

# Jaykay Enterprises Limited

CIN: L99999UP1961PLC001187

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

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

## NOTICE

Notice is hereby given that the Annual General Meeting of Jaykay Enterprises Ltd. will be held at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur: 208001 on Thursday the 11th day of August, 2016 at 12.00 Noon to transact the following business:-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016, Statement of Profit and Loss 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 Smt. **Vidhi Nidhipati Singhania** (DIN 00293520), who retires by rotation and being eligible offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Messrs P.L. Tandon & Company, Chartered Accountants, Kanpur (Firm ICAI Registration No.000186C), be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon mutually by the Board of Directors and the Auditors, in addition to the reimbursement of service tax and actual out-of-pocket expenses incurred in connection with the audit of accounts of the Company for the financial year ending March 31, 2017;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Shri Prabhat Kumar Mishra, Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

### AS SPECIAL RESOLUTION

4. To re-appoint Shri Ashok Gupta (DIN: 00135288) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of **Shri Ashok Gupta** (DIN: 00135288) as Managing Director of the Company, for a period upto 2 (two) years with effect from September 1, 2016, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Ashok Gupta (DIN: 00135288), subject to the sum not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

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

By Order of the Board



(PRABHAT KUMAR MISHRA)  
Company Secretary

Dated : Kanpur

Place : June 24, 2016

## NOTES :

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

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

2. The Register of Members and Share Transfer Books of the Company will remain closed from August 4, 2016 to August 11, 2016 (both day inclusive).
3. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company at its Share Department in respect of their shareholding in physical segment by mentioning folio nos., etc, if any.
4. **Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Company Secretary & Compliance Officer at mail id. prabhat.mishra@jkcement.com**
5. Members are requested to bring their copies of the Annual Report, as Copies of the Report will not be re-distributed at the Meeting.
6. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
7. Members, who hold shares in Physical/Dematerialised Form, are requested to bring their Folio No./Depository Account Number and Client ID Number for identification.
8. **The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members, who have not registered so far, are requested to register their e-mail address, contact telephone number in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) prabhat.mishra@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jkshr@jkcement.com**
9. Your Company framed 'Investor Facilitator Scheme' to provide an opportunity to its Small Shareholders holding up to 1000 equity shares in physical form/segment, if they so desire to dispose of their holdings and realise the market value without undergoing the process of dematerialisation of shares and other costs related thereto. If any shareholder is desirous to avail such opportunity may contact Shri Prabhat Kumar Mishra, Company Secretary & Compliance Officer, Jaykay Enterprises Ltd., Kamla Tower, Kanpur-208001 or at E-Mail Id: prabhat.mishra@jkcement.com
10. The shareholders, who have not received their physical share certificate(s) for new shareholding upon reduction of share capital may write to the Company by quoting their old Ledger Folio No. and complete address so that their status of new shareholding could be communicated and the relative share certificate(s) could be dispatched, if the same is lying undelivered with the Company.
11. With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks co-operation from each shareholder (including joint shareholders) by sending the details as per Communication Form annexed at the last of this Annual Report.



12. Shareholders of physical segment who wish to notify change in their address may intimate complete new address with Pin code by quoting their Folio No. and proof of Address i.e. copy of telephone/ electricity bill or any receipt of Municipal Corporation etc.
13. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]. The said form is available on Company's Website [www.jaykayenterprises.com](http://www.jaykayenterprises.com)
14. A route map showing direction to reach the venue of the Annual General Meeting is given at the end of the Annual Report as per the requirement of Secretarial Standards- 2 on "General Meeting".
15. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the information about the Directors proposed to be appointed/re-appointed is given in the 'Annexure-I' to the Notice.
16. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and sub Regulation (1) & (2) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is providing its members the facility to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository Services Ltd ('CDSL') to facilitate remote e-voting. The remote e-voting is optional and members shall have the option to vote either through remote e-voting or in person at the Annual General Meeting through ballot or polling paper.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 4, 2016.

