
37134752 Equity shares of Rs. 1/- each	3,71,34,752	3,71,34,752		
	<b>3,71,34,752</b>	<b>3,71,34,752</b>		
	<b>No. of Shares</b>	<b>No. of Shares</b>		
Equity Shares at the Beginning of the year	37134752	37134752		
Changes during the year	-	-		
Equity Shares at the end of the year	37134752	37134752		
<b>Details Of Shareholders Holding More Than 5 % Shares</b>				
	<b>As AT 31st March,2020</b>	<b>As AT 31st March,2019</b>		
<b>Name of Shareholder</b>	<b>No. of Shares Held</b>	<b>% of Shares Held</b>	<b>No. of Shares Held</b>	<b>% of Shares Held</b>
1. Smt. Sushila Devi Singhanian	4342787	11.69%	4342787	11.69%
2. Shri Yadu Pati Singhanian	2048535	5.52%	2048535	5.52%
3. J. K. Traders Ltd.	4462142	12.02%	4462142	12.02%
<b>12 Other Equity</b>				
<b>Retained Earnings</b>				
Balance at the beginning of the year			<b>49,04,67,406</b>	<b>48,35,81,310</b>
Add : Re-measurement of defined benefits Plan ( OCI )			88,000	(49,000)
Add : Net Profit for the year			(44,21,542)	69,35,096
<b>Balance at the end of the year</b>			<b>48,61,33,864</b>	<b>49,04,67,406</b>
<b>Other Comprehensive Income( OCI )</b>				
As per last balance sheet			<b>3,54,36,105</b>	<b>11,23,93,049</b>
Add:- Fair Value Changes on Equity instruments			(7,28,44,352)	(7,69,56,944)
Closing balance at the end of the year			<b>(3,74,08,247)</b>	<b>3,54,36,105</b>
			<b>44,87,25,617</b>	<b>52,59,03,511</b>
<b>Notes to Other Equity :-</b>				
12(i). Retained earnings is the cumulative profits of the Company and effect of re-measurement defined obligations. This reserve can be utilized in accordance with the provision of the Companies Act, 2013.				
(ii). Other Comprehensive Income ( OCI ) represents the Fair Value Changes of Specified items which would be re-classified to profit or loss account in future years				

## Jaykay Enterprises Limited

NOTES to the Financial statements for the year ended 31st March, 2020

### NON CURRENT LIABILITIES

PARTICULARS	Amount in ₹	
	As At 31 March 2020	As At 31 March 2019
<b>13 PROVISIONS :</b>		
Provision for Employees benefits	21,10,000	22,98,000
	<b>21,10,000</b>	<b>22,98,000</b>
<b>CURRENT LIABILITIES</b>		
<b>FINANCIAL LIABILITIES</b>		
<b>14 TRADE PAYABLES</b>		
i.Others	38,12,860	9,60,093
	<b>38,12,860</b>	<b>9,60,093</b>
<b>15 OTHER CURRENT LIABILITIES</b>		
Security Deposits	10,05,000	9,95,000
Payable to Debenture holders/Preference Shares holders *	72,96,567	72,96,567
Statutory Dues	12,38,057	7,77,061
Other Payables	2,47,75,834	52,40,749
	<b>3,43,15,458</b>	<b>1,43,09,377</b>
* These amounts have been claimed by Debentures/Preference Shares holders but held in abeyance due to non-completion of legal formalities.		
<b>Note :- Other Payables includes Employees Liabilities and advance against Sale of Property etc.</b>		
<b>16 PROVISIONS :</b>		
Provision For Employees Benefit	33,69,391	37,44,816
	<b>33,69,391</b>	<b>37,44,816</b>

# Jaykay Enterprises Limited

NOTES to the Financial statements for the year ended 31st March, 2020

PARTICULARS	Amount in ₹	
	Year ended 31st March 2020	Year ended 31st March 2019
<b>17 Revenue From Operations</b>		
Registrar & Transfer Agent Services	30,80,000	30,60,000
	<b>30,80,000</b>	<b>30,60,000</b>
<b>18 Other Income :</b>		
Interest Income	2,92,77,522	4,24,42,625
Dividend Income	20,00,941	6,20,457
<b>Other Non-Operating Income :-</b>		
Rent	1,32,97,000	1,37,04,000
Profit On Sale Of Investments	3,000	-
Miscellaneous Receipts	60,00,158	64,74,349
	<b>5,05,78,621</b>	<b>6,32,41,431</b>
<b>19 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries And Wages	1,94,55,424	2,11,69,970
Contribution To Provident And Other Funds	32,58,686	32,32,227
Staff Welfare Expenses	18,34,880	9,31,643
	<b>2,45,48,990</b>	<b>2,53,33,840</b>
<b>20 FINANCE COSTS</b>		
Interest	91	607
	<b>91</b>	<b>607</b>
<b>DEPRECIATION AND AMORTIZATION EXPENSES</b>		
Depreciation	9,84,436	9,08,640
	<b>9,84,436</b>	<b>9,08,640</b>
<b>21 OTHER EXPENSES</b>		
<b>Administrative Expense</b>		
Insurance	13,56,648	7,94,781
Rent	57,00,000	57,00,000
Lease Rent	1,18,289	1,17,867
Rates & Taxes	5,32,215	21,76,590
Directors' Fee	2,90,460	2,24,200
Auditors' Remuneration		
- Audit Fee	70,800	70,800
- Other Services	17,700	20,650
Postage & Telegrame	1,39,226	17,46,786
Courier Service Expenses	2,31,369	5,27,423
Telephone Expenses	1,19,904	1,25,515
Advertisement Other than Sales Promotion	7,44,790	6,32,100
Travelling Expenses	5,02,034	4,75,374
Conveyance Expenses	1,32,276	1,34,087
Transport Expenses	7,31,583	7,51,736
Office Running/Upkeeping Expenses	14,50,504	12,31,541
Electricity charges	13,63,858	17,97,845
Establishment Expenses	46,05,296	30,64,869
Security service charges	11,45,210	11,10,220
Other professional charges	15,77,710	16,38,372
Retainer Fee	34,96,256	22,30,716
Legal expenses	26,43,849	7,66,144
Compensation	4,70,000	5,85,000
Repairs and Maintenance Expenses	25,76,768	21,41,924
Printing & Stationery	10,28,345	14,12,393
Annual Custody Fee	3,46,852	3,45,032
Charges General	4,08,834	3,71,727
Listing Fee	3,54,000	2,50,000
Annual Maintenance Charges	1,39,525	1,49,951
Miscellaneous expenses	2,52,345	3,61,905
	<b>3,25,46,646</b>	<b>3,09,55,548</b>



**Notes on Financial Statements for the year ended 31st March, 2020**

22. (a). Deferred Tax assets have not been recognised, considering the principle of virtual certainty as stated in the Indian Accounting Standard -12 Income Taxes.
- (b). In view of brought forward losses and unabsorbed depreciation, the entry for MAT credit entitlement has not been accounted for.
- (c). Income Tax recognised in other Comprehensive Income

Particulars	31st March, 2020			31st March, 2019		
	Before Tax	Tax expense/ (benefit)	Net of Tax	Before Tax	Tax expense/ (benefit)	Net of Tax
Net gain/(losses) on fair value of equity instruments	(7,28,44,352)	-	(7,28,44,352)	(7,69,56,944)	-	(7,69,56,944)

**23. Earning per Share ( EPS ) :**

	2019-20	2018-19
	( Amount / ₹ )	
a. Net Profit(+)/Loss(-) available for Equity Share holders	(7,71,77,894)	(7,00,70,848)
b. <b>Number of Equity Shares</b> ( Denominator used for calculating EPS )	37134752	37134752
c. <b>Basic and diluted earnings per Equity Share of ₹ 1/- each</b>		
i. Before Extra Ordinary items	<b>(2.08)</b>	(1.89)
ii. After Extra Ordinary items	<b>(2.08)</b>	(1.89)

**24. Segment Reporting**

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

**25. Related Parties Disclosures :**

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

**A. Associate Company :**

- i. J. K. Cotton Ltd.
- ii. Nebula3D Services Pvt. Limited

**B. Key Management Personnel :**

1. Shri Ashok Gupta
2. Shri C.P.Agarwal
3. Shri Prabhat Kumar Mishra

Managing Director  
Chief Finance Officer  
Company Secretary

**C. Entities over Promoters/Directors have significant influence :**

- i. J.K.Cement Ltd.
- ii. AAR EMM Holdings Pvt. Limited

**D. Directors :-**

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

**Details of Transactions are as follows;**

**1. Remuneration**

**Key management personnel :**

1. Shri Ashok Gupta	₹	38,16,040
2. Shri C.P.Agarwal	₹	25,05,472
3. Shri Prabhat Kumar Mishra	₹	19,16,389

**2. Associate Company :**

**i. Nebula3D Services Pvt. Limited :**

**a. Finance :**

**Un Secured Loan :-**

Balance at the beginning of the year	₹	64,00,000	
Add : Loan given during the year	₹	1,58,00,000	
Total	₹	2,22,00,000	
Less : Repayment during the year	₹	2,22,00,000	
Balance at the end of the year	₹	NIL	₹

