



# *Jaykay Enterprises Ltd.*

## **Annual Report**

2010 - 2011

# Jaykay Enterprises Ltd.

(Formerly J. K. Synthetics Ltd.)

## Board of Directors

Dr. Gaur Hari Singhania Chairman

Govind Hari Singhania Vice Chairman

Yadupati Managing Director & C.E.O.

Ramapati

Dr. K. B. Agarwal

Jagendra Swarup

Kailash Nath

N. K. Jhajharia

R. K. Tandon

### President (F & A) & CFO

K. N. Khandelwal

### General Manager (Comp. Law) & Secretary

Anil Kamthan

### AUDITORS

Messrs P. L. Tandon & Co.

Chartered Accountants

Westcott Building,

The Mall, Kanpur-208 001

### REGISTERED OFFICE

KAMLA TOWER,

Kanpur-208 001

### BANKER

Oriental Bank of Commerce

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**Annual Report**  
2010-2011

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Jaykay Enterprises Ltd. will be held at the Registered Office of the Company at Kamla Tower, Kanpur on Friday, the 12th August, 2011 at 12.00 Noon to transact the following business :-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011, Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri R.K. Tandon, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Kailash Nath, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. P.L. Tandon & Company, Chartered Accountants, Kanpur are, however, eligible for re-appointment.

By Order of the Board



(ANIL KAMTHAN)

Secretary

Dated : 27th May, 2011

Place : Kanpur

## NOTES :

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Members, who hold shares in Dematerialised Form are requested to bring their Depository Account Number and Client I.D. Number for identification.
- iii) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, the 8th August, 2011 to Friday, the 12th August, 2011 both days inclusive.
- iv) Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company at its Share Department, Kamla Tower, Kanpur-208001 in respect of their shareholding in physical segment by mentioning folio nos., if any.
- v) Members are requested to bring their copies of the Annual Report, as Copies of the same will not be distributed again at the Meeting.
- vi) Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of retiring Directors are given in the Report on Corporate Governance attached to the Directors' Report.

## FOR KIND ATTENTION OF SHAREHOLDERS INVESTORS' FRIENDLY MEASURES

- (1) All unclaimed amount in respect of payment of OTS on Debentures is statutorily required to be deposited by the Company with Investors Education and Protection Fund in terms of provisions of Section 205 C of the Companies Act, 1956 in November, 2011. All shareholders also holding Debentures, who have not so far claimed/ received their payments, may contact the Company at the Registered Office address of the Company. They can also contact the persons mentioned below for assistance. Any such request received after 3rd November, 2011 shall not be entertained by the Company.
- (2) As a part of company's continuing process of adopting investors friendly approach and with a view to facilitate the small shareholders holding up to 1000 equity shares in physical form in disposing off their shareholding at market price without converting them in to de-mat form, the Company has introduced a Scheme called 'Investor Facilitator Scheme', the text of which is being sent with the Annual Report for the year 2010-11 to all eligible members. Members, who wish to avail this facility, may send duly completed and signed Application Forms and Transfer Deed enclosed with the scheme to the Trustees appointed for the purpose at their address mentioned in the scheme.
- (3) The shareholders, who have not received their physical share certificate(s) for new share holding upon reduction of share capital may write to the Company by quoting their old Ledger

Folio No. and complete address so that their status of new share holding could be communicated and the relative share certificate(s) could be dispatched, if the same is lying undelivered with the Company.

- (4) With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks co-operation from each shareholder (including joint shareholders) by sending their following details:-

- (a) Name of the shareholder(s) : \_\_\_\_\_
- (b) Folio No./DPID/client ID No. : \_\_\_\_\_
- (c) E-mail address(es) : \_\_\_\_\_
- (d) Landline number(s) : \_\_\_\_\_
- (e) Mobile number(s) : \_\_\_\_\_
- (f) Postal Address(es) : \_\_\_\_\_

For any assistance or communication kindly contact the following persons :-

- (a) Mr. Anil Kamthan, Gen. Manager (Comp. Law) & Secretary- Mob. No. 09839077487, e-mail address anil.kamthan@jkcement.com
- (b) Mr. R. C. Srivastava, Gen. Manager (Shares)-Mob. No. 09839802544, e-mail address rc.srivastava@jkcement.com



## DIRECTORS' REPORT

### TO THE MEMBERS

Your Directors submit the Annual Report and audited Statements of Account for the year ended 31st March, 2011.

#### 1. FINANCIAL RESULTS

	2010-11 (Rs. in Lacs)
Other Income	425.24
Profit before Depreciation	7.05
Depreciation	9.43
Profit for the year	(2.38)
Extra Ordinary Items	254.06
Profit before tax	251.69
Provision for Income Tax	-
Profit after tax	251.69
Balance from previous year	(1076.01)
Balance carried to Balance Sheet	(824.32)

#### 2. OVERALL PERFORMANCE

During the year Company's main income has been from Registrar and Share Transfer Agents activities. Besides, the Company also had income from interest and rent. After meeting fixed overheads, the profit before depreciation was Rs.7.05 lacs. However, after depreciation and writing back of the excess provisions and certain other write backs, profit for the year was Rs.251.69 lacs. There is no income tax liability for the year due to brought forward losses. The net worth as at 31.3.2011 after adjusting aforesaid profit was negative at Rs.452.97 lacs.

#### 3. DIVIDEND

In view of the accumulated losses, your Directors regret their inability to recommend payment of dividend for the year.

#### 4. REHABILITATION PACKAGE

As the Company's net worth is still in negative, the Company continues to be a sick industrial unit under the provisions of SICA, 1985. As reported last, despite the fact that the Company has implemented the scheme pertaining to Kota complex fully, yet Kota workers' unions continue to challenge the orders by filing cases before various judicial forums. Several cases filed by the workers' unions are continuing. In one of the cases, the matter has been referred to Supreme Court, which is pending. The Company is making its best efforts to protect it from adverse consequences. This is resulting in unavoidable costly litigations.

