

**JAY USHIN LIMITED**

CIN: L52110DL1986PLC025118

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

Email ID: julinvestors@jushinindia.com, Website: www.jpmmgroup.co.in

Phone: 011-43147700 Fax: 0124-4623403

**AGM NOTICE**

**NOTICE** is hereby given that the **34th Annual General Meeting (the “AGM”)** of the Shareholders of Jay Ushin Limited (the “Company”) will be held on **Wednesday, 30th September, 2020 at 11:30 A.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business.

**ORDINARY BUSINESS**

**1. Adoption of financial statements**

To receive, consider and adopt the standalone Audited Financial Statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and the Auditors thereon.

**2. Re-appointment of Mrs. Vandana Minda as a director liable to retire by rotation**

To appoint a director in place of Mrs. Vandana Minda (DIN: 03582322), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

**SPECIAL BUSINESS**

**3. Approval for Related Party Transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, or any amendment or modification thereof, and pursuant to Regulation 23 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Company’s policy on Related Party transaction(s) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) for purchase and / or sale of materials and/or transfer or receipt of products and/or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, and any other transactions of whatever nature from / to its subsidiary or associate or any companies in financial year 2020-21 and renew these transactions, from time to time, for each subsequent year(s) on continuing basis at prevailing market price and on such terms and conditions as set out in the Explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents,

instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution.”

By order of the Board of Directors  
For Jay Ushin Limited

Amit Kithania  
Company Secretary

Place : Gurugram  
Date : August 28, 2020

## **NOTES**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the AGM of the Company will be conducted through VC/OAVM, hereinafter called as 'e-AGM'.
2. The deemed venue for Thirty fourth e-AGM shall be the registered office of the Company.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Shareholders are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, herein below). Such Corporate Shareholders are requested to refer 'Instructions for Shareholders for e-voting at the AGM' provided in the Point No. 14 herein below, for more information.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address 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).
5. Statement pursuant to section 102 of the Act which sets out details relating to Special Business at AGM is annexed hereto.
6. Brief details of the director, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the Listing Regulations and as per provisions of the Act.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2020 to Wednesday, September 30, 2020, both days inclusive for the purpose of Annual General Meeting.

8. Shareholders desiring any information mentioned in the Notice and accompanying statement shall be available for inspection by Members at the Registered Office of the Company.
9. The facility of joining the e-AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e. from 11.15 am to 11.45 am and will be available on a first-come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors etc.
10. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. Members seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company through an email on [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com).
13. In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the AGM of the Company will also be available on the website of the Company at <http://jpmgroup.co.in/jay%20ushin.htm>. The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **14. Voting through electronic means**

In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (as amended from time to time) and Regulation 44 of the SEBI Listing Regulations and the said Circulars, the Company is pleased to provide the facility of “e-voting” to its Shareholders, to enable them to cast their votes on the resolutions proposed to be passed at the AGM, by electronic means. The instructions for e-voting are given herein below.

The Company has engaged the services of National Securities Depository Limited (“NSDL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).

Further, in accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Wednesday, September 23, 2020 as the “cut-off date” to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Shareholders or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. fixed Wednesday, September 23, 2020, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

Only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

The Board 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 Scrutiniser to scrutinise the e-voting in a fair and transparent manner.

**Instructions for Shareholders for remote e-voting:**

The remote e-voting period begins on Saturday, September 26, 2020 at 9.00 a.m. and ends on Tuesday, September 29, 2020 at 5.00 p.m. and the remote e-voting module shall be disabled by NSDL for voting thereafter.

**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: Log-in to NSDL e-voting system at [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/)**

How to Log-in to NSDL e-voting website?

- I. Visit the e-voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com/](http://www.evoting.nsdl.com/) either on a Personal Computer or on a mobile.
- II. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at [www.eservices.nsdl.com/](http://www.eservices.nsdl.com/) with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

IV. Your User ID details are given below :

Manner of holding shares	Your User ID
a) For Shareholders 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 Shareholders 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 Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 113029 then user ID is 113029001***

V. Your password details 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. You will be required to 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.
- VI. If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:
- (i) If you are holding shares in your demat account with NSDL or CDSL: Click on "Forgot User Details/Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (ii) If you are holding shares in physical mode: "Physical User Reset Password?" 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) Shareholders can also use the OTP (one time password) based login for casting the votes on the e-voting system of NSDL.
- VII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- VIII. Now, you will have to click on "Login" button.
- IX. After you click on the "Login" button, Home page of e-voting will open.

### **Step 2: Cast your vote electronically on NSDL e-voting system.**

How to cast your vote electronically on NSDL e-voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on "e-voting". Then, click on "Active Voting Cycles".
- II. After clicking on "Active Voting Cycles", you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "**EVEN**" of "Jay Ushin Limited", which is 113789.
- IV. Now you are ready for e-voting as the Voting page opens.
- V. 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.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the "*print*" option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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**Instructions for Shareholders for e-voting at the AGM:**

- I. The procedure for e-voting at the AGM is same as the instructions mentioned above for remote e-voting.
- II. As mentioned hereinabove, only those Shareholders, who will be present at the AGM through VC/OAVM facility and who would not have not cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- III. Shareholders who have voted through remote e-voting will be eligible to attend the AGM and their presence shall be counted for the purpose of quorum, however such Shareholders shall not be entitled to cast their vote again at the AGM.

