

Jaykay Enterprises Ltd.

CIN : L99999UP1961PLC001187

Regd. Office : Kamla Tower, Kanpur-208 001 (INDIA)

Phones : +91-512-2371478-81 • Fax : +91-512-2332665

E-mail : prabhat.mishra@jkcement.com

Website : www.jaykayenterprises.com

JKEL/CS/209/AGM-2016/

Date: 12.08.2016

The Bombay Stock Exchange Ltd.
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001
Scrip Code:500306 (ISIN.INE 903A01025)
Fax No.022-22722041, 22722039, 22723132
Kind Attn: Mr. Sydney Miranda (AGM)

BY SPEED POST

Sub: Proceeding of Annual General Meeting (AGM) of the Company held on 11.08.2016

This is to inform you that the Annual General meeting (AGM) of the Members of the Company was held on Thursday the 11th August, 2016 at the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur .

We are also enclosing the proceedings of the said AGM held on the aforesaid date for your information.

You are requested to kindly take note of the same.

Yours faithfully,
For Jaykay Enterprises Ltd.,


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

Encl: As above



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Proceedings of the Annual General Meeting (AGM) of the Company held on Thursday the 11th August, 2016 at the Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur

The meeting commenced at 12 Noon

Since there is no appointed Chairman in the Company the Directors present unanimously elected among themselves Dr. K.B. Agarwal to act as Chairman of the meeting pursuant to the provisions of Article 68 of Articles of Association of the Company. Dr. K.B. Agarwal, Director thereafter chaired the meeting.

As the requisite quorum was present, Chairman called the meeting to order. The Members were informed the following:-

- The Company has received 19 proxies for 1,35,04,736 shares comprising 36.37% of the total shareholding.
- Notice convening the AGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the business stated under item No. 4 was sent to all members by e-mail whose email addresses were registered with the Company/Depository Participant(s). To all the other members who have not registered their email address, physical copy of the notice has been sent by courier and that the Notice of AGM was also available on the Company's website www.jaykayenterprises.com.
- The Chairman then declared the meeting as open. With the permission of the shareholders present the notice of the AGM was taken as read and then items of the Notice were taken up for approval of the shareholders.
- The Chairman then requested the Company Secretary to read the Auditors' Report.
- After the Auditors' Report was read, with the permission of the Chair it was informed the meeting that in compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014 and Regulation 44 of the SEBI Listing Regulations 2015 the Company conducted e-voting from 8th August to 10th August on all the 4 (Four) resolutions through CDSL platform. During e-voting (68 shareholders comprising 1,19,97,684 votes constituting 32.31% has been received. Members entitled to vote but have not voted



A handwritten signature in blue ink, appearing to be "A".

... 1



electronically were offered facility of ballot paper for casting their vote physically. The Chairman on thereafter ordered voting through ballot paper to be taken on all the resolutions set out in the Notice after all the resolutions were moved.

- The ballot papers were issued. The Members or proxies/representatives attending on behalf of members filled and signed the ballot paper and put the same in the ballot box kept in front of the stage.
- The Board of Directors have appointed Ms. Reena Jakhodia, a Company Secretary in whole time practice as the scrutinizers to scrutinize the voting process (e-voting, ballot through post & voting through ballot at the AGM) in a fair and transparent manner.
- He then moved the following resolutions which were duly proposed and seconded and were then put to vote through ballot paper (to be voted by only those shareholders who have not voted earlier through e-voting):-

Resolution No.	Particulars of the Resolutions
	Ordinary Business/Ordinary Resolution
1.	Adoption of Financial Statements for the year ended 31st March, 2016
2.	Appointment of a Director in place of Smt. Vidhi Nidhipati Singhanian (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 Statutory Auditors for the Financial Year 2016-17
	Special Business/Special Resolutions
4.	Re-appointment of Shri Ashok Gupta as Managing Director of the Company

The scrutinizer Ms. Reena Jakhodia thereafter was advised to start the voting process through ballots and the Company Secretary to oversee the voting process.

The Members were thereafter informed that the result of the voting would be declared within two days from the conclusion of the meeting and that Shri Prabhat Kumar Mishra, Company Secretary was authorised to announce the results in her absence. It was further informed that the result will be posted on the Notice Board at the Registered Office, website of the Company at www.jaykayenterprises.com



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and the CDSL website. The result will also be informed to the designated Stock Exchange viz. the BSE where the share of the Company are listed.

After conclusion of the voting process the meeting ended at 1.00 PM with a vote of thanks to the Chair.



For Jaykay Enterprises Limited


Prabhat Kumar Mishra
Manager (Legal) & Company Secretary



104A/47, Ram Bagh, Kanpur - 208 012
Phone: +91 – 9336205217, 9935902244

**CONSOLIDATED SCRUTINIZER'S REPORT
[E-VOTING & POLLING PAPER]**

**[Pursuant to section 108 of Companies Act, 2013 and Companies
(Management and Administration) Rule, 2014 as amended]**

To,
The Chairman
Jaykay Enterprises Ltd
Kamla Tower,
Kanpur-208001

The Annual General Meeting of the Equity Shareholders of Jaykay Enterprises Ltd held on Thursday, 11th August, 2016 at 12.00 NOON.

Dear Sir,

I Reena Jakhodia, Proprietor of Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules) and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of the relevant Rules, on the Resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of the Company held on 11th August 2016 at Merchants' Chamber of Uttar Pradesh, 14/76, Civil Lines, Kanpur, Kanpur.

The management of the company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and Rules framed relating to voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of Jaykay Enterprises Limited. My responsibility as a scrutinizer for the voting process is restricted to make a Consolidated Scrutinizer's Report for the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL and Polling Papers in the Annual General Meeting in a fair and transparent manner.





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We submit our report as under:

1. The E-Voting period remained open from 08th August 2016 at 9.00 A.M. up to 10th August 2016 at 5.00 P.M.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 04th August 2016 were entitled to vote electronically on the proposed 4 (Four) resolutions as mentioned in the Notice of the Annual General Meeting of "Jaykay Enterprises Limited" (Item Number 1 to 4 of the Notice of the AGM of Jaykay Enterprises Limited)
3. Polling through Ballot / Polling Papers was conducted in the Annual General Meeting and the same was recorded by me.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence

Signature

Name: Mr. J.C. Pandey

Address: 119/357, Darshan Purwa,
Kanpur

Folio No. 573491

Signature

Name: Mr. Mithilesh Bajpai

Address: 41, Poni Road, Shukla
Ganj, Unnao

Folio No. 501644

5. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).
6. Thereafter results for the both (i.e. remote e-voting and ballot/polling papers at Annual General Meeting) were consolidated.





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7. The consolidated result of the voting is as under:

(a) Resolution 1

Adoption of Financial Statements for the year ended 31st March, 2016.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Percentage of total number of valid votes cast
Remote E-Voting	1,19,97,684	0	0	88.42
By Poll	15,71,142	0	0	11.58
Total	1,35,68,826	0	0	100.00

(b) Resolution 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.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Percentage of total number of valid votes cast
Remote E-Voting	1,19,97,684	0	0	88.42
By Poll	15,71,142	0	0	11.58
Total	1,35,68,826	0	0	100.00

(c) Resolution 3

Appointment of M/s P.L. Tandon & Company, Chartered Accountants as Auditors and fixing their remuneration.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Percentage of total number of valid votes cast
Remote E-Voting	1,19,97,684	0	0	88.42
By Poll	15,71,142	0	0	11.58
Total	1,35,68,826	0	0	100.00



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(d) Resolution 4

Re-appointment of Shri Ashok Gupta as Managing Director of the Company.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Percentage of total number of valid votes cast
Remote E-Voting	1,19,97,684	0	0	88.42
By Poll	15,71,142	0	0	11.58
Total	1,35,68,826	0	0	100.00

8. The Register, all other papers and relevant records relating to electronic voting and polling paper shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,

for Reena Jakhodia & Associates

Company Secretaries
C.P. No.: 6083

Place: Kanpur
Dated: 11/08/2016

For Reena Jakhodia & Associates

Company Secretaries
C.P. No. 6083

FOR JAYKAY ENTERPRISES LTD.

(CHAIRMAN)