**b. Preference Share Contribution ( Investment ) :-**

Preference Shares Purchased during the year

₹ 3,00,00,000

₹ 8,48,466

₹ 5,900

**ii. J.K.Cotton Limited**

Rent, Expenses recovered and Services rendered

₹ 1,95,500

3. <b>Promoters/Relatives</b>	₹		-
Rent, Interest and other expenses paid	₹	3,00,000	
4. <b>Rent, Expenses recovered and Services rendered</b>			
i. J.K.Cement Ltd.	₹	1,66,62,454	
ii. Jaykay Cem(Central) Ltd.	₹	5,900	
iii. J.K.Traders Ltd.	₹	5,900	
iv. Yadu International Ltd.	₹	5,900	
v. AAR EMM Holding Pvt. Limited	₹	23,36,400	
5. <b>Sitting Fee paid to Directors</b>	₹	2,90,460	
26. a. Balances in suppliers and Deposit accounts taken as per books are subject to confirmation/reconciliation and consequential adjustments.			
b. <b>CONTINGENT LIABILITIES</b>		<b>AS AT</b>	<b>AS AT</b>
		<b>31-03-2020</b>	<b>31-03-2019</b>
			( Amount/ ₹ )
i. In respect of claims against the Company not acknowledged as debts.			<b>Indeterminate</b>
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		-	8,72,60,769
27. The Financial statements were approved for issue by the Board of Directors on 30th June, 2020.			
28. Previous year's figures have been restated/recasted/regrouped wherever necessary to conform to the classification of the year.			
29. The operation of the company remained closed in the month of March, 2020 due to national wise lockdown declared / announced by Government of India because of COVID 19 out break. The impact of COVID-19 may impact the underlying assumption and estimates used to prepare the company's financial statements which may differ from that considered at the time of approval of these financial statements but has no impact on the assumption relating to going concern.			
30. The Government of India on September 20, 2019, vide the Taxation Law (Amendment ) Ordinance 2019, inserted a new section 115BAA in the Income Tax Act,1961, which provides domestic companies a non-reversible option to pay Corporate tax at reduced rate effective, April 1 2019, subject to certain conditions. The company is continuing to provide for income tax at old rates.			

### 31. EMPLOYEES BENEFITS :

The Company Contributes to the following post-employment defined benefit plan in India.

Disclosure in terms of Ind AS-19 are as under:-

#### i ). Defined Contribution Plans :

The Company makes Contribution towards Provident Fund and Superannuation Fund to a defined contribution retirement benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit plan to the fund benefits. The defined contribution plan recognised as expenses are as under :

	₹/lacs	
	2019-20	2018-19
Employer's contribution to Provident Fund	13.36	11.51
Employer's contribution to Pension Fund	3.04	1.59
Employer's contribution to Superannuation Fund	7.89	10.02

#### ii ). 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		Leave encashment	
	Funded		unfunded	
	2019-2020	2018-2019	2019-2020	2018-2019
	₹/lacs	₹/lacs	₹/lacs	₹/lacs
<b>A. Profit &amp; Loss ( P &amp; L )</b>				
1. Current Service Cost	4.44	3.61	-	-
2. Past Service Cost - Plan amendments	-	-	-	-
3. Curtailment cost/( credit )	-	-	-	-
4. Settlement cost / ( credit )	-	-	-	-
5. <b>Service Cost</b>	<b>4.44</b>	<b>3.61</b>	-	-
6. Net interest on net defined benefit liabilities / (assets )	0.19	1.64	2.70	2.85
7. Immediate recognition of (gain)/losses - other long term employee	-	-	1.34	1.00
8. <b>Cost recognised in P &amp; L</b>	<b>4.63</b>	<b>5.25</b>	<b>4.04</b>	<b>3.85</b>
<b>B. Other Comprehensive Income ( OCI )</b>				
1. Actuarial ( gain )/loss due to DBO experience	(4.93)	1.29	(0.30)	0.59
2. Actuarial ( gain )/loss due to DBO assumption changes	5.09	1.38	1.64	0.41
3. Actuarial ( gain )/loss arising during period	<b>0.16</b>	<b>2.67</b>	<b>1.34</b>	<b>1.00</b>
4. Return on plan assets ( greater)/less than discount rate	(1.04)	(2.18)	-	-
5. Actuarial ( gain )/losses recognised in OCI	(0.88)	0.49	-	-
6. Adjustment for limit on net assets	-	-	-	-
<b>C. Define Benefit Cost</b>				
1. Service Cost	4.44	3.61	-	-
2. Net interest on net defined benefit liabilities / (assets )	0.19	1.64	2.70	2.85
3. Actuarial ( gain )/losses recognised in OCI	(0.88)	0.49	-	-
4. Immediate recognition of (gain)/losses - other long term employee benefit plan	-	-	1.34	1.00
5. <b>Defined Benefit Cost</b>	<b>3.75</b>	<b>5.74</b>	<b>4.04</b>	<b>3.85</b>
<b>A. Development of Net Balance Sheet Position</b>				
1. Defined benefit obligation ( DBO )	(209.93)	(216.21)	(42.86)	(41.78)
2. Fair value of plan assets ( FVA )	206.18	210.47	-	-
3. Funded status [ surplus/(deficit) ]	(3.75)	(5.74)	(42.86)	(41.78)
4. Effect of Assets celling	-	-	-	-
5. <b>Net defined benefit asset/(liability)</b>	<b>(3.75)</b>	<b>(5.74)</b>	<b>(42.86)</b>	<b>(41.78)</b>
<b>B. Reconciliation of Net Balance Sheet Position</b>				
1. <b>Net defined benefit asset/(liability) at end of prior period</b>	(5.74)	(46.88)	(41.78)	(43.52)
2. Service Cost	(4.44)	(3.61)	-	-
3. Net interest on net defined benefit liabilities / (assets )	(0.19)	(1.64)	(2.70)	(2.85)
4. Amount recognised in OCI	0.88	(0.49)	(1.34)	(1.00)
5. Employer contribution	5.74	46.88	-	-
6. Benefit paid directly by the Company	-	-	2.96	5.59
7. Acquisitions credit/(cost)	-	-	-	-
8. Divestitures	-	-	-	-
9. Cost of termination benefit	-	-	-	-
10. <b>Net defined benefit asset/(liability) at end of current period</b>	<b>(3.75)</b>	<b>(5.74)</b>	<b>(42.86)</b>	<b>(41.78)</b>

**A. Change in Defined Benefit Obligation ( DBO )**

1. <b>DBO at end of prior period</b>	<b>216.21</b>	<b>235.61</b>	<b>41.78</b>	<b>43.52</b>
2. Current service cost	4.44	3.61	-	-
3. Interest cost on the DBO	13.66	15.07	2.70	2.85
4. Curtailment (credit)/cost	-	-	-	-
5. Settlement (credit)/cost	-	-	-	-
6. <b>Past service cost - plan amendments</b>	-	-	-	-
7. Acquisitions(credit)/cost	-	-	-	-
8. Actuarial (gain)/loss - experience	(4.93)	1.29	(0.30)	0.59
9. Actuarial (gain)/loss - demographic assumptions	-	-	-	-
10. Actuarial (gain)/loss - financial assumptions	5.09	1.38	1.64	0.41
11. Benefit paid directly by the Company	-	-	(2.96)	(5.59)
12. Benefit paid from plan assets	(24.54)	(40.75)	-	-
13. <b>DBO at end of current period</b>	<b>209.93</b>	<b>216.21</b>	<b>42.86</b>	<b>41.78</b>

**B. Change in Fair Value of Assets**

1. <b>Fair Value of assets at end of prior period</b>	<b>210.47</b>	<b>188.73</b>	-	-
2. Acquisition adjustment	-	-	-	-
3. Interest Income on plan assets	13.47	13.43	-	-
4. Employer Contributions	5.74	46.88	-	-
5. Return on plan assets greater/(lesser) than discount rate	1.04	2.18	-	-
6. Benefit paid	(24.54)	(40.75)	-	-
7. <b>Fair Value of assets at end of current period</b>	<b>206.18</b>	<b>210.47</b>	-	-

**Actuarial Assumptions:**

1. Discount Rate	5.40%	6.70%	5.40%	6.70%
	Indian Assured Lives Mortality ( 2006-08) Ult	Indian Assured Lives Mortality ( 2006-08) Ult	Indian Assured Lives Mortality ( 2006-08) Ult	Indian Assured Lives Mortality ( 2006-08) Ult
2. Mortality Rate				
3. Withdrawal Rate	1.00%	1.00%	1.00%	1.00%
4. Salary Escalation Rate	10.00%	10.00%	10.00%	10.00%
5. Maximum limit	2000000/-	2000000/-	-	-

## Note 32

### Company information and significant accounting policies

#### Reporting Entity

JAYKAY ENTERPRISES LIMITED (The "Company") is a company domiciled in India and limited by shares (CIN L99999UP1961PLC001187). The shares of the company are publicly traded on BSE Limited. The address of the company's registered office is Kamla Tower, Kanpur-208001.

