

## Jay Ushin Limited

CIN: L52110DL1986PLC025118

Registered Office: GI-48, G T Karnal Road, Industrial Area, Delhi-110033

Tel: (011) 43147700 | Website: [www.jpmggroup.co.in](http://www.jpmggroup.co.in) | Email: [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com)

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, February 28, 2023 at 9.00 A.M. (IST)	Wednesday, March 29, 2023 at 5:00 P.M. (IST)

Dear Shareholder(s),

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 (“Rules”) read together with the General Circular Nos. 14/2020 dated April 8,2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23,2021; 20/2021 dated December 8, 2021;03/2022 dated May 5, 2022; and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (‘MCA Circulars”), Secretarial Standard on General Meetings, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and other applicable laws and regulations, that the Ordinary Resolution as set out below are proposed to be passed by Shareholders of the Company through Postal Ballot by way of Remote E-Voting process.

In accordance with the MCA Circulars, the Company will send Postal Ballot Notice (“Notice”) by email to the Shareholders whose email addresses are registered with the Company/Depositories and accordingly please follow the process provided in this Notice. The Notice is also available on the Company’s website at [www.jpmggroup.co.in](http://www.jpmggroup.co.in) , on the website of the Stock Exchange i.e. BSE Limited (“BSE”) and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

An explanatory statement pursuant to Section 102, Section 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reason thereof, is appended to this Notice.

The Board of Directors (“the Board”) of the Company at its meeting held on February 14, 2023 has appointed has appointed Mr. Ravi Sharma (Membership No. FCS 4468) or failing him, Ms. Suman Pandey (Membership No. FCS 7606) Partners of M/s. RSM & Co., Practicing Company Secretaries, as the scrutinizer for conducting the Postal Ballot/ Remote E-Voting process in a fair and transparent manner.

The Remote E-Voting commences on Tuesday, February 28, 2023 at 9.00 A.M. (IST) and shall end on Wednesday, March 29, 2023 at 5.00 P.M. (IST). The Scrutinizer shall submit his report to the Chairman of the Company or a person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot along with the Scrutinizer Report will be declared on or before Thursday, March 30, 2023, at 5:00 P.M.(IST)

The said results shall be communicated to BSE ([www.bseindia.com](http://www.bseindia.com)) where the shares of the Company are listed. The results shall also be placed on the website of the Company [www.jpmggroup.co.in](http://www.jpmggroup.co.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

**SPECIAL BUSINESS:**

**ITEM NO. 1: RE-APPOINTMENT OF MR. ARVIND KUMAR MITTAL (DIN: 00423454) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arvind Kumar Mittal (DIN: 00423454), who was appointed as an Independent Director and who holds office of Independent Director up to May 25, 2023 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from May 26, 2023 till May 25, 2028 on the Board of the Company.”

**ITEM NO. 2: RE-APPOINTMENT OF MR. CIBY CYRIAC JAMES (DIN: 03058406) AS AN INDEPENDENT DIRECTOR**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149(10) and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ciby Cyriac James (DIN: 03058406), who was appointed as an Independent Director and who holds office of Independent Director up to May 25, 2023 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years from May 26, 2023 till May 25, 2028 on the Board of the Company.”

**By order of the Board of Directors of  
Jay Ushin Limited**

**Jyoti Kataria**  
Company Secretary  
M. No. 55376

Place : Gurugram

Date : February 14, 2023

**Notes:**

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Special Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In view of COVID-19 Pandemic, pursuant to the MCA Circulars issued from time to time by the Ministry of Corporate Affairs, this notice is being sent to the shareholders of the Company, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Company's Registrar and Transfer Agent ('RTA') RCMC Share Registry Private Limited, B-25/1, First Floor, Okhla Industrial Area Phase II New Delhi-110020 as on Thursday, February 23, 2023 ('Cut-Off Date') and whose e-mail addresses are registered with the Company /RTA /Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Thursday, February 23, 2023.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the Remote E-Voting process. Physical copies of the Notice and pre-paid business reply envelopes are not being sent to the Shareholders for this Postal Ballot. A person who is not a shareholders on the cut-off date should treat this notice for information purpose only. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
4. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
5. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Wednesday, March 29, 2023.
6. Members may download the Notice from the Company's website at [https:// www.jpimgroup.co.in/investors/postal-ballot/](https://www.jpimgroup.co.in/investors/postal-ballot/) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com)
7. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [ravi@csrsm.com](mailto:ravi@csrsm.com) and [suman@csrsm.com](mailto:suman@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. RCMC Share Registry Private Limited. It is clarified that for permanent registration of e- mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
9. All the documents referred to in the accompanying notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 shall be available for inspection through electronic mode. Members are requested to write to the Company on [cs@jushinindia.com](mailto:cs@jushinindia.com) for inspection of said documents; and The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection through electronic mode by the members between the period Tuesday, February 28, 2023 to Wednesday, March 29, 2023.

