

Jaykay Enterprises Ltd.

Board of Directors

Dr. Gaur Hari Singhania	Chairman
Govind Hari Singhania	Vice Chairman
Yadupati Singhania	Managing Director & C.E.O.
Ramapati Singhania	
Dr. K. B. Agarwal	
Jagendra Swarup	
Kailash Nath (Ceased w.e.f. 04.11.2011)	
N. K. Jhajharia	
R. K. Tandon	
Anil Dalmia (Appointed w.e.f. 28.05.2012)	

Chief Financial Officer

Ashok Gupta

Secretary

Anil Kamthan

AUDITORS

Messrs P. L. Tandon & Co.
Chartered Accountants
Westcott Building,
The Mall, Kanpur-208 001

REGISTERED OFFICE

KAMLA TOWER,
Kanpur-208 001

BANKER

Oriental Bank of Commerce

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Jaykay Enterprises Ltd. will be held at the Registered Office of the Company at Kamla Tower, Kanpur on Monday, the 13th August, 2012 at 11.00 A.M. to transact the following business:-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012, Profit & Loss Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ramapati Singhania, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Dr. K.B. Agarwal, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. The retiring Auditors, M/s. P.L. Tandon & Company, Chartered Accountants, Kanpur are, however, eligible for re-appointment.

By Order of the Board

(ANIL KAMTHAN)
Secretary

Dated : 28th May, 2012
Place : Kanpur

NOTES :

- i) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- ii) Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Members, who hold shares in Dematerialized Form are requested to bring their Depository Account Number and Client I.D. Number for identification.
- iii) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 8th August, 2012 to Monday, the 13th August, 2012 both days inclusive.
- iv) Members are requested to notify immediately change of address, if any, to their

Depository Participants (DPs) in respect of their shareholding in Demat Accounts and to the Company at its Share Department, Kamla Tower, Kanpur-208001 in respect of their shareholding in physical segment by mentioning folio nos., if any.

- v) Members are requested to bring their copies of the Annual Report, as Copies of the same will not be distributed again at the Meeting.
- vi) Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of retiring Directors are given in the Report on Corporate Governance attached to the Directors' Report.
- vii) All unclaimed amount in respect of payment of OTS on Debentures has been deposited by the Company with Investors Education and Protection Fund in terms of provisions of Section 205 C of the Companies Act, 1956 in January, 2012.
- viii) As a part of company's continuing process of adopting investors friendly approach and with a view to facilitate the small shareholders holding up to 1000 equity shares in physical form in disposing off their shareholding at market price without converting them into de-mat form, the Company had introduced a Scheme called 'Investor Facilitator Scheme' last year, which is still open. All eligible members, who wish to avail this facility, may send duly completed and signed Application Forms and Transfer Deed, sent with the last year's Annual Report, to the Trustees appointed for the purpose at their address mentioned in the scheme.
- ix) The shareholders, who have not received their physical share certificate(s) for new share holding upon reduction of share capital may write to the Company by quoting their old Ledger Folio No. and complete address so that their status of new share holding could be communicated and the relative share certificate(s) could be dispatched, if the same is lying undelivered with the Company.

- x) With a view to have quick communication with our shareholders and to make them updated with important issues, the Company is in process of developing complete record of shareholders. The Company therefore seeks co-operation from each shareholder (including joint shareholders) by sending the following details:-

- a. Name of the shareholder(s) :
- b. Folio No./DPID/Client ID No. :
- c. E-mail address(es) :
- d. Landline number(s) :
- e. Mobile number(s) :
- f. Postal Address(es) :

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors submit the Annual Report and audited Statements of Account for the year ended 31st March, 2012.