The company is primarily involved in registrar and transfer agent services.

#### 32.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended 31<sup>st</sup> March 2017, the Company prepared its financial statements in accordance with Accounting Standards (AS) notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and in accordance with companies (Accounting Standards), Rules 2006 (erstwhile - Indian GAAP). These financial statements for the year ended 31<sup>st</sup> March 2018 are the first financial statements of the Company prepared in accordance with Ind AS.

#### 32.2 Current and non-current Classification

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when:

- a) it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- b) it holds the asset primarily for the purpose of trading;
- c) it expects to realise the asset within twelve months after the reporting period; or
- d) the asset is cash or a cash equivalent (as defined in Ind AS 7) unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

An entity shall classify a liability as current when:

- (a) it expects to settle the liability in its normal operating cycle;
- (b) it holds the liability primarily for the purpose of trading;
- (c) the liability is due to be settled within twelve months after the reporting period; or

- (d) it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

#### 32.3 Revenue recognition

##### 32.3.1 Rendering of Services

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes, levies or duties collected on behalf of the government/ other statutory bodies.

##### 32.3.2 Interest

Interest income is recognised using the Effective Interest Method.

##### 32.3.3 Dividend

Dividend income from investments is recognised when the rights to receive payment is established.

#### 32.4 Other Claims

Other claims (including interest on delayed realization from customers) are accounted for, when there is certainty of realisation.

#### 32.5 Leases

A **finance lease** is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred.

An **operating lease** is a lease other than a finance lease.

##### 32.5.1 Company as a lessor

**Operating leases** Lease income from operating leases (excluding amounts for services such as insurance and maintenance) is recognised in income on a straight-line basis over the lease term, unless either:

- (a) another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished, even if the payments to the lessors are not on that basis; or
- (b) the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary according to factors other than inflation, then this condition is not met.

Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense over the lease term on the same basis as lease income.

**Finance leases** Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

### **32.6 Property, Plant and Equipment (PPE)**

Land is carried at historical cost. Historical cost includes expenditure which are directly attributable to the acquisition of the land like, rehabilitation expenses, resettlement cost etc.

After recognition, an item of all other Property, plant and equipment are carried at its cost less any accumulated depreciation and any accumulated impairment losses under Cost Model. The cost of an item of property, plant and equipment comprises:

- (a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- (b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- (c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item depreciated separately. However, significant part(s) of an item of PPE having same useful life and depreciation method are grouped together in determining the depreciation charge.

Costs of the day to-day servicing described as for the 'repairs and maintenance' are recognised in the statement of profit and loss in the period in which the same are incurred.

#### **Subsequent Measurement**

Subsequent cost of replacing parts of an item of property, plant and equipment are recognised in the carrying amount of the item, if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured reliably. The carrying amount of those parts that are replaced is derecognised in accordance with the de recognition policy mentioned below.

When major inspection is performed, its cost is recognised in the carrying amount of the item of property, plant and equipment as a replacement if it is probable that future economic benefits associated with the item will flow to the Company; and the cost of the item can be measured reliably. Any remaining carrying amount of the cost of the

previous inspection (as distinct from physical parts) is derecognised.

An item of Property, plant or equipment is derecognised upon disposal or when no future economic benefits are expected from the continued use of assets. Any gain or loss arising on such de recognition of an item of property plant and equipment is recognised in profit and Loss.

#### **Depreciation**

Depreciation on property, plant and equipment, except freehold land, is provided on straight line method based on useful life specified in schedule II to the Companies Act, 2013. The residual value of Property, plant and equipment is considered as 5% of the original cost of the asset.

Depreciation on the assets added / disposed of during the year is provided on pro-rata basis with reference to the month of addition / disposal.

Capital Expenses incurred by the company on construction/development of certain assets which are essential for production, supply of goods or for the access to any existing Assets of the company are recognised as Enabling Assets under Property, Plant and Equipment.

#### **Impairment of Assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognized from the initial recognition of the trade receivables.

The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

#### **32.7 Transition to Ind AS**

The company elected to continue with the carrying value as per cost model (for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS (01-04-2017) , measured as per the previous GAAP.

#### **32.8 Investment Property**

Property (land or a building or part of a building or both) held to earn rentals or for capital appreciation or both, rather than for, use in the production or supply of goods or services or for administrative purposes; or sale in the

ordinary course of businesses are classified as investment property.

Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs.

Investment properties are depreciated using the straight-line method over their estimated useful lives.

### **32.9 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **32.9.1 Financial assets**

##### **32.9.1 Initial recognition and measurement**

All financial assets are recognised initially at fair value, in the case of financial assets not recorded at fair value through profit or loss, plus transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### **32.9.2 Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### **32.9.2.1 Equity investments in associates**

In accordance of Ind AS 101 (First time adoption of Ind AS), the carrying amount of these investments as per previous GAAP as on the date of transition is considered to be the deemed cost. Subsequently Investment in subsidiaries, associates and joint ventures are measured at cost.

##### **32.9.2.2 Other Equity Investment**

All other equity investments in scope of Ind AS 109 are measured at fair value through Other Comprehensive Income.

For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is

no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

##### **32.9.2.3 Derecognition of Financial Assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

##### **32.9.2.4 Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

With regard to trade receivable, the Company applies the simplified approach as permitted by Ind AS 109, Financial Instruments, which requires expected lifetime losses to be recognised from the initial recognition of the trade receivables.

The Company assesses at the end of each reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An asset's

recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

### 32.9.3 Financial liabilities

#### 32.9.3.1 Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### 32.9.3.2 Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

#### 32.9.3.3 Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

#### 32.9.4 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

### 32.10 Borrowing Costs

Borrowing costs are expensed as incurred except where they are directly attributable to the acquisition, construction or production of qualifying assets i.e. the assets that necessarily takes substantial period of time to get ready for intended use, in which case they are capitalised as part of the cost of those asset up to the date when the qualifying asset is ready for its intended use.

### 32.11 Taxation

Tax expenses for the period comprises current and deferred tax. Tax is recognised in statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.

**Current Tax:** Current Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted at the Balance Sheet date.

**Deferred Tax:** Deferred Tax recognised on temporary difference between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates( and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

### 32.12 Employee Benefits

#### (i) Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### (ii) Defined contribution plans

Obligations for contributions to defined contribution plans are expensed as the related service is provided. The company has following defined contribution plans:

- Provident fund
- Superannuation scheme

#### (iii) Defined benefit plans

The company net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior



periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Re measurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in Other Comprehensive Income. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

The company has following defined benefit plans:

**a) Gratuity**

The company provides for its gratuity liability based on actuarial valuation of the gratuity liability as at the Balance Sheet date, based on Projected Unit Credit Method, carried out by an independent actuary and contributes to the gratuity fund. The contributions made are recognized as plan assets. The defined benefit obligation as reduced by fair value of plan assets is recognized in the Balance Sheet. Re-measurements are recognized in the Other Comprehensive Income, net of tax in the year in which they arise.

**b) Leave Encashment**

The Company provides for its Leave Encashment liability based on Actuarial Valuation of leave encashment liability as at the Balance Sheet date based on Projected Unit Credit Method, carried out by an Independent Actuary.

**32.13 Foreign Currency Transactions**

The company's reported currency and the functional currency for majority of its operations is in Indian Rupees

(INR) being the principal currency of the economic environment in which it operates.

Transactions in foreign currencies are converted into the reported currency of the company using the exchange rate prevailing at the transaction date. Monetary assets and liabilities denominated in foreign currencies outstanding at the end of the reporting period are translated at the exchange rates prevailing as at the end of reporting period. Exchange differences arising on the settlement of monetary assets and liabilities or on translating monetary assets and liabilities at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognised in statement of profit and loss in the period in which they arise.

Non-monetary items denominated in foreign currency are valued at the exchange rates prevailing at the transaction date .

**32.14 Inventories**

- i) Inventories are valued “ **at cost or net realizable value , whichever is lower** “.Cost comprises all cost of purchase, cost of conversion and ther costs incurred in bringing in inventories to thei present location and condition.
- ii) Cost formula used are “**Firs in First out** “ or “**Average Cost**”as applicable.

**32.14.1 Cash and cash equivalent**

Cash and Cash equivalents in the balance sheet comprise cash at bank and on hand and short term deposits with and original maturity of three months or less, which are subject to an insignificant risk of changes in value.

**32.15 Provisions, Contingent Liabilities &Contingent Assets**

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the company, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Contingent Assets are not recognised in the financial statements. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

### 32.16 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per shares is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### 32.17 Judgements, Estimates and Assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of financial statements and the amount of revenue and expenses during the reported period. Application of accounting policies involving complex and subjective judgements and the use of assumptions in these financial statements have been disclosed. Accounting estimates could change from period to period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimate are recognised in the period in which the estimates are revised and, if material, their effects are disclosed in the notes to the financial statements.

