

JAYKAY ENTERPRISES LIMITED

CIN: L55101UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur, Uttar Pradesh

E-mail: cs@jaykayenterprises.com; Telephone: +91 512 237 1478-81;

Website: www.jaykayenterprises.com

NOTICE OF 77TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **77th (Seventy Seventh) Annual General Meeting ("AGM")** of the members of Jaykay Enterprises Limited ("the Company") will be held on **Wednesday the 27th day of September, 2023 at 11:30 A.M.** through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following businesses as mentioned below. The venue of the meeting shall deemed to be the Registered Office of the Company situated at Kamla Tower, Kanpur-208001.

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon;**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2023 together with the reports of Board of Directors and Auditor's thereon, be and are hereby received, considered and adopted.

- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with Report of Auditors thereon.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the report of the Auditor's thereon, be and are hereby received, considered and adopted."

- 2. To appoint a Director in place of Mr. Maneesh Mansingka (DIN:00031476), who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Maneesh Mansingka (DIN:00031476), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

- 3. Approval for payment of remuneration as Management Consultancy fees to Mr. Partho Pratim Kar (DIN: 00508567) Non-Executive Non-Independent Director of the Company**

To consider and if thought fit, to pass the following resolution with or without modification(s), as a **Special Resolution:**



“RESOLVED THAT pursuant to the provisions of Sections 188, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Rules”), Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and basis the recommendation of Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the payment of remuneration as Management Consultancy fees to Mr. Partho Pratim Kar (DIN:00508567), Non-Executive Non-Independent Director of the Company for an amount not exceeding INR 1,00,000/- (Indian Rupees One Lakh only) per month for a period of 3 (three) Years from February 12, 2024 to February 11, 2027.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(ca) of the Listing Regulations, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Partho Pratim Kar, Non-Executive Non-Independent Director, from February 12, 2023 to February 11, 2024 being in excess of the fifty percent of the total remuneration payable to all Non-Executive Directors of the Company.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fees payable to Mr. Partho Pratim Kar, Non-Executive Non-Independent Director for attending the meetings of the Board of Directors or any Committee thereof or as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee(s) thereof) and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

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

**Sd/-
Yogesh Sharma
Company Secretary & Compliance Officer
Membership No. ACS-29286**

**Place: New Delhi
Date: August 10, 2023**



NOTES:

1. In continuation framework prescribed by the Ministry of Corporate Affairs ("MCA") vide general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including general circular nos. 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (hereinafter collectively referred to as "Circulars"), have permitted the holding of the AGM through VC / OAVM. Hence, the 77th AGM of the Company is being held through VC/ OAVM. The deemed venue for 77th AGM shall be the registered office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item no. 3 as set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meeting (SS-2) in respect of the Director seeking re-appointment at this Annual General Meeting is annexed hereto.
3. In compliance with MCA Circular No. 10/2022 dated December 28, 2022 and other relevant Circulars previously issued by the MCA and SEBI Circular Nos. SEBI/HO/ CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and other relevant Circulars previously issued by SEBI, the Financial Statements including Board's Report, Auditor's Reports and other documents required to be attached therewith (together referred to as Annual Report for the financial year 2022-23) and Notice of AGM are being sent in electronic mode to those Members whose e-mail address is registered with the Company, Company's Registrar and Transfer Agent or the Depository Participant(s) and to all other persons so entitled as on the cut-off date i.e. **August 25th, 2023**.
4. The Notice of the 77th AGM along with complete Annual Report for the financial year 2022-23 are also available on the website of the Company at www.jaykayenterprises.com and the website of stock exchange i.e. BSE Limited ("BSE") at www.bseindia.com. Members are requested to download the Annual Report and Notice of the AGM from the website of the Company and the Stock Exchanges. Members can attend and participate in the AGM through VC/OAVM facility only. The Notice of the 77th AGM and Annual Report are also available on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing e-voting including remote e-Voting facility) i.e. www.evotingindia.com. Members who wish to obtain physical copies of the above documents may write to us at cs@jaykayenterprises.com and to RTA at jksingla@alankit.com mentioning their Folio No./ DP ID and Client ID, Name and Address.
5. Since this AGM is being held through VC/OAVM pursuant to the aforesaid Circulars, requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for this AGM and hence the Proxy Form is not annexed to this Notice. Also, attendance slip including route map is not annexed to this Notice.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **September 20th, 2023 to September 27th, 2023** (both day inclusive) for the purpose of Annual General Meeting.
7. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Listing Regulations and Circulars, the Company is providing the facility of e-Voting (including remote e-Voting) to its members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) to avail its services for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system during the remote e-Voting period as well as e-voting during the AGM will be provided by CDSL.
8. Institutional/ Corporate Members (i.e., other than individuals/ HUF/ NRI, etc.) intending to authorize their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through e-voting, are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation



