

September 20, 2022

Manager-CRD,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai

Dear Sir/Madam,

**Sub: Summary of proceeding of Annual General Meeting (AGM) of the Company held on September 20, 2022.**

This is to inform you that the Annual General meeting (AGM) of the Members of the Company was held on Tuesday, the September 20, 2022 at 02.00 P.M. through Video Conferencing / Other Audio Visual Means to transact the business as stated in the Notice dated August 10, 2022 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.,**

**(Abhishek Pandey)**  
**Company Secretary and Compliance Officer**  
**M.No.: ACS 21958**

Encl: As above



**Proceedings of the Annual General Meeting (AGM) of the Company held on Tuesday 20, 2022 at 02.00 p.m. through Video Conferencing / Other Audio Visual Means**

In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and pursuant to General Circular Nos.14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 02/2022 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, December 08, 2021 and dated May 05, 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIRP/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIRP/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIRP/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (collectively referred to as the "SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Annual General Meeting (the "AGM") of the members of M/s Jaykay Enterprises Ltd. (the "Company") was held on Tuesday, September 20, 2022 at 02.00 P.M. through Video Conferencing / Other Audio Visual Means, which does not require physical presence of Members at a common venue.

**The following Directors were present:**

S. No.	Name of Director	Designation
1	Mr Abhishek Singhania (DIN- 00087844)	Chairman and Managing Director
2	Mr. Partho Pratim Kar (DIN- 00508567)	Non-Executive – Non-Independent Director
3	Mrs. Renu Nanda (DIN- 08493324)	Non-Executive Independent Director

**In attendance:**

S. No.	Name of Person	Designation
1	Mr. Abhishek Pandey	Company Secretary and Compliance Officer
2	Ms. Reena Jakhodia	Scrutinizer, M/s Reena Jakhodia & Associates, Company Secretaries
3	Mr. Gautam Kumar Banthia	Secretarial Auditor, M/s Banthia & Co., Company Secretaries
4	Mr. Rajendra Gupta	Statutory Auditor, M/s. Gupta Vaish & Co., Chartered Accountants

The meeting commenced at 02.00 p.m.



The Company Secretary welcomed the members to the 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 August 10, 2022 was mailed 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 then requested to the Chairman and Managing Director of the Company, Shri Abhishek Singhania to Chair the Annual General Meeting pursuant to the relevant provisions of the Articles of Association of the Company.

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.

Shri Abhishek Singhania welcomed the shareholders to the 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 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. 13th September 2022, during the period commencing from 10:00 AM IST on Saturday, September 17, 2022, till 5 PM IST on Monday, September 19, 2022. Remote e-voting was blocked on September 19, 2022 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 Ms. Reena Jakhodia and Associates, Company Secretaries as the scrutinizer for the meeting.
- Notice of the AGM dated 10th August, 2022 had been sent by electronic mode to those Members whose e-mail addresses are registered with the Company or Depositories and also been made available on the Company's website. Considering the above, the Notice was taken as read.
- The Company Secretary then informed that as the resolutions mentioned in the AGM Notice have already been put to vote through remote e-voting and as the facility of voting is also available during this AGM proceeding there will be no proposing or seconding of the resolutions.
- 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 votes cast at the meeting and to provide a consolidated voting results in a fair and transparent manner.
- After informing guidelines for the speaker shareholder session, the Company Secretary commenced the speaker shareholder session. 3 shareholders had registered themselves as Speaker Shareholders and out of three only one 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, the Chairman and Managing Director of the Company, Shri Abhishek Singhania and the Director of the Company Shri Partho Pratim Kar, answered the queries of shareholder.

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 17th September 2022 at 10.00 AM upto 19th September 2022 at 5.00 PM on all the 9 (Nine) resolutions through CDSL platform. During e-voting shareholders votes has been received for all the resolution: -



S. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022 together with the Reports of the Board of Directors and Auditors thereon.	Ordinary	Remote e-voting prior and during the AGM
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022 together with Report of Auditors thereon.	Ordinary	Remote e-voting prior and during the AGM
3.	To appoint a Director in place of Shri Partho Pratim Kar (DIN 00508567), who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	Remote e-voting prior and during the AGM
4.	To appoint M/s P.L. Tandon & Co., Chartered Accountants (ICAI Registration No. 000186C) as Statutory Auditors of the Company for a period of five years, from the conclusion of this Annual General Meeting till the conclusion of the 81st Annual General Meeting to be held in the F.Y. 2027.	Ordinary	Remote e-voting prior and during the AGM
5.	Appointment of Shri Rajiv Bajaj (DIN 00011638) as an Independent Director of the Company.	Special	Remote e-voting prior and during the AGM
6.	Appointment of Shri Rajesh Relan (DIN 00505611) as an Independent Director of the Company.	Special	Remote e-voting prior and during the AGM
7.	Approval of Related Party Transactions with J K Cotton Limited pursuant to Section 188 of Companies Act, 2013	Ordinary	Remote e-voting prior and during the AGM
8.	Authorization under section 186 of the Companies Act, 2013.	Special	Remote e-voting prior and during the AGM
9.	To approve transactions under Section 185 of the Companies Act, 2013	Special	Remote e-voting prior and during the AGM

The result of the voting would be declared within stipulated time and that Shri Abhishek Pandey, 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 the session of speaker shareholder the company secretary of the Company close the meeting with a vote of thanks.