**General Guidelines for Shareholders**

- I. 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.

**Other Information:**

- (i) In case of any queries with respect to remote e-voting or e-voting at the AGM, 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.: 1800-222-990 or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (ii) Those persons, who have acquired shares and have become Shareholders of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Shareholders or Register of beneficial holders as on the cut-off date i.e. Wednesday, September 23, 2020 shall view the Notice of the AGM on the Company’s website or on the website of NSDL.  
Such persons may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can cast his/her vote by using existing User ID and password and by following the procedure as mentioned above or by voting at the AGM.
- (iii) Voting rights of the Shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iv) Every Client ID No./Folio No. will have one vote, irrespective of number of joint holders.

**Scrutiniser’s report and declaration of results**

- (v) The Scrutiniser shall, after the conclusion of e-voting at the AGM, first count the votes cast vide e-voting at the AGM and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutiniser’s Report of the total votes cast in favour or against, not later than 48 (forty eight) hours of the conclusion of the AGM, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- (vi) The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.jpmgroup.co.in](http://www.jpmgroup.co.in) and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

### 15. **Attending the AGM through VC/OAVM:**

Instructions for Shareholders for attending the AGM through VC/OAVM:

- I. Shareholders are being provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Shareholders may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under "Shareholders/members" login by using the remote e-voting credentials.
  - II. The link for VC/OAVM will be available in "Shareholders/members" login where the EVEN of Company will be displayed.
  - III. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned hereinabove in the Notice, to avoid last minute rush. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.
  - IV. As mentioned above, the Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the necessary procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for Shareholders on 'first come first serve' basis.
  - V. For ease of conduct, members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance at [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com) from Wednesday, September 23, 2020 (from 9.00 a.m.) to Saturday, September 26, 2020 (up to 5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
  - VI. Please note that Shareholders connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches. Shareholders are also encouraged to join the Meeting through Laptops for better experience.
  - VII. Further, Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance in the meeting.
  - VIII. Shareholders who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager - NSDL at [amitv@nsdl.co.in/022-24994360](mailto:amitv@nsdl.co.in) or Ms. Pallavi Mhatre, Manager, NSDL at [pallavid@nsdl.co.in/022-24994545](mailto:pallavid@nsdl.co.in).
16. **The Shareholders who are holding shares in dematerialised form and have not yet registered their e-mail IDs with their Depository Participant are requested to register their Email ID at the earliest, to enable the Company to use the same for serving documents to them electronically, hereafter. Shareholders holding shares in physical form may kindly provide their Email ID to the Registrar & Transfer Agent of the Company viz. RCMC Share Registry Private Limited, by sending an e-mail at [investor.services@rcmcdelhi.com](mailto:investor.services@rcmcdelhi.com).**

**Process for those Shareholders, whose Email IDs are not registered with the Company/ Depository Participants for procuring User ID and Password and registration of Email IDs for e-voting for the resolutions set out in this Notice.**

- i. 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to investor.services@rcmcdelhi.com and julinvestors@jushinindia.com.
  - ii. 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), AADHAAR (self-attested scanned copy of Aadhar Card) to investor.services@rcmcdelhi.com and julinvestors@jushinindia.com.
17. In terms of the provisions of Sections 124 and 125 of the Act, dividend which remains unpaid/unclaimed for a period of 7 (seven) years from the date of declaration is required to be transferred to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Those Shareholders who have not encashed their dividends are requested to lodge their claims in that regard with the Company or RCMC Share Registry Private Limited.  
  
Further, in terms of the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), Equity Shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more from the date of declaration, are also required to be transferred to IEPF Authority pursuant to the IEPF Rules. Further, all equity shares of the Company on which dividend has not been paid or claimed for 7 (seven) consecutive years or more, shall be transferred by the Company to the IEPF from time to time.
18. In terms of the provisions of Regulation 40 of SEBI Listing Regulations and various notifications issued in that regard, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. In view of the same, Shareholders are requested to take action to dematerialise the Equity Shares of the Company, promptly.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Shareholders holding shares in physical form should submit their PAN to the Company/RCMC Share Registry Private Limited.
20. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/ RCMC Share Registry Private Limited in case the shares are held by them in physical form.
21. In terms of the provisions of Section 72 of the Act, the facility for making nomination is available for the Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Shareholders holding shares in dematerialised form are requested to submit the said details to their



Depository Participant(s) and the Shareholders holding shares in physical form, are requested to submit the said details to the Company or RCMC Share Registry Private Limited.

