

Jaykay Enterprises Ltd.

***Annual
Report
2013-14***



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	
R. K. Tandon	
Anil Kumar Dalmia	
Kedar Nath Mehrotra	

Vice President & Chief Financial Officer

Ashok Gupta

Company Secretary & Compliance Officer

Prabhat Kumar Mishra

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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Jaykay Enterprises Ltd.

CIN: L99999UP1961PLC001187

Regd. Office: Kamla Tower, Kanpur – 208 001, U.P. (India) • Ph. No. 91 512 237 1478-81 • Fax: 91 512 233 2665

Email: prabhat.mishra@jkcement.com • Website: www.jaykayenterprises.com

NOTICE

Notice is hereby given that the Annual General Meeting of **Jaykay Enterprises Ltd.** will be held at the Registered Office of the Company at Kamla Tower, Kanpur-208001 on Wednesday, the 13th August, 2014 at 12.00 Noon to transact the following business:-

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss 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 (**DIN 00247419**), who retires by rotation pursuant to the provisions of Article 105 of the Articles of Association of the Company and being eligible offers himself for reappointment.
3. 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 (**ICAI Registration No.000186C**), are, however eligible for re-appointment.

SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modification(s) the following resolutions:

AS ORDINARY RESOLUTION

4. "RESOLVED THAT **Shri Kedar Nath Mehrotra (DIN 06749349)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th August, 2013 in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and Article 94(1) of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."

AS SPECIAL RESOLUTION

5. "RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Dr. Krishna Behari Agarwal (DIN 00339934)** Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."
6. "RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri Jagendra Swarup (DIN 00164708)** Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."
7. "RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri Ravindra Kumar Tandon (DIN 00159472)** Director of the Company in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."
8. "RESOLVED THAT that pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Shri Anil Kuamr Dalmia (DIN 00789089)** who has been appointed as Director in casual vacancy and liable to retire by rotation at the Annual General Meeting

and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office upto five consecutive years till respective Annual General Meeting."

9. "RESOLVED THAT as recommended by Remuneration Committee and pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of **Dr. Gaur Hari Singhania (DIN 00054848)** as the Non- Executive Chairman of the Company for a further period of 5 (five) years with effect from 1st September, 2014 to 31st August, 2019, without any remuneration/Perquisites, with the authority to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include Committee of Directors with powers conferred by this resolution) to alter and vary the terms of his appointment during continuance of his appointment as Chairman."

"RESOLVED FURTHER THAT Dr. Gaur Hari Singhania, Chairman of the Board, shall be a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

10. "RESOLVED THAT as recommended by Remuneration Committee and pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the appointment of **Shri Govind Hari Singhania (DIN 00159580)** as the Non- Executive Vice-Chairman of the Company for a period of 5 (five) years with effect from 1st September, 2014 to 31st August, 2019, without any remuneration/Perquisites but with certain facilities, as set out in the Explanatory Statement annexed to the Notice, with the authority to the Board of Directors (hereinafter referred to as 'the Board', which term shall be deemed to include Committee of Directors with powers conferred by this resolution) to alter and vary the terms of his appointment during continuance of his appointment as Vice-Chairman."

"RESOLVED FURTHER THAT Shri Govind Hari Singhania, Vice-Chairman of the Board, shall be a Director liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

11. "RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act 2013 (corresponding Section 293(1)(d) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the provisions of the Articles of Association of the Company and in supersession of all earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board of Directors may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) from the financial institutions, Company's bankers and or from any person or persons, firms, bodies, corporate whether by way of loans, advances, deposits, bill discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured which may exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed by the Board and outstanding at any time shall not exceed the sum of Rs.50 Crore (Rupees Fifty Crore only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and also to delegate all or any of the above



powers to such Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution".

