

# Jaykay Enterprises Limited

# JKE™

JKEL/CS/209/AGM-2021/

Date: 28.09.2021

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

Through: **ONLINE FILING**

**Sub: Summary of proceeding of 75<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28, 2021**

This is to inform you that the Annual General meeting (AGM) of the Members of the Company was held on today i.e. Tuesday, the September 28, 2021 at 12.00 Noon through Video Conferencing / Other Audio Visual Means to transact the business as stated in the Notice dated August 13, 2021 convening the AGM.

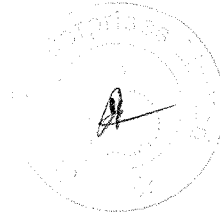
In this regard, please find enclosed herewith summary of proceeding of the AGM of the Company required under Regulation 30, Part A of the Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take note of the same.

Yours faithfully,  
**For Jaykay Enterprises Ltd.,**

  
**(Prabhath Kumar Mishra)**  
**CFO & Company Secretary**  
**M.No. ACS 29900**

Encl: As above



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CIN:L99999UP1961PLC001187

**Proceedings of the 75<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 28, 2021 at 12.00 Noon through Video Conferencing / Other Audio Visual Means**

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 02/2021 dated January 13, 2021 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 75<sup>th</sup> Annual General Meeting (the "AGM") of the members of M/s Jaykay Enterprises Ltd. (the "Company") was held on Tuesday, September 28, 2021 at 12.00 Noon through Video Conferencing / Other Audio Visual Means, which does not require physical presence of Members at a common venue. The deemed venue for the 75<sup>th</sup> AGM was the Registered Office of the Company.

**The following Directors were present:**

| S. No. | Name of Director                              | Designation  |
|--------|---|--|
| 1      | Mr. Abhishek Singhanian<br>(DIN 00087844)     | Managing Director & Member of Stakeholders Relationship Committee  |
| 2      | Dr. Krishna Behari Agarwal<br>(DIN-00339934). | Independent Director & Chairman of Stakeholders Relationship and Nomination and Remuneration Committee and Member of Audit Committee |
| 3      | Mr. Ravindra Kumar Tandon<br>(DIN-00159472)   | Independent Director & Member of Audit, and Nomination and Remuneration Committee  |
| 4      | Mr. Ashok Gupta<br>(DIN 00135288)             | Non-Executive Non-Independent Director & Member of Audit Committee   |
| 5      | Mr. Partho Pratim Kar<br>(DIN 00508567)       | Non-Executive-Non Independent Director   |

**In attendance:**

| S. No. | Name of Person           | Designation                                   |
|--------|--------------------------|---|
| 1      | Mr. Prabhat Kumar Mishra | CFO & Company Secretary                       |
| 2      | Mr. Rajendra Gupta       | Partner, Gupta Vaish & Co., Statutory Auditor |
| 3      | Ms. Reena Jakhodia       | Scrutinizer, M/s Reena Jakhodia & Associates  |
| 4      | Mr. Gautam Kumar Banthia | Secretarial Auditors, M/s Banthia & Co.       |

**No. of Shareholders attended the meeting through Video Conferencing (excluding webcast):**

- 1) Promoters and Promoter Group: - 4 (Four Only)
- 2) Public - 59 (Fifty-Nine Only)

The meeting commenced at 12.00 Noon



The Company Secretary welcomed the members to the Seventy Fifth Annual General Meeting of the Company, held through video Conferencing and other audio-visual means, as permitted by the Ministry of Corporate Affairs and SEBI.

He further informed that the notice dated 13th August 2021 was mailed on September 04, 2021 to all the shareholders, whose email ID was registered with the Company and Depository Participants. The shareholders were provided the facility to join the meeting through video conferencing and other audio-visual means on a first-come first-served basis.

The Secretary informed that there is no permanent Chairman in the Company, and requested to the Directors present to elect one of themselves as the Chairman of the meeting pursuant to the provisions of Article 68 of the Articles of Association of the Company.

Mr. RK Tandon, Independent Director, proposed and Mr. Abhishek Singhania, the Managing Director of the Company seconded the name of Dr. K. B. Agarwal to chair the AGM of the Company. The other directors present during the meeting consented to the same hence the Dr. K. B. Agarwal was unanimously elected to the Chair. The Company Secretary requested Dr. Agarwal to occupy the chair.

The Company Secretary explained that the AGM is being held electronically, physical attendance of the members has been dispensed with and also the requirement of appointing proxy is not applicable for the AGM.

The requisite quorum was present through video conferencing and other audio visual means and the Chairman declared the meeting as properly constituted and open.

Dr. K. B. Agarwal welcomed the shareholders to the 75th AGM of the Company and requested the Company Secretary to introduce the Board Members

As directed by the Chairman, the Company Secretary introduced the Board Members participating in the meeting and thereafter introduced the Dignitaries attending through VC.

The Company Secretary further informed that Mr. Anil Kumar Dalmia, Independent Director and Chairman of Audit Committee and Mrs. Renu Nanda were unable to attend the AGM due to unavoidable circumstances. In his absence the queries with respect to Books of Accounts will be answered by Mr. Ashok Gupta.

The Members were informed the following: -

- The shareholders had been provided the facility to join the meeting through video conferencing and other audio-visual means on a first-come first-served basis without physical attendance of members.