#### 5. REDUCTION OF EQUITY SHARE CAPITAL

As reported last, the paid-up Equity Share Capital of the Company has been reduced from Rs.74,26,95,030 divided into 74269503 Equity Shares of Rs.10/- each to Rs.3,71,34,752 divided into 37134752 Equity Shares of Re.1/- each and accordingly the new Share Certificates have been dispatched to all the shareholders, who hold the shares in physical form and to the shareholders, who hold shares in de-mat form by crediting the new shares in their respective accounts.

The above new shares have been listed on the Bombay and U.P. Stock Exchanges.

#### 6. CHANGE OF NAME OF THE COMPANY

During the year under report, the name of the Company has been changed to 'Jaykay Enterprises Limited' with effect from 15th October, 2010 vide fresh Certificate of Incorporation consequent upon change of name issued by the Registrar of Companies, U.P. & Uttarakhand.

#### 7. ALTERATION IN OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION

During the year under report, the Objects Clause of the Memorandum of Association of the Company has been changed incorporating certain new business activities.

#### 8. CORPORATE GOVERNANCE

A report on Corporate Governance is annexed as part of the Directors' Report along with the Auditors' Certificate on its compliance.

#### 9. COMPLIANCE CERTIFICATE

A Compliance Certificate as per the provisions of Companies (Compliance Certificate) Rules, 2001 has been obtained and the same is annexed herewith as part of the Directors' Report.

#### 10. PARTICULARS OF EMPLOYEES

There was no employee getting salary in excess of the limits as specified under the amended provisions of sub-section (2A) of Section 217 of the Companies Act, 1956 throughout or part of the financial year under review.

#### 11. PUBLIC DEPOSITS

The Company is not accepting any deposits from the public.

#### 12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO.

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

#### 13. ABRIDGED BALANCE SHEET

The Company shall be sending Abridged Balance Sheet to all its members as permitted by SEBI guidelines dated 26.04.2007. Full Balance Sheet shall be available on Company's Website. Members, who are desirous of getting full Balance Sheet may send their request to the Company at its Registered Office or on its e-mail address.

#### 14. DIRECTORS

Two of your directors namely Shri R.K. Tandon and Shri Kailash Nath will retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.

#### 15. RESPONSIBILITY STATEMENT

The Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- they have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- they have prepared the annual accounts on a going concern basis.

#### 16. AUDITORS

M/s. P.L. Tandon and Co., Chartered Accountants, Kanpur, Auditors of the Company will retire from their office at the ensuing Annual General Meeting. They are, however, eligible for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with limits specified in Sub-Section (1B) of Section 224 of the Companies Act, 1956. You are requested to consider their appointment.

FOR AND ON BEHALF OF THE BOARD

(GAUR HARI SINGHANIA)  
CHAIRMAN

Place : Kanpur  
Dated : 27th May, 2011

## CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :

### 1. Company's philosophy on Code of Governance

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

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

Your Company continues to follow procedures, practices in conformity with the Code of Corporate Governance as outlined in the clause 49 of the Listing Agreement.

### 2. Board of Directors

#### (a) Composition/Category

The present strength of the Board of Directors is 9 (Nine). The composition is given below :

- Chairman, Promoter, Non-Executive, Non-Independent Director.
- One Promoter, Executive, Non-Independent Director.
- Two Promoter, Non-Executive, Non-Independent Directors.
- Five Independent, Non-Executive Directors.

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

Sl. No.	Name of Director	Category	Inter-se relationships between Directors		No. of other Directorships@	No. of Board Committees (Other than Jaykay Enterprises Ltd.) in which*	
			Director with whom related	Relation		Chairman	Member
1	Dr. Gaur Hari Singhania <i>Chairman</i>	Promoter, Non Executive, Non Independent	Yadupati Singhania	Son	5	-	-
			Govind Hari Singhania	Brother			
2	Shri Govind Hari Singhania <i>Vice Chairman</i>	Promoter, Non Executive, Non Independent	Dr. Gaur Hari Singhania	Brother	1	-	-
3	Shri Yadupati Singhania <i>Managing Director and CEO</i>	Promoter, Executive, Non Independent	Dr. Gaur Hari Singhania	Father	9	-	-
4	Shri Ramapati Singhania	Promoter, Non-Executive, Non Independent	Nil	N.A.	1	-	-
5	Dr. K.B. Agarwal	Non-Executive, Independent	Nil	N.A.	3	-	2
6	Shri Jagendra Swarup	Non-Executive, Independent	Nil	N.A.	1	-	-
7	Shri Kailash Nath	Non-Executive, Independent	Nil	N.A.	-	-	-
8	Shri N.K. Jhajharia	Non-Executive, Independent	Nil	N.A.	-	-	-
9	Shri R.K. Tandon	Non-Executive, Independent	Nil	N.A.	1	-	-

@ Excludes directorships on private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956.

\* Chairmanship/ Membership of the Audit Committee and the Shareholders' Grievance Committee alone has been considered.

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

During the financial year ended 31st March, 2011, Four Board Meetings were held on the following dates :

- 21st May, 2010
- 14th August, 2010
- 9th November, 2010
- 14th February, 2011

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

Sl. No.	Name of Director	No. of Board Meetings attended	Attendance at the last AGM held on 18.09.10
1	Dr. Gaur Hari Singhania	4	YES
2	Shri Govind Hari Singhania	3	YES
3	Shri Yadupati Singhania	4	NO
4	Shri Ramapati Singhania	-	NO
5	Dr. K.B. Agarwal	4	YES
6	Shri Jagendra Swarup	3	NO
7	Shri Kailash Nath	-	NO
8	Shri N.K. Jhajharia	4	YES
9	Shri R.K. Tandon	3	NO

### 3. Audit Committee

#### (a) Composition of the Committee and Broad Terms of Reference

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

Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director

Shri Jagendra Swarup : Independent, Non Executive Director

Shri Kailash Nath : Independent, Non Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. The Compliance Officer is the Secretary for such meetings. Sri K. N. Khandelwal, President (F & A) & CFO of the Company regularly attends the meetings. The Statutory Auditors of the Company attend the meetings as invitee.