1. FINANCIAL RESULTS

	2011-12 (Rs. in Lacs)
Revenue from operations	42.25
Other Income	537.15
Profit before Depreciation	174.00
Depreciation	5.61
Profit for the year	168.39
Exceptional Items	(101.36)
Profit before tax	67.03
Provision for Income Tax written back	334.71
Profit for the year	401.74
Balance from previous year	(824.32)
Balance carried to Balance Sheet	(422.58)

2. OVERALL PERFORMANCE

During the year Company's main income has been from Registrar and Share Transfer Agents activities. Besides, the Company also had income from interest and rent. After meeting fixed overheads, the profit before depreciation was Rs.174.00 lacs. However, after depreciation and adjustment of exceptional items profit for the year was Rs.401.74 lacs. There is no income tax liability for the year due to brought forward losses and unabsorbed depreciation. The net worth as at 31.3.2012 after adjusting aforesaid profit was negative at Rs.51.23 lacs.

3. DIVIDEND

In view of the accumulated losses, your Directors regret their inability to recommend payment of dividend for the year.

4. REHABILITATION PACKAGE

The Company's net worth is still in negative and the Company continues to be a sick industrial unit under the provisions of SICA, 1985. Further, as reported last, Kota Workers' Unions and Staff Associations had moved a SLP before Supreme Court, which is still pending. In the meantime AAIFR/BIFR are also continuing hearings/ monitoring progress from time to time. These factors are creating hurdles in further revival of the Company.

5. CORPORATE GOVERNANCE

A report on Corporate Governance is annexed as part of the Directors' Report along with the Auditors' Certificate on its compliance.

6. COMPLIANCE CERTIFICATE

A Compliance Certificate as per the provisions of Companies (Compliance Certificate) Rules, 2001 has been obtained and the same is annexed herewith as part of the Directors' Report.

7. PARTICULARS OF EMPLOYEES

There was no employee getting salary in excess of the limits as specified under

the amended provisions of sub-section (2A) of Section 217 of the Companies Act, 1956 throughout or part of the financial year under review.

8. PUBLIC DEPOSITS

The Company is not accepting any deposits from the public.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO.

As there has been no manufacturing operation during the year, there is nothing to be reported with regard to conservation of energy and technology absorption. However, the details of foreign exchange earnings are given in the Notes on Financial Statements, in the Annual Report.

10. DIRECTORS

- Two of your directors namely Shri Ramapati Singhania and Dr. K.B. Agarwal will retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.
- During the year under report, Shri Kailash Nath has ceased to be director consequent upon his resignation with effect from 4th November, 2011. Your directors wish to place on record their warm appreciation for the valued services and advice rendered by Shri Kailash Nath during tenure of his office.
- After close of the year Shri Anil Dalmia has been appointed as director of the Company in the casual vacancy caused due to resignation of Shri Kailash Nath. Your Directors wish to place their warm welcome to Shri Anil Dalmia on his induction on the Board.

11. RESPONSIBILITY STATEMENT

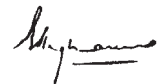
The Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- they have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- they have prepared the annual accounts on a going concern basis.

12. AUDITORS

M/s. P.L. Tandon and Co., Chartered Accountants, Kanpur, Auditors of the Company will retire from their office at the ensuing Annual General Meeting. They are, however, eligible for re-appointment. They have furnished a Certificate to the effect that their appointment will be in accordance with limits specified in Sub-Section (1B) of Section 224 of the Companies Act, 1956. You are requested to consider their appointment.

FOR AND ON BEHALF OF THE BOARD



(GAUR HARI SINGHANIA)
CHAIRMAN

Place : Kanpur

Dated : 28th May, 2012



CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below :

1. Company's philosophy on Code of Governance

Corporate Governance, at Jaykay Enterprises Limited, is taken in its real spirit and hence implemented in widest ambit possible. The Company's philosophy and endeavour has always been on the cultivation and follow-up of best corporate procedures and practices which result into enhancement of the long term economic value of not only the Company but also its stakeholders and the society at large.

Corporate Governance is not merely compliance and not simply creating checks and balances, it is an ongoing measure of superior delivery of Company's objects with a view to translate opportunities into reality.

Your Company continues to follow procedures, practices in conformity with the Code of Corporate Governance as outlined in the clause 49 of the Listing Agreement.

2. Board of Directors

(a) Composition/Category

At the close of financial year 2011-12, the strength of the Board of Directors was 8 (Eight). The composition is given below :

- Chairman, Promoter, Non-Executive, Non-Independent Director.
- One Promoter, Executive, Non-Independent Director.
- Two Promoter, Non-Executive, Non-Independent Directors.
- Four Independent, Non-Executive Directors.