- Non-availability of facility to appoint proxy.
- The proceedings of the meeting were being recorded for compliance purposes.
- E-voting facility has been provided through remote e-voting facility as well as E-voting at the Annual General Meeting. Remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. September 21, 2021, during the period commencing from 9 AM IST on Saturday, September 25, 2021, till 5 PM IST on Monday, September 27, 2021. Remote e-voting was blocked on September 27, 2021 at 5 PM.
- Members joining the meeting through video conferencing facility were informed that those who had not yet cast their vote by means of the remote e-voting, may vote through the e-voting facility provided during this AGM.
- The Board of Directors has appointed Ms. Reena Jakhodia, Practicing Company Secretary from M/s Reena Jakhodia and Associates as the scrutinizer for the meeting.
- The Chairman invited Mr. Partho Pratim Kar to share a few words about the current progress of the Company who then addressed the shareholders.
- Notice of the 75th AGM dated 13th August, 2021 and the Annual Report, containing Audited Financial Statements (including consolidated financial statements) for the year ended March 31, 2021 and Board's and Auditors' Reports, had been sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories on September 4, 2021 and also been made available on the Company's website. Considering the above, the Notice was taken as read.
- The register of Directors and KMP and their shareholding and the Register of Contracts and arrangements in which directors are interested, were available for inspection by the members during the continuation of the meeting, on the Company's website.
- M/s Gupta Vaish & Co., Statutory Auditors, have submitted their report for the financial statements for the year ended March 31, 2021. The Auditors' report does not contain any qualifications/modified opinion or adverse remarks. There being no qualifications, the entire report was not required to be read in this meeting and the Auditors' Report was taken as read.
- The Chairman then asked the Company Secretary to read out the items of AGM notice. The Company Secretary read out each item of AGM notice in order.
- The members, who had not casted their votes on the resolutions as mentioned in the AGM notice by remote e-voting prior to the AGM, casted their vote through e-voting system available on the voting page of CDSL during the continuance of the AGM



- The Board of Directors have appointed Ms. Reena Jakhodia, a Company Secretary in whole time practice as the scrutinizers to scrutinize the remote e-voting and the vote cast at the meeting and to provide a consolidated voting results in a fair and transparent manner.
- The Chairman informed the Shareholders that the e-voting facility will remain active till 30 minutes after the meeting and thereafter requested the Company Secretary, to share the guidelines for the Q & A session.
- After informing guidelines for the Q & A session, the Company Secretary commenced the Q & A session. 5 shareholders had registered themselves as Speaker Shareholders and out of five only three joined and participated in the Meeting.
- The Secretary called out the names of the registered speaker shareholders one by one and asked them to raise their queries. Thereafter, Mr. Ashok Gupta and Mr. Partho Pratim Kar replied to the Questions of the Shareholders with respect to their respective areas of expertise and knowledge.

Since the AGM was held through videoconferencing and other audio-visual means the resolutions mentioned in the notice convening the AGM had already been put to vote through remote e-voting and as the facility of voting was also available during this AGM proceeding there was be no proposing or seconding the resolutions. The e-voting process continued upto 1.03 PM today, and was disabled thereafter.

In compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014, Regulation 44 of the SEBI Listing Regulations 2015 and Secretarial Standard - 2 issued by Institute of Companies Secretaries of India ('SS-2') the Company conducted e-voting from September 25, 2021 at 9.00 AM upto September 27, 2021 5.00 PM on all the 8 (Eight) resolutions through CDSL platform. During e-voting 97 (Ninety-Seven Only) shareholders comprising 2,30,19,607 votes constituting 48.39% has been received for all the resolution.: -

| S. No. | Agenda   | Resolution required (Ordinary/Special) | Mode of Voting                           | Remarks                        |
|--------|--|--|--|--------------------------------|
| 1.     | To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditors thereon | Ordinary                               | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 2.     | To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2021 together with Report of Auditors thereon                               | Ordinary                               | Remote e-voting prior and during the AGM | Passed with requisite majority |



|    |   |          |  |                                |
|----|---|----------|--|--------------------------------|
| 3. | To appoint a Director in place of Shri Ashok Gupta (DIN 00135288), who retires by rotation and being eligible offers himself for re-appointment   | Ordinary | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 4. | Appointment of Shri Abhishek Singhania (DIN-00087844) as a Director   | Ordinary | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 5. | Appointment of Shri Parth Pratim Kar (DIN-00508567) as a Non-Executive Non-Independent Director and Approval of Remuneration  | Ordinary | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 6. | To approve requests received from Yadu International Limited, Mr. Anil Kumar Agarwal, Mr. A.K. Saraogi, Mr. Madhavkrishna Singhania, Mr. Raghavpat Singhania, Mr. Nidhipati Singhania and Ms. Kalpana Singhania, part of the Promoter Group for reclassification from "Promoter and Promoter Group category" to "Public category" | Ordinary | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 7. | Appointment of Shri Abhishek Singhania as Managing Director of the Company  | Special  | Remote e-voting prior and during the AGM | Passed with requisite majority |
| 8. | Approval of Related Party Transactions with J K Consultancy and Services Private Limited pursuant to Section 188 (1) (d) of Companies Act, 2013   | Special  | Remote e-voting prior and during the AGM | Passed with requisite majority |

The result of the voting would be declared within stipulated time and that Shri Prabhat Kumar Mishra, Company Secretary will announce the results. It was further informed that the result will be posted on the Notice Board at the Registered Office, website of the Company at [www.jaykayenterprises.com](http://www.jaykayenterprises.com) and the CDSL website. The result will also be informed to the designated Stock Exchange viz. the BSE where the shares of the Company are listed.

After conclusion of the voting process the meeting ended at 12.32 PM with a vote of thanks to the Chair.

**Date: September 28, 2021**

**Place: Kanpur**

  
**(Prabhat Kumar Mishra)**  
**CFO & Company Secretary**  
**M.No. ACS-29900**



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CIN:L99999UP1961PLC001187