#### 32.17.1 Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

##### 32.17.1.1 Formulation of Accounting Policies

Accounting policies are formulated in a manner that result in financial statements containing relevant and reliable information about the transactions, other events and conditions to which they apply. Those policies need not be applied when the effect of applying them is immaterial.

In the absence of an Ind AS that specifically applies to a transaction, other event or condition, management has used its judgement in developing and applying an accounting policy that results in information that is:

- (a) relevant to the economic decision-making needs of users and
- (b) reliable in that financial statements:
  - (i) represent faithfully the financial position, financial performance and cash flows of the entity;

- (ii) reflect the economic substance of transactions, other events and conditions, and not merely the legal form;
- (iii) are neutral, i.e. free from bias;
- (iv) are prudent; and
- (v) are complete in all material respects on a consistent basis.

In making the judgement management refers to, and considers the applicability of, the following sources in descending order:

- (a) the requirements in Ind ASs dealing with similar and related issues; and
- (b) the definitions, recognition criteria and measurement concepts for assets, liabilities, income and expenses in the Framework.

In making the judgement, management considers the most recent pronouncements of International Accounting Standards Board and in absence thereof those of the other standard-setting bodies that use a similar conceptual framework to develop accounting standards, other accounting literature and accepted industry practices, to the extent that these do not conflict with the sources in above paragraph.

##### 32.17.1.2 Materiality

Ind AS applies to items which are material. Management uses judgment in deciding whether individual items or groups of item are material in the financial statements. Materiality is judged by reference to the size and nature of the item. The deciding factor is whether omission or misstatement could individually or collectively influence the economic decisions that users make on the basis of the financial statements. Management also uses judgement of materiality for determining the compliance requirement of the Ind AS. In particular circumstances either the nature or the amount of an item or aggregate of items could be the determining factor. Further an entity may also be required to present separately immaterial items when required by law.

##### 32.17.1.3 Operating lease

Company has entered into lease agreements. The Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the fair value of the asset, that it retains all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

##### 32.17.2 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters

available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

#### 32.17.2.1 Impairment of non-financial assets

There is an indication of impairment if, the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. Company considers individual PPE as separate cash generating units for the purpose of test of impairment. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

#### 32.17.2.2 Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

#### 32.17.2.3 Defined benefit plans

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates.

Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

#### 32.17.2.4 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not

feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

#### 32.18 Abbreviation used:

<b>a.</b>	<b>CGU</b>	<b>Cash generating unit</b>
<b>b.</b>	DCF	Discounted Cash Flow
<b>c.</b>	FVTOCI	Fair value through Other Comprehensive Income
<b>d.</b>	FVTPL	Fair value through Profit & Loss
<b>e.</b>	GAAP	Generally accepted accounting principal
<b>f.</b>	Ind AS	Indian Accounting Standards
<b>g.</b>	OCI	Other Comprehensive Income
<b>h.</b>	P&L	Profit and Loss
<b>i.</b>	PPE	Property, Plant and Equipment
<b>j.</b>	SPPI	Solely Payment of Principal and Interest

**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 LIMITED	NEBULA3D SERVICES PVT. LIMITED
<b>1. Latest Audit Balance Sheet Date</b>	<b>31st MARCH, 2020</b>	<b>31st MARCH, 2020</b>
<b>2. a. Shares of Associate Company held by the Company on the year ended</b>		
- No. of Equity Shares	<b>9510360</b>	<b>545957</b>
- Amount of Investment in Associates Company	<b>9,45,13,240.00</b>	<b>3,38,95,174.00</b>
- Extent of Holding %	<b>40.34%</b>	<b>27.65%</b>
<b>b. Preference Share - Non Convertible</b>		
- No. of Preference Shares	-	<b>3000000</b>
- Amount of Investment in Associates Company	-	<b>3,00,00,000.00</b>
<b>3. Description of how there is significant influence</b>	Holding of more than 20 % of total Share Capital	Holding of more than 20 % of total Share Capital
<b>4. Reason why the Associate Company is not Consolidated</b>	<b>Not Applicable</b>	<b>Not Applicable</b>
<b>5. Networth attributable to Shareholding as per latest Balance Sheet</b>	<b>19,63,74,961.00</b>	<b>38,03,720.00</b>
<b>6. Profit/(Loss) for the year</b>		
i. Considered in Consolidation	<b>4,35,549.00</b>	<b>(15,40,952.00)</b>
ii. Not Considered in Consolidation	-	-

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

1. Names of Associates Company and Joint Ventures which are yet to commence operations.
2. Names of the Associates Company and Joint Ventures which have been liquidated or sold during the year.

} Not Applicable

**Note :** 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 of  
Jaykay Enterprises Ltd.

( Ashok Gupta )  
Managing Director  
DIN-00135288

( K.B.Agarwal )  
Director  
DIN-00339934

( R.K.Tandon )  
Director  
DIN-00159472

( Anil Kumar Dalmia )  
Director  
DIN-00789089

( K.N. Mehrotra )  
Director  
DIN-06749349

( Renu Nanda )  
Director  
DIN-08493324

( C.P.AGARWAL )  
C.F.O.

( PRABHAT KUMAR MISHRA )  
Secretary  
M.No.A29900

Date : 30th June, 2020  
Place : Kanpur

## Form AOC-2

[ Pursuant to clause(h) of sub-section (3) of Section 134 of the Company Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014 as on March,31,2019 ]

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Company Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis.

There were no contracts or arrangements or transactions entered into during the year ended March,31,2020, which were not at arm's length basis.

Details of material contracts or arrangements or transactions not at arm's length basis.

The Following material contract(s) or arrangement(s) or transaction(s) were entered into during the year ended March,31,2020.

Name of Related Party	Nature of Relationship	Duration of Contract	Salient Terms*	Amount (₹)
AAR EMM Holding Pvt.Ltd.	Smt.Vidhi Nidhipati Singhania is a Common Director	36 Months, subject to renewal	Ground Floor of J.K.Appartments admeasuring 1922 Sq.Ft. leased at monthly rent of ₹ 1,65,000/- Per month	23,36,400

\* Approval was granted by the shareholders of the Company in Annual General Meeting held on 26-07-2017 for the related party transaction as mentioned above.

For and on behalf of the Board of Directors of  
Jaykay Enterprises Ltd.

( Ashok Gupta )  
Managing Director  
DIN-00135288

( K.B.Agarwal )  
Director  
DIN-00339934

( R.K.Tandon )  
Director  
DIN-00159472

( Anil Kumar Dalmia )  
Director  
DIN-00789089

( K.N. Mehrotra )  
Director  
DIN-06749349

( Renu Nanda )  
Director  
DIN-08493324

( C.P.Agarwal )  
C.F.O.

( Prabhat Kumar Mishra )  
Secretary  
M.No.A29900

Date : 30th June, 2020  
Place : KANPUR

**JAYKAY ENTERPRISES LTD.**  
**KAMLA TOWER, KANPUR**

31.03.2020

**NON CURRENT INVESTMENTS**

Name of the Bodies Corporate	Face Value	31st March, 2020		31st March, 2019	
	₹ /GBP(£)	No.of Shares	Fair Value ₹	No.of Shares	Fair Value ₹
<b><u>QUOTED INVESTMENTS :</u></b>					
<b>( FULLY PAID-UP )</b>					
Bengal & Assam Company Ltd.	10/-	21571 Equity	25895986	21571 Equity	36895038
J.K. Lakshmi Cement Ltd.	5/-	407000 Equity	79649900	407000 Equity	141493550
Simplex Mills Co. Ltd.	10/-	1 Equity	11	1 Equity	11
Gloster Ltd.	10/-	3 Ordy.	1122	3 Ordy.	2772
Kesoram Textile Mills Ltd.	2/-	337 Equity	-	337 Equity	-
Jessop & Company Ltd.	1/-	100 Ordy.	662	100 Ordy.	662
Howrah Mills Co.Ltd.	10/-	125 Equity	531	125 Equity	531
Fort Gloster Industries Ltd.	10/-	10 Ordy.	400	10 Ordy.	400
Auckland International Ltd.	10/-	198 Equity	213	198 Equity	213
Reliance Jute Mills (International) Ltd.	10/-	338 Equity	-	338 Equity	-
New India Retailing & Investment Ltd.	10/-	525 Equity	22575	525 Equity	22575
<b>TOTAL QUOTED</b>			<b>105571400</b>		<b>178415752</b>
<b><u>UNQUOTED INVESTMENT</u></b>					
J.K. Cotton Ltd.	10/-	9510360 Equity	1	9510360 Equity	1
Nebula 3D Services P. Ltd.	10/-	545957 Equity	5344672	545957 Equity	5344672
Param Shubham Vanijya Ltd.	10/-	1050 Equity	30000	1050 Equity	30000
Impex (India) Ltd.	10/-	3000 Ordy.	15000	3000 Ordy.	15000
Juggilal Kamlatpat Udyog Ltd.	10/-	639 Equity	175000	639 Equity	175000
Sarnath Co-operative Housing Society Ltd.	50/-	20 Ordy.	1000	20 Ordy.	1000
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/-	- Equity	-	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
<b>TOTAL UNQUOTED</b>			<b>5568000</b>		<b>5568600</b>
<b><u>Non Convertible Preference Shares</u></b>					
Nebula 3D Services P. Ltd.	10/-	<b>3000000 Pref.Share</b>	<b>30000000</b>	-	-
<b>GRAND TOTAL</b>			<b>141139400</b>		<b>183984352</b>