12. "RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act 2013 (corresponding Section 293(1)(a) of the Companies Act, 1956) and all other applicable provisions, if any, of the Companies Act, 2013, and in supersession of all earlier resolution(s) passed in this regard, consent of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgages/charges/hypothecation in any manner whatsoever on all or any of the immovable and movable properties of the Company, present and future, of the whole or substantially the whole of the undertaking of the Company, ranking pari-passu or otherwise and/or second and/or subservient and/or subordinate to the mortgages /charges/hypothecation already created or to be created in future by the Company for securing any loans and/or advances and/or guarantees and/or any financial assistance obtained or may be obtained from financial institutions, banks or suppliers and/or any other persons or institutions providing finance for purchase of assets and/or for the business of the Company or for working capital or for purchase of specific items of machinery and equipments under any deferred payment scheme or bills discounting scheme that may be issued by the Company, with power to take over the management, business and concern thereof in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board of Directors may deem fit, so that the total outstanding amount at any time so secured shall not exceed the aggregate of the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(a) of the Companies Act 2013 i.e. Rs. 50 Crore (Rupees Fifty Crore only) together with interest thereon and further interest, if any, cost, charges, expenses, remuneration payable to the trustees and all other monies payable by the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company with the lenders, banks, machinery suppliers, persons and institutions, the documents, deeds, agreements, declarations, undertakings and writings as may be necessary and expedient for giving effect to the foregoing resolution and also to delegate all or any of the above powers to the Committee of Directors or the Managing Director or the Director or the Key Managerial Personnel of the Company".

13. "RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

(PRABHAT KUMAR MISHRA)
Company Secretary

Dated : Kanpur
Place : 29th May, 2014

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the meeting.

A Proxy form is annexed herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution/ authority as applicable.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 6th August, 2014 to Wednesday, 13th August, 2014 (both day inclusive).
3. 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 in respect of their shareholding in physical segment by mentioning folio nos., etc, if any.
4. Members are requested to convert their share(s) lying in physical form to the Demat form for easy transferability of shares. For any help the shareholders may contact the Company Secretary & Compliance Officer at mail id. prabhat.mishra@jkcement.com
5. Members are requested to bring their copies of the Annual Report, as Copies of the Report will not be re-distributed at the Meeting.
6. Members seeking any information with regard to the accounts of the Company are requested to write to the Company at its Registered Office, so as to reach at least 10 days before the date of the Meeting to enable the Management to keep the information ready.
7. Members, who hold shares in Physical/Dematerialised Form, are requested to bring their Folio No./Depository Account Number and Client ID Number for identification.
8. **The Ministry of Corporate Affairs has taken 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. In this regard we solicit your cooperation to update our databank. Members, who have not registered so far, are requested to register their e-mail address, contact telephone number in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to intimate their e-mail address, contact telephone number at any of our e-mail address viz. (a) prabhat.mishra@jkcement.com, (b) rc.srivastava@jkcement.com, (c) investorservices@jkcement.com, (d) jksr@jkcement.com**
9. Your Company framed 'Investor Facilitator Scheme' to provide an opportunity to its Small Shareholders holding up to 1000 equity shares in physical form/segment, if they so desire to dispose of their holdings and realise the market value without undergoing the process of dematerialisation of shares and other costs related thereto. If any shareholder is desirous to avail such opportunity may contact Shri Prabhat Kumar Mishra, Company Secretary & Compliance Officer, Jaykay Enterprises Ltd., Kamla Tower, Kanpur-208001 or at E-Mail Id : prabhat.mishra@jkcement.com
10. The shareholders, who have not received their physical share certificate(s) for new shareholding 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.
11. 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 details as per Communication Form annexed at the last of this Annual Report.
12. Shareholders of physical segment who wish to notify change in their address may intimate complete new address with Pin code by quoting their Folio No. and proof of Address i.e. copy of telephone/ electricity bill or any receipt of Municipal Corporation etc.
13. The Shareholders who wish to make nomination may send their application in prescribed Form No. SH-13 [under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]. The said form is available on Company's Website www.jaykayenterprises.com
14. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic

means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with Central Depository Services Ltd ("CDSL") to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.

The procedure and instructions for voting through electronic means are as follows:-

- i. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- ii. Now click on **"Shareholders"** to cast your votes.
- iii. Now select the Electronic Voting Sequence Number ("EVSN") along with **"JAYKAY ENTERPRISES LIMITED"** from the drop down menu and click on **"SUBMIT"**.
- iv. Shareholders maintaining their holding in Demat form Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on **"Login"**
- v. If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below:-
- vi. Fill up the following details in the appropriate boxes:

For Members holding shares in Demat and Physical Form

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234.'
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on 4th July, 2014 in the Dividend Bank details field

Please enter any one of the details in order to login.