The terms of reference of Audit Committee cover the matters specified for audit committee under clause 49 of the Listing Agreement as well as in Section 292 A of the Companies Act, 1956.

#### (b) Meetings / Attendance

During the financial year ended 31st March, 2011, 4 (Four) meetings were held on :

- 21st May, 2010
- 14th August, 2010
- 9th November, 2010
- 11th February, 2011

The Audit Committee approved and recommended the Annual Accounts for the year ended 31st March, 2010 in its meeting held on 21st May, 2010.

The attendance at the Audit Committee Meetings was as under :

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. K. B. Agarwal	4
2.	Shri Jagendra Swarup	4
3.	Shri Kailash Nath	-

### 4. Remuneration Committee

#### a) Composition

The Remuneration Committee of the Company comprises of following three Directors :-

Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director

Shri Jagendra Swarup : Independent, Non Executive Director

Shri Kailash Nath : Independent, Non Executive Director

#### b) Meetings / Attendance

During the financial year ended 31st March, 2011, no meeting was held.

#### c) Remuneration Policy

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

The details of number of Equity Shares of the Company held by **Non-Executive Directors** as on 31st March, 2011 are as under :



Name of Director	No. of Equity Shares held	Name of Directors	No. of Equity Shares held
Dr. Gaur Hari Singhania	209866	Shri Kailash Nath	Nil
Shri Govind Hari Singhania	141978	Shri Jagendra Swarup	Nil
Shri Ramapati Singhania	248318	Shri N. K. Jhajharia	Nil
Dr. K. B. Agarwal	50	Shri R. K. Tandon	17859

**d) Details of Remuneration to the Directors for the year ended 31<sup>st</sup> March, 2011**

Sl. No.	Name of Director	Salary	Benefits	Sitting Fee	Total
1	Dr. Gaur Hari Singhania	-	-	-	-
2	Shri Govind Hari Singhania	-	77050	-	77050
3	Shri Yadupati Singhania	-	-	-	-
4	Shri Ramapati Singhania	-	-	-	-
5	Dr. K. B. Agarwal	-	-	32000	32000
6	Shri Jagendra Swarup	-	-	25000	25000
7	Shri Kailash Nath	-	-	-	-
8	Shri N. K. Jhajharia	-	-	12000	12000
9	Shri R. K. Tandon	-	-	9000	9000

**5. Shareholders' / Investors' Grievance Committee**

**(a) Composition**

The Shareholder's/Investors' Grievance Committee of the Company comprises of following three Directors :-

Dr. K. B. Agarwal (Chairman) : Independent, Non Executive Director  
 Shri Jagendra Swarup : Independent, Non Executive Director  
 Shri Kailash Nath : Independent, Non Executive Director  
 Shri Anil Kamthan, General Manager (Company Law) & Secretary is the Compliance Officer of the Committee.

**(b) Functions**

To review the status of shareholders'/investors' grievances, redressal mechanism and recommend measures to improve the level of investors' services.

**(c) Meetings / Attendance**

During the financial year ended 31st March, 2011, 4 (Four) meetings were held on :

- 21st May, 2010
- 14th August, 2010
- 9th November, 2010
- 11th February, 2011

The attendance at the above Meetings was as under :

Name of Director	No. of Meetings attended
Dr. K. B. Agarwal	4
Shri Jagendra Swarup	4
Shri Kailash Nath	-

The total number of complaints pending at the beginning of the year were nil. The total number of the complaints received during the year ended 31st March 2011 from the shareholders and debenture holders were 66, out of which all 66 complaints were satisfactorily attended & replied/ redressed within stipulated period and no complaints were outstanding as on March 31st, 2011.

The number of pending share transfers and pending requests for dematerialisation as on 31st March, 2011 were as follows :

Particulars	No. of Requests	No. of Shares
1. Transfers	1	45
2. Demat	15	628
3. Remat	NIL	NIL

Pending Demat request as referred to above has not been physically received by the Company and has been rejected/deleted from the beneficiary (NSDL) Server after close of the financial year.

**6. General Body Meetings**

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

Financial Year	Date	Time
2007 - 08	9th August, 2008	12.00 Noon
2008 - 09	19th September, 2009	12.00 Noon
2009 - 10	18th September, 2010	12.00 Noon

Annual General Meetings for 2007-08 & 2008-09 were held at the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur and Annual General Meeting for 2009-10 was held at Regd. Office of the Company at Kamla Tower, Kanpur.

The Chairman of the Audit Committee Dr. K. B. Agarwal was present at the last AGM held on 18th September, 2010 to answer the queries of the Shareholders.

Only one (1) Special Resolution was passed at the last Annual General Meeting held on 18th September, 2010 and Four (4) Special Resolutions were passed through Postal Ballot under the provisions of Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the results of which were announced at the Annual General Meeting held on 18th September, 2010. Four (4) Special Resolutions were passed in the earlier Annual General Meeting held on 19th September, 2009.

Further, no Special Resolution is proposed through postal ballot as required under the provisions of Section 192A of the Companies Act, 1956 this year.

**7. Disclosures**

- There were no significant transactions of material nature with the related parties viz. Promoters, Directors or the Management or their subsidiaries or relatives during the year that have potential conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS-18) have been made in the Annual Report.
- There are no pecuniary relationship or transactions of non-executive directors vis-à-vis the Company that have potential conflict with the interest of the Company at large.
- 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.
- The Company has Complied with the non-mandatory requirements of Clause 49 of the Listing Agreement as far as possible.