## INDEPENDENT AUDITOR'S REPORT

TO

**THE MEMBERS OF JAYKAY ENTERPRISES LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

### **Opinion**

We have audited the accompanying consolidated financial statements of JAYKAY ENTERPRISES LIMITED (hereinafter referred to as the "Company") and its associates, which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

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 their consolidated state of affairs of the Company as at March 31, 2020, of consolidated loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics issued by ICAI*, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Information Other than the Consolidated Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other Information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our in audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

The Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company including its Associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the Company and of its associates 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; 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 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 Directors of the Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the Company and of its associates are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the Company and of its associates are responsible for overseeing the financial reporting process of the Company and of its associates.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associates to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the one associate included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervisions and performance of the audits carried out by him. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the financial statements of one associate whose share of Loss of Rs.15.41 lakhs is included in the consolidated financial results for the year ended 31st March 2020. The financial statement of the associate has been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements in so far as it relates to the amount and disclosure included in respect of the associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate, is based solely on the report of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the report of the other auditor.

#### **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 and the reports of the other auditors.
- (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 specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2020 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its associate companies, none of the directors of the Company, its associate companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-C"
- (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, as amended, 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 of the Company, its associates. Refer Note 26 (b) to the consolidated financial statements.
  - ii. The Company and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its associate companies.

**For Gupta Vaish & Co.  
Chartered Accountants  
Registration Number: 005087C**

**Date: 30-06-2020  
Place: Kanpur**

**Sd/-  
Rajendra Gupta  
(PARTNER)  
Membership Number: 073250  
UDIN NO20073250AAAAAV5888**

## **ANNEXURE “C” 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, 2020, 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 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 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, have , 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 2020 , 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.

**Date: 30-06-2020**  
**Place: Kanpur**

**For Gupta Vaish & Co.**  
**Chartered Accountants**  
**Registration Number: 005087C**

**Sd/-**  
**Rajendra Gupta**  
**(PARTNER)**  
**Membership Number: 073250**  
**UDIN NO20073250AAAAAV5888**

**Jaykay Enterprises Limited**  
Consolidated Balance Sheet as at 31-03-2020

Amount in ₹

	Note No.	As At 31st MARCH 2020	As At 31st MARCH 2019
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Property, Plant and Equipment	1	39,19,896	45,47,146
(b) Investment Property	2	64,62,499	67,03,333
<b>(c) Financial Assets</b>			
(i). Investments	3	24,13,06,712	29,70,10,678
(ii). Others	4	2,50,00,000	2,48,46,455
<b>Current Assets</b>			
(a) Inventories	5	25,70,592	25,70,592
<b>(b) Financial Assets</b>			
(i). Cash and cash equivalents	6	35,48,090	1,23,08,137
(ii). Bank Balances	7	27,08,07,794	20,15,25,822
(iii). Loans	8	5,25,00,000	13,16,07,728
(c) Current Tax Assets ( Net )	9	1,18,14,520	96,40,966
(d) Other current assets	10	1,17,05,287	66,16,018
<b>Total Assets</b>		<b>62,96,35,390</b>	<b>69,73,76,875</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	11	3,71,34,752	3,71,34,752
(b) Other Equity	12	54,88,92,929	63,89,29,837
<b>LIABILITIES</b>			
<b>Non Current Liabilities</b>			
Provisions	13	21,10,000	22,98,000
<b>Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i). Trade payables	14	38,12,860	9,60,093
(b). Other current liabilities	15	3,43,15,458	1,43,09,377
(c). Provisions	16	33,69,391	37,44,816
<b>Total Equity and Liabilities</b>		<b>62,96,35,390</b>	<b>69,73,76,875</b>

The accompanying notes to the financial statements 1-32

This is the Balance Sheet referred to in our report of even date.

**For Gupta Vaish & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

Partner

**PRABHAT KUMAR MISHRA**  
Company Secretary

**ASHOK GUPTA**  
Managing Director

**C.P.AGARWAL**  
Chief Financial Officer

K.B.AGARWAL  
A.K.DALMIA  
R.K.TANDON  
K.N.MEHROTRA  
RENU NANDA

} Directors

Place : Kanpur  
Date : 30th June, 2020.

# Jaykay Enterprises Limited

Consolidated Profit and Loss Statement for the year ended 31st March, 2020

Amount in ₹

	Note No.	For the year ended 31st March 2020	For the year ended 31st March 2019
<b>Revenue From Operations</b>			
Revenue From Operations	17	30,80,000	30,60,000
Other Income	18	5,05,78,621	8,17,22,615
<b>Total Income</b>		<b>5,36,58,621</b>	<b>8,47,82,615</b>
<b>EXPENSES</b>			
Employee benefit expenses	19	2,45,48,990	2,53,33,840
Finance costs	20	91	607
Depreciation and amortization expense		9,84,436	9,08,640
Other expenses	21	3,34,74,150	3,09,55,548
<b>Total expenses</b>		<b>5,90,07,667</b>	<b>5,71,98,635</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>(53,49,046)</b>	2,75,83,980
<b>Exceptional items</b>		-	-
<b>Profit/(loss) before tax</b>		<b>(53,49,046)</b>	2,75,83,980
<b>Tax expense:</b>			
- Current tax		-	21,67,700
<b>Profit/(loss) for the year</b>		<b>(53,49,046)</b>	2,54,16,280
<b>Other Comprehensive Income</b>			
<b>Items that will be reclassified to profit or loss</b>			
Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]		(7,28,44,352)	(7,66,27,325)
<b>Items that will not be reclassified to profit or loss</b>			
Re-measurement of defined benefits Plan		(89,899)	3,23,338
<b>Total comprehensive income for the year</b>		<b>(7,82,83,297)</b>	<b>(5,08,87,707)</b>
Earning per Equity Share of ₹ 1/- each :			
- Basic & Diluted		<b>(2.11)</b>	<b>(1.37)</b>

The accompanying notes to the financial statements 1-32

This is the statement of Profit & Loss referred to in our report of even date.

**For Gupta Vaish & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

Partner  
  
**PRABHAT KUMAR MISHRA**  
Company Secretary

**ASHOK GUPTA**  
Managing Director  
  
**C.P.AGARWAL**  
Chief Financial Officer

<p>K.B.AGARWAL A.K.DALMIA R.K.TANDON K.N.MEHROTRA RENU NANDA</p>	}	Directors
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Place : Kanpur  
Date : 30th June,2020.

**JAYKAY ENTERPRISES LIMITED****CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020**

	2019-2020		2018-2019	
	₹		₹	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit / (Loss) before Tax and exceptional items as per Profit & Loss Account		(53,49,046)		2,75,83,980
Adjusted for				
Adjustment of Capital Reserve	(1,14,23,992)		(1,49,23,210)	
Depreciation	9,84,436		9,08,640	
Interest	91		607	
Interest Received	(2,92,77,522)		(4,24,42,625)	
Dividend Income	(20,00,941)		(6,20,457)	
Loss/Assets Written Off	2,688		11,858	
OCI Adjustment	(89,899)		3,23,338	
Provisions / Balances written back	-		(45,972)	
Profit on sale of Investment ( Net )	(3,000)	(4,18,08,139)	-	(5,67,87,821)
Operating Profit/(Loss) before Working Capital Changes		(4,71,57,185)		(2,92,03,841)
Adjusted for				
( Increase)/Decrease in Loans & Advances	7,61,21,326		3,71,09,086	
Increase/(Decrease) in Trade Payables & Other Liabilities	2,22,95,423	9,84,16,749	(63,95,337)	3,07,13,749
Cash Generated from Operations		5,12,59,564		15,09,908
Refund /( Income Tax Payment )		6,58,698		(17,90,253)
Net Cash Used in Operating Activities		5,19,18,262		(2,80,345)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Acquisition of Fixed Assets		(1,19,040)		(7,69,488)
Investment in Associates Company		(3,00,00,000)		(3,38,95,174)
Other Investments		1,25,29,395		(39,30,312)
Sale of Investments (Net)		3,600		-
Interest Income		2,43,42,403		3,83,22,765
Dividend Income		20,00,941		6,20,457
Net Cash From Investing Activities		87,57,299		3,48,248
<b>C. CASH FLOW USED IN FINANCING ACTIVITIES</b>				
Interest Paid		(91)		(607)
Net Cash Used In Financing Activities		(91)		(607)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		6,06,75,470		67,296
Opening Balance of Cash and Cash Equivalents		23,86,80,414		23,86,13,118
Closing Balance of Cash and Cash Equivalents		29,93,55,884		23,86,80,414

**Notes :**

- Cash and cash equivalents consist of cheques, stamps in hand, balances with banks and deposits with original maturity of upto three months.
- Reconciliation of cash and cash equivalent :  
Cash and cash equivalent as per Note No.6

35,48,090

1,23,08,137

As per our report of even date attached

**For Gupta Vaish & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors of  
**Jaykay Enterprises Limited**

Partner

**PRABHAT KUMAR MISHRA**  
Company Secretary

**ASHOK GUPTA**  
Managing Director

**C.P. AGARWAL**  
Chief Financial Officer

K.B. AGARWAL  
A.K. DALMIA  
R.K. TANDON  
K.N. MEHROTRA  
RENU NANDA

} Directors

Place : Kanpur

Date : 30th June, 2020.