- vii. After entering these details appropriately, click on **"SUBMIT"** tab.
- viii. Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote,

provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the relevant EVSN on which you choose to vote.
- xi. On the voting page, you will see Resolution Description and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the **"Resolutions File Link"** if you wish to view the entire Resolutions.
- xiii. After selecting the resolution you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- xiv. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on **"Click here to print"** option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- xviii. The voting period begins on **7th August, 2014** (9.00 a.m.) and ends on **9th August, 2014** (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **4th July, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You may also contact at Tel. No. 022-66069031.
- xx. The Company has appointed M/s. R.Jakhodia & Associates (Prop. Ms. R. Jakhodia) of Kanpur, Practicing Company Secretaries (C.P. No. 6083) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- xxi. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- xxii. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

For abundant clarity, please note that the Members who have exercised their right to vote by electronic means shall not be entitled to vote by way of poll at the Meeting. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, (CORRESPONDING SECTION 173(2) OF THE COMPANIES ACT, 1956) :-

ITEM NO. 4

The Board of Directors of the Company appointed **Shri Kedar Nath Mehrotra (DIN 06749349)** as an Additional (Non-Executive Independent) Director of the Company w.e.f. 12.8.13 in accordance with the provisions of Section 260 of the Companies Act, 1956 (corresponding Section 161 of the Companies Act, 2013) and Article 94(1) of the Articles of Association of the Company. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 Shri Kedar Nath Mehrotra being eligible, offers himself for appointment, is proposed to be appointed as an Independent Director upto five consecutive years till respective Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. In the opinion of the Board Shri Kedar Nath Mehrotra fulfills the conditions specified in the Companies Act, 2013 and rules framed thereunder for his appointment as an Independent Director of the Company and is independent of the management. Given below is the brief resume of Shri Kedar Nath Mehrotra pursuant to clause 49 of the Listing Agreement:

Shri Kedar Nath Mehrotra is B.A., L.L.B. and is an eminent Advocate, practicing at High Court of Judicature at Allahabad since 1957. He has vast experience of about 57 years in the field of Law. He has also been awarded with "Presidents Home Guard and Civil Defence Medal" for Meritorious Services in the year 1996 and Golden Jubilee of Independence Medal in 1997.

He is Vice-President of Local Emergency Committee, Kanpur (under UNO) and also General Secretary U.P. Soot Committee since 1967. He is a social worker and has greatly contributed towards various social activities. He has also held various positions and memberships of several organizations. As on 31.03.2014 he does not hold any Equity share of the Company.

Copy of the draft letter for appointment of Shri Kedar Nath Mehrotra as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Resolution at item No.04 of the Notice is set out as an Ordinary Resolution for approval by the members in terms of Section 149(10) of the Companies Act, 2013.

Except Shri Kedar Nath Mehrotra none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in agenda item No.04. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO. 5, 6 & 7

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr K.B. Agarwal, Shri Jagendra Swarup & Shri Ravindra Kumar Tandon being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors upto five consecutive years till respective Annual General Meeting. Respective notices have been received from member(s) proposing their candidature for the office of Directors of the Company. In the opinion of the Board Dr K.B. Agarwal, Shri Jagendra Swarup & Shri Ravindra Kumar Tandon fulfills the conditions specified in the Companies Act, 2013 and rules framed thereunder for their appointment as Independent Directors of the Company and are independent of the management. Given below are the brief resumes of Dr K.B. Agarwal, Shri Jagendra Swarup & Shri Ravindra Kumar Tandon pursuant to Clause 49 of the Listing Agreement:

Dr. K.B. Agarwal (DIN 00339934) is a graduate of Law, Ph.D, ICWA and CS. He has vast experience in the fields of Finance, Accounts and Capital Market. He has been associated with several industry and trade associations and served Merchants' Chamber of U.P. and U.P. Stock Exchange Association Limited as their President. He has been actively associated with FICCI & ASSOCHAM and was actively involved with various Committees of Government. As on 31.03.2014 he holds 50 Nos. of Equity share of the Company.