letter to the Scrutinizer by e-mail through its registered e-mail address at vmscorporatefilings@gmail.com with copies marked to the Company at cs@jaykayenterprises.com and to the RTA at jksingla@alankit.com.

9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members/llst of beneficial owners as maintained by the Depositories/ Company will be entitled to vote.
10. Members attending the meeting through VC/OAVM including authorized representative(s)/attorney holder(s) of corporate members, institutional investors etc. shall be counted for the purposes of reckoning the quorum under the provisions of Section 103 of the Act.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection in electronic form for the members during the AGM upon login at CDSL e-Voting system www.evotingindia.com.
12. All documents referred to in the notice will also be available for inspection in electronic form without any fee by the members from the date of circulation of this notice up to the date of AGM on **September 27th, 2023** during business hours. Members seeking to inspect such documents may send a request on the email id cs@jaykayenterprises.com at least two working day before the date on which they intend to inspect the document.
13. The Members may further note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue the securities in dematerialized form only, while processing the requests for Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of Securities certificate, Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed form ISR-4 format of which is available on the website of the Company at www.jaykayenterprises.com. It may be noted that any service requested can be processed only after the folio is KYC compliant.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Registrar & Transfer Agent, for assistance in this regard.
15. Members are requested to register/update/intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), signature, bank mandates, demat account details, nominations, etc., in following manner.
 - a. **For Physical shareholders-** Please provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com), duly self -attested by the shareholder(s) to Company's RTA at their address mentioned below-

Alankit Assignments Limited,
Alankit House,
4E/2, Jhandelwala Extension,
New Delhi-110055
Tel No.011-4254 1234
Email: rta@alankit.com
Website: www.alankit.com

- b. **For Demat shareholders -**Please update/Contact with your respective Depository Participants.



16. As per the provisions of Regulation 39(4) read with Schedule VI of SEBI Listing Regulations, the unclaimed/ undelivered shares lying in possession of the Company had been dematerialised and transferred into an "Unclaimed Suspense Account". Members who have not yet claimed their shares are requested to immediately approach the Company by forwarding a request letter duly signed by the Member furnishing the necessary details to enable the Company to take necessary action.
17. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, vide its circular dated March 16, 2023. Members holding shares in electronic form are requested to submit their PAN and other details to their DPs. In case a holder of physical securities fails to furnish PAN and KYC details or link their PAN with Aadhaar before due date, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for a long period. The statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified periodically.
19. As per the provisions of Section 72 of the Act and SEBI Circular dated November 3, 2021, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.jaykayenterprises.com. Members are requested to submit the said details to their Depository Participant in case the shares held by them in dematerialized form and to the RTA in case the shares are held in physical form.
20. Members holding shares in demat form who have not furnished nomination nor have submitted declaration for opting out of nomination, are required to register or opt out from nomination, as the case may be, on or before October 1, 2023, failing which their trading accounts shall be frozen for trading and demat account shall be frozen for debits.
21. Non-Resident Indian members are requested to Inform the Company/ respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

THE INTRUCTIONS FOR MEMBERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **September 24th, 2023 at 10:00 A.M.** and ends on **September 26th, 2023 at 5:00 P.M.** 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. **September 20th, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and



Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

(vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID



- a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.