A person, whose name is recorded in the register of member or in the register of beneficial owner maintained by the depositories as on cut-off date i.e. August 4, 2016 only shall be entitled to avail the facility of remote e-voting/ voting through ballot or polling paper at the Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **August 8, 2016 at 9.00 AM** and ends on **August 10, 2016 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **August 4, 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

**For Members holding shares in Demat form and Physical Form**

|     |  |
|-----|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use in</li> </ul> |
|-----|--|

the PAN field the first two characters of their name in CAPITAL letters eg. if your name is Ramesh Kumar then enter RA followed by the Serial Number given at the top/ beginning of the address Slip (pasted on envelop).

|  |  |
|--|--|
| Dividend Bank Details of Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul> |
|--|--|

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the votes cast by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to

helpdesk.evoting@cdslindia.com 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

17. The Company has appointed M/s. Reena Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur Practising Company Secretaries (C.P No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
18. The Scrutinizer shall submit her report to the Chairman. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after declaration of the results by the

Chairman or a person authorized by him in this behalf. The results shall also be uploaded on the Bombay Stock Exchange portal [www.listing.bseindia.com](http://www.listing.bseindia.com)

19. Subject to receipt of requisite number of votes, the Resolutions shall deemed to be passed on the date of the Annual General Meeting i.e. Thursday, 11th August, 2016.
20. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
21. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the facility of ballot paper or polling paper shall be made available at the Meeting.
22. For abundant clarity, please note that the Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. .
23. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

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

### ITEM NO. 4

The Board of Directors of the Company (the 'Board'), at its meeting held on May 23, 2016 has, in accordance with Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of members, recommended to re-appoint Shri Ashok Gupta as Managing Director, for a period of 2 (two) years from September 1, 2016, at the remuneration recommended by the Nomination and Remuneration Committee (the 'N & R Committee') of the Board and approved by the Board.

Shri Ashok Gupta (DIN-00135288) is a qualified Chartered Accountant having more than 3 decades of experience in the field of Finance and Accounts and working with the Company since 1978.

Taking into consideration the valuable services rendered by him in the past and based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 23, 2016 recommended to re-appoint Shri Ashok Gupta as Managing Director of the Company for a period of two (2) years from September 1, 2016 to August 31, 2018 on the terms and conditions set out in the aforesaid Board Resolution, subject to the approval of the members of the Company in General Meeting.

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

Term : for a period of two years from September 1, 2016 to August 31, 2018.

#### A. Minimum remuneration in case of absence or inadequacy of profits:

Where in any financial year during the currency of the tenure of Managing Director the Company earns nil profit or the profits are inadequate, Managing Director shall be paid remuneration as under:

1. Remuneration payable not exceeding the limit prescribed under Part II Section II of Schedule V of the Companies Act, 2013 based on the effective capital of the Company and in accordance with the approval of the Nomination and Remuneration Committee at the relevant point of time.
2. Contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent singly or taken together are not taxable under the Income Tax Act, 1961 and Rules framed thereunder;
3. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
4. Encashment of leave at the end of Financial Year.

The Company has inadequate profits during the Current Financial Year and earlier years too. In accordance with the Schedule V of the Companies Act, 2013, and as per recommendations of the Nomination and Remuneration Committee and the resolution duly passed in the Meeting of Board of Directors held on May 23, 2016 the remunerations for the F.Y. 2016-17 is as follows:-

- A) Salary: Rs. 1,32,500/- (Rs. One Lac Thirty two Thousand Five Hundred Only) per month with such yearly increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time;
- B) Perquisites and other benefits: As per Company's Policy;
- C) Contribution to Provident Fund: As per Company's policy;
- D) Encashment of un-availed leave: As per Company's policy;
- E) Gratuity: As per Company's policy.

For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

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

#### Other Terms & Conditions:

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

A detail of the total remuneration paid is being provided in Notes to Account attached with Balance Sheet forming an integral part of the Annual Report for the F.Y. 2015-16.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of the Government of India is not required. The relevant information containing the terms and conditions of appointment of Shri Ashok Gupta, Managing Director is available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day upto and including the date of the Annual General Meeting.