The composition of the Board of Directors, the number of Directors on the Board and Board Committees of other Companies, of which the Directors are members / Chairman during the year is given as under :

Sl. No.	Name of Director	Category	Inter-se relationships between Directors		No. of other Director-ships@	No. of Board Committees (Other than Jaykay Enterprises Ltd.) in which*	
			Director with whom related	Relation		Chairman	Member
1	Dr. Gaur Hari Singhania <i>Chairman</i>	Promoter, Non Executive, Non Independent	Yadupati Singhania Govind Hari Singhania	Son Brother	5	–	–
2	Shri Govind Hari Singhania <i>Vice Chairman</i>	Promoter, Non Executive, Non Independent	Dr. Gaur Hari Singhania	Brother	1	–	–
3	Shri Yadupati Singhania <i>Managing Director and CEO</i>	Promoter, Executive, Non Independent	Dr. Gaur Hari Singhania	Father	9	–	–
4	Shri Ramapati Singhania	Promoter, Non-Executive, Non Independent	Nil	N.A.	–	–	–
5	Dr. K.B. Agarwal	Non-Executive, Independent	Nil	N.A.	3	–	3
6	Shri Jagendra Swarup	Non-Executive, Independent	Nil	N.A.	1	–	–
7	Shri Kailash Nath**	Non-Executive, Independent	Nil	N.A.	–	–	–
8	Shri N.K. Jhajharia	Non-Executive, Independent	Nil	N.A.	–	–	–
9	Shri R.K. Tandon	Non-Executive, Independent	Nil	N.A.	1	–	–

@ Excludes directorships on private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956.

* Chairmanship/ Membership of the Audit Committee and the Shareholders' Grievance Committee alone has been considered.

** Ceased to be Director w.e.f. 4th November, 2011, consequent upon his resignation.

(b) Attendance of each director at the Board Meetings and at the last Annual General Meeting

During the financial year ended 31st March, 2012, Four Board Meetings were held on the following dates :

- 27th May, 2011
- 12th August, 2011
- 4th November, 2011
- 8th February, 2012

The attendance of each director at Board Meetings and at the last Annual General Meeting (AGM) was as under :

Sl. No.	Name of Director	No. of Board Meetings attended	Attendance at the last AGM held on 12.08.11
1	Dr. Gaur Hari Singhania	3	NO
2	Shri Govind Hari Singhania	3	YES
3	Shri Yadupati Singhania	3	NO
4	Shri Ramapati Singhania	–	NO
5	Dr. K.B. Agarwal	3	YES
6	Shri Jagendra Swarup	3	YES
7	Shri Kailash Nath	–	NO
8	Shri N.K. Jhajharia	4	YES
9	Shri R.K. Tandon	4	YES

3. Audit Committee

(a) Composition of the Committee and Broad Terms of Reference

The Audit Committee of the Company comprises of following three Directors :

- Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri Anil Kamthan, Compliance Officer is the Secretary for such meetings. Shri Ashok Gupta, Asstt. Vice President (Fin.) & CFO of the Company regularly attends the meetings. The Statutory Auditors of the Company attend the meetings as invitee.

The terms of reference of Audit Committee cover the matters specified for audit committee under clause 49 of the Listing Agreement as well as in Section 292 A of the Companies Act, 1956.

(b) Meetings / Attendance

During the financial year ended 31st March, 2012, 4 (Four) meetings were held on :

- 27th May, 2011
- 12th August, 2011
- 4th November, 2011
- 8th February, 2012

The Audit Committee approved and recommended the Annual Accounts for the year ended 31st March, 2011 in its meeting held on 27th May, 2011.

The attendance at the Audit Committee Meetings was as under :

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. K. B. Agarwal	3
2.	Shri Jagendra Swarup	3
3.	Shri Kailash Nath*	–
4.	Shri N. K. Jhajharia	3

* Ceased to be member of Audit Committee w.e.f. 4th November, 2011, consequent upon his resignation.