- (vii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (viii) 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.
- (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 <230821041>for <Jaykay Enterprises Limited> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a Demat account holder has forgotten the changed login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote E-Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@jaykayenterprises.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least (10) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@jaykayenterprises.com and investorservices@jaykayenterprises.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in **advance (10) days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@jaykayenterprises.com and investorservices@jaykayenterprises.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.



9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- Please provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. www.jaykayenterprises.com duly self -attested by the shareholder(s) to Company's RTA at their address at Alankit House, 4E/2, Jhandelwala Extension, New Delhi-110055
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

General Guidelines for Members:

1. The voting period begins on **September 24th, 2023 at 10:00 A.M.** and ends on **September 26th, 2023 at 5:00 P.M.** 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. **September 20th, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. **September 20th, 2023**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **September 20th, 2023** shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.



6. Any person, who acquires shares of the Company and becomes Member of the Company after sending of the notice and holding shares as on the cut-off date i.e. **September 20th, 2023**, may obtain the login ID and password by sending a request at www.evotingindia.com or to the Company. However, if he/she is already registered with CDSL for e-Voting then he/ she can use his/her existing User ID and Password for casting the vote. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM.
7. The Company has appointed CS Varuna Mittal, Practicing Company Secretary (C.P No. 23575) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
8. The Scrutinizer, immediately after the conclusion of voting at the AGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall, within two working days from conclusion of the AGM , submit a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting.
9. The results of the AGM shall be declared by the Chairman & Managing Director or any person duly authorized by him on this behalf, after the AGM within the prescribed time limits. The resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.
10. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jaykayenterprises.com and on the website of CDSL 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.bseindia.com



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

ITEM NO. 3

At the 75th AGM of the Company held on September 28, 2021 the members of the Company approved the appointment of Mr. Partho Pratim Kar (DIN: 00508567) as a Non-Executive Non-Independent Director of the Company and payment of remuneration of INR 1,00,000/- (Indian Rupees One Lakh only) per month and reimbursement of expenses incurred on travel and boarding either directly or by way of reimbursement for payment made by him in connection with the services rendered from time to time not being services of a professional nature and forms part of his Managerial Remuneration for a period of three year from February 02, 2021 to February 11, 2024.

In continuation of the services rendered by Mr. Partho Kar as the management consultant, the Board of Directors of the Company pursuant to the recommendation of the Nomination & Remuneration Committee, Audit Committee at their respective meetings held on August 10, 2023 and subject to the approval of the members at the ensuing Annual General Meeting, approved the payment of remuneration to Mr. Partho Pratim Kar for a period of 3 (three) Years i.e. February 12, 2024 to February 11, 2027 hereunder as follows:

Remuneration proposed:

In consideration of management consultancy services, Mr. Partho Pratim Kar shall be entitled to receive a remuneration of INR 1,00,000/- (Indian Rupees One Lakh) per month;

Sitting Fees:

In addition to the above, Mr. Partho Pratim Kar shall be entitled to payment of sitting fees for attending the meetings of the Board of Directors or any Committee thereof.

Reimbursements and Other benefits:

Mr. Partho Pratim Kar shall be entitled to Reimbursement of expenses incurred in the course of business including travel, stay, telephone and mobile, connectivity charges as per the Company's policy.

Further, Pursuant to Regulation 17(6)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations") approval of shareholders is required for payment of any fees or compensation to Non- Executive Directors and in terms of Regulation 17(6)(ca) and other applicable provisions, if any, of the Listing Regulations, approval of the shareholders by way of a Special Resolution is required every year, if the annual remuneration payable to a single non-executive director in that year exceeds fifty percent of the total annual remuneration payable to all the non-executive directors taken together.