**(v) Disclosures regarding appointment or re-appointment of Directors :**

According to the Articles of Association of the Company, two directors namely Shri R. K. Tandon and Shri Kailash Nath will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment. Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of the aforesaid Directors are given below :

- Shri R. K. Tandon** is a Science Graduate and has wide experience in the fields of Capital market, Banking and Industry. He is past President of U. P. Stock Exchange Association Ltd. and Ex- Chairman of United Mercantile Co-operative Bank Ltd. He is founder Vice President of Federation of Indian Stock Exchanges, Delhi. He is member and Trustee of several Charitable, Socio- Educational & Sports Trusts.
- Shri Kailash Nath** is a Graduate Engineer (Elect. & Mech) from B.H.U. and has vast experience of about 57 years in various Organizations / Companies. He was on the Board of U.P. State Cement Corporation Ltd. for 9 years. He is presently acting as Advisor / Consultant of various Companies. He visited various Countries in connection with attending the Seminars on various subjects, discussing with Plant & Machinery Suppliers of Cement Manufacturing and Technical Know-how etc.

**8. 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 & CEO in this regard is given below :

"I hereby confirm that :

The Company has obtained from all the members of the Board and Senior Management personnel of the Company, affirmation that they have complied with the code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2010-11.

Yadupati Singhania

(Managing Director & CEO)"

**9. Means of Communications**

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchanges in accordance with Listing Agreement and the same are published regularly in the newspapers.

All vital information relating to the Company and its performance, including quarterly results etc. are being simultaneously posted on Company's website [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and are also available on the web-site of Bombay Stock Exchange Association Ltd.

**10. General Shareholders Information**

**a) Address for Correspondence**

Share Department,  
 Jaykay Enterprises Ltd.,  
 (Formerly J. K. Synthetics Ltd.)  
 Kamla Tower, Kanpur - 208001  
 Telephone No. : (0512) 2371478 - 81 Fax : (0512) 2399854  
 Email : jkshr@jkcement.com

**b) Annual General Meeting**

Date / Time : Friday, 12th August, 2011 at 12.00 Noon.  
 Venue : Regd. Office of the Company at Kamla Tower, Kanpur.

**c) Financial Calendar (Tentative)**

- (a) First Quarter Results – On or before 14th August, 2011  
 (b) Second Quarter Results – On or before 14th November, 2011  
 (c) Third Quarter Results – On or before 14th February, 2012  
 (d) Results for the year ending 31st March, 2011 – On or before 30th May, 2012

**d) Date of Book Closure**

8th August, 2011 to 12th August, 2011 (both days inclusive)

**e) Dividend payment date :** Not applicable (No dividend is proposed)

**f) Listing on Stock Exchanges/Stock Code**

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

Sl. No.	Name of Stock Exchange	Listing Fee paid upto	Stock Code No.
1	The Bombay Stock Exchange Ltd., Mumbai	2010-2011	500306
2	The U.P. Stock Exchange Ltd., Kanpur	2010-2011	JK

The new shares issued to respective shareholders upon reduction of Equity Share Capital have been listed with the Bombay and U.P. Stock Exchanges respectively.

**g) ISIN Number**

The new ISIN INE 903A01025 has been allotted to the Company by NSDL.

**h) Stock Market Data**

The monthly high / low share prices during the year 2010-11 are as follows :

Month	High Rs.	Low Rs.	BSE Sensex High	BSE Sensex Low
April, 2010	*	*	18,047.86	17,276.80
May, 2010	*	*	17,536.86	15,960.15
June, 2010	9.90	4.15	17,919.62	16,318.39
July, 2010	5.76	5.10	18,237.56	17,395.58
August, 2010	6.43	4.51	18,475.27	17,819.99
September, 2010	5.90	5.05	20,267.98	18,027.12
October, 2010	6.03	5.25	20,854.55	19,768.96
November, 2010	5.95	5.00	21,108.64	18,954.82
December, 2010	5.70	4.55	20,552.03	19,074.57
January, 2011	5.25	4.36	20,664.80	18,038.48
February, 2011	5.48	4.00	18,690.97	17,295.62
March, 2011	5.27	4.11	19,575.16	17,792.17

\* Trading was suspended during these months due to pending listing of new Equity shares of Re. 1/- each.

**i) Registrar/Share Transfer Agent**

The Company has a full-fledged in-house Share Registry Department under SEBI certificate of registration (as per common agency concept of SEBI) at its Registered Office at Kamla Tower, Kanpur, which provides all services for Share Registry both in physical and De-mat segments.

**j) Share Transfer System**

Share Transfer work and other activities of physical segment is attended in-house within the prescribed period under the law and as per the Listing requirements & share transfer and all other activities of physical segment share(s) transfer are approved by a Committee of Directors, which meets periodically.

**k) Distribution of Shareholding as on 31st March, 2011**

No. of Equity Shares held	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
Up to 500	105624	94.17	7834425	21.10
501 to 1000	3208	2.86	2636848	7.10
1001 to 2000	1533	1.37	2286978	6.16
2001 to 3000	809	0.72	2041790	5.50
3001 to 4000	218	0.19	785547	2.11
4001 to 5000	260	0.23	1254961	3.38
5001 to 10000	289	0.26	2107030	5.67
10001 and above	222	0.20	18187173	48.98
Total	112163	100.00	37134752	100.00

**l) Category of Shareholders as on 31st March 2011**

Category	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
Promoters and Promoter Group	26	0.02	2963654	7.98
Mutual Funds/ UTI	16	0.01	104738	0.28
Financial Institutions/ Banks	101	0.09	30779	0.08
Insurance Companies	8	0.01	1521063	4.10
Foreign Institutional Investors	15	0.02	101777	0.27
Bodies Corporate	953	0.85	9575338	25.79
Individuals	110976	98.94	21972297	59.17
Others	68	0.06	865106	2.33
Total	112163	100.00	37134752	100.00

**m) Dematerialisation of Shares / Liquidity**

The total 33148969 Equity Shares of the face value of Re.1/- each representing 89.27% of the paid up Equity Capital of the Company have been dematerialized till 31.03.2011.

## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JAYKAY ENTERPRISES LIMITED  
(Formerly J. K. Synthetics Ltd.)

We have examined the compliance of conditions of Corporate Governance by Jaykay Enterprises Ltd. as at 31st March, 2011, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 and the representations made by the Directors and the Management,

we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 P. L. TANDON & CO.  
Chartered Accountants  
Registration No. 000186C

RAJENDRA GUPTA  
Partner

Place : Kanpur  
Dated : 27.05.2011

Membership No. 73250



## COMPLIANCE CERTIFICATE

To,  
The Members,  
Jaykay Enterprises Ltd. (Formerly J. K. Synthetics Ltd.)  
(CIN: L99999UP1961PLC001187)

I have examined the registers, records, books and papers of M/s. Jaykay Enterprises Ltd. (the Company) as required to be maintained under the Companies Act, 1956 and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2011 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

- The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies prescribed under the Act and the rules there under .
- The Company being a public limited Company, comments on maximum number of members are not required.
- The Board of Directors duly met 4 times respectively on 21.05.2010, 14.08.2010, 09.11.2010 and 14.02.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- The Company closed its register of members from 15th September, 2010 to 18th September, 2010 and necessary compliance under section 154 of the Act has been made.
- The Annual General Meeting for the financial year ended on 31st March 2010 was held on 18.09.2010 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minute Book maintained for the purpose. 3 resolutions were passed through Postal Ballot as per results declared by the Chairman at the Annual General Meeting on 18th September 2010 and recorded in Minute Book maintained for the purpose.
- No Extra Ordinary Meeting was held during the financial year.
- The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
- The Company has not entered into transactions falling within the provision of Section 297 of the Act.
- The Company has made necessary entries in the register maintained under Section 301 of the Act.
- As there were no instances falling within the purview of Section 314 of the Act the Company has not obtained approval from the directors, members or the Central Government as the case may be.
- Duly Constituted Committee of Directors has approved the issue of duplicate shares during the financial year.
- The Company has:
  - delivered all the certificates on lodgment thereof for transfer/transmission, consolidation, duplicate, renewal etc. in accordance with provisions of the Act;
  - Not Applicable;
  - Not applicable;
  - the amount in the unpaid dividend account has been kept in abeyance pursuant to attachment orders of the prescribed authority in respect of some shareholders. In view of this, the dividend on such shares which have remained unclaimed or unpaid for a period of seven years has not been transferred to investors protection fund;
  - The Company has duly complied with the requirement of section 217 of the Act.
- The Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancies during the financial year.
- The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
- The Company has not appointed any sole selling agents during the financial year.
- The Company has obtained approvals of the Central Government/ Registrar as prescribed under the various provisions of the Act as detailed below:
  - Certificate under section 18 (1) of the Act for alteration of Object Clause.
  - Certificate for Change of Name under section 23(i) of the Act.
- The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- The Company has not issued any shares, debentures or other securities during the financial year.
- The Company has not bought back any shares during the financial year.
- There was no redemption of preference shares or debentures during the financial year.
- The Company has kept in abeyance rights to dividend , for last several years in respect of some of the shares, pursuant to the attachment Orders passed by the prescribed authorities.
- The Company has not invited/accepted deposits including unsecured loans falling within the purview of Section 58 A of the Act during the financial year as informed to me by the Company.
- The amounts borrowed by the Company during the financial year ending 31st March 2011 is within the borrowing limits of the company and that necessary resolutions as per section 293(1) (d) of the Act have been passed in duly convened Annual General Meeting of the Company.
- The Company has made loans under section 372 A in compliance with the provisions of the Act and has made necessary entries in register kept for the purpose.

- The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the financial year.
- The Company has altered the provisions of the memorandum with respect to the objects of the company during the financial year and filed Form No.23 with ROC and obtained certificate under section 18 (i) of the Act w. e. f. 14.10.2010.
- The Company has altered the provisions of the memorandum with respect to name of the company from J.K.Synthetics Ltd. to Jaykay Enterprises Ltd. during the financial year and filed forms No. 1A/ 23 and 1B with ROC and obtained Certificate under section 23 (i) of the Act w.e.f. 15.10.2010..
- The Company has not altered the provisions of the memorandum of association with respect to share capital of the company during the financial year .
- The Company has not altered provisions of the articles of association of the Company except for substitution of change of name of the Company from J.K.Synthetics Ltd. to Jaykay Enterprises Ltd. during the financial year.
- There was no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for any offences under the Act.
- The Company has not received any money as security from its employees during the financial year.
- As per information provided to me by the Company, the company has not constituted any provident fund pursuant to section 418 of the Act.

For **Banthia & Company**  
Company Secretaries

Place : Kanpur  
Date : 27.05.2011

G. K. Banthia, Proprietor  
C.P.No. : 1405

### Annexure - A

#### Registers as maintained by the Company

1. Register of Members U/s 150.	2. Board Meeting Minutes Book U/s 193.
3. General Meetings Minutes Book. U/s 193.	4. Directors' Attendance Register as per Table A.
5. Directors' Particulars Register U/s 303.	6. Register of Particulars of Contracts U/s 301.
7. Directors Shareholding Register U/s 307.	8. Register of Loans and Investments U/s 372 A.
9. Register of Transfer of Shares.	10. Demat Securities Register (Register of Securities Dematerialized).
11. Register of Charges U/s 143.	12. Register of renewed & Duplicate Certificates under Issue of Share Certificate Rules,1960.