Shri Jagendra Swarup (DIN 00164708) is an Advocate. He has been in practice for over 37 years and has vast experience in the legal field and particularly on matters relating to Corporate Laws, Banking and Taxation. He is the legal advisor to leading Indian Companies and Banks. He is holding membership of various Associations and also important positions in various fields viz. professional, political, commercial, educational and social. He has been a member of Legislative Council of U.P. for about

four decades consecutively. He is holding Directorship of J.K. Cement Ltd., J. K. Cotton Ltd. and Frost International Ltd. As on 31.3.2014, he does not hold any Equity share of the Company.

Shri R.K. Tandon (DIN 00159472) is a Science Graduate and has wide experience in the fields of Capital market, Banking and Industry. He is past President of U.P. Stock Exchange Association Ltd. and Ex- Chairman of United Mercantile Co-operative Bank Ltd. He is founder Vice President of Federation of Indian Stock Exchanges, Delhi. He is member and Trustee of several Charitable, Socio- Educational & Sports Trusts. As on 31.3.2014 he holds 17,859 Nos. of Equity Shares of the Company.

ITEM NO. 8: -

The Board of Directors of the Company appointed **Shri Anil Kumar Dalmia (DIN 00789089)** as Non-Executive Independent Director who has been appointed as Director in casual vacancy w.e.f. 28.5.12 in place of Shri Kailash Nath in accordance with the provisions of Section 262 of the Companies Act, 1956 (corresponding Section 161 of the Companies Act, 2013) and Article 111 of the Articles of Association of the Company and to hold office upto the Annual General Meeting due to the retirement by rotation of the Director in his place he has been appointed. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri Anil Kumar Dalmia being eligible, offers himself for appointment, is proposed to be appointed as an Independent Director upto five consecutive years till respective Annual General Meeting. Notice has been received from a member proposing his candidature for the office of Director of the Company. In the opinion of the Board Shri Anil Kumar Dalmia fulfills the conditions specified in the Companies Act, 2013 and rules framed thereunder for his appointment as an Independent Director of the Company and is independent of the management. Given below is the brief resume of Shri Anil Kumar Dalmia pursuant to clause 49 of the Listing Agreement.

Shri Anil Kumar Dalmia an industrialist and possesses over 38 years rich experience in commerce and industry and Director of the Company since 2012 and also on the Board of other companies. As on 31.03.2014 he does not hold any Equity share of the Company.

Copies of the draft letters for appointment of respective Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Resolution at item Nos. 5, 6, 7 & 8 of the Notice is set out as Special Resolutions for approval by the members in terms of Section 149(10) of the Companies Act, 2013.

Except **Dr. Krishna Behari Agarwal, Shri Jagendra Swarup, Shri Ravindra Kumar Tandon and Shri Anil Kumar Dalmia**, who are interested and/or concerned in their respective resolutions, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financial or otherwise in agenda item Nos. 5, 6, 7 & 8. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

ITEM NO.09

Dr. Gaur Hari Singhania's term as Chairman of the Company is expiring on 31st August, 2014. The Remuneration Committee in its meeting has considered the matter and observed that Dr. Gaur Hari Singhania has been associated with the Company since 1954 holding various important positions such as Managing Director and Chairman. In view of his long association with the Company and the vast experience with the industry, the Remuneration Committee recommended that Dr. Gaur Hari Singhania be appointed the Non- Executive, Chairman for a further period of 5 (five) years with effect from 1st September, 2014, so that the Company may take advantage of his rich experience and knowledge, without paying any remuneration, perks and perquisites.

Dr. Gaur Hari Singhania shall be a rotational Director of the Company and liable to retire by rotation at Annual General Meeting.

None of the Directors except Shri Govind Hari Singhania and Shri Yadupati Singhania, who are related to Dr. Gaur Hari Singhania is deemed to be concerned or interested in the resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Special Resolution at Item No.9 is, therefore, recommended for your approval.