**Jaykay Enterprises Limited**

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

**STATEMENT OF CHANGES IN EQUITY**

Consolidated Statement of changes in equity for the year ended 31st March, 2020

Amount in ₹

**A EQUITY SHARE CAPITAL**

	As at 31st March 2020		As at 31st March 2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>Balance at the beginning of the year</b>	<b>37134752</b>	<b>3,71,34,752</b>	37134752	3,71,34,752
Changes in equity share capital during the year	-	-	-	-
<b>Balance as At 31st March, 2020</b>	<b>37134752</b>	<b>3,71,34,752</b>	37134752	3,71,34,752

**B Other Equity**

As on 31st March, 2020

	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Share Premium Account	Other Comprehensive Income	Total
<b>Balance at the beginning of the reporting period i.e. 1st April,2019</b>	<b>1,96,17,690</b>	<b>47,86,42,622</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>13,09,13,115</b>	<b>63,89,29,837</b>
<b>Less : Transfer to Profit &amp; Loss ( Share in Associate Co. )</b>						
i. J.K.Cotton Limited	-	(1,14,23,992)	-	-	-	<b>(1,14,23,992)</b>
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	-
<b>Less : Movement in OCI - J.K.Cotton Ltd.</b>					(3,29,619)	<b>(3,29,619)</b>
<b>Balance in Profit &amp; Loss statement :</b>						<b>(53,49,046)</b>
<b>Balance in Statement of P &amp; L</b>	(44,21,542)	-	-	-	-	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	6,13,448	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	(15,40,952)	-	-	-	-	
<b>Re-measurement of defined benefits Plan :</b>						<b>(89,899)</b>
<b>Re-measurement of defined benefits Plan ( OCI )</b>	88,000	-	-	-	-	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited	(1,77,899)	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]</b>						<b>(7,28,44,352)</b>
<b>Fair Value Change in Statement of P &amp; L</b>	-	-	-	-	(7,28,44,352)	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited	-	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Balance at the end of the reporting period i.e. 31st March,2020</b>	<b>1,41,78,745</b>	<b>46,72,18,630</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>5,77,39,144</b>	<b>54,88,92,929</b>

As on 31st March, 2019

	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Share Premium Account	Other Comprehensive Income	Total
<b>Balance at the beginning of the reporting period i.e. 1st April,2018</b>	<b>14,36,22,110</b>	<b>49,35,65,832</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>20,75,40,440</b>	<b>85,44,84,792</b>
<b>Less : Transfer to Profit &amp; Loss ( Share in Associate Co. )</b>		(1,49,23,210)				<b>(1,49,23,210)</b>
<b>Balance in Profit &amp; Loss statement :</b>						<b>2,54,16,280</b>
<b>Balance in Statement of P &amp; L</b>	69,35,096	-	-	-	-	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	1,80,35,237	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	4,45,947	-	-	-	-	
<b>Re-measurement of defined benefits Plan :</b>						<b>3,23,338</b>
<b>Re-measurement of defined benefits Plan ( OCI )</b>	(49,000)	-	-	-	-	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited	3,72,338	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]</b>						<b>(7,66,27,325)</b>
<b>Fair Value Change in Statement of P &amp; L</b>					(7,69,56,944)	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited					3,29,619	
ii. Nebula3D Services Pvt. Limited					-	
<b>Add : Ind AS 115 Adjustment</b>	(14,97,44,038)	-	-	-	-	<b>(14,97,44,038)</b>
<b>Balance at the end of the reporting period i.e. 31st March,2019</b>	<b>1,96,17,690</b>	<b>47,86,42,622</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>13,09,13,115</b>	<b>63,89,29,837</b>



## Jaykay Enterprises Limited

NOTE NO. 1

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

### PROPERTY, PLANT & EQUIPMENT

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01-04-2019	Additions	Adjustment/ Deductions	As at 31-03-20120	Up to 31-03-2019	For the Year	Adjustment/ Deductions	As at 31-03-2020	As at 31-03-20120	As at 31-03-2019
1	Leasehold Land	44,436	-	-	44,436	6,951	-	-	6,951	37,485	37,485
2	Buildings										
	- Non Investment Property	2,26,49,068	-	1	2,26,49,067	1,97,09,073	1,18,124	-	1,98,27,197	28,21,870	29,39,995
3	Plant & Equipment	39,21,477	92,541	53,750	39,60,268	28,55,029	4,63,575	51,062	32,67,542	6,92,726	10,66,448
4	Furniture & Fixtures and Office Equipment	2,13,836	26,500	-	2,40,336	1,29,331	19,820	-	1,49,151	91,185	84,505
5	Vehicle	20,39,910	-	-	20,39,910	16,21,197	1,42,083	-	17,63,280	2,76,630	4,18,713
	<b>TOTAL</b>	<b>2,88,68,727</b>	<b>1,19,041</b>	<b>53,751</b>	<b>2,89,34,017</b>	<b>2,43,21,581</b>	<b>7,43,602</b>	<b>51,062</b>	<b>2,50,14,121</b>	<b>39,19,896</b>	<b>45,47,146</b>
	<b>Previous Year</b>	2,81,19,229	7,69,488	19,990	2,88,68,727	2,36,61,904	6,67,809	8,132	2,43,21,581	45,47,146	44,57,325

NOTE NO. 2

### INVESTMENT PROPERTY

Sl. No.	Fixed Assets	Gross Block				Depreciation				Net Block	
		As at 01-04-2019	Additions	Adjustment/ Deductions	As at 31-03-20120	Up to 31-03-2019	For the Year	Adjustment/ Deductions	As at 31-03-2020	As at 31-03-20120	As at 31-03-2019
1	Buildings										
	- Investment Property	96,85,722	-	-	96,85,722	29,82,389	2,40,834	-	32,23,223	64,62,499	67,03,333
	<b>TOTAL</b>	<b>96,85,722</b>	<b>-</b>	<b>-</b>	<b>96,85,722</b>	<b>29,82,389</b>	<b>2,40,834</b>	<b>-</b>	<b>32,23,223</b>	<b>64,62,499</b>	<b>67,03,333</b>
	<b>Previous Year</b>	96,85,722	-	-	96,85,722	27,41,558	2,40,831	-	29,82,389	67,03,333	69,44,164

Note : The Company does not hold title deeds of four cases of Building of which Gross Block is ₹ 2,59,72,051/- and Net Block is ₹ 45,14,780/-

# Jaykay Enterprises Limited

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

## NON CURRENT ASSET

PARTICULARS	Amount in ₹	
	As At 31 March 2020	As At 31 March 2019
<b>3 Non-Current Investment Investments :-</b>		
- Quoted	10,55,71,400	17,84,15,752
- Unquoted	10,57,35,312	11,85,94,926
- Non Convertible Preference Share	3,00,00,000	-
<b>TOTAL NON-CURRENT INVESTMENT</b>	<b>24,13,06,712</b>	<b>29,70,10,678</b>
Aggregate amount for Impairment in value of Investments	7,28,44,352	7,66,27,325
Aggregate amount of quoted investment	10,55,71,400	17,84,15,752
Market value of quoted Investment	10,55,71,400	17,84,15,752
Aggregate amount of unquoted investment	10,57,35,312	11,85,94,926
<b>Category-wise non current Investment</b>		
Investment carried at cost	13,14,85,645	11,28,04,307
Investment measured at FVTOCI	10,98,21,067	18,42,06,371
<b>4 Other Non current Financial Asset</b>		
Fixed Deposits ( More than One year )	2,50,00,000	2,48,46,455
	<b>2,50,00,000</b>	<b>2,48,46,455</b>
<b>CURRENT ASSET</b>		
<b>5 Inventories</b>		
Stock-in-trade(Land and Building)	25,70,592	25,70,592
	<b>25,70,592</b>	<b>25,70,592</b>
<b>FINANCIAL ASSETS</b>		
<b>CASH AND BANK BALANCES</b>		
<b>6 Cash and Cash Equivalent</b>		
<b>Balance With Banks</b>		
- In Current Accounts	28,06,407	50,64,829
- In Fixed Deposits		
a). Upto 3 months	-	53,04,387
<b>Cheques on Hand</b>	7,05,109	18,96,831
<b>Cash on Hand</b>	36,574	42,090
	<b>35,48,090</b>	<b>1,23,08,137</b>
<b>7 Balance with Banks</b>		
Bank Balances ( Fixed Deposits upto One year ) ( including pledged with bank ₹ 1,18,69,057/- )	27,08,07,794	20,15,25,822
	<b>27,08,07,794</b>	<b>20,15,25,822</b>
<b>LOANS</b>		
<b>8 LOANS :</b>		
<b>- Un-secured Considered Good</b>		
i. Related Parties	-	64,00,000
ii. Others	5,25,00,000	12,52,07,728
	<b>5,25,00,000</b>	<b>13,16,07,728</b>