### Annexure-B

#### Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government and other authorities during the financial year ending 31st March 2011.

S. No	Form No./ Return	Filed under Section	For	Date of Filing	Whether filed within prescribed Time (Yes/No)	If delay in filling whether requisite/ additional fee paid (Yes/No)
1.	32	303	Resignation of Director/ Appointment of Secretary.	29.05.2010	Yes	N.A.
2.	62	192 A	Calendar of Events	29.05.2010	Yes	N.A.
3.	1A	21	Availability of Name for proposed new name of the Company	11.06.2010	Yes	N.A.
4.	1A	21	Availability of Name for proposed new name of the Company	17.08.2010	Yes	N.A.
5.	66	383 A	Secretarial Compliance Certificate.	24.09.2010	Yes	N.A.
6.	23	21	Change of Name of the Company	01.10.2010	Yes	N.A.
7.	23	17	Alteration of Object Clause	01.10.2010	Yes	N.A.
8.	20 A	149(2A)	Commencement of New Business	11.10.2010	Yes	N.A.
9.	1B	21	Change of Name of the Company	11.10.2010	Yes	N.A.
10.	23AC	220	Balance Sheet	12.10.2010	Yes	N.A.
11.	23 ACA	220	Profit and Loss Account	12.10.2010	Yes	N.A.
12.	20B	159	Annual Return	16.11.2010	Yes	N.A.

For **Banthia & Company**  
Company Secretaries

Place : Kanpur  
Date : 27.05.2011

G. K. Banthia, Proprietor  
C.P.No. : 1405

**AUDITORS' REPORT ON ABRIDGED ACCOUNTS**

TO  
THE MEMBERS OF JAYKAY ENTERPRISES LIMITED  
(Formerly J.K. SYNTHETICS LIMITED)

We have examined the attached abridged Balance Sheet of Jaykay Enterprises Limited as at March 31, 2011, the abridged Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto, together with the notes thereon. These abridged financial statements have been prepared by the Company pursuant to Rule 7A of the Companies (Central Government's) General Rules and Forms, 1956 and are based on the financial statements of the Company for the year

ended March 31, 2011 prepared in accordance with Schedule VI to the Companies Act, 1956 and covered by our report of even date to the members of the Company which report is attached.

For P.L. TANDON & CO.  
Chartered Accountants  
Firm Reg. No. 000186C  
RAJENDRA GUPTA  
Partner

Place : Kanpur  
Dated : 27th May, 2011

Membership No. 73250

**AUDITORS' REPORT**

TO  
THE MEMBERS OF JAYKAY ENTERPRISES LIMITED  
(Formerly J. K. SYNTHETICS LIMITED)

1. We have audited the attached Balance Sheet of Jaykay Enterprises Limited as at 31st March, 2011, the Profit and Loss Account and also the Cash Flow Statement of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to above, we report that:-
  - a) We have 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 appears from our examination of those books;
  - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 except liability for Leave Encashment and Gratuity have been provided on the basis of actual liability determined by the management as on 31-03-2011.
  - e) On the basis of written representations received from the directors, as on 31st March, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read with notes give the

information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2011;
- (b) in the case of the Profit & Loss Account of the Profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

For P.L. TANDON & CO.  
Chartered Accountants  
Firm Reg. No. 000186C

Place : Kanpur  
Dated : 27th May, 2011

RAJENDRA GUPTA  
Partner  
Membership No. 73250

**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in Paragraph (3) of our report of even date)

- (i) In respect of its Fixed Assets:
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets other than furniture and fixtures and office equipments.
  - (b) Fixed assets have been physically verified by the management during the year except as stated in (a) above.
  - (c) The company has not disposed off fixed assets during the year.
- (ii) In respect of its Inventories:

The Company has stock in trade of Land and Building only and, therefore, the provisions of clause 4(ii)(a), (b) and (c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (iii) In respect of loans, secured or unsecured, granted or taken by the company to or from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956, according to the information and explanations given to us :
  - (a) The company has not granted any Loans to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. As the company has not granted any Loans secured or unsecured to parties listed in the register maintained under section 301 of the Companies Act, 1956, the provisions of clause 4(ii)(b), (c) and (d) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.



- (e) The company had taken interest free unsecured Loans from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.2000 Lacs and the yearend balance of Loans taken from such parties was Rs.1600 Lacs.
- (f) The above Loans are interest free and other terms and conditions on which Loans have been taken from parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (g) No terms and conditions of repayment of Loans have been stipulated.
- (iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company.
- (v) In respect of transactions entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 :
- (a) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. Five Lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market price at the relevant time.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the provisions of sections 58A and 58AA and other relevant provisions of the Companies Act, 1956. Therefore, the provisions of clause 4(vi) of the Companies (Auditor's Report) Order, 2003, are not applicable to the Company.
- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) No manufacturing activities have been carried out during the year, the provisions of clause 4(viii) of the Companies (Auditor's Report) Order, 2003 are, therefore, not applicable to the Company.
- (ix) 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, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and any other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, following undisputed amount was payable in respect of aforesaid dues which was in arrears as at 31st March, 2011 for a period more than Six months from the date they became payable.