ITEM NO.10

Shri Govind Hari Singhania's term as Vice-Chairman of the Company is expiring on 31st August, 2014. He has been associated with the Company since 1980 holding various important positions. In view of his long association and on the basis of recommendation of Remuneration Committee, he is proposed to be re-appointed as Non-Executive Vice Chairman of the Company for further period of 5 (Five) years w.e.f. 1st September, 2014. His appointment is without any salary and perquisites. However, he shall be given certain facilities as under:-

- (a) **Medical Reimbursement** – Expenses incurred for self and family subject to a ceiling of Rs.30,000/- in a year or Rs.90,000/- over a period of three years.
- (b) **Club Fees** – Fees of clubs, subject to a maximum of two clubs, provided that no life membership or admission fee is paid.
- (c) **Personal Accident Insurance** – Premium not to be exceeded Rs.15,000/- p.a.
- (d) **Car with Driver and Telephone** – The Company will provide a car with driver and telephone at the residence of Vice-Chairman. The provision of car for use of Company's business and telephone at residence will not be considered as perquisites. Use of car for private purposes shall be billed by the Company to the Vice-Chairman.
- (e) The Vice-Chairman shall be entitled to reimbursement of expenses actually incurred for the business of the Company.

Shri Govind Hari Singhania shall be a rotational Director of the Company and liable to retire by rotation at Annual General Meeting.

None of the Directors except Dr. Gaur Hari Singhania, who is related to Shri Govind Hari Singhania is deemed to be concerned or interested in the resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Special Resolution at Item No.10 is, therefore, recommended for your approval.

ITEM NO.11 & 12

Your Company is exploring various opportunities for the all round growth in near future. With a view to meet fund requirements for the aforesaid purpose, it is proposed to empower and authorize the Board of Directors of the Company to borrow money from any Bank(s), Financial Institutions (FIs), Bodies Corporate or Business Associates or any other person or entity etc., in excess of paid up capital and free reserves of the Company by a sum not exceeding Rs.50 Crores for the purposes of business activities of the Company.

The said borrowings/issue of securities may be required to be secured by way of mortgage/charge over all or any part of the movable and/or immovable properties of the Company hence the approval of the shareholders of the Company is required by way of a Special Resolution.

None of the Directors of the Company or their relatives or Key Managerial Personnel of

the Company or their relatives are concerned or interested in the passing of the Resolutions at Item Nos.11 & 12.

Special Resolution at Item No.11 & 12 is, therefore, recommended for your approval.

ITEM NO.13

The Articles of Association ("AoA") of the Company as presently in force since incorporation. The existing AoA are based on the Companies Act, 1913/1956 and several regulations in the existing AoA contain references to specific section of the Companies Act, 1913/1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act 2013.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently on March 26, 2014 MCA notified most of the remaining Sections (barring those provisions which require sanction /confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48) reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV) prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles.

Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

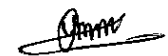
A new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.13 of the Notice.

The Board recommends the Special Resolution set out at item No.13 of the Notice for approval by the shareholders.

By Order of the Board



(PRABHAT KUMAR MISHRA)
Company Secretary

Dated : Kanpur
Place : 29th May, 2014



DIRECTORS' REPORT

TO THE MEMBERS

Your Directors presents the Annual Report and audited Statements of Account for the year ended 31st March, 2014.

1. FINANCIAL RESULTS

	2013-14 (Rs. in Lacs)
Revenue from operations	42.25
Other Income	476.23
Profit before Depreciation & Tax	186.43
Depreciation	5.80
Profit before tax	180.63
Tax Expenses (MAT)	33.81
Profit after Tax for the year	146.82
Balance brought forward from previous year	3292.52
Balance carried to Balance Sheet	3439.34

2. OVERALL PERFORMANCE

During the year under report your Company's main income has been from Registrar and Share Transfer Agent's activities. Besides, the Company also had income from interest and rent. After meeting fixed overheads, the profit before depreciation and tax was Rs.186.43 Lacs. Since Company's net worth had become positive as on 31st March, 2013, therefore, as per provisions of Income Tax Act, 1961, the Company has provided liability towards Minimum Alternate Tax (MAT) amounting to Rs.33.81 Lacs, during the year under report. However, there is no Income Tax liability for the year due to brought forward losses and unabsorbed depreciation.