In terms of the requirements of Section II of Part II of Schedule V to the Act, the information is furnished as under:

I. General Information about the Company:

1. Nature of Industry: The Company has diversified itself into Additive Manufacturing Systems, Proto Typing, Powder Metallurgy, Large Scale Digital Manufacturing, Reverse Engineering, Plant Modelling, in the area of Defense & Aerospace we engage in engineering products across various industry verticals, software designing and development, manufacturing of parts and accessories used in defence and aerospace sector, our work includes composite applications, under water mines, machining for aerospace sector.
2. Date of commencement of Commercial Production: The Company started its business since its incorporation in May 09th, 1961.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2023: The details of financial performance of the Company are provided in Standalone Financial Statements forming part of Annual Report.
5. Foreign investments or Collaborations, if any: Not applicable



II. Information about the Director whose Remuneration is being approved:

Sr. No.	Particulars	Mr. Partho Pratim Kar (Non- Executive Non-Independent Director)
1.	Background Details/Job profile and his suitability/ Recognition or awards	<p>Mr. Partho Pratim Kar is a Management Graduate from International Management Institute, Delhi, holds a Post Graduate Degree in Industrial Relations and Personnel Management from XLRI, Jamshedpur and a Fellow, Global Governance and Globalization from London School of Economics and Political Science.</p> <p>He is a renowned business leader, works in the area of strategy consulting and has held leadership roles with organizations such as the Aditya Birla Group, Arvind Mafatlal group & Gruppo La Perla, and so on.</p> <p>He was the recipient of the British Chevening Gurukul Scholarship in 1997 and the Distinguished Alumnus Award of the International Management Institute, Delhi in 2006, as recognition of his contribution to business and society.</p> <p>Mr. Partho Kar has been a member on the Board of the Indian Institute of Management- Lucknow since 1997. He was a member of IIM Bill 2012 Committee of the Ministry of Human Resource Development, Government of India.</p>
2.	Past remuneration	The Company paid Rs 1,00,000/- per month in connection with the services rendered by him as management consultant from time to time to the Company.
3.	Remuneration proposed	As referred above in the item No. 3 of the explanatory statement
4.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of Mr. Partho Kar, the services rendered by him as a management consultant and the industry benchmarks, the remuneration proposed to be paid to him is commensurate with the role and is in parity with the Industry Standards
5.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Besides the sitting fees/ remuneration and reimbursements and other benefits (as applicable) payable, as stated above, Mr. Partho Kar does not have any other pecuniary relationship with the company, or relationship with the managerial personnel or other directors. Mr. Partho Kar holds 1,93,463 equity shares by himself and does not hold shares in the Company for any other person on a beneficial basis.

III. Other Information:

- Reasons for loss or inadequate profits: In the past, the Company had come out from the purview of BIFR on issuance of Notification by Ministry of Finance, Government of India, giving effect to the provisions of the Sick Industrial Companies (Special Provisions) Repeal Act made effective from 1.12.2016. Since then, Company has been exploring the possibilities to enter into some new business/ventures.
- Steps taken or proposed to be taken for improvement: The Company focused on strengthening its processes and operational effectiveness by exploring various avenues such as Defence Sector and 3D Printing as the business along with its subsidiaries with positive outlook for future going forward.
It is expected that the performance of Company will further improve during the upcoming financial year with the initiatives taken by the Company in FY 22-23.
- 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.



The particulars of the Related Party Transaction(s), which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (LODR) Regulation 2015 read with SEBI SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Particulars	Details
Name of the Related Party, Nature of Relationship	Mr. Partho Pratim Kar (DIN: 00508567), Non-Executive Non-Independent Director
Name of Interested Directors(s) /KMP(s) who is related	None of the Directors or Key Managerial Personnel of the Company and their relatives, except Mr. Partho Pratim Kar are directly or indirectly, concerned or interested, financially or otherwise in the resolution.
Type, Nature, Material Terms, Monetary Value, Tenure and particulars of the contract or arrangement;	In continuation of services rendered by Mr. Partho Pratim Kar as management consultant an amount not exceeding INR 100,000/- (Indian Rupees One Lakh) per month be paid to him as management consultancy fees for a period of 3 (three) Years from February 12, 2024 to February 11, 2027 on such terms and conditions as may be agreed between the Mr. Partho Kar and the Company.
Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not Applicable
A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT	Not Applicable
Any other information relevant or important for the members to take a decision on the proposed resolution	As referred above in the item No. 3 of the explanatory statement