4. Remuneration Committee

(a) Composition

The Remuneration Committee of the Company comprises of following three Directors :-

- Dr. K.B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director

(b) Meetings / Attendance

During the financial year ended 31st March, 2012, no meeting was held.

(c) Remuneration Policy

Remuneration policy of the Company is directed towards rewarding performance, based on review of achievements. The non-executive directors are paid only sitting fees for meetings of the Board or any committee thereof attended by them.

The details of number of Equity Shares of the Company held by **Non-Executive Directors** as on 31st March, 2012 are as under :

Name of Director	No. of Equity Shares held	Name of Director	No. of Equity Shares held
Dr. Gaur Hari Singhania	209866	Shri Jagendra Swarup	Nil
Shri Govind Hari Singhania	141978	Shri N. K. Jhajharia	Nil
Shri Ramapati Singhania	248318	Shri R. K. Tandon	17859
Dr. K. B. Agarwal	50		

d) Details of Remuneration to the Directors for the year ended 31st March, 2012

Sl. No.	Name of Director	Salary	Benefits	Sitting Fee	Total
1	Dr. Gaur Hari Singhania	–	–	–	–
2	Shri Govind Hari Singhania	–	114381	–	114381
3	Shri Yadupati Singhania	–	–	–	–
4	Shri Ramapati Singhania	–	–	–	–
5	Dr. K. B. Agarwal	–	–	30000	30000
6	Shri Jagendra Swarup	–	–	27000	27000
7	Shri Kailash Nath	–	–	–	–
8	Shri N. K. Jhajharia	–	–	30000	30000
9	Shri R. K. Tandon	–	–	16000	16000

5. Shareholders' / Investors' Grievance Committee

(a) Composition

The Shareholder's/Investors' Grievance Committee of the Company comprises of following three Directors :-

Dr. K. B. Agarwal (Chairman) : Independent, Non Executive Director
 Shri Jagendra Swarup : Independent, Non Executive Director
 Shri N. K. Jhajharia : Independent, Non Executive Director

Shri Anil Kamthan, General Manager (Company Law) & Secretary is the Compliance Officer of the Committee.

(b) Functions

To review the status of shareholders'/investors' grievances, redressal mechanism and recommend measures to improve the level of investors' services.

(c) Meetings / Attendance

During the financial year ended 31st March, 2012, 4 (Four) meetings were held on :

- 27th May, 2011
- 12th August, 2011
- 4th November, 2011
- 8th February, 2012

The attendance at the above Meetings was as under :

Name of Director	No. of Meetings attended
Dr. K. B. Agarwal	3
Shri Jagendra Swarup	3
Shri Kailash Nath*	–
Shri N. K. Jhajharia	3

* Ceased to be member of Investors' Grievance Committee w.e.f. 4th November, 2011, consequent upon his resignation.

The total number of complaints pending at the beginning of the year were nil. The total number of the complaints received during the year ended 31st March 2012 from the shareholders and debenture holders were 46, out of which all 46 complaints were satisfactorily attended & replied/ redressed within stipulated period and no complaints were outstanding as on March 31st, 2012.

The number of pending share transfers and pending requests for dematerialisation / remat as on 31st March, 2012 were as follows :

	Particulars	No. of Requests	No. of Shares
1.	Transfers	1	13
2.	Demat	10	1451
3.	Remat	NIL	NIL

Pending Demat requests as referred to above have been attended and disposed off after the close of the year.

6. General Body Meetings

Dates and time of last three Annual General Meetings held are given below :

Financial Year	Date	Time
2008 – 09	19 th September, 2009	12.00 Noon
2009 – 10	18 th September, 2010	12.00 Noon
2010 – 11	12 th August, 2011	12.00 Noon

Annual General Meeting for 2008-09 was held at the Merchants' Chamber of Uttar Pradesh,

14/76, Civil Lines, Kanpur and Annual General Meetings for 2009-10 and 2010-11 were held at Registered Office of the Company at Kamla Tower, Kanpur.

The Chairman of the Audit Committee Dr. K. B. Agarwal was present at the last AGM held on 12th August, 2011 to answer the queries of the Shareholders.