## Instructions and information relating to e-voting are as follows:

### How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

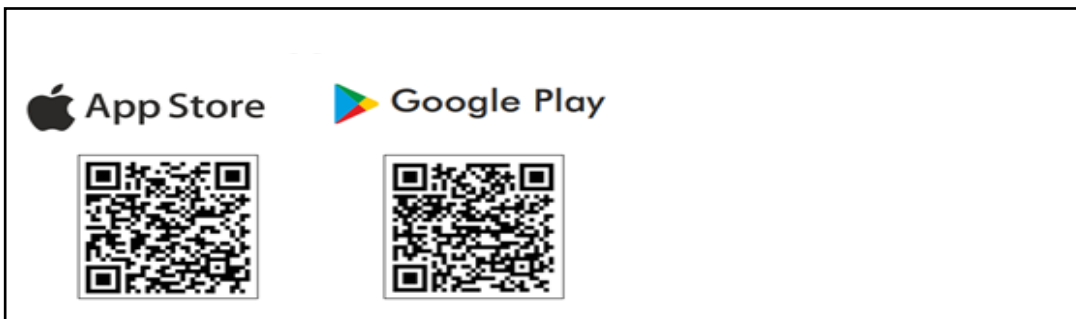
##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

#### Login method for Individual shareholders holding securities in demat mode is given below:

For Individual Shareholders holding securities in demat mode with NSDL.

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



#### For Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

**For Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and <b>EVEN is 123503</b> then user ID is 123503001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - (i) If your Email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email ID. Trace the Email sent to you from NSDL from your mailbox. You can open the Email and open the attachment i.e. a PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .PDF file contains your 'User ID' and your 'initial password'.
    - (ii) If your Email ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose Email IDs are not registered.
6. If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:
  - (i) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), by mentioning your demat account number/ folio number, your PAN, your name and your registered address.
  - (iv) Members can also use the OTP (one time password) based login for casting the votes on the e-voting system of NSDL
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company -123503 for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Corporate Members/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com), [ravi@csrsm.com](mailto:ravi@csrsm.com) and [suman@csrsm.com](mailto:suman@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical

User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Amit Vishal [AmitV@nsdl.co.in](mailto:AmitV@nsdl.co.in); Pallavi Mhatre [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in); [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms. Jyoti Kataria, Company Secretary email: [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com)).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NOS. 1 & 2

Mr. Arvind Kumar Mittal (DIN: 00423454) and Mr. Ciby Cyriac James (DIN: 03058406), were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as Independent Directors of the Company upto May 25, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

Mr. Arvind Kumar Mittal aged 59 is graduate from Jiwaji University, Gwalior and Post Graduate Diploma in Computers from Maharaja Surajmal Institute of Technology, has about 41 years' experience and has keen understanding of doing and promoting business in different market conditions. Presently he is proprietor of Shri Ganpati Enterprises and Directors in Coloromatic Arts Private Limited, A.S.A.P. Global Ebooks Private Limited and Dynatech Solutions Private Limited.

Mr. Ciby Cyriac James aged 64, is B. Tech from IIT, Delhi and also PGDM (MBA) from IIM, Bangalore. He has over 36 years of experience in Quality, Business Excellence, Marketing, customer services, strategy and policy formation etc. He started his career in the year 1983 in Corporate Planning /Marketing with Maruti Suzuki India Limited.

The Nomination and Remuneration Committee of the Board of Directors have recommended the re-appointment of Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James as Independent Directors for a second term of 5 (five) consecutive years. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. upto May 25, 2028 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report. Section 149(11) provides that an Independent Director may hold office for up to two consecutive terms.

Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 1 and 2, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copies of draft letters of appointment of Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James setting out the terms



and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Arvind Kumar Mittal and Mr. Ciby Cyriac James, to whom the resolutions relate, are concerned or interested in the Resolution mentioned at Item Nos. 1 & 2 of the Notice.

The Board recommends the special resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

**By order of the Board of Directors of  
Jay Ushin Limited**

**Jyoti Kataria**  
Company Secretary  
M. No. 55376

Place : Gurugram

Date : February 14, 2023

## ANNEXURE TO THE NOTICE

### Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of the Director	<b>Mr. Arvind Kumar Mittal</b>	<b>Mr. Ciby Cyriac James</b>
DIN	00423454	03058406
Date of Birth	01st April 1963	13th February 1959
Nationality	Indian	Indian
No of shares held in the Company	-	-
Qualifications and Experience (including expertise in specific functional area/ Brief Resume	Graduate From Jiwaji University, Gwalior and Post Graduate Diploma in Computers from Maharaja Surajmal Institute of Technology. Has over 41 year experience	B. Tech from IIT, Delhi and also PGDM (MBA) from IIM, Bangalore having 36 years of experience in Quality, Business Excellence, Marketing, customer services, strategy and policy formation etc
Relationship with other Director(s)/ Key Managerial Personnel	NA	NA
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA	NA
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA	NA
Number of Meetings of the Board of Directors attended during the FY2022-23 (upto February 2023)	2	1
Terms and conditions of appointment / Re-appointment	As per the resolution at Item No. 1 of the Postal Ballot Notice dated February 14, 2023 read with explanatory statement thereto	As per the resolution at Item No. 2 of the Postal Ballot Notice dated February 14, 2023 read with explanatory statement thereto
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	20,000 (Sitting fees)	10,000 (Sitting fees)
Date of first appointment on the Board	26/05/2018	26/05/2018

Place : Gurugram

Date : February 14, 2023