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates
Central Excise and Custom Act	Excise & Custom and interest thereon	44.75	Various years

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

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which amount relates	Forum where dispute is pending
Trade Tax Act	Trade Tax	8.19	1985-86 & 1987-88	Trade Tax Tribunal
Provident Fund Act	Damages	76.45	Various Years	Assistant Provident Fund Commissioner, Kota.
Central Excise & Custom Act	Excise Duty and Interest	2275.06	Various Years	Asst. Commissioner Central Excise Division, Kota/ Supreme Court/ Custom Department, Mumbai.
Income Tax Act	Income tax and Interest thereon	109.06	2004-05	Commissioner of Income Tax (Appeals)

- (x) The company's accumulated losses at the end of the financial year exceeded the net worth of the company. The company has not incurred cash losses during the financial year covered by our audit and during the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to bank.
- (xii) As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts of investment in Shares and timely entries have been made therein. All the investments have been held by the Company in its own name.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans had been applied for the purpose for which they were raised.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- (xix) As the company has no debenture outstanding at any time during the year, the provisions of clause 4 (xix) of the Companies (Auditor's Report) Order, 2003 are, therefore, not applicable to the company.
- (xx) The company has not raised any money by public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Kanpur  
Dated : 27th May, 2011

For P. L. TANDON & CO.  
Chartered Accountants  
Firm Reg. No. 000186C  
RAJENDRA GUPTA  
Partner  
Membership No. 73250

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

	2010-2011 (₹)		2009-2010 (₹)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit / (Loss) before Tax as per Profit & Loss Account	<b>25169119</b>		86527034
Adjusted for :			
Depreciation	<b>943229</b>	954183	
Interest	<b>1241075</b>	563047	
Interest Received	<b>(29219587)</b>	(45101095)	
Dividend Income	<b>(739187)</b>	(1292400)	
Provisions / Balances written off / written back	<b>(25406816)</b>	(66154614)	
Profit on sale of Investment (Net)	<b>(207395)</b>	(2736795)	(113767674)
Operating Profit/(Loss) before Working Capital Changes	<b>(28219562)</b>		(27240640)
Adjusted for :			
Decrease in Trade & Other Receivables	<b>54147939</b>	(37355934)	
Increase/(Decrease) in Trade Payables	<b>(22509317)</b>	(6690318)	(44046252)
Cash Generated from Operations	<b>3419060</b>		(71286892)
Tax Paid (Net)	<b>(1341243)</b>		(41757841)
Net Cash Used in Operating Activities	<b>2077817</b>		(113044733)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Acquisition of Fixed Assets	<b>(106425)</b>		(44650)
Sale of Fixed Assets (Net)	-		357600000
Sale of Investments (Net)	<b>218295</b>		3861342
Interest Income	<b>22724295</b>		45270541
Dividend Income	<b>739187</b>		1292400
Net Cash From Investing Activities	<b>23575352</b>		407979633
<b>C. CASH FLOW USED IN FINANCING ACTIVITIES</b>			
Interest Paid	<b>(1241075)</b>		(563047)
Bank Overdraft against Fixed Deposits and Vehicles Loan	<b>944713</b>		(59114650)
Repayment of Unsecured Loan of J.K. Cement Ltd.	<b>(40000000)</b>		(180000000)
Receipt / Repayment of Unsecured Loan - Others	<b>(5000000)</b>		5000000
Net Cash Used In Financing Activities	<b>(45296362)</b>		(234677697)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	<b>(19643193)</b>		60257203
Opening Balance of Cash and Cash Equivalents	<b>155643560</b>		95386357
Closing Balance of Cash and Cash Equivalents	<b>136000367</b>		155643560

As per our Report attached

For P. L. TANDON & Co., GAUR HARI SINGHANIA  
Chartered Accountants Chairman

GOVIND HARI SINGHANIA  
Vice Chairman

RAJENDRA GUPTA  
Partner

K. N. KHANDELWAL  
President (F&A) & CFO

K. B. AGARWAL  
JAGENDRA SWARUP  
N. K. JHAJHARIA  
R. K. TANDON } Directors

Kanpur  
Dated : 27th May, 2011

YADUPATI  
Managing Director & CEO

ANIL KAMTHAN  
Secretary



## ABRIDGED BALANCE SHEET as at 31st March, 2011

	31-03-2011 (₹)		31-03-2010 (₹)
<b>SOURCES OF FUNDS</b>			
Shareholders' Funds			
Capital			
Equity	<b>37134752</b>		37134752
Loan Funds			
Secured Loans (Other than debentures)	<b>1924260</b>		979547
Unsecured Loans	<b>171004094</b>		216004094
<b>TOTAL</b>	<b><u>210063106</u></b>		<b><u>254118393</u></b>
<b>APPLICATION OF FUNDS</b>			
Fixed Assets			
Net Block (original cost less depreciation)	<b>12148497</b>		12985301
Investments			
Others - Quoted and Unquoted	<b>16121382</b>		16132282
Current Assets, Loans & Advances			
Inventories	<b>2570592</b>	2570592	
Sundry Debtors	<b>34500000</b>	34500000	
Cash and Bank Balances	<b>136000367</b>	155643560	
Other Current Assets	<b>9708416</b>	6167291	
Loans and Advances	<b><u>156516117</u></b>	<u>206368646</u>	405250089
Less : Current Liabilities and Provisions			
Liabilities	<b>239934162</b>		287850295
Net Current Assets	<b>99361330</b>		117399794
Profit & Loss Account	<b>82431897</b>		107601016
<b>TOTAL</b>	<b><u>210063106</u></b>		<b><u>254118393</u></b>

As per our Report attached

For P. L. TANDON & Co., GAUR HARI SINGHANIA  
Chartered Accountants ChairmanGOVIND HARI SINGHANIA  
Vice ChairmanRAJENDRA GUPTA  
PartnerK. N. KHANDELWAL  
President (F&A) & CFOK. B. AGARWAL  
JAGENDRA SWARUP  
N. K. JHAJHARIA  
R. K. TANDON

} Directors

Kanpur  
Dated : 27th May, 2011YADUPATI  
Managing Director & CEOANIL KAMTHAN  
Secretary