Thus after adjustment of depreciation and MAT liability, profit for the year is Rs.146.82 lacs.

3. DIVIDEND

Your Directors have not recommended any dividend for the year under report.

4. REHABILITATION PACKAGE

As reported last year, on moving SLP by Kota Workers' Union and Staff Associations the Hon'ble Supreme Court stayed order of Rajasthan High Court and further allowed the "Rehabilitation Process to continue." In compliance with the directions of the Hon'ble Supreme Court, M/s. Arafat Petrochemicals Pvt. Ltd., the purchaser of Kota Units had submitted a Modified Draft Rehabilitation Scheme (MDRS) before BIFR stating the reason that the existing Kota Plants were of obsolete technology and were in dilapidated condition and could not be restarted in its present condition. The said scheme is pending for final approval. These factors are creating hurdles in further revival of the Company.

5. AUDITORS' REPORT

Auditors' Report to Shareholders does not contain any disqualification and/or matter of emphasis.

6. CORPORATE GOVERNANCE

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

7. 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.

8. PARTICULARS OF EMPLOYEES

No employee drawn remuneration 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.

9. PUBLIC DEPOSITS

The Company is not accepting any deposits from the public.

10. 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 and out go are given in the additional information in the Annual Report.

11. DIRECTORS

(a) **Dr. Gaur Hari Singhania's (DIN 00054848)** term as Chairman of the Company is expiring on 31st August, 2014. The Remuneration Committee in its meeting has considered the matter and observed that Dr. Gaur Hari Singhania has been associated with the Company since 1954 holding various important positions such as Managing Director and Chairman. In view of his long association with the Company and the vast experience with the industry, it was felt by the Remuneration Committee considered and recommended that Dr. Gaur Hari Singhania be appointed the Non-Executive Chairman for a period of 5 (five) years with effect from 1st September, 2014 which is subject to approval of by shareholders in the ensuing General Meeting, so that the Company may take advantage of his rich experience and knowledge, without any remuneration, perks and perquisites.

Dr. Gaur Hari Singhania shall be a rotational Director of the Company and liable to retire by rotation at Annual General Meeting.

(b) **Shri Govind Hari Singhania's (DIN 00159580)** term as Vice-Chairman of the Company is expiring on 31st August, 2014. He has been associated with the Company since 1980 holding various important positions. In view of his long association and on the basis of recommendation of Remuneration Committee, he has been re-appointed as Non-Executive Vice Chairman of the Company for a period of 5 (Five) years w.e.f. 1st September, 2014 which is subject to approval of by shareholders in the ensuing General Meeting. His appointment is without any salary and perquisites.

(c) Two of your Directors namely **Shri Ramapati Singhania (DIN 00247419)** and **Shri Anil Kumar Dalmia (DIN 00789089)** will retire by rotation at the ensuing Annual General Meeting of the Company and are eligible for reappointment.

Subject to approval of shareholders in the ensuing General Meeting Shri Anil Kumar Dalmia (DIN 00789089) now being appointed/confirmed as an Independent Director for a term upto five consecutive years and to hold office till relevant Annual General Meeting as per provisions of Companies Act, 2013.

(d) During the year under the report **Shri Kedar Nath Mehrotra (DIN 06749349)** has been appointed as an Additional Director on the Board of Directors of the Company w.e.f. 12th August, 2013 and he holds the office up to the ensuing Annual General Meeting. The Company has received notice from a shareholder, proposing his candidature for the office of Director of the Company along with the requisite fees.

(e) In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, **Dr. K.B. Agarwal (DIN 00339934)**, **Shri Jagendra Swarup (DIN 00164708)** & **Shri Ravindra Kumar Tandon (DIN 00159472)**

being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors upto five consecutive years till respective Annual General Meeting. Respective notices have been received from member(s) proposing their candidature for the office of Directors of the Company. In the opinion of the Board Dr K.B. Agarwal, Shri Jagendra Swarup & Shri Ravindra Kumar Tandon fulfills the conditions specified in the Companies Act, 2013 and rules framed thereunder for their appointment as Independent Directors of the Company and are independent of the management.

