

**JAYKAY ENTERPRISES LIMITED**

CIN: L55101UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur, Uttar Pradesh

E-mail: [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com), [investorservices@jaykayenterprises.com](mailto:investorservices@jaykayenterprises.com)Telephone: +91 512 237 1478-81; Website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com).**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given to the members of the Jaykay Enterprises Limited (“the Company”) pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013, (“the Act”), read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-Voting vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020, December 31, 2020, No. 02/2021 dated January 13, 2021, No. 10/2021 dated June 23, 2021, No.20/2021 dated December 8, 2021, No.03/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 and No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ( “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable law, rules, regulations, provisions, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Resolutions set out below are proposed to be passed as **Special/ Ordinary Resolution** by the members of the Company by way of postal ballot **only by way of remote voting through electronic means (“e-Voting”)**.

In compliance with the aforementioned MCA Circulars, Postal Ballot Notice (“Notice”) is being sent only through electronic mode to those Members who have registered their email addresses with the Company or Depository/ Depository Participant(s)/ Registrar and Share Transfer Agent i.e., Alankit Assignments Limited (“RTA”) as on **Friday, May 17, 2024** (“the Cut-off date”) and the communication of assent/ dissent of the Members will only take place through the remote e-Voting system.

Physical copy of Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-Voting only. Each Member’s voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of remote e-voting.



The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Notice.

The Company has appointed CS Varuna Mittal, (Membership No. ACS- 57727, CP No. 23575), Proprietor of M/s Varuna Mittal & Associates as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Sections 108 and 110 of the Companies Act read with Rules 20 and 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this notice. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with Alankit Assignments Limited, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

*The E-voting schedule is as follows:*

E-voting Starts on	E-voting Ends on
Saturday, May 25, 2024 09:00 A.M. onwards	Sunday, June 23, 2024 until 05:00 P.M.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, June 23, 2024. The e-voting facility will be disabled by CDSL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit her report to the Chairman of the Company after completion of the scrutiny and results of the Postal Ballot would be announced not later than 2 working days from the conclusion of the e-voting and the resolutions will be taken as passed, if the results of e-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of e-voting shall be final. The results will be published on the website of the Company i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com). The results will also be posted on the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com) and website of Central Depository Services (India) Ltd i.e. [www.evotingindia.com](http://www.evotingindia.com)

You are requested to examine the following proposed resolution along with the Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility only.



**SPECIAL BUSINESS:****1. Re-designation of Mr. Partho Pratim Kar (DIN: 00508567) as the Joint Managing Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 2(51), 2(54), 196, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) the rules framed thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) relevant provisions of Articles of Association of the company and based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board for this purpose to exercise the powers conferred on the Board under this resolution), the consent of the members of the Company be and is hereby accorded for the re-designation of Mr. Partho Pratim Kar (DIN: 00508567) as the Joint Managing Director (“JMD”) of the Company, being liable to retire by rotation, for a period of 3 (three) years commencing from April 15, 2024 to April 14, 2027 (both days inclusive), without remuneration on such terms and conditions as mentioned in his Employment Agreement or any amendment thereto.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, and writing including any modifications thereof as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard to give effect to this resolution.”

**2. Re-appointment of Mrs. Renu Nanda (DIN: 08493324) as an Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the rules framed thereunder including the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and based on recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include, unless the context otherwise requires, any Committees of the Board for this purpose to exercise the powers conferred on the Board under this resolution), Mrs. Renu Nanda (DIN: 08493324) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from August 14, 2019 upto August 13, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years, commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, and writing including any modifications thereof as may be deemed necessary, proper, desirable and expedient in its absolute discretion, for the purpose of giving effect to this resolution and to settle any question, difficulty, or doubt that may arise in this regard 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**

**Date: May 10, 2024  
Place: New Delhi**

**NOTES:**

1. Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolution proposed to be passed is annexed hereto.
2. The Postal Ballot Notice is being sent only by email to all those Members whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the cut-off date i.e. **Friday, May 17, 2024** and who have registered their email addresses in respect of electronic holdings with the depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Alankit Assignments Limited (“RTA”). A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the Listing Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with rules framed thereunder and the MCA Circulars, the manner of the voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of Demat shareholders through their concerned Depository Participants. Members who hold shares in physical form are requested to provide prescribed form ISR-1 along with other requisite form (available on the website of Company i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com)), duly self-attested by the shareholder(s) to Company’s RTA at their address at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.
4. The resolution, if passed by requisite majority through the Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Sunday, June 23, 2024**. Further, the resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they are at a General Meeting of the Members.
5. The Scrutinizer will submit the report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days of the conclusion of the remote e-voting and will also be displayed on the Company website i.e. [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and on the website of Central Depository Services (India) Ltd. i.e. [www.evotingindia.com](http://www.evotingindia.com), and also communicated to the stock exchange and RTA.
6. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://www.jaykayenterprises.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) The Postal Ballot Notice is also disseminated on the website of Central Depository Services (India) Ltd i.e. [www.evotingindia.com](http://www.evotingindia.com). (agency for providing the electronic voting facility).
7. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them as on the Cut-off date on **Friday, May 17, 2024**. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting.



8. All material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests for the same to [cs@jaykayenterprises.com](mailto:cs@jaykayenterprises.com) or [jksingla@alankit.com](mailto:jksingla@alankit.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

### Procedure for Remote E-Voting

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e- Voting facility to be provided by listed entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Ltd, on the resolution(s) set forth in this Notice. The instructions for remote e-Voting are given herein below.
- ii. The Company has appointed CS Varuna Mittal, Company Secretary in whole-time practice with Membership No. ACS 57727 and Certificate of Practice No. 23575, Proprietor of M/s Varuna Mittal & Associates, a peer-reviewed firm, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e- Voting facility to be provided by listed companies”, e- Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iv. The remote e-Voting period commences **Saturday, May 25, 2024 at 9:00 A.M. (IST) and ends on Sunday, June 23, 2024 until 05:00 P.M. at 5:00 P.M. (IST).**
- v. The voting rights of the Members shall be in proportion of their shareholding to the total paid up equity share capital of the Company as on the cut-off date i.e. **Friday, May 17, 2024.**
- vi. Members holding shares either in physical form or dematerialized form, as on the cut-off date i.e. **Friday, May 17, 2024**, (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with Alankit Assignment Ltd. or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution, as set out in the Postal Ballot Notice only through the remote e-voting. A Member cannot exercise his vote by proxy on Postal Ballot.
- vii. The Scrutinizer shall, after conclusion of remote e-voting, submit her report to the Chairman of the Company or any other person authorized by the Chairman and will be declared the results not later than 2 working days of the conclusion of the remote e-voting.
- viii. 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.bseindia.com](http://www.bseindia.com). The said Results will also be



displayed at the Registered and Corporate Office of the Company.

- ix. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the remote e-voting i.e. **Sunday, June 23, 2024**, in terms of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.
- x. After sending the notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using CDSL e-Voting system:

#### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Saturday, May 25, 2024 at 9:00 A.M. (IST) and ends on Sunday, June 23, 2024 until 05:00 P.M. (IST)**. 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. **Friday, May 17, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>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 CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IdeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
<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.</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
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

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"> <li>• 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.</li> </ul>
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"> <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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN 240521003** 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 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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 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](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 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](mailto:cs@jaykayenterprises.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- 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](http://www.jaykayenterprises.com) duly self -attested by the shareholder(s) to Company's RTA at their address mentioned below:

Alankit Assignments Ltd.  
4E/2, Jhandewalan Extension,  
New Delhi-110 055  
Tel No.011-4254 1234

- b. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP)
- c. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

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

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

**Date: May 10, 2024**

**Place: New Delhi**



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No.1**

The members may please note that the Board of Directors of the Company ("Board"), on the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mr. Partho Pratim Kar as an additional director of the Company with effect from February 12, 2021. Subsequently, the shareholders at the 75<sup>th</sup> Annual General Meeting ("AGM") of the Company held on September 28, 2021 approved the appointment of Mr. Partho Pratim Kar as a Non-Executive Non-Independent Director of the Company and payment of remuneration for a period of three 3 (years) till February 11, 2024 of INR 1,00,000/- (Indian Rupees One Lakh only) per month and reimbursement of expenses incurred on travel and boarding in connection with the services rendered from time to time as a management consultant, which had been approved by shareholders of the Company at 77<sup>th</sup> AGM of the Company for a further period of 3 (three) years from February 12, 2024 to February 11, 2027.

Considering his active involvement in managing the operational and other administrative affairs of the Company, based on the recommendation of the NRC, the Board of Directors at their meeting held on April 15, 2024 had re-designated Mr. Partho Pratim Kar as the Joint Managing Director of the Company for a period of 3 (three) years commencing from April 15, 2024 to April 14, 2027 (both days inclusive) without remuneration on such terms and conditions as provided under the employment agreement entered into with him by the Company and any amendment(s) thereto.

Also, regulation 17(1C) of SEBI Listing Regulations, inter-alia, provides that the listed entity shall ensure that approval of shareholders for appointment of a person on the Board is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

***Remuneration details:***

The shareholders of the Company at 77<sup>th</sup> AGM had approved the proposal for payment of remuneration of INR 1,00,000/- (Indian Rupees One Lakh only) per month and reimbursement of expenses incurred on travel and boarding in connection with the services rendered from time to time as a management consultant, besides payment of sitting fees for attending Board and Committee meetings, to Mr. Partho Pratim Kar for a period of 3 (three) Years from February 12, 2024 to February 11, 2027.

The members may also please note that subsequent to the re-designation of Mr. Partho Pratim Kar as the Joint Managing Director of the Company for a period of 3 (three) years commencing from April 15, 2024 to April 14, 2027 (both days inclusive) and in terms of the employment agreement entered into with him and the Company all the existing arrangements with Mr. Partho Kar have been done away with.

***Brief profile:***

*Mr. Partho Pratim Kar 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 Pearl Global Industries Limited.*

*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. 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.*

*He is a Management Graduate from International Management Institute, Delhi, holds a Post Graduate Degree from XLRI, Jamshedpur and a Fellow, Global Governance and Globalization from London School of Economics and Political Science.*

*The profile of Mr. Partho Pratim Kar can also be accessed on Company's website viz. [www.jaykayenterprises.com](http://www.jaykayenterprises.com).*

***Proposal and rationale for re-designation of Mr. Partho Pratim Kar:***

Due to his active involvement, the Company has been able to add new projects/businesses particularly in Defence & Aerospace and Digital & Advance Systems Sector, witnessed a significant growth and due to his able guidance and directions, the operational and financial performance of the Company has improved strategically.

Considering his active involvement in managing the operational and other administrative affairs of the Company, based on the recommendation of the NRC, the Board of Directors at their meeting held on April 15, 2024 had re-designated Mr. Partho Pratim Kar as the Joint Managing Director of the Company for a period of 3 (three) years commencing from April 15, 2024 to April 14, 2027 (both days inclusive).

***Disclosures and confirmations:***

The Company had received the requisite documents/declarations along with consent from Mr. Partho Pratim Kar as required under the relevant provisions of the Act read with rules made there under and Listing Regulations to act as Joint Managing Director of the Company. Further Mr. Partho Kar has confirmed that he is neither disqualified from being appointed as Director in terms of provisions of the Act nor debarred from being appointed to the office of Director by virtue of any order of SEBI or any such other authority.

The details as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and all other applicable provisions are provided in ***Annexure*** to the explanatory statement.

Except Mr. Partho Pratim Kar and his relatives to the extent of their shareholding, if any, in the Company, none of the other directors / key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in item no. 1 for approval of the members as an ordinary resolution.



**Item No.2**

The members may please note that upon recommendation of the Nomination and Remuneration Committee (“NRC”) and the Board of Directors (“Board”) at their meeting held on August 13, 2019 and August 14, 2029 respectively and subsequent approval of the shareholders of the Company, at the 74<sup>th</sup> Annual General Meeting held on August 11, 2020, had approved appointment of Mrs. Renu Nanda (DIN: 08493324) as Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from August 14, 2019.

As, Mrs. Renu Nanda’s present term of office as Non-Executive, Independent Director will expire on August 13, 2024. Accordingly, it is proposed to re-appoint her for another term of 5 (five) consecutive years.

In terms of section 149(11) of the Companies Act, 2013 (“Act”), an Independent Director may hold office for two consecutive terms of up to 5 (five) years each. Further, as per section 149(10) of the Act read with Regulation 25(2A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“SEBI Listing Regulations”), an Independent Director shall be eligible for re-appointment, for second term of up to 5 (five) consecutive years, on passing of a special resolution by members of the Company. Also, regulation 17(1C) of SEBI Listing Regulations, inter-alia, provides that the listed entity shall ensure that approval of shareholders for re-appointment of a person on the Board is taken at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

***Brief profile:***

*Mrs. Renu Nanda currently acting as the Chairperson of Audit, Nomination & Remuneration and Stakeholders Relationship Committee of our Company.*

*Mrs. Nanda has over 30 years of experience with various leading media houses as a Marketing Head and has very strong marketing skills.*

*Her work experience is in the complete gamut of advertising in media houses, starting from launching of newspapers to strategizing for revenue generation and developing new products in newspapers like Amar Ujala, Rashtriya Sahara & Times of India.*

*She has also been instrumental in developing the Hindi heartland for revenue generation. Mrs. Nanda is a Postgraduate from Lucknow University.*

*The Board duly recognized Mrs. Nanda remarkable skills, deep understanding and rich experience. In view of her contribution over years as an Independent Director of the Company, the Board believes that Mrs. Nanda continued association as an Independent Director would be of immense benefit during this pivotal phase of growth.*

*The profile of Mrs. Nanda can also be accessed on Company’s website viz. [www.jaykayenterprises.com](http://www.jaykayenterprises.com).*



***Remuneration details:***

Apart from drawing sitting fees for attending the Board/ Committee meetings she is not drawing any remuneration from the Company.

***Proposal and rationale for re-appointment of Mrs. Renu Nanda:***

The Board, in consultation with NRC, had formulated a framework containing the criteria for performance evaluation of the entire Board, its Committees, Chairman and Individual Directors, including Independent Directors. NRC and Board while considering performance evaluation of Mrs. Nanda, *inter-alia*, considered assessment of her independent judgement that contributes to Board's deliberations, strategy and performance, her understanding of Company's business and goals, confidentiality, adherence to legal obligations and Company's code of conduct along with her understanding of roles and responsibilities as an Independent Director.

NRC, after taking into account the positive outcome of the performance evaluation of Mrs. Renu Nanda during her current term as an Independent Director and considering her skills, acumen, knowledge, time commitment to Company, experience, as well as her contribution to the Company, recommended her re-appointment to the Board for a second term of 5 (five) consecutive years commencing from August 14, 2024 to August 13, 2029 (both days inclusive).

The Board, at its meeting held on May 10, 2024, considered the recommendation of the NRC and comprehensive performance evaluation of Mrs. Nanda and is of the opinion that she possesses relevant expertise and experience and is independent of management and duly fulfils the conditions specified in the Act, Rules made there under and SEBI Listing Regulations for re-appointment as an Independent Director.

***Disclosures and confirmations:***

The Company has received the notice under section 160 of the Act from a member signifying candidature of Mrs. Nanda for the office of directors of the Company.

The Company had received the requisite documents/declarations along with consent from Mrs. Renu Nanda as required under the relevant provisions of the Act read with rules made there under and Listing Regulations.

Further Mrs. Renu Nanda has confirmed that:-

- She meets the criteria of independence as provided under the Act and SEBI Listing Regulations.
- She is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by SEBI or any such other authority.
- She is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties with an objective independent judgment and without any external influence.
- She is registered with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs in accordance with the Act.