**ABRIDGED PROFIT & LOSS ACCOUNT For the year ended 31st March, 2011**

	2010-2011 (₹)	2009-2010 (₹)
<b>INCOME</b>		
Dividends	739187	1292400
Interest	29219587	45101095
Other Income (including services rendered)	12565495	15506640
TOTAL	42524269	61900135
<b>EXPENDITURE</b>		
Other Expenses		
Salaries, Wages and Other Employees Benefits	14944084	13589496
Interest	1241075	563047
Depreciation	943229	954183
Auditors' Remuneration	65000	90000
Other Expenses	25568578	26330988
TOTAL	42761966	41527714
Profit/(Loss) before Tax & Extra Ordinary Items	(237697)	20372421
Extra Ordinary Items Net (Refer Note No.4 )	25406816	66154614
Profit/(Loss) before tax	25169119	86527035
Provision for Taxation		
Income Tax and Interest thereon for earlier years	-	(3224661)
Profit / (Loss) after Tax	25169119	83302374
Balance from previous year	(107601016)	(190903390)
Balance carried to Balance Sheet	(82431897)	(107601016)

As per our Report attached

For P. L. TANDON & Co., GAUR HARI SINGHANIA  
Chartered Accountants Chairman

GOVIND HARI SINGHANIA  
Vice Chairman

RAJENDRA GUPTA  
Partner

K. N. KHANDELWAL  
President (F&A) & CFO

K. B. AGARWAL  
JAGENDRA SWARUP  
N. K. JHAJHARIA  
R. K. TANDON } Directors

Kanpur  
Dated : 27th May, 2011

YADUPATI  
Managing Director & CEO

ANIL KAMTHAN  
Secretary



**Notes to the Abridged Balance Sheet as at 31st March, 2011 and Abridged Profit & Loss Account for the year ended on that date**

(Amount/₹)

- The amount of contingent liabilities in respect of claims against the company not acknowledged as debts is Rs.19645590/- (2009-10 Rs.19645590/-).  
In respect of disputed demands, pending appeals with Appellate Authorities, pertaining to Excise Duty amounting to Rs.27606411/- (2009-10 Rs. 27606411/-), Income Tax Rs.11278517/- (2009-10 Rs.11278517/-) and Trade Tax Rs.1469200/- (2009-10 Rs.1469200/-) and custom duty & penalty Rs.87260769/- (2009-10 Rs. 87260769/-) no provision has been considered necessary by the management.
- Sundry debtors considered good includes Rs.34500000/- recoverable from Arfat Petrochemicals Pvt. Ltd. for sale of Kota assets in the year 2004-05.
- In view of the reliefs granted by the Appellate Authorities and brought forward losses in respect of various earlier years no provision for Income Tax liability for the current year is required.
- Extra Ordinary Items include income in respect of suppliers/customers balances written back Rs.18063033/- and excess provision written back Rs.7343783/-.
- Deferred Tax assets have not been recognized considering the principle of virtual certainty as stated in the Accounting Standard AS-22 - Accounting for taxes on income.
- Previous year's figures have been re-casted / re-grouped wherever necessary to conform to the classification of the year.

Market value of quoted investments as on 31.3.2011 was Rs.22688875/- (31.3.2010 Rs.31141632/-).

Information pursuant to the provisions of Paragraphs 3, 4C & 4D of Part – II of Schedule VI to the Companies Act, 1956 i.e. Capacity, Turnover, Production, Stocks, Raw Material and Stores and Spares Consumed, CIF Value of Imports and Expenditure in Foreign Currency are "NIL" as all the plants have been sold. However, earning in Foreign Currency by way of dividend income is Rs. 43579/- (Previous Year Rs.3944/-).

There has been no production/product sale, hence accounting ratios have not been worked out.

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**1. Registration Details**

Registration No.	1187	State Code	20
Balance Sheet Date	31.03.2011		

**2. Capital Raised during the year (Amount in ₹)**

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

**3. Position of Mobilisation and Deployment of Funds (Amount in ₹)**

Total Liabilities	210063106	Total Assets	210063106
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**Sources of Funds**

Paid-up Capital	37134752	Reserves and Surplus	NIL
Secured Loans	1924260	Unsecured Loans	171004094

**Application of Funds**

Net Fixed Assets	12148497	Investments	16121382
Net Current Assets	99361330	Misc. Expenditure	NIL
Accumulated Losses	82431897		

**4. Performance of Company (Amount in ₹)**

Turnover	42524269	Total Expenditure	42761966
Profit Before Tax	25169119	Profit After Tax	25169119
Earning per Share in ₹	(-) 0.01	Dividend	NIL

**5. Generic Names of Principal Products of the Company (as per monetary Terms)**

Item Code No. (ITC Code)  
Product Description  
Item Code No. (ITC Code)  
Product Description

As per our Report attached

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

GAUR HARI SINGHANIA  
Chairman

GOVIND HARI SINGHANIA  
Vice Chairman

RAJENDRA GUPTA  
Partner

K. N. KHANDELWAL  
President (F&A) & CFO

K. B. AGARWAL  
JAGENDRA SWARUP  
N. K. JHAJHARIA  
R. K. TANDON

} Directors

Kanpur  
Dated : 27th May, 2011

YADUPATI  
Managing Director & CEO

ANIL KAMTHAN  
Secretary

*Jaykay Enterprises Ltd.*  
Regd. Office : Kamla Tower, Kanpur - 208 001

**PROXY FORM**

DP. Id*	
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Folio No.	
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Client Id*	
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I/We .....

being a Member/Members of Jaykay Enterprises Limited hereby appoint .....

..... of .....

(or failing him) ..... of .....

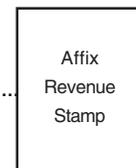
(or failing him) ..... of .....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be

held on Friday, the 12th August, 2011 at 12.00 Noon and at any adjournment thereof.

Signed this.....day of.....2011

Signature.....



\*Applicable for Investors holding Shares in electronic form.

**Note :** The Proxy Form must be deposited at the Registered Office of the Company at Kamla Tower, Kanpur-208001 not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.

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