12. RESPONSIBILITY STATEMENT

The Directors confirm that:

- (i) 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;
- (ii) 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;
- (iii) 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.

- (iv) they have prepared the annual accounts on a going concern basis.

13. AUDITORS

M/s. P.L. Tandon and Co., Chartered Accountants, Kanpur (ICAI Registration No.000186C), 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.

14. ACKNOWLEDGEMENTS

Your Directors wishes to thanks the employees for their dedication and hard work.

FOR AND ON BEHALF OF THE BOARD



(GAUR HARI SINGHANIA)
CHAIRMAN

Place : Kanpur
Dated : 29th May, 2014



REPORT ON CORPORATE GOVERNANCE

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 endeavor 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

The present strength of the Board of Directors is 9 (Nine). The composition of the Board is as follows :

- Chairman, Promoter, Non-Executive, Non-Independent Director.
- One Promoter, Executive, Non-Independent Director.
- Two Promoter, Non-Executive, Non-Independent Directors.
- Five 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 Directorships@	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	Son	5	—	—
			Govind Hari Singhania	Brother			
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	2	1
6	Shri Jagendra Swarup	Non-Executive, Independent	Nil	N.A.	3	—	4
7	Shri N.K. Jhajharia (Ceased to be a Director w.e.f. 12.8.13)	Non-Executive, Independent	Nil	N.A.	—	—	—
8	Shri R.K. Tandon	Non-Executive, Independent	Nil	N.A.	1	—	—
9	Shri Anil Kumar Dalmia**	Non-Executive, Independent	Nil	N.A.	1	—	—
10.	Shri Kedar Nath Malhotra (Appointed as an Additional Director w.e.f. 12.8.13)	Non-Executive, Independent	Nil	N.A.	—	—	—

@ 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.

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

During the financial year ended 31st March, 2014, 4 (Four) Meetings of the Board of Directors were held on the following dates :

- 21st May, 2013
- 12th August, 2013
- 6th November, 2013
- 12th February, 2014

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 12.08.13
1	Dr. Gaur Hari Singhania	3	YES
2	Shri Govind Hari Singhania	2	NO
3	Shri Yadupati Singhania	4	YES
4	Shri Ramapati Singhania	—	NO
5	Dr. K.B. Agarwal	4	YES
6	Shri Jagendra Swarup	3	YES
7	Shri N.K. Jhajharia (Ceased to be Director w.e.f.12.8.13)	1	NO
8	Shri R.K. Tandon	3	YES
9	Shri Anil Kumar Dalmia	4	YES
10	Shri Kedar Nath Mehrotra (Appointed as an Additional Director w.e.f. 12.8.13)	1	N.A.

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
 (Ceased to be Member w.e.f. 12.8.13)
 Shri R. K. Tandon : Independent, Non Executive Director
 (Appointed as Member w.e.f. 6.11.13)

All these Directors possess knowledge of Corporate Finance/ Accounts / Company Law/ Industry. Shri Anil Kamthan, Secretary & Compliance Officer acted as Secretary for such meetings. Shri Ashok Gupta, Vice President & 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. (Corresponding Section 127 of the Companies Act, 2013).

(b) Meetings / Attendance

During the financial year ended 31st March, 2014, 4 (Four) meetings were held on :

- 21st May, 2013
- 12th August, 2013
- 6th November, 2013
- 12th February, 2014

The attendance at the Audit Committee Meetings was as under :

Sl. No.	Name of Director	No. of Meetings attended
1.	Dr. K. B. Agarwal	4
2.	Shri Jagendra Swarup	3
3.	Shri N. K. Jhajharia	1
4.	Shri R. K. Tandon	1

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
(Ceased to be Member w.e.f. 12.8.13)
- Shri R. K. Tandon : Independent, Non Executive Director
(Appointed as Member w.e.f. 6.11.13)

(b) Meetings / Attendance

During the financial year ended 31st March, 2014, 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.