# Jaykay Enterprises Limited

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

PARTICULARS	As At 31 March 2020	As At 31 March 2019
<b>9 CURRENT TAX ASSETS</b>		
Current Tax ( Net of Provision )	44,68,797	37,89,217
Income Tax Recoverable	73,45,723	58,51,749
	<b>1,18,14,520</b>	<b>96,40,966</b>
<b>10 OTHER CURRENT ASSETS</b>		
Prepaid expenses	2,50,857	2,13,948
Interest Receivable	70,38,240	49,35,373
Other Advances	27,51,321	4,08,131
Other Deposits	16,64,869	10,58,566
	<b>1,17,05,287</b>	<b>66,16,018</b>
<b>11 Equity Share Capital</b>		
<b>Authorised:</b>		
1250000000 Equity shares of Rs. 1/- each	1,25,00,00,000	1,25,00,00,000
<b>Cumulative redeemable preference shares</b>		
200000, 11% of Rs. 100/- each	2,00,00,000	2,00,00,000
600000, 14% of Rs. 100/- each	6,00,00,000	6,00,00,000
200000, 15% of Rs. 100/- each	2,00,00,000	2,00,00,000
500000 Unclassified shares of Rs. 100/- each	5,00,00,000	5,00,00,000
	<b>1,40,00,00,000</b>	<b>1,40,00,00,000</b>
<b>Issued, Subscribed &amp; Paid Up</b>		
37134752 Equity shares of Rs. 1/- each	3,71,34,752	3,71,34,752
	<b>3,71,34,752</b>	<b>3,71,34,752</b>
	<b>No. of Shares</b>	<b>No. of Shares</b>
Equity Shares at the Beginning of the year	37134752	37134752
Changes during the year	-	-
Equity Shares at the end of the year	37134752	37134752

## Details Of Shareholders Holding More Than 5 % Shares

Name of Shareholder	As At 31 March 2020		As At 31 March 2019	
	No. of Shares Held	% of Shares Held	No. of Shares Held	% of Shares Held
1. Smt. Sushila Devi Singhania	4342787	11.69%	4342787	11.69%
2. J. K. Traders Ltd.	4462142	12.02%	4462142	12.02%
3. Shri Yadu Pati Singhania	2048535	5.52%	2048535	5.52%

## Jaykay Enterprises Limited

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

### 12 Other Equity

	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Share Premium Account	Other Comprehensive Income	Total
<b>Balance as per last balance as on 1st April, 2019</b>	<b>1,96,17,690</b>	<b>47,86,42,622</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>13,09,13,115</b>	<b>63,89,29,837</b>
<b>Less : Transfer to Profit &amp; Loss ( Share in Associate Co. )</b>						
i. J.K.Cotton Limited	-	(1,14,23,992)	-	-	-	(1,14,23,992)
<b>Less : Movement in OCI - J.K.Cotton Ltd.</b>					(3,29,619)	(3,29,619)
<b>Balance in Profit &amp; Loss statement :</b>						(53,49,046)
<b>Balance in Statement of P &amp; L</b>	(44,21,542)	-	-	-	-	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	6,13,448	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	(15,40,952)	-	-	-	-	
<b>Re-measurement of defined benefits Plan :</b>						(89,899)
<b>Re-measurement of defined benefits Plan ( OCI )</b>	88,000	-	-	-	-	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited	(1,77,899)	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]</b>						(7,28,44,352)
<b>Fair Value Change on Equity in Statement of P &amp; L</b>	-	-	-	-	(7,28,44,352)	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	-	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Balance at the end of 31st March,2020</b>	<b>1,41,78,745</b>	<b>46,72,18,630</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>5,77,39,144</b>	<b>54,88,92,929</b>

	Retained Earnings	Capital Reserve	Capital Redemption Reserve	Share Premium Account	Other Comprehensive Income	Total
<b>Balance as per last balance as on 1st April, 2018</b>	<b>14,36,22,110</b>	<b>49,35,65,832</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>20,75,40,440</b>	<b>85,44,84,792</b>
<b>Less : Transfer to Profit &amp; Loss ( Share in Associate Co. )</b>						
i. J.K.Cotton Limited	-	(1,49,23,210)	-	-	-	(1,49,23,210)
ii. Nebula3D Services Pvt. Limited						
<b>Balance in Profit &amp; Loss statement :</b>						2,54,16,280
<b>Balance in Statement of P &amp; L</b>	69,35,096	-	-	-	-	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	1,80,35,237	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	4,45,947	-	-	-	-	
<b>Re-measurement of defined benefits Plan :</b>						3,23,338
<b>Re-measurement of defined benefits Plan ( OCI )</b>	(49,000)	-	-	-	-	
<b>Add : Share of OCI in Associates Co.</b>						
i. J.K.Cotton Limited	3,72,338	-	-	-	-	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Fair Value change on Equity Instrument through Other Comprehensive Income [ Net of Tax ]</b>						(7,66,27,325)
<b>Fair Value Change on Equity in Statement of P &amp; L</b>	-	-	-	-	(7,69,56,944)	
<b>Add : Share of Associates Company</b>						
i. J.K.Cotton Limited	-	-	-	-	3,29,619	
ii. Nebula3D Services Pvt. Limited	-	-	-	-	-	
<b>Add : Ind AS 115 Adjustment</b>	(14,97,44,038)	-	-	-	-	(14,97,44,038)
<b>Balance at the end of 31st March,2019</b>	<b>1,96,17,690</b>	<b>47,86,42,622</b>	<b>12,85,555</b>	<b>84,70,855</b>	<b>13,09,13,115</b>	<b>63,89,29,837</b>

#### Notes to Other Equity :-

12(i). Retained earnings is the cumulative profits of the Company and effect of re-measurement defined obligations.

This reserve can be utilized in accordance with the provision of the Companies Act, 2013.

(ii). Other Comprehensive Income ( OCI ) represents the Fair Value Changes of Specified items which would be re-classified to profit or loss account in future years.

*Jaykay Enterprises Limited*

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

**NON CURRENT LIABILITIES**

<b>PARTICULARS</b>	<b>As At 31 March 2020</b>	<b>As At 31 March 2019</b>
<b>13 PROVISIONS :</b>		
Provision for Employees benefits	21,10,000	22,98,000
	<u><b>21,10,000</b></u>	<u><b>22,98,000</b></u>
<b>CURRENT LIABILITIES</b>		
<b>FINANCIAL LIABILITIES</b>		
<b>14 TRADE PAYABLES</b>		
i. Others	38,12,860	9,60,093
	<u><b>38,12,860</b></u>	<u><b>9,60,093</b></u>
<b>15 OTHER CURRENT LIABILITIES</b>		
Security Deposits	10,05,000	9,95,000
Payable to Debenture holders/Preference Shares holders *	72,96,567	72,96,567
Statutory Dues	12,38,057	7,77,061
Other Payables	2,47,75,834	52,40,749
	<u><b>3,43,15,458</b></u>	<u><b>1,43,09,377</b></u>
<p>* These amounts have been claimed by Debentures/Preference Shares holders but held in abeyance due to non-completion of legal formalities.</p>		
<p><b>Note :- Other Payables includes Employees Liabilities and advance against Sale of Property etc.</b></p>		
<b>16 PROVISIONS :</b>		
Provision For Employees Benefit	33,69,391	37,44,816
	<u><b>33,69,391</b></u>	<u><b>37,44,816</b></u>