**Date:** 21.09.2022

**Place:** Kanpur

**(Abhishek Pandey)**  
**Company Secretary & Compliance Officer**  
**M.No. ACS-21958**



## ANNEXURE

**Disclosure required pursuant to Regulation 30 of the SEBI (LODR) read with Para A of Part A of Schedule III to the SEBI (LODR) read with the SEBI Circular having reference no. CIRICFD/CMD/4/2015 dated September 9, 2015. with regard to change in Directors and Key Managerial Personnel is given herein under:**

Sr. No.	Particulars	Information of such event	Information of such event
1.	Reason for Change viz Appointment, <del>resignation, removal, death or otherwise.</del>	Mr. Rajeev Bajaj is appointed as an Independent director of the Company.	Mr. Rajesh Relan is appointed as an Independent director of the Company.
2.	Date of appointment/ <del>cessation (as applicable)</del> & term of appointment	Appointed for a term of 5 (Five) consecutive years with effect from August 10, 2022.	Appointed for a term of 5 (Five) consecutive years with effect from August 10, 2022.
3.	Brief Profile (In case of Appointment)	<p>Mr. Rajeev Bajaj holds a master's degree in business administration in International Wealth Management from University of Geneva, Switzerland and has also done Executive MBA (International Wealth Management) from Carnegie Mellon University, Pittsburgh, USA. Mr. Bajaj holds an 'International Certificate for Financial Advisors' from the Chartered Insurance Institute (CII), London, UK.</p> <p>Mr. Bajaj is the Chairman and Managing Director of Bajaj Capital Limited and is having over 30 years of strategic management experience in the fields of Investment Banking, Investment Advisory, Insurance Brokerage and Financial Planning. He spent initial years of his career in setting up of the investment banking business for Bajaj Capital. He also played an important role in expanding the distribution reach of</p>	<p>Mr. Rajesh Relan completed his Masters of Management Studies from NMIMS, University of Mumbai and is an alumnus of KM College, University of Delhi. He has over 31 years of experience in financial services including 22 years in insurance sector. He has rich management experience in Senior leadership positions in Life Insurance, General and Health Insurance within India and in the Asia region.</p> <p>Mr. Relan was the Managing Director &amp; CEO of PNB MetLife India Insurance Company from 2006-2014. He was instrumental in forging the JV alliance with Punjab National Bank (PNB) along with the company's successful re-branding to PNB MetLife. He has been a member of various committees of Industry bodies like the CII, FICCI, Amcham, USIBC and others. He has also been a part of various Govt. &amp; Regulatory</p>



		<p>Bajaj Capital from 20 offices in 1990 to around 230 now.</p> <p>Currently he is a member of Entrepreneurs' Organization (Delhi Chapter). He is also a member of Young Presidents' Organization (Delhi Chapter). An active speaker and writer on Investment Strategy and Financial Planning in leading print and electronic media and is extremely passionate about spreading financial literacy among the masses.</p>	<p>Committees over the last many years and last Chaired an IRDA committee in 2016.</p> <p>Currently Mr. Relan runs his own Insurance Risk Management Company that focus on Risk Management of HNW families and their businesses. He Chairs the company that has now associated with Howden of UK as a co-broking partner in India.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Rajeev Bajaj does not have any inter-se relationship with other Directors of the Company.	Mr. Rajesh Relan does not have any inter-se relationship with other Directors of the Company.





**Disclosure required pursuant to Regulation 30 of the SEBI (LODR) read with Para A of Part A of Schedule III to the SEBI (LODR) read with the SEBI Circular having reference no. CIRICFD/CMD/4/2015 dated September 9, 2015. with regard to change in Directors and Key Managerial Personnel is given herein under:**

Sr. No.	Particulars	Information of such event
1	Reason for Change viz Appointment, <del>resignation, removal, death or otherwise.</del>	The Shareholders of the Company had appointed M/s Gupta Vaish & Co, Chartered Accountants (Firm Registration No. 005087C), as the Statutory Auditors of the Company at the 71 <sup>st</sup> AGM held on 26 <sup>th</sup> July, 2017 for a period of five years and the tenure of their appointment has concluded at the 76 <sup>th</sup> AGM of the Company.
2	Date of appointment/ <del>cessation (as applicable)</del> & term of appointment	M/s P.L. Tandon & Co. Chartered Accountants (ICAI Registration No. 000186C) is appointed as Statutory Auditors of the Company a period of 5 (Five) years i.e. from the conclusion of the 76 <sup>th</sup> AGM till the conclusion of the 81 <sup>st</sup> AGM of the Company to be held in the F.Y. 2027
3	Brief Profile (In case of Appointment)	M/s P.L. Tandon & Co., a firm of Chartered Accountants, founded by Shri P.L. Tandon was originally established in 1941 and reconstituted in 1957 after commencement of the Chartered Accountants Act, 1949. The firm is one of the oldest and renowned in Northern India and is primarily established in Kanpur with branches in Lucknow and Delhi-NCR. The firm provides various services in diverse fields including Valuations, taxations, corporate restructuring, business consulting and planning.

