



Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

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

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POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE IS HEREBY GIVEN that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) and Rule 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (SS-2) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/ 2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19” and the General Circular No. 33/2020 dated September 28, 2020 the General Circular No. 39/2020 dated December 31, 2020 in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2021, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and all other applicable rules framed under the Act, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter to the extent applicable and any other applicable laws and regulations, the resolutions appended below are proposed to be passed by the Members as Special Resolutions by way of Postal Ballot (remote e-voting).

The proposed resolutions along with the explanatory statement setting out the material facts thereto is given hereunder.

Due to difficulty in dispatch of the Notice along with the Explanatory Statement and Postal Ballot Form by post or courier, on account of threat posed by COVID- 19 pandemic situation and as permitted under the MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through remote e-voting facility only. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Mr. S.K. Gupta, Practicing Company Secretary (FCS No. 2589 and CP No.1920) to act as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (FCS No.5639 and CP No.5352) as Alternate Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions printed in this Notice and follow the same for voting. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of MCA Circulars.

In compliance with the provisions of Section 108,110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) the Company is providing e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of CDSL to enable the Members to cast their votes electronically

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Company Secretary of the Company as authorized by the Board and the result of the Postal Ballot will be announced on or before Saturday, February 6, 2021 by 5.00 P.M. The said result alongwith the Scrutinizer’s Report will be displayed at Registered Office of the Company and uploaded on the Company’s website www.jaykayenterprises.com and on the website of CDSL at www.evoinindia.com. The result will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESSES

ITEM NO. 1

ISSUANCE OF 63,70,000 EQUITY SHARES ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

To consider and, if thought fit, to give Assent / Dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {“**Stock Exchange(s)**”}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, **upto 63,70,000 Equity Shares** of face value of Re.1/- each fully paid up, for cash, to be issued **at a price of Rs. 10/- per Equity Share** or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of upto Rs. **6,37,00,000/-** (Rupees Six crore thirty-seven lakh only), on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to Promoter Category (“**Proposed Equity Allottee(s)**”), in the manner as follows:

Sr. No	Name of Proposed allottee	No. of Equity Shares
1.	Shri Abhishek Singhania	30,00,000
2.	M/s. J.K. Traders Limited	33,70,000

“**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Equity Shares is **January 05, 2021**, being the date 30 days prior to the last date of e-voting to be held on February 04, 2021.”

“**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- (a) The proposed allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- (b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottee shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- (c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- (d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- (e) Allotment of Equity Shares shall only be made in dematerialized form.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Shri Ashok Gupta, Managing Director and Shri Prabhat Kumar Mishra, CFO & Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

ITEM NO. 2

ISSUANCE OF 90,19,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER CATEGORY

To consider and, if thought fit, to give Assent / Dissent to the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements

entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed {"**Stock Exchange(s)**"}, and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis **upto 90,19,000 Fully Convertible Warrants ("**Warrants**")**, at an issue price of **Rs. 10]/- per warrant** or such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Re.1/- each, for cash for an aggregate amount of upto Rs. 9,01,90,000 /- (Rupees Nine crore one lakh and ninety thousand only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the below-mentioned persons belonging to the Promoter Group, in the manner as follows:

Sr. No	Name of Proposed allottee	No. of Warrants
1.	Shri Abhishek Singhania	41,00,000
2.	M/s. J.K. Traders Limited	49,19,000

"**RESOLVED FURTHER THAT** the Relevant Date, as per the SEBI ICDR Regulations, as amended up to date, for the determination of issue price of Warrants is **January 05, 2021**, being the date 30 days prior to the last date of e-voting to be held on February 04, 2021."

"**RESOLVED FURTHER THAT** aforesaid issue of Warrants shall be subject to the following terms and conditions:

- (a) Each Warrant held by the Proposed Allottee(s) shall entitle such allottee(s) to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (the "**Warrant Exercise Period**").
- (b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI (ICDR) Regulations, 2018 which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- (c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.
- (d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- (f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- (g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- (h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

“**RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Re. 1/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution Shri Ashok Gupta, Managing Director and Shri Prabhat Kumar Mishra, CFO & Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity , Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