No Special Resolution was passed at the last Annual General Meeting held on 12th August, 2011 and only 1 (one) Special Resolution was passed in the earlier Annual General Meeting held on 18th September, 2010.

No Special Resolution is proposed either at the Annual General Meeting or through postal ballot as required under the provisions of Section 192A of the Companies Act, 1956, this year.

7. Disclosures

- There were no significant transactions of material nature with the related parties viz. Promoters, Directors or the Management or their subsidiaries or relatives during the year that have potential conflict with the interest of the Company. Suitable disclosures as required by the Accounting Standard (AS-18) have been made in the Annual Report.
- There is no pecuniary relationship or transactions of non-executive directors vis-à-vis the Company that have potential conflict with the interest of the Company at large.
- No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- The Company has Complied with the non-mandatory requirements of Clause 49 of the Listing Agreement as far as possible.

(v) Disclosures regarding appointment or re-appointment of Directors :

According to the Articles of Association of the Company, two directors namely Shri Ramapati Singhania and Dr. K. B. Agarwal will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment. Pursuant to clause 49 of the Listing Agreement relating to the Code of Corporate Governance, the particulars of the aforesaid Directors are given below :-

- Shri Ramapati Singhania** is B. Tech (Elec. Engg.), M.B.A. and has been associated with the Company since 1983. He was Special Executive and Whole Time Director of the Company. During tenure of his office as Whole Time Director, he had been devoting whole of his time in the conduct and supervision of the operations of plants at Kota and Jhalawar. He has considerable experience in the field of Industry.
- Dr. K. B. Agarwal** is M. Com., LL.B., Ph.D., AICWA, FCS and has been a director of the Company since 1987. He has vast experience in the fields of Finance, Accounts and Capital Market, He was President of U.P. Stock Exchange Ltd. and Merchants' Chamber of U.P. He is Vice Chairman & Director of M/s. Key Corp Ltd. He is also on the Board of Directors of J.K. Cement Ltd. and J. K. Cotton Spg. & Wvg. Mills Co. Ltd.

8. Code of Conduct

The Board of Directors has already adopted the Code of Ethics & Business Conduct for the Directors and Senior Management Personnel. This Code is a comprehensive code applicable to all Directors and members of the Senior Management.

A copy of the said Code has been put on the Company's website www.jaykayenterprises.com

The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration signed by the Managing Director & CEO in this regard is given below :

"I hereby confirm that :

The Company has obtained from all the members of the Board and Senior Management personnel of the Company, affirmation that they have complied with the code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2011-12.

Yadupati Singhania

(Managing Director & CEO)"

9. Means of Communications

The Annual, Half yearly and Quarterly results are submitted to the Stock Exchanges in accordance with Listing Agreement and the same are published regularly in the newspapers. All vital information relating to the Company and its performance, including quarterly results etc. are being simultaneously posted on Company's website www.jaykayenterprises.com and are also available on the web-site of Bombay Stock Exchange Ltd.

10. General Shareholders Information

a) Address for Correspondence

Share Department,
 Jaykay Enterprises Ltd.,
 Kamla Tower, Kanpur – 208001
 Telephone No. : (0512) 2371478 – 81 Fax : (0512) 2397146
 Email : jkshr@jkcement.com



b) Annual General Meeting

Date / Time : Monday, 13th August, 2012 at 11.00 A.M.
Venue : Regd. Office of the Company at Kamla Tower, Kanpur.

c) Financial Calendar (Tentative)

- (a) First Quarter Results – On or before 14th August, 2012
- (b) Second Quarter Results – On or before 14th November, 2012
- (c) Third Quarter Results – On or before 14th February, 2013
- (d) Results for the year ending 31st March, 2013 – On or before 30th May, 2013

d) Date of Book Closure

8th August, 2012 to 13th August, 2012 (both days inclusive)

e) Dividend payment date : Not applicable (No dividend is proposed)

f) Listing on Stock Exchanges/Stock Code

The details regarding payment of listing fee to Stock Exchanges are given below :