22. Shareholders are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the RCMC Share Registry Private Limited.
23. Since the AGM will be held through Video Conferencing or Other Audio Visual Means, route map of venue of the AGM and admission slip is not attached to this Notice.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### ITEM NO.3

JNS Instruments Limited, Jay ACE Technologies Limited, Jay FE Cylinders Limited, Brilliant Jewels Private Limited, JPM Power Limited, U-shin Ltd., Japan, U-shin Thailand Co. Ltd., U-shin International Trading Sanghai Limited and U-shin Europe KFT and other holding, subsidiaries, associate companies of U-shin Ltd. are the 'Related Parties' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("LODR").

As per Section 188 of the Act and the applicable Rules framed thereunder and the SEBI (LODR) Regulation provide that any Related Party Transaction which is material in nature, will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The particulars of the related party contracts/ agreements/services/ transaction which includes sale, purchase, transfer or receipts of products, goods, materials, assets or services which is not material in the nature, are on arm's length basis are as under:

Rs. In Lakhs

Name of related party	Name of the Director/Key Managerial Personnel who is related, if any and Interest	Sale and Purchases of Materials, Component, Tools, Dies & Moulds etc.	Services	Lease Rent***		Total
				Income	Expenses	
JNS Instruments Ltd.	Mr. J P Minda, Mr. Ashwani Minda and Mrs. Vandana Minda being the common director and relative to each other	1,500*	-	800	-	2,300
Jay ACE Technologies Limited	Mr. J P Minda, and Mr. Ashwani Minda being common director and relative to each other	-	-	36	-	36
Brilliant Jewels Pvt. Ltd.	-do-	-	-	-	25	25
Jay FE Cylinders Limited	Mr. Ashwani Minda being the Common Director and Mr. Anirudh Minda being the relative of J P Minda, Mr. Ashwani Minda and Mrs. Vandana Minda	-	-	20	-	20
JPM Power Limited	Mrs. Vandana Minda being the Common Director and Mr. Anirudh Minda being the relative of J P Minda, Mr. Ashwani Minda and Mrs. Vandana Minda	-	-	23	-	23
U-shin Ltd. and other holding, subsidiaries, Associate companies of U-shin Ltd.	Joint Venturer	4000	1,500**	-	-	5,500
<b>Total</b>		<b>5,500</b>	<b>1,500</b>	<b>879</b>	<b>25</b>	<b>7,904</b>

\* Sale to JNS Instruments Limited is in Ordinary Course of Business and as per the price of components fixed by the OEM Customer.

\*\* The Company receives services viz. Technical Know-how/ Sale Support Services/ Consultancy Charges/ Design/ Freight/ Reimbursement of Expenses /Royalty and Others from its Joint Venture partner as per License and Technical Assistance agreement(s) dated February 17, 2014. The amounts being charged for the said services is fixed after considering all the relevant factors and are on arm's length basis.

\*\*\* **Lease Rent**

The Company has entered into agreements with respective related parties for leasing of the properties, at such locations where the property / office or part thereof is/are lying unutilized.

**A. Lease Rent Income**

1. **JNS Instruments Limited**, Agreement for Leasing of premises situated at Plot No.4, Sector-3, IMT Manesar, District Gurgaon executed on May 26, 2018 for a period of 20 years considering all the relevant factors.
2. **Jay Ace Technologies Limited**, Agreement with Jay ACE Technologies Limited for leasing of industrial premises at 446F, Sector- 8, IMT Manesar, District Gurgaon, Haryana executed on May 25, 2019 for a period of 10 years considering all the relevant factors.
3. **Jay FE Cylinders Limited**, Agreements for Leasing of premises situated at Sriperumbudur, Tamil Nadu executed on November 27, 2017 for a period of 15 years considering all the relevant factors.
4. **JPM Power Limited**, Agreement with JPM Power Limited for leasing of industrial premises at 446F, Sector- 8, IMT Manesar, District Gurgaon, Haryana executed on November 15, 2019 for a period of 10 years considering all the relevant factors.

**B. Lease Rent Expenses**

**Brilliant Jewels Private Limited**, Agreements for Leasing of premises situated at Gurgaon executed on June 20, 2018 for a period of 20 years.

The material contracts/arrangements/transactions with the above mentioned parties have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

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

**Amit Kithania**  
Sr. Manager Finance and Company Secretary  
Membership No. A42447

Date: August 28, 2020  
Place: Gurugram

**ANNEXURE-A****Details of Director seeking re-appointment at the AGM Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Name of Director	Mrs. Vandana Minda
DIN	03582322
Date of Birth (Aged)	June15, 1964 (56)
Qualification	Master of Arts
Experience (including expertise in specific functional area) /Brief Resume	Has over 28 year experience in the administration.
Terms & Conditions of appointment / Re- appointment along with details of remuneration sought to be paid and the remuneration last drawn	Re-appointed as non- executive director and liable to retire by rotation without paying any sitting fee.
Date of first appointment on the board	August 5, 2014
Shareholding in the Company	Nil
Relationship with other Director(s)/Key Managerial Personnel	Wife of Mr. Ashwani Minda, Managing Director & Chief Executive Officer and daughter in law of Mr. Jaideo Prasad Minda, Executive Chairman
Number of Meetings of the Board of Directors attended during the FY 2019-20	2 of 4
Other directorship	i) JNS Instruments Limited ii) JPM Power Limited
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil