



NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

NOTICE is hereby given that the **78th (Seventy Eighth) Annual General Meeting (“AGM”)** of the members of **Jaykay Enterprises Limited** (“the Company”) will be held on **Friday the 27th day of September, 2024 at 12:30 P.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 March 31, 2024 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, 2024 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 March 31, 2024 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, 2024 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. Partho Pratim Kar (DIN:00508567), who retires by rotation and being eligible, offers himself for re-appointment.**

*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. Partho Pratim Kar (DIN:00508567)**, 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.”

**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 07, 2024**



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. 09/2023 dated September 25, 2023, the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (**hereinafter collectively referred to as “Circulars”**), have permitted the holding of the AGM through VC / OAVM without physical presence of members at a common venue. Hence, the 78th AGM of the Company is being held through VC/ OAVM.
2. The AGM shall be deemed to be held at the registered office of the Company i.e., Kamla Tower, Kanpur, Uttar Pradesh as prescribed under the Circulars.
3. 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.
4. 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.
5. 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 ta@alankit.com.
6. 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.
7. 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/list of beneficial owners as maintained by the Depositories/ Company will be entitled to vote.
8. In terms of the provisions of Section 152 of the Act, Mr. Partho Pratim Kar, Joint Managing Director (JMD) of the Company, is liable to retire by rotation and being eligible, has offered himself for re-appointment. Save and except Mr. Partho Pratim Kar and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel(s) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of this Notice.
9. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend the re-appointment of Mr. Partho Pratim Kar and such re-appointment shall not be constitute a break in his appointment as JMD of the Company.
10. 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.
11. The remote E-voting period commences on Tuesday, September 24, 2024 at 9:00 am (IST) and ends on Thursday, September 26, 2024 at 5:00 pm (IST). During this period, members holding shares of the Company, as on the cut-off date i.e., Friday, September 20, 2024 (“Cut-off date”) may cast their vote through remote

E-voting. The remote E-voting module shall be disabled by RTA for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The E-voting schedule is as follows:

E-voting Starts on	E-voting Ends on
Tuesday, September 24, 2024 at 9:00 A.M. onwards	Thursday, September 26, 2024 till 5:00 P.M.

12. The Register of Members and Share Transfer Books of the Company will remain closed from **September 20th, 2024 to September 27th, 2024** (both day inclusive) for the purpose of Annual General Meeting.
13. The transcript of AGM shall also be made available on the Company’s website at www.jaykayenterprises.com, as soon as possible after the conclusion of the AGM.
14. Members who would like to express their views/have questions may send their questions in advance atleast (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 same will be replied to by the company suitably by email.
15. SEBI has introduced a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal “SMART ODR” which can be accessed at <https://smartodr.in/login>.

16. Electronic Dispatch of the Notice and Annual Report

In compliance with Circulars, electronic copies of the Notice of the 78th AGM along with the Annual Report for the financial year 2023-24 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. **Friday, August 23rd, 2024**.

The Notice of the 78th AGM along with complete Annual Report for the financial year 2023-24 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 Exchange. Members can attend and participate in the AGM through VC/OAVM facility only.

The Notice of the 78th 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 rta@alankit.com mentioning their Folio No./ DP ID and Client ID, Name and Address.

17. Inspection of Documents

- a) All documents referred to in the Notice, will be available electronically for inspection, without any fee, by the members from the date of circulation of the Notice up to the date of AGM i.e., **Friday, September 27 2024** during business hours.
- b) 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.
- c) Members seeking to inspect such documents may send a request on the e-mail address at cs@jaykayenterprises.com at least two working day before the date on which they intend to inspect the document.



18. Green Initiative

To support the “Green Initiative”, members who have not registered their e-mail addresses are requested to register the same, in respect of shares held in physical/ electronic mode, respectively in the following manner.

Sr. No.	Type of Shareholder	Details
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 Assignments Ltd. Alankit House, 4E/2, Jhandelwala Extension, New Delhi-110055.
2.	Demat shareholders	Please update/Contact with your respective Depository Participants

19. Issue of Securities in Dematerialised Form

The Members may 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.

SEBI 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.

20. Updation of PAN, KYC and Nomination Details

- a) 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.

For shares held in dematerialised mode to their Depository Participant for making necessary changes.
 For shares held in physical mode by submitting to Alankit Assignments Limited the forms given below along with requisite supporting documents:

Sr. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof	ISR -1
2.	Confirmation of Signature of member by the Banker	ISR-2
3.	Declaration to opt out of Nomination	ISR-3
4.	Registration of Nomination	SH-13
5.	Cancellation or Variation of Nomination	SH-14

Any service request shall be entertained by RTA only upon registration of the PAN and KYC details.

- b) The said forms can be downloaded from the Company’s website www.jaykayenterprises.com.
- c) 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.



- d) 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.

21. Important instruction for members whose shares lying with the Company in “Jaykay Enterprises Limited Unclaimed Shares Demat Suspense Account”

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”.

SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2021/655, dated November 3, 2021, clarification vide circular no. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/687, dated December 14, 2021 and circular no. SEBI/HO/MIRSD/ MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has simplified the process for investor service requests. Accordingly, the companies shall process the following service requests viz. issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub- division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition in dematerialized form only.

The members of the Company who have not opened their Demat account and whose shares are lying in “Jaykay Enterprises Limited Unclaimed Shares Demat Suspense Account” are advised to open their Demat Account to claim their shares lying in the aforesaid Demat Account of the Company. The members are requested to follow the process as intimated by the Company/ RTA from time to time and can contact the Company or RTA, for any assistance in this regard.

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.

21. Voting Results:

- The Company had 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.
- 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.
- 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.
- 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

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

- (i) The voting period begins on a **Tuesday, September 24th, 2024 at 09:00 A.M.** and ends on **Thursday, September 26th, 2024 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, 2024** 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) 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 cdsl 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 cdsl 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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



	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.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>
<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@cdslindia.com or contact at toll free no. 1800 21 09911</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>

(v) 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	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.

- (vi) After entering these details appropriately, click on **“SUBMIT”** tab.
- (vii) 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **<240823022>** for **<Jaykay Enterprises Limited>** on which you choose to vote.
- (x) 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.
- (xi) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on **“Click here to print”** option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (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.
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 **atleast (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.
8. The shareholders 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.
9. The shareholders will get confirmation on first come first basis and are requested to speak only when moderator of the meeting will announce the name and serial number of the speaker.
10. 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.
11. 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.
12. 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.

- ❖ **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@jaykayenterprises.com or RTA at rt@alankit.com marking CC to Company.
- ❖ **For Demat shareholders** - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- ❖ **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.

General Guidelines for Members:

- The voting period begins on **Tuesday, September 24th, 2024 at 09:00 A.M.** and ends on **Thursday, September 26th, 2024 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, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 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.
- Members are required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the AGM.
- Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 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, 2024**. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- 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, 2024** 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.
- 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, 2024**, 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.

Helpline number & E-mail address for E-voting/ participation at the AGM

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 21 09911

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, Mafatlal 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 21 09911.

**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 07, 2024**



Annexure

**Details of Director seeking re-appointment at the ensuing Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
and Secretarial Standard on General Meetings)**

Name of Director	 Partho Pratim Kar
DIN	00508567
Age	60 years
Nationality	Indian
Relationship with other Directors and Key Managerial Personnel inter-se	Not applicable
Date of first Appointment on the Board	February 12, 2021
Qualification	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.
Brief resume	<p>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.</p> <p>He 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.</p> <p>Considering his active involvement in managing the operational and other administrative affairs of the Company, the Board of Directors had redesignated Mr. Partho Pratim Kar as the Joint Managing Director of the Company w.e.f. April 15, 2024.</p>
Expertise in specific functional areas	Strategic Management, Financial Restructuring and Business Transformation
Terms and conditions of Appointment/re-appointment along with remuneration details	<p>Mr. Partho Pratim Kar is retiring by rotation and proposed to be re-appointed.</p> <p>He is not drawing any remuneration from the Company.</p>
No. of shares held in the Company including shareholding as beneficial owner	1,93,463 Equity Shares

<p>Remuneration last drawn</p>	<p>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.</p> <p>Subsequent to the financial year 2023-24, Mr. Partho Kar was re-designated as the Joint Managing Director of the Company w.e.f. April 15, 2024, without remuneration.</p>																		
<p>Directorship held in other companies along with listed entities from which the person has resigned in the past three years</p>	<p><u>Unlisted Companies</u></p> <ul style="list-style-type: none"> • Allen Reinforced Plastics Private Limited • Neumesh Labs Private Limited • J K Technosoft Limited • JK Defence & Aerospace Limited • JK Digital & Advance Systems Private Limited • Nebula3d Services Private Limited • Quest Academics Private Limited • E S Square Enterprises Private Limited • Brookes Enterprises Private Limited <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>	<table border="1"> <thead> <tr> <th data-bbox="639 943 692 1061">Sr. No.</th> <th data-bbox="692 943 1023 1061">Name of the Companies in which Committee Memberships held</th> <th data-bbox="1023 943 1238 1061">Name of the Committee</th> <th data-bbox="1238 943 1426 1061">Committee Positions</th> </tr> </thead> <tbody> <tr> <td data-bbox="639 1061 692 1238">1.</td> <td data-bbox="692 1061 1023 1238" rowspan="2">Jaykay Enterprises Limited</td> <td data-bbox="1023 1061 1238 1135">Audit Committee</td> <td data-bbox="1238 1061 1426 1135">Member</td> </tr> <tr> <td data-bbox="639 1135 692 1238"></td> <td data-bbox="1023 1135 1238 1238">Stakeholders Relationship Committee</td> <td data-bbox="1238 1135 1426 1238">Member</td> </tr> <tr> <td data-bbox="639 1238 692 1312">2.</td> <td data-bbox="692 1238 1023 1312" rowspan="2">J K Technosoft Limited</td> <td data-bbox="1023 1238 1238 1312">Audit Committee</td> <td data-bbox="1238 1238 1426 1312">Chairperson</td> </tr> <tr> <td data-bbox="639 1312 692 1386"></td> <td data-bbox="1023 1312 1238 1386">CSR Committee</td> <td data-bbox="1238 1312 1426 1386">Member</td> </tr> </tbody> </table>	Sr. No.	Name of the Companies in which Committee Memberships held	Name of the Committee	Committee Positions	1.	Jaykay Enterprises Limited	Audit Committee	Member		Stakeholders Relationship Committee	Member	2.	J K Technosoft Limited	Audit Committee	Chairperson		CSR Committee	Member
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<p>No. of Board Meetings attended during year financial year 2023-24</p>	<p>Attended all 6 (six) Board Meetings held during the financial year 2023-24</p>																		