The terms and conditions of re-appointment of Mrs. Renu Nanda are available at the website of the Company viz. [www.jaykayenterprises.com](http://www.jaykayenterprises.com).

The details as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and all other applicable provisions are provided in **Annexure** to the explanatory statement.

Except Mrs. Renu Nanda and her relatives, none of the other directors / key managerial personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out in item no. 2 for approval of the members as a special resolution.

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

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

**Date: May 10, 2024**

**Place: New Delhi**

**Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)  
and Secretarial Standard on General Meetings (SS-2)**

<b>Name of Director</b>	Partho Pratim Kar	Renu Nanda
<b>Director Identification Number</b>	00508567	08493324
<b>Age</b>	60 years	65 years
<b>Nationality</b>	Indian	Indian
<b>Relationship with other Directors and Key Managerial Personnel inter-se</b>	Mr. Partho Pratim Kar is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.	Mrs. Renu Nanda is not related, directly or indirectly, to any Directors or other Key Managerial Personnel of the Company.
<b>Date of first Appointment on the Board</b>	February 12, 2021	August 14, 2019
<b>Qualifications</b>	He is a Management Graduate from International Management Institute, Delhi, holds a Post Graduate Degree from XLRI, Jamshedpur and a Fellow, Global Governance and Globalization from London School of Economics and Political Science.	She is a Postgraduate from Lucknow University having a marketing diploma.
<b>Expertise in specific functional area/ Brief resume</b>	Refer to the explanatory statement 1 & 2	
<b>Number of shares held in the Company</b>	1,93,463 Equity Shares	Nil
<b>Terms and Conditions of Re-appointment along with remuneration details</b>	Refer to the explanatory statement 1 & 2	
<b>Remuneration last drawn</b>	During financial year 2023-24, Mr. Partho Pratim Kar was paid INR 1,00,000/- per month in connection with the services rendered by him as management consultant and INR 75,000 as sitting fees for attending the Board/ Committee meetings.	During financial year 2023-24, Mrs. Renu Nanda was paid INR 67,000 as Sitting fees for attending the Board/ Committee meetings she is not drawing any remuneration from the Company.
<b>List of Directorship in other Companies along with listed entities from which the person has resigned in the past three years</b>	<u>Unlisted Companies</u> <ul style="list-style-type: none"> <li>• Allen Reinforced Plastics Private Limited</li> <li>• Neumesh Labs Private Limited</li> <li>• J K Technosoft Limited</li> <li>• JK Defence &amp; Aerospace Limited</li> <li>• JK Digital &amp; Advance Systems Private Limited</li> <li>• Nebula3d Services Private Limited</li> </ul>	<u>Unlisted Companies</u> <ul style="list-style-type: none"> <li>• Allen Reinforced Plastics Private Limited</li> <li>• Neumesh Labs Private Limited</li> </ul> <u>Listed entities from where resigned in the past three years</u> Nil



- Quest Academics Private Limited
- E S Square Enterprises Private Limited
- Brookes Enterprises Private Limited

Listed entities from where resigned in the past three years  
Nil

List of the Committees of Board of Directors (across all companies) in which Chairmanship/ Membership is held

Sr. No.	Name of the Companies in which Committee Memberships held	Name of the Committee	Committee Positions	Sr. No.	Name of the Companies in which Committee Memberships held	Name of the Committee	Committee Positions
1.	Jaykay Enterprises Limited	Audit Committee	Member	1.	Jaykay Enterprises Limited	Audit Committee	Chairperson
		Stakeholders Relationship Committee	Member			Nomination & Remuneration Committee	Chairperson
2.	J K Technosoft Limited	Audit Committee	Chairperson			Stakeholders Relationship Committee	Chairperson
		CSR Committee	Member				

Number of Board Meetings attended during the financial year 2023-24

Attended all 6 (six) Board Meetings held during the financial year 2023-24

Attended 5 (five) out of 6 (six) Board Meetings held during the financial year 2023-24