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

**Sd/-
Prabhat Kumar Mishra
CFO & Company Secretary
Membership No. ACS 29900**

Date: January 4, 2021

Place: Kanpur

Notes:-

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning the Special Resolutions and the reasons thereof is annexed hereto.
2. Due to intermittent availability of postal and courier services, on account of threat posed by COVID-19 pandemic situation and in light of the MCA Circulars the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with Depositories/ depository Participants and expresses its inability to dispatch hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members. The process for registration of email addresses is as under:
 - a. In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the remote e-voting notice may temporarily get their email address registered with the Company, through email at prabhat.mishra@jaykayenterprises.com and investorhelp@jaykayenterprises.com and follow the registration process as guided thereafter. Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this postal ballot. In case of any queries, members may write to investorhelp@jaykayenterprises.com.
 - b. It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and in respect of physical holdings with the Company having its office at Kamla Tower, Kanpur by following due procedure.
 - c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depositories / Depository Participants / the Company to enable servicing of notices and documents electronically to their email address.
3. Pursuant to the **directives issued** by Ministry of Corporate Affairs, Govt. of India, the Postal Ballot Notice is being sent to all the Members/ Beneficiaries, whose names appear in the Register of Members/ Statement of beneficial owners as received from the Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on **Friday, January 1, 2021** i.e. the Cut-off Date Any person who is not a Member as on the said Cut-off Date should treat this Notice for information purposes only.
4. Voting rights of the Members shall be in proportion to the equity shares held by them of the paid up equity share capital of the Company as on the Cut-off Date.
5. The Postal Ballot Notice is uploaded on the website of the Company, i.e www.jaykayenterprises.com , and on the website of CDSL i.e. www.evotingindia.com.
6. The Board of Directors of the Company has appointed Mr. S.K. Gupta, Practicing Company Secretary (Membership No. FCS: 2589, CP No. 1920) as the Scrutinizer and Ms. Divya Saxena, Practicing Company Secretary (Membership No. FCS: 5639, CP No. 5352) as the Alternate Scrutinizer (“Scrutinizer”). to conduct the process of the Postal Ballot (remote e-voting) in a fair and transparent manner
7. The resolution passed by the members through postal ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members of the Company.
8. A member cannot exercise his vote by proxy on Postal Ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
9. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, MCA Circulars and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by CDSL. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	From 9:00 A.M.(IST) on Wednesday, January 6, 2021
End of remote e-voting	Upto 5:00 P.M. (IST) on Thursday, February 4, 2021

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Thursday, February 4, 2021. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

10. The Scrutinizer's decision on the validity of a Postal Ballot-(remote e-voting) will be final.
11. In compliance with the provisions of Section 108 and 110 of the Act read with relevant Rules made thereunder and Regulation 44 of the Listing Regulations and MCA Circular, the Company is pleased to provide Members, facility to exercise their right to vote on the matters included in this Notice of the Postal Ballot by electronic means i.e. through remote e-voting services provided by CDSL. Members exercising e-voting as per the facilities arranged by the Company are requested to read the following instructions for e-voting It may be noted that e-voting is compulsory.

12. E-Voting procedure:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members 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.

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

PAN	<p>For Members holding shares in Demat Form and Physical Form Enter 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 in the PAN field the first two characters of their name in CAPITAL letters e.g. If your name is Ramesh Kumar then enter RA followed by the Serial Number given in the email.</p>
Dividend Bank Details OR 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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) above.</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name > on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the login/changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked

Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 or call on 022-23058542/43.

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:

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 Company at Prabhat.mishra@jaykayenterprises.com or investorhelp@jaykayenterprises.com.

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) to Company at Prabhat.mishra@jaykayenterprises.com or investorhelp@jaykayenterprises.com.

11. Subject to and in compliance with, the directions / notifications issued by the Central / State Government(s) / relevant authorities on account of COVID-19 pandemic, all relevant documents referred to in the Explanatory Statement are available for inspection at the Registered office of the Company on all working days up to Thursday , February 4, 2021. In the event a member is unable to inspect any document at the registered office of the Company, such member may write to the Company Secretary of the Company at Prabhat.mishra@jaykayenterprises.com or investorhelp@jaykayenterprises.com requesting supply of relevant documents referred in the explanatory statement. Further, any query in relation to the resolution proposed to be passed by postal ballot may be addressed to the Company Secretary of the Company at Prabhat.mishra@jaykayenterprises.com.
12. The Scrutinizer shall after the conclusion of voting unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company; make a Scrutinizer's Report of the total votes cast in favour or against, if any, on or before Saturday , February 6, 2021 by 5 P.M., to the Company Secretary of the Company as authorized by the Board, who shall countersign the same. The results of the Postal Ballot will be announced by the Company Secretary of the Company or any other Director authorized by the Chairman on same day at the Registered Office of the Company and shall also be displayed on the Notice Board of the Company's Registered Office. The results declared along with the Scrutinizer's Report shall also be uploaded on the Company's website www.jaykayenterprises.com and on the website of CDSL www.evotngindia.com and shall simultaneously be forwarded to the Stock Exchange.

EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT 2013

The following Statement sets out all material facts relating to the Special Resolutions mentioned in the accompanying Notice:

Item No.: 1 and 2

The Special Resolutions contained in Item No. 1 and 2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 63,70,000 Equity shares of face value of Re. 1/- each and upto 90,19,000 Fully Convertible Warrants at an issue price of Rs. [10/- per share/ warrant to the persons belonging to Promoter Category in terms of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013 to raise an aggregate amount of Rs. 15,38,90,000/-. The said proposal has been considered and approved by the Board in their meeting held on January 04, 2021.

