



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

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

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

To,

The Chairman of the 73rd Annual General Meeting of the Equity Shareholders of **Jaykay Enterprises Limited** held on Wednesday, 14th August, 2019 at 12.00 Noon at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005.

Dear Sir,

I Reena Jakhodia, Company Secretary in practice having CP No. 6083, Proprietor of Reena Jakhodia & Associates, Company Secretary, Kanpur has been appointed as Scrutinizer by the Board of Directors in their Meeting held on May 29, 2019 of Jaykay Enterprises Limited for the purpose of:

1. Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of The Companies (Management & Administration) Rules, 2014 as amended (Rules); and
2. Poll through Ballot / Polling Papers under the provisions of Section 109 of The Companies Act, 2013 Act read with Rule 21 of the relevant Rules, on the Resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of the Company held on 14th August, 2019 at the Auditorium of Dr. Gaur Hari Singhania Institute of Management & Research, Kamla Nagar, Kanpur -208005.

The management of the company is responsible to ensure the compliance with the requirements of The Companies Act, 2013 and Rules framed relating to voting through electronic means (i.e. by remote e-voting and voting by Polling Papers at the AGM) for the resolutions contained in the Notice to the Annual General Meeting of the Equity Shareholders of Jaykay Enterprises Limited.

My responsibility as a scrutinizer for the voting process is restricted to make a consolidated scrutinizer's report for the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ('CDSL') and Polling Papers in the Annual General Meeting in a fair and transparent manner.



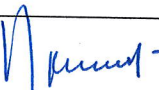
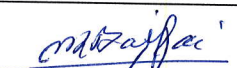
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The despatch of the Notices of the 73rd Annual General Meeting was concluded on July 18, 2019 partly by Courier, partly by Registered Post and partly by email.

The public advertisement with respect to despatch of notice of the Annual General Meeting and conducting of voting through electronic means was published in all editions of 'Financial Express' in English and 'Jansatta' in Hindi on July 19, 2019.

We submit our report as under:

1. The Remote e-Voting period remained open from 11th August, 2019 at 9.00 A.M. up to 13th August, 2019 at 5.00 P.M.
2. The Equity Shareholders holding shares either in physical form or in dematerialised form as on the "cut off" date, i.e. 07th August, 2019 were entitled to vote electronically on the proposed 8 (Eight) resolutions as mentioned in the Notice of the Annual General Meeting of "Jaykay Enterprises Limited" (Item Number 1 to 8 of the Notice of the AGM of Jaykay Enterprises Limited)
3. Polling through Ballot / Polling Papers was conducted in the Annual General Meeting and the same was recorded by me.
4. The locked ballot boxes were opened in the presence of 2 witnesses and poll papers were diligently scrutinized. They have signed below in confirmation of the box being opened in their presence

Signature		Signature	
Name:	Shri R.C. Srivastava	Name:	Smt. Kamla Bajpai Jointly with Shri Mithilesh Bajpai
Address:	15/214A, Doodwala Bungla, Civil Lines, Kanpur	Address:	41, Poni Road, Shukla Ganj, Unnao
Folio No.	575512	Folio No.	501644

5. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).
6. Thereafter results for the both (i.e. remote e-voting and ballot / polling papers at 73rd Annual General Meeting) were consolidated.



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

Resolution 1: Ordinary Resolution

The Audited Standalone Financial Statements of the Company for The Financial Year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
Total	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 1 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

Resolution 2: Ordinary Resolution

The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with Reports of Auditors thereon.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
Total	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 2 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.



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Resolution 3: Ordinary Resolution

To appoint a Director in place of Shri Ashok Gupta (DIN:00135288), who retires by rotation and being eligible offers himself for re-appointment.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
Total	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Ordinary Resolution as set-out in the Item No. 3 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

Resolution 4: Special Resolution

Reappointment of Dr. Krishna Behari Agarwal (DIN-00339934) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431517	0	0	1431517	100.000	0.000
Total	13220514	77	0	13220591	100.000	0.000

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 4 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



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Resolution 5: Special Resolution

Re appointment of Shri Kedar Nath Mehrotra (DIN-06749349) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
Total	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 4 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

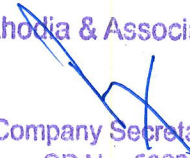
Resolution 6: Special Resolution

Re appointment of Shri Ravindra Kumar Tandon (DIN-00159472) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1413708	0	0	1413708	100.000	0.000
Total	13202705	77	0	13202782	100.000	Negligible

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 6 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates


Company Secretaries
CP No. 6083



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Resolution 7: Special Resolution

Re appointment of Shri Anil Kumar Dalmia (DIN-00789089) as an Independent Director.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788997	77	0	11789074	100.000	Negligible
By Poll	1431567	0	0	1431567	100.000	0.000
Total	13220564	77	0	13220641	100.000	Negligible

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 7 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

Resolution 8: Special Resolution

Approval for Investment in M/s Nebula3D Services Private Limited ("Nebula3D"), an associate company of the Company.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Invalid Votes	Total	Percentage of total number of valid votes cast	
					For	Against
Remote E-Voting	11788849	225	0	11789074	100.000	Negligible
By Poll	1426561	0	0	1426561	100.000	0.000
Total	13215410	225	0	13215635	100.000	Negligible

Based on the aforesaid results I report that the Special Resolution as set-out in the Item No. 8 of the Notice of the AGM dated May 29, 2019 has been passed with the requisite majority.

For Reena Jakhodia & Associates

Company Secretaries
CP No. 6083



REENA JAKHODIA & ASSOCIATES

Company Secretaries

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

Thanking you,


Yours faithfully,

For Reena Jakhodia & Associates


Company Secretaries
C.P. No.: 6083

Place: Kanpur
Dated: 14/08/2019

For Reena Jakhodia & Associates


Company Secretaries
CP No. 6083