

# Jaykay Enterprises Ltd.

CIN:L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur-208001 (INDIA)

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

Email: prabhat.mishra@jkcement.com

Web: www.jaykayenterprises.com

JKEL/CS/209/AGM-2020/

Date: 12.08.2020

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: Summery of proceeding of 74<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 11, 2020**

This is to inform you that the Annual General meeting (AGM) of the Members of the Company was held on today i.e. Wednesday, the August 11, 2019 at 12.00 Noon through Video Conferencing / Other Audio Visual Means to transact the business as stated in the Notice dated June 30, 2020 convening the AGM.

In this regard, please find enclosed herewith summery 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.,**

**(Prabhat Kumar Mishra)**  
**Sr. Manager (Legal) & Company Secretary**  
**M.No. ACS 29900**

Encl: As above



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## **Proceedings of the 74<sup>th</sup> Annual General Meeting (AGM) of the Company held on August 11, 2020 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 April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 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 74<sup>th</sup> Annual General Meeting (the "AGM") of the members of M/s Jaykay Enterprises Ltd. (the "Company") was held on Tuesday, August 11, 2020 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 74<sup>th</sup> AGM was the Registered Office of the Company.

### **The following Directors were present:**

S. No.	Name of Director	Designation
1	Dr. Krishna Behari Agarwal (DIN-00339934).	Independent Director & Chairman of Audit, Stakeholders Relationship and Nomination and Remuneration Committee
2	Shri Ravindra Kumar Tandon (DIN-00159472)	Independent Director & Member of Audit, and Nomination and Remuneration Committee
3	Shri Anil Kumar Dalmia (DIN-00789089)	Independent Director & Member of Stakeholders Relationship Committee and Nomination and Remuneration Committee
4	Shri Ashok Gupta (DIN 00135288)	Managing Director & Member of Audit, Committee

### **In attendance:**

S. No.	Name of Director	Designation
1	Shri Chandra Prakash Agarwal	A.V.P. (Taxation) & Chief Financial Officer
2	Shri Prabhat Kumar Mishra	Sr. Manager (Legal) & Company Secretary
3	Shri Rajendra Gupta	Partner, Gupta Vaish & Co., Statutory Auditor
4	Smt. Reena Jhakhodia	Scrutinizer, M/s Reena Jhakhodia & Associates
5	Shri Gautham Kumar Banthia	Secretarial Auditors, M/s Banthia & Co.

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

- 1) Promoters and Promoter Group: -5
- 2) Public - 47



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The meeting commenced at 12.00 Noon

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

The Company Secretary introduced the Directors and Dignitaries sitting on the dais and informed the member that Dr. K.B. Agarwal, Chairman of the Audit Committee, Stakeholders' Relationship Committee and Nomination & Remuneration Committee present to answer the queries of the Members,

The Company Secretary further informed that Mrs Vidhi Nidhipati Singhania, Mrs. Renu Nanda and Mr. Kedar Nath Mehrotra are unable to attend the Annual General Meeting due to unavoidable circumstances.

Since 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 Chairman called the meeting to order.

The Members were informed the following: -

- The number of shareholders as on record date/Cut-off date i.e. August 4, 2020 were 94,312.
- The details of number of shareholders present in the meeting are as follows:
- Notice convening the AGM along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the business stated under item No. 4 & 5 was sent to all members by e-mail whose email addresses were registered with the Company and Depository Participant(s).The Notice of AGM was also available on the Company's website [www.jaykayenterprises.com](http://www.jaykayenterprises.com).
- Five shareholders registered themselves as a registered speaker shareholder. Each Speaker Shareholder was given three minutes to express their views and asked questions. Two letters have been from Corporate Shareholders appointing authorized representatives under Section 113 of the Companies Act 2013. Out of 5 only two shareholders participated in the discussion.



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- With the permission of the shareholders present the notice of the AGM was taken as read and then items of the Notice were taken up for approval of the shareholders.
- The Chairman then instructed the Company Secretary to read the Auditors' Report.
- After the Auditors' Report was read, with the permission of the Chair it was informed the meeting that in compliance with Section 108 of the Companies Act, 2013, Companies (Management & Administration) Rules 2014, 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 August 8, 2020 at 9.00 AM upto August 10, 2020 5.00 PM on all the 5 (Five) resolutions through CDSL platform. During e-voting 52 (Fifty-two) shareholders comprising 1,33,01,316 votes constituting 35.82% has been received for all the resolution.
- 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.
- 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 1.00 PM today, and was disabled thereafter.
- Result of the Meeting was as follows: -

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, 2020 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



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2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2020 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 Smt. Vidhi Nidhipati Singhania (DIN 00293520), 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 Smt. Renu Nanda (DIN-08493324) Non-Executive Independent Woman Director	Special	Remote e-voting prior and during the AGM	Passed with requisite majority
5.	Re-appointment of Shri Ashok Gupta (DIN-00135288) as Managing Director	Special	Remote e-voting prior and during the AGM	Passed with requisite majority

- Post question and answer session, the Chairman thanked the member present at the meeting and authorised Ms. Reena Jakhodia, proprietor M/s R. Jakhodia & Associates, the scrutinizer and the Company Secretary to oversee the voting process.
- The Members were thereafter informed that the result of the voting would be declared within two days from the conclusion of the meeting and that Shri Prabhat Kumar Mishra, Company Secretary was authorised to announce the results in her absence. It was further informed that the result will be posted on the Notice Board at the Registered Office, website of the Company at [www.jaykayenterprises.com](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 12.21 PM with a vote of thanks to the Chair.

**Date: August 12, 2020**

**Place: Kanpur**

**Sd/-**

**(Prabhat Kumar Mishra)**

**Sr. Manager (Legal) & Company Secretary**

**M.No. ACS-29900**