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

| I. General Information  |  |
|---|--|
| Nature of Industry  | Financial other Services   |
| Date or expected date of commencement of commercial production  | May 9, 1961  |
| In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus   | <b>Not Applicable</b>  |
| Financial performance based on given indicators   | The details of financial performance of the Company for the years 2014-15 and 2015-16 are provided in the Annual Report which accompanies this Notice.   |
| Foreign Investments or collaborations, if any   | The Company has not entered into any material Foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities / secondary market purchases. The Company has no subsidiaries as on 31.03.2016.  |
| II. Information about the appointee   |  |
| Background details  | Shri Ashok Gupta was an employee of the Company since 1978 and was occupying various position in the Company.  |
| Past remuneration   | A) Salary: Rs. 1,15,000/- (Rs. One Lac Fifteen Thousand Only) per month with such yearly increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time;<br>B) Perquisites and other benefits: As per Company's Policy;<br>C) Contribution to Provident Fund: As per Company's policy;<br>D) Encashment of un-availed leave: As per Company's policy;<br>E) Gratuity: As per Company's policy.<br>For the purpose of calculating the above ceiling the perquisites and allowances shall be evaluated as per income-tax Laws, wherever applicable. In absence of any such rules, perquisites and allowances shall be evaluated at actual cost. |
| Recognition and awards  | Not applicable   |
| Job Profile and his suitability   | Shri Gupta is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and working with Company since 1978.  |
| Remuneration proposed   | Details of proposed remuneration are presented above   |
| Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the Country of her origin) | The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with V and is comparable to the remuneration of Managing Director levels of similar sized Companies in India.   |
| Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any  | NIL  |
| III. Other information  |  |
| Reasons of loss or inadequate profits   | The Company was a sick and under the purview of BIFR.  |
| Steps taken or proposed to be taken for improvement   | The proceeding under the provisions of Sick Industrial Companies (Special Provisions) Act 1985 is undergoing before BIFR. The Audited Balance Sheet of the Company as at 31.03.2013 shows that the Company's Net worth turned positive. As per legal advice the Company moved an application before BIFR seeking de-registration from BIFR in order to come out from the purview of SICA and the said application is pending for disposal.   |
| Expected increase in productivity and profits in measurable terms   | The aforesaid steps taken/to be taken by the Company are expected to improve further the Company's performance and profitability in the future   |
| IV. Disclosure : As required, the information is provided under Corporate Governance Section of the Annual Report, 2015-2016.   |  |

In terms of Section 160 of the Companies Act, 2013 ("the Act"), the Company has received a notice from a Member along with requisite deposit of Rs.1,00,000 signifying intention to propose Shri Gupta as a candidate for the office of Managing Director of the Company. The required details in terms of Secretarial Standards – 2 and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided hereinafter and marked as 'Annexure-A'.

The notice together with this Statement may be regarded as a disclosure under Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item 4 for the approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Shri Ashok Gupta himself, is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

By Order of the Board

(PRABHAT KUMAR MISHRA)  
Company Secretary

Dated : June 24, 2016  
Place : Kanpur

## 'ANNEXURE – A' TO ITEM NOS. 2 & 4 OF THE NOTICE

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

|   |   |
|---|---|
| <b>1. SMT. VIDHI NIDHIPATI SINGHANIA</b>  |   |
| Name of the Director  | Smt. Vidhi Nidhipati Singhania  |
| Age   | 54 Years  |
| Date of first appointment on Board  | 13/08/2014  |
| Qualification   | Bachelor of Arts  |
| Brief resume including experience   | Smt. Vidhi Nidhipati Singhania is an enthusiast of art, penchant of classical music and is a designer epitomizing the perfect blend of traditional and contemporary fashion. A student of Cathedral and John Connon School, Mumbai, Smt. Vidhi Singhania moved to Kota, Rajasthan in 1994 and thus began her foray into the world of textiles and fashion. A veteran in the fashion industry, she has been a member of the Fashion Design Council of India (FDCI) for the last ten years.   |
| Other Directorships   | 1. Principal Investments Private Limited<br>2. Arremm Holdings Private Limited  |
| Chairmanship/Membership of Committees in companies in which position of Director is held      | Jaykay Enterprises Limited<br>– Stakeholders' Relationship Committee - Member   |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | None  |
| No. of equity shares held in the Company (as on June 24, 2016)                                | Nil   |
| No. of Board Meetings attended during the year  | One   |
| Terms and conditions of appointment or re-appointment   | Non-Executive Director liable to retire by rotation   |
| <b>2. SHRI ASHOK GUPTA</b>  |   |
| Name of the Director  | Shri Ashok Gupta  |
| Age   | 62 Years  |
| Date of first appointment on Board  | 01/09/2014  |
| Qualification   | Bachelor of Business Management & Fellow Member of Institute of Chartered Accountants of India.   |
| Brief resume including experience   | Shri Gupta is a qualified Chartered Accountant having more than 3 decades of experience in the field of Accounts and Finance and working with Company since 1978. He was working as Vice President (Accounts) & CFO of the Company before the appointment of Managing Director.   |
| Other Directorships   | 1. J. K .Cotton Limited<br>2. Khandelwal Extractions Limited  |
| Chairmanship/Membership of Committees in companies in which position of Director is held      | 1. Jaykay Enterprises Limited:<br>– Audit Committee – Member<br>2. J.K. Cotton Ltd.<br>– Stakeholder's Relationship Committee-- Member  |
| Relationship with other Directors, Managers and other Key Managerial Personnel of the Company | None  |
| No. of equity shares held in the Company (as on June 24, 2016)                                | 4 (Four)  |
| No. of Board Meetings attended during the year  | 4 (Four)  |
| Terms and conditions of re-appointment including remuneration                                 | <p>Terms of re-appointment:-<br/>For a period upto two years from September 1, 2016 upto August 31, 2018.</p> <p><b>Remuneration:-</b><br/>The Company has inadequate profits during the Current Financial Year and earlier years too. In accordance with the Schedule V of the Companies Act, 2013, and as per recommendations of the Nomination and Remuneration Committee and the resolution duly passed in the Meeting of Board of Directors held on May 23, 2016 the remunerations for the F.Y. 2016-17 is as follows:-</p> <p>A) Salary: Rs. 1,32,500/- (Rs. One Lac Thirty Two Thousand Five Hundred Only) per month with such yearly increment as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors from time to time;</p> <p>B) Perquisites and other benefits: As per Company's Policy;</p> <p>C) Contribution to Provident Fund: As per Company's policy;</p> <p>D) Encashment of un-availed leave: As per Company's policy;</p> <p>E) Gratuity: As per Company's policy.</p> |

## PROXY FORM

### *Jaykay Enterprises Ltd.*

CIN: L99999UP1961PLC001187

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

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

Email: prabhat.mishra@jkcement.com

Website: www.jaykayenterprises.com

Name of the member(s) : .....

Registered address : .....

E-mail ID : .....

Folio/DP ID-Client ID No. : .....

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

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

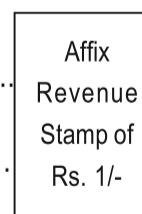
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208 001 on Thursday the 11th day of August, 2016 at 12.00 Noon and at any adjournment thereof in respect of such resolutions are indicated below :

| Resolution No.                              | RESOLUTIONS   |
|---|---|
| <b>Ordinary Business</b>                    |   |
| 1.  | Adoption of Financial Statements for the year ended 31st March, 2016  |
| 2.  | Appointment of a Director in place of Smt. Vidhi Nidhipati Singhania (DIN 00293520), who retires by rotation and being eligible offers herself for reappointment. |
| 3.  | Appointment of M/s. P.L. Tandon & Company, Chartered Accountants as Auditors and fixing their remuneration.   |
| <b>Special Business/Special Resolutions</b> |   |
| 4.  | Re-appointment of Shri Ashok Gupta as Managing Director of the Company.   |

Signed this.....day of August, 2016

Signature of shareholder.....

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



#### Note:

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

**MAP SHOWING VENUE OF ANNUAL GENERAL MEETING OF JAYKAY ENTERPRISES LIMITED**

VENUE: Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur



**ATTENDANCE SLIP**  
*Jaykay Enterprises Ltd.*

CIN: L99999UP1961PLC001187

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

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

**ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the Annual General Meeting of the Company at registered office at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur-208 001 on **Thursday the 11th day of August, 2016 at 12.00 Noon**

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

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

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

**Note:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter.
2. Electronic copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2015-16 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode (s) to all members whose email is not registered or have requested for a hard copy.

*Jaykay Enterprises Ltd.*

CIN: L99999UP1961PLC001187

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

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

Dear Shareholder(s),

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

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

(Signature of First / Sole Shareholder)

**Note :**

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