Further, the said private placement of Equity shares and Warrants will be made through common letter of offer in the form PAS 4.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations are set forth below:

I. Objects of the Issue

The proceeds of the preferential issue shall be utilized to meet the funding and business-related requirements of the Company and its subsidiaries including but not limited to funding business growth, capital expenditure, expansion, exploring new initiatives and for other general corporate purposes.

II. Particulars of the offer including the maximum number of specified securities to be issued

Preferential issue of upto 63,70,000 Equity Shares of face value of Re. 1/- each and 90,19,000 Fully Convertible Warrants, convertible into equivalent number of Equity Shares, to the Proposed Allottees for an aggregate amount of upto Rs. 15,38,90,000/-.

III. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Name	No. of Equity Shares to be allotted	No. Of Warrants To be allotted
Abhishek Singhania	30,00,000	41,00,000
JK Traders Ltd.	33,70,000	49,19,000

Except aforementioned, none of the persons are deemed to be concerned or interested in the above resolution, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

IV. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Category	Pre issue Shareholding Structure		Equity Shares to be allotted	Post Issue Shareholding		Warrants to be allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#	
	No. of Shares	%age		No. of Shares	%age		No. of Shares	%age
(A) Promoter Shareholding								
(1) Indian								
(a) Individuals & HUF	7309252	19.68	3000000	10309252	23.70	4100000	14409252	27.43
(b) Bodies Corporate	4536401	12.22	3370000	7906401	18.17	4919000	12825401	24.42
Sub Total (A)(1)	11845653	31.90	6370000	18215653	41.87	9019000	27234653	51.85
(2) Foreign promoters				0		0	0	0.00
Total Promoter shareholding A=A1 +A2	11845653	31.90	6370000	18215653	41.87	9019000	27234653	51.85
(B) Public Shareholding				0			0	0.00
B1) Institutional Investors	1687713	4.54		1687713	3.88		1687713	3.21
B2) Central Govt./Stat Govt./POI	0	0.00		0	0.00		0	0.00
B3) Non-Institutional Investors				0	0.00		0	0.00
Individuals	18612368	50.12		18612368	42.78		18612368	35.44
Body Corporate	3180226	8.56		3180226	7.31		3180226	6.05
Others (Including NRI)	1808792	4.87		1808792	4.16		1808792	3.44
Total Public Shareholding B=B1+B2+B3	25289099	68.10	0	25289099	58.13	0	25289099	48.15
C) Non Promoter - Non Public	0	0.00	0	0	0.00		0	0.00
Grand Total (A+B+C)	37134752	100.00	6370000	43504752	100.00	9019000	52523752	100.00

#Post shareholding structure may change depending upon any other corporate action in between.

V. Proposed time limit within which the allotment shall be complete:

In terms of SEBI ICDR Regulations, preferential allotment of said Equity Shares and Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 1 and 2.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

VI. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Warrant Allottee(s) and Equity Allottee(s) and the percentage of post preferential issue capital that may be held by them:

Name	Pre issue Shareholding Structure		No. of Equity Shares to be allotted	Post Issue Shareholding		No. Of Warrants To be Allotted	Post Issue Shareholding (Presuming full conversion of Warrants)#		Name of ultimate beneficial owners
	No. of Shares	%		No. of Shares	%		No. of Shares	%	
Abhishek Singhania	2342368	6.31	3000000	5342368	12.28	4100000	94,42,368	17.98	N.A.
JK Traders Ltd.	4462142	12.02	3370000	7832142	18.00	4919000	12751142	24.28	Abhishek Singhania

#Post shareholding structure may change depending upon any other corporate action in between.

VII. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VIII. Lock-in Period:

- i. The Warrants and Equity Shares to be allotted and Equity Shares to be allotted upon conversion of Warrants, shall be subject to 'lock-in' in accordance with Chapter V of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

IX. Issue price and Relevant Date:

In terms of Regulation 161 of SEBI ICDR Regulations, the Relevant Date has been reckoned as January 05, 2021 for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE on the basis of pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

X. Undertakings:

- None of the Company, its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

XI. Auditor's Certificate:

The certificate from M/s Gupta Vaish & Co. Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the declaration of result of postal ballot, at www.jaykayenterprises.com.

XII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Except Shri Abhishek Singhania none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors recommends the resolutions as set out in item no. 1 and 2 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category by way of Special Resolution.

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

Sd/-
Prabhat Kumar Mishra
CFO & Company Secretary
Membership No. ACS 29900

Date: January 4, 2021

Place: Kanpur