# Jaykay Enterprises Limited

NOTES on Consolidated Financial statements for the year ended 31st March, 2020

		Amount in ₹	
PARTICULARS	Year ended 31st March 2020	Year ended 31st March 2019	
<b>17 Revenue From Operations</b>			
Registrar & Transfer Agent Services	<b>30,80,000.00</b>	<b>30,60,000.00</b>	
	<b>30,80,000.00</b>	<b>30,60,000.00</b>	
<b>18 Other Income :</b>			
Interest Income	2,92,77,522.00	4,24,42,625.00	
Dividend Income	20,00,941.00	6,20,457.00	
<b>Other Non-Operating Income :-</b>			
Rent	1,32,97,000.00	1,37,04,000.00	
Profit On Sale Of Investments	3,000.00	-	
Miscellaneous Receipts	60,00,158.00	64,74,349.00	
	<b>5,05,78,621.00</b>	<b>6,32,41,431.00</b>	
<b>Share of Profit of Associates Companies</b>			
i. J.K.Cotton Limited	-	1,80,35,237.00	
ii. Nebula3D Services Pvt. Limited	-	4,45,947.00	
	-	<b>1,84,81,184.00</b>	
	<b>5,05,78,621.00</b>	<b>8,17,22,615.00</b>	
<b>19 EMPLOYEE BENEFITS EXPENSES</b>			
Salaries And Wages	1,94,55,424.00	2,11,69,970.00	
Contribution To Provident And Other Funds	32,58,686.00	32,32,227.00	
Staff Welfare Expenses	18,34,880.00	9,31,643.00	
	<b>2,45,48,990.00</b>	<b>2,53,33,840.00</b>	
<b>20 FINANCE COSTS</b>			
Interest	91.00	607.00	
	<b>91.00</b>	<b>607.00</b>	
<b>DEPRECIATION AND AMORTIZATION EXPENSES</b>			
Depreciation	9,84,436.00	9,08,640.00	
	<b>9,84,436.00</b>	<b>9,08,640.00</b>	
<b>21 OTHER EXPENSES</b>			
<b>Administrative Expense</b>			
Insurance	13,56,648.00	7,94,781.00	
Rent	57,00,000.00	57,00,000.00	
Lease Rent	1,18,289.00	1,17,867.00	
Rates & Taxes	5,32,215.00	21,76,590.00	
Directors' Fee	2,90,460.00	2,24,200.00	
Auditors' Remuneration			
- Audit Fee	70,800.00	70,800.00	
- Other Services	17,700.00	20,650.00	
Postage & Telegrams	1,39,226.00	17,46,786.00	
Courier Service Expenses	2,31,369.00	5,27,423.00	
Telephone Expenses	1,19,904.00	1,25,515.00	
Advertisement Other than Sales Promotion	7,44,790.00	6,32,100.00	
Travelling Expenses	5,02,034.00	4,75,374.00	
Conveyance Expenses	1,32,276.00	1,34,087.00	
Transport Expenses	7,31,583.00	7,51,736.00	
Office Running/Upkeeping Expenses	14,50,504.00	12,31,541.00	
Electricity charges	13,63,858.00	17,97,845.00	
Establishment Expenses	46,05,296.00	30,64,869.00	
Security service charges	11,45,210.00	11,10,220.00	
Other professional charges	15,77,710.00	16,38,372.00	
Retainer Fee	34,96,256.00	22,30,716.00	
Legal expenses	26,43,849.00	7,66,144.00	
Compensation	4,70,000.00	5,85,000.00	
Repairs and Maintenance Expenses	25,76,768.00	21,41,924.00	
Printing & Stationery	10,28,345.00	14,12,393.00	
Annual Custody Fee	3,46,852.00	3,45,032.00	
Charges General	4,08,834.00	3,71,727.00	
Listing Fee	3,54,000.00	2,50,000.00	
Annual Maintenance Charges	1,39,525.00	1,49,951.00	
Miscellaneous expenses	2,52,345.00	3,61,905.00	
	<b>3,25,46,646.00</b>	<b>3,09,55,548.00</b>	
Share of Loss of Associates Companies	9,27,504.00	-	
	<b>3,34,74,150.00</b>	<b>3,09,55,548.00</b>	

**Notes on Consolidated Financial Statements for the year ended 31st March, 2020**

22. Deferred Tax assets have not been recognised, considering the principle of virtual certainty as stated in the Indian Accounting Standard -12 Income Taxes.
23. In view of brought forward losses and unabsorbed depreciation, the entry for MAT credit entitlement has not been accounted for.

**24. Earning per Share ( EPS ) :**

	<b>2019-20</b>	<b>2018-19</b>
	( Amount/₹ )	
a. Net Profit(+)/Loss(-) available for Equity Share holders	<b>(7,82,83,297)</b>	(5,08,87,707)
<b>b. Number of Equity Shares</b> ( Denominator used for calculating EPS )	<b>37134752</b>	37134752
<b>c. Basic and diluted earnings per Equity Share of ₹ 1/- each</b>		
i. Before Extra Ordinary items	( 2.11)	( 1.37)
ii. After Extra Ordinary items	( 2.11)	( 1.37)

**25. Related Parties Disclosures :**

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

**A. Associate Company :**

- i. J. K. Cotton Ltd.
- ii. Nebula3D Services Pvt. Limited

**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/Directors have significant influence :**

- i. J.K.Cement Ltd.
- ii. AAR EMM Holdings Pvt. Limited

**D. Directors :-**

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

**Details of Transactions are as follows;**

**1. Remuneration**

**Key management personnel :**

- |                              |   |           |
|------------------------------|---|-----------|
| 1. Shri Ashok Gupta          | ₹ | 38,16,040 |
| 2. Shri C.P.Agarwal          | ₹ | 25,05,472 |
| 3. Shri Prabhat Kumar Mishra | ₹ | 19,16,389 |

**2. Associate Company :**

**i. Nebula3D Services Pvt. Limited :**

**a. Finance :**

**Un Secured Loan :-**

Balance at the beginning of the year	₹	64,00,000	
Add : Loan given during the year	₹	1,58,00,000	
Total	₹	2,22,00,000	
Less : Repayment during the year	₹	2,22,00,000	
Balance at the end of the year	₹	NIL	₹ NIL

**b. Preference Share Contribution ( Investment ) :-**

- |   |   |             |
|---|---|-------------|
| Preference Shares Purchased during the year | ₹ | 3,00,00,000 |
|---|---|-------------|

**c. Interest recovered on Un Secured Loan**

- |  |   |          |
|--|---|----------|
|  | ₹ | 8,48,466 |
|--|---|----------|

**d. Rent, Expenses recovered and Services rendered**

- |  |   |       |
|--|---|-------|
|  | ₹ | 5,900 |
|--|---|-------|

**ii. J.K.Cotton Limited**

- |  |   |          |
|--|---|----------|
| Rent, Expenses recovered and Services rendered | ₹ | 1,95,000 |
|--|---|----------|

**3. Promoters/Relatives**

- |  |   |          |
|--|---|----------|
| Rent, Interest and other expenses paid | ₹ | 3,00,000 |
|--|---|----------|

**4. Rent, Expenses recovered and Services rendered**

- |                                 |   |             |
|---------------------------------|---|-------------|
| i. J.K.Cement Ltd.              | ₹ | 1,66,62,454 |
| ii. Jaykay Cem(Central) Ltd.    | ₹ | 5,900       |
| iii. J.K.Traders Ltd.           | ₹ | 5,900       |
| iv. Yadu International Ltd.     | ₹ | 5,900       |
| v. AAR EMM Holding Pvt. Limited | ₹ | 23,36,400   |

**5. Sitting Fee paid to Directors**

- |  |   |          |
|--|---|----------|
|  | ₹ | 2,90,460 |
|--|---|----------|

26. a. Balances in suppliers and Deposit accounts taken as per books are subject to confirmation/reconciliation.

b. **CONTINGENT LIABILITIES**

<b>AS AT</b>	<b>AS AT</b>
<b>31-03-2020</b>	<b>31-03-2019</b>
<b>( Amount/ ₹ )</b>	

- i. In respect of claims against the Company not acknowledged as  
ii. In respect of disputed demands, appeals pending with Appellate Authorities/ Courts - no provision has been considered necessary by the Management :

**Indeterminate**

- Custom Duty and Penalty	- 8,72,60,769
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27. The Financial statements were approved for issue by the Board of Directors on 30th June, 2020.

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

29. The operation of the company remained closed in the month of March, 2020 due to national wise lockdown declared / announced by Government of India because of COVID 19 out break. The impact of COVID-19 may impact the underlying assumption and estimates used to prepare the company's financial statements which may differ from that considered at the time of approval of these financial statements but has no impact on the assumption relating to going concern.

30. The Government of India on September 20, 2019, vide the Taxation Law (Amendment ) Ordinance 2019, inserted a new section 115BAA in the Income Tax Act,1961, which provides domestic companies a non-reversible option to pay Corporate tax at reduced rate effective, April 1 2019, subject to certain conditions. The company is continuing to provide for income tax at old rates.



### 31. 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 " Indian Accounting Standard-28 " Investments in Associates" issued by The Institute of Chartered Accountants of India (ICAI ).
  - b. The Financial statements of the Company and its Associates have been consolidated on Equity method of accounting for investments in associates.
  - 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 the associates and the books are being prepared for the year ending 31st March, 2020.
- ii. The Company considered in the consolidated financial statements is :

Sl.	Name of Company	Nature of Company	Country of Incorporation	Holding as on 31-03-2020	Period of Consolidation
1.	J.K.Cotton Ltd.	Associate	India	40.34%	Financial Year 2019-20
2.	Nebula3D Services Pvt.Ltd.	Associate	India	27.65%	Financial Year 2019-20

#### 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 Indian Accounting Standard issued by ICAI.

### 32. 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 on 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.	31-03-2020	9510360	9,45,13,240	40.34%	10,79,695	4,35,549	-	Due to holding of 40.34 % of share Capital	N.A.
2.	Nebula3D Services Pvt.Ltd.	31-03-2020	545957	3,38,95,174	27.65%	(55,73,062)	(15,40,952)	-	Due to holding of 27.65 % of share Capital	N.A.