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, except Mr. Partho Pratim Kar, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

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

**Sd/-
Yogesh Sharma
Company Secretary & Compliance Officer
Membership No. ACS-29286**

**Place: New Delhi
Date: August 10, 2023**



Annexure

Details of Director seeking re-appointment at the ensuing Annual General Meeting, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are provided herein below:

Name of Director	Mr. Maneesh Mansingka
Age (years)	51
Relationship with other Directors and Key Managerial Personnel inter-se	Not applicable
Date of first Appointment on the Board	May 07, 2022
Qualification	Mr. Maneesh Mansingka holds a bachelor's degree of Commerce from Sydenham College, Mumbai and has completed a Management Development Programme for Edible Oil Industry from IIM-Ahmedabad. He has also done an executive education programme on Managerial Finance from Harvard University, Boston.
Expertise in specific functional areas/ Brief resume	<p>Mr. Maneesh Mansingka has over two decades of successful management experience. An inspiring and motivational leader with first-rate interpersonal skills and the ability and passion to develop the vision of any company he manages.</p> <p>Mr. Maneesh Mansingka has rich experience in establishing successful manufacturing businesses in Agri- commodity in Joint ventures. He has expertise in setting up joint ventures with Fortune 500 companies such as Bunge Ltd and Noble Group Ltd.</p> <p>Mr. Maneesh Mansingka holds a bachelor's degree of Commerce from Sydenham College, Mumbai. He has also done an executive education programme on Managerial Finance from Harvard University, Boston.</p> <p>He was also awarded with the Globe oil young entrepreneur award in 2005 at the International Seminar organized by Solvent Extractors Association of India.</p>
Terms and conditions of Appointment/ re-appointment along with remuneration details	<p>Mr. Maneesh Mansingka is retiring by rotation and proposed to be re-appointed.</p> <p>Apart from drawing Sitting Fees for attending the Board/Committee meetings he is not drawing any remuneration from the Company.</p>
No. of shares held in the Company including shareholding as beneficial owner	3,00,424 equity shares of Face value of INR 1/- each
Remuneration last drawn	Apart from drawing Sitting Fees for attending the Board/ Committee meetings he is not drawing any remuneration from the Company.



<p>Directorship held in other companies along with listed entities from which the person has resigned in the past three years</p>	<ul style="list-style-type: none"> • Singer India Limited • Ethanol Advisors Private Limited • J. K. Cotton Limited • Surya Commercial Limited • Pioneer Projects Limited • Shree Shubham Logistics Limited • J K Technosoft Limited • Punarvasu Financial Services Private Limited • B.G.K. Infrastructure Developers Private Limited • Indamer Mjets Airport Services Private Limited • Agriculture Skill Council of India <p><u>Listed entities from where resigned in the past three years</u> Nil</p>
<p>List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held</p>	<p>Jay Kay Enterprises Limited</p> <ul style="list-style-type: none"> • Rights Issue Committee- Member <p>Singer India Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member <p>J K Technosoft Limited</p> <ul style="list-style-type: none"> • Audit Committee- Member <p>Shree Shubham Logistics Limited</p> <ul style="list-style-type: none"> • Risk Management Committee-Member • Executive Committee-Member • Corporate Social Responsibility Committee-Member <p>Punarvasu Financial Services Private Limited</p> <ul style="list-style-type: none"> • Credit committee of Board-Member
<p>No. of Board Meetings attended during year</p>	<p>Details have been provided in the Corporate Governance Report forming part of the Annual Report.</p>

