

# Jaykay Enterprises Ltd.

CIN : L99999UP1961PLC001187

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Jaykay Ent./CS/209/15-16

Date: April 22, 2016

The Bombay Stock Exchange Ltd.  
Corporate Relationship Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
**Mumbai - 400 001**  
Scrip Code: 500306  
Fax No. 022 - 22722041, 22722039, 22723132  
Kind Attn: Mr. Parin B Gori (Dept. of Corporate Services)

Sir,

**Subject: Revised Report on Corporate Governance for the Quarter and Year ended  
31<sup>st</sup> March, 2016**


In reference to your e-mail dated April 18, 2016 we wish inform you that today we have furnished /uploaded revised copy of the Compliance Report on Corporate Governance ('the Report') for the Quarter and Year ended 31<sup>st</sup> March, 2016 in XBRL format on the designated portal of Bombay Stock Exchange i.e. [www.listing.bseindia.com](http://www.listing.bseindia.com).

The Copy of the acknowledgement of the same is being attached herewith alongwith revised Report, which we trust, you will find in order.

Thanking You,

Your faithfully

**FOR JAYKAY ENTERPRISES LTD.**

  
(Prabhat Kumar Mishra)  
Manager (Legal) & Company Secretary

Encls: As Above



**BSE LTD**  
**ACKNOWLEDGEMENT**

Acknowledgement No	: 2204201611581227	Date & Time	: 22/04/2016 11:58:33 AM
Scrip Code	: 500306		
Entity Name	: Jaykay Enterprises Ltd		
Compliance Type	: Regulation 27(2)- Corporate Governance		
Quarter / Period	: 31/03/2016		
Mode	: Revised E-Filing		

**General information about company**

Scrip code	500306
Name of the entity	Jaykay Enterprises Ltd
Date of start of financial year	01-04-2015
Date of end of financial year	31-03-2016
Reporting Quarter	Yearly
Date of Report	31-03-2016
Risk management committee	Not Applicable

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Mrs	VIDHI NIDHIPATI SINGHANIA	ANGPS9258R	00293520	Non-Executive - Non Independent Director	Not Applicable		13-08-2014			1	1	0
2	Mr	KRISHNA BEHARI AGARWAL	ACAPA1120H	00339934	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	3	0	4
3	Mr	KEDAR NATH MEHROTRA	ACHPM5167D	06749349	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	1	0
4	Mr	ANIL KUMAR DALMIA	AAKPD5411C	00789089	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	2	0
5	Mr	RAVINDRA KUMAR TANDON	AAIPT9568N	00159472	Non-Executive - Independent Director	Not Applicable		13-08-2014		60	1	2	0
6	Mr	ASHOK GUPTA	ABKPG5530C	00135288	Executive Director	Not Applicable	MD	01-09-2014			1	1	0

**Annexure 1****II. Composition of Committees**

Is there any change in composition of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Shri Kedar Nath Mehrotra	Non-Executive - Independent Director	Member	
3	Audit Committee	Shri Ravindra Kumar Tandon	Non-Executive - Independent Director	Member	
4	Audit Committee	Shri Ashok Gupta	Executive Director	Member	
5	Nomination and remuneration committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
6	Nomination and remuneration committee	Shri Ravindra Kumar Tandon	Non-Executive - Independent Director	Member	
7	Nomination and remuneration committee	Shri Anil Kumar Dalmia	Non-Executive - Independent Director	Member	
8	Stakeholders Relationship Committee	Dr. Krishna Behari Agawal	Non-Executive - Independent Director	Chairperson	
9	Stakeholders Relationship Committee	Smt. Vidhi Nidhipati Singhania	Non-Executive - Non Independent Director	Member	
10	Stakeholders Relationship Committee	Shri Anil Kumar Dalmia	Non-Executive - Independent Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1		10-02-2016	

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)
1	Audit Committee	10-02-2016	Yes		28-10-2015	105
2	Stakeholders Relationship Committee	10-02-2016	Yes		28-10-2015	105

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	



**Annexure 1**

**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.jaykayenterprises.com
2	Terms and conditions of appointment of independent directors	Yes		www.jaykayenterprises.com
3	Composition of various committees of board of directors	Yes		www.jaykayenterprises.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.jaykayenterprises.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.jaykayenterprises.com
6	Criteria of making payments to non-executive directors	Yes		www.jaykayenterprises.com
7	Policy on dealing with related party transactions	Yes		www.jaykayenterprises.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.jaykayenterprises.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.jaykayenterprises.com
11	email address for grievance redressal and other relevant details	Yes		www.jaykayenterprises.com
12	Financial results	Yes		www.jaykayenterprises.com
13	Shareholding pattern	Yes		www.jaykayenterprises.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.jaykayenterprises.com

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

**III. Affirmations**

1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
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**Signatory Details**

Name of signatory	Prabhat Kumar Mishra
Designation of person	Company Secretary
Place	Kanpur
Date	15-04-2016