Sl. No.	Name of Stock Exchange	Listing Fee paid upto	Stock Code No.
1	The Bombay Stock Exchange Ltd., Mumbai	2011-2012	500306
2	The U.P. Stock Exchange Ltd., Kanpur	2011-2012	JK

The new shares issued to respective shareholders upon reduction of Equity Share Capital have been listed with the Bombay and U.P. Stock Exchanges respectively.

g) ISIN Number

The new ISIN INE 903A01025 has been allotted to the Company by NSDL.

h) Stock Market Data

The monthly high / low share prices during the year 2011-12 are as follows :

Month	High Rs.	Low Rs.	BSE Sensex High	BSE Sensex Low
April, 2011	5.88	4.41	19,811.14	18,976.19
May, 2011	5.73	4.50	19,253.87	17,786.13
June, 2011	5.75	5.20	18,873.39	17,314.38
July, 2011	5.70	5.50	19,131.70	18,131.86
August, 2011	5.88	5.40	18,440.07	15,765.53
September, 2011	5.98	5.00	17,211.80	15,801.01
October, 2011	6.50	5.32	17,908.13	15,745.43
November, 2011	5.82	5.15	17,702.26	15,478.69
December, 2011	6.60	5.26	17,003.71	15,135.86
January, 2012	6.20	5.00	17,258.97	15,358.02
February, 2012	6.35	5.12	18,523.78	17,061.55
March, 2012	6.72	4.50	18,040.69	16,920.61

i) Registrar/Share Transfer Agent

The Company has a full-fledged Share Registry in house, which provides all services for share transfer activities both in physical and demat segment at single point as per common agency concept of SEBI.

j) Share Transfer System

Share Transfer work and other activities of physical segment as well as dematerialization/ rematerialisation of shares in electronic segment is attended in-house within the prescribed period under the law, Listing requirements, Depository guidelines and share transfer activities in physical segment are approved/ ratified by the Committee of Directors, which meets periodically.

k) Distribution of Shareholding as on 31st March, 2012

No. of Equity Shares held	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
Up to 500	103620	94.37	7596968	20.46
501 to 1000	3047	02.77	2496641	06.72
1001 to 2000	1461	01.33	2172791	05.85
2001 to 3000	758	00.69	1911852	05.15
3001 to 4000	206	00.19	735651	01.98
4001 to 5000	237	0.22	1143603	03.08
5001 to 10000	264	0.24	1943889	05.24
10001 and above	206	0.19	19133357	51.52
Total	109799	100.00	37134752	100.00

l) Category of Shareholders as on 31st March 2012

Category	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
Promoters and Promoter Group	25	0.02	2936615	7.91
Mutual Funds/ UTI	16	0.01	104738	0.28
Financial Institutions/ Banks	101	0.09	30779	0.08
Insurance Companies	6	0.01	1521063	4.10
Foreign Institutional Investors	15	0.02	101777	0.27
Bodies Corporate	914	0.83	10694741	28.80
Individuals	108648	98.95	20899032	56.28
Others	74	0.07	846007	2.28
Total	109799	100.00	37134752	100.00

m) Dematerialisation of Equity Shares

The total 33304286 Equity Shares of the face value of Re.1/- each representing 89.68% of the paid up Equity Capital of the Company have been dematerialized till 31.03.2012.

n) Transfer of unpaid/unclaimed amounts to Investor Education and Protection Fund

During the year under review, the Company has credited an amount of Rs. 830.43 Lacs, lying in unpaid/unclaimed debentures account along with interest accrued thereon, to the Investor Education and Protection Fund (IEPF) pursuant to Section 205C of the Companies Act, 1956 read with the Investor Education and Protection Fund (Awareness and Protection of Investor) Rules, 2001.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of JAYKAY ENTERPRISES LIMITED

We have examined the compliance of conditions of Corporate Governance by Jaykay Enterprises Ltd. as at 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management,

we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For P. L. TANDON & CO.
Chartered Accountants
Firm Registration No. 000186C

ANIL KUMAR AGARWAL
Partner
Membership No. 071548

Place : Kanpur
Dated : 28.05.2012