

JAY USHIN LIMITED

CIN- L52110DL1986PLC025118

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

Tel. : +91 124 4623400, Fax : +91 124 4623403

E-mail: julinvestors@jushinindia.com Website: www.jpimgroup.co.in

NOTICE

Notice is hereby given that 28th Annual General meeting of the members of Jay Ushin Limited will be held on Wednesday, September 10, 2014 at 10:30 A.M. at Mapple Emerald, Rajokri, National Highway-8, New Delhi-110038 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial statements of the Company for the Financial Year Ended March 31, 2014, the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Anil Minda, (DIN: 00321553) who retires by rotation and being eligible, offers himself for re-appointment.
4. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**
“RESOLVED THAT M/S S S Kothari Mehta & Co., Chartered Accountants (Registration No. 000756N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
“RESOLVED THAT Mrs. Vandana Minda (DIN: 03582322) who was appointed as an Additional Director of the Company with effect from August 05, 2014 under Section 161 of the Companies Act, 2013 and holds office up to the date of this Annual General Meeting, be and is hereby appointed a director of the Company, liable to retire by rotation.”
6. **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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Bharat Bhushan Chadha (DIN: 00298713), Director of the Company whose period of office is liable to determination by retirement of directors by rotation 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 for 5 (five) consecutive years for a term up to March 31, 2019.”
7. **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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Shiv Raj Singh (DIN: 00045598), Director of the Company whose period of office is liable to determination by retirement of directors by rotation 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 for 5 (five) consecutive years for a term up to March 31, 2019.”
8. **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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ashok Panjwani (DIN: 00426277), Director of the Company whose period of office is liable to determination by retirement of directors by rotation 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 for 5 (five) consecutive years for a term up to March 31, 2019.”
9. **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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Balraj Bhanot (DIN: 00993431), Director of the Company whose period of office is liable to determination by retirement of directors by rotation 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 for 5 (five) consecutive years for a term up to March 31, 2019.”
10. **To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:**
“RESOLVED that in supersession of the Ordinary Resolution adopted at the 26th Annual General Meeting held on September

29, 2012 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (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 Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers or otherwise from Banks, Financial Institutions or other Lenders in the ordinary course of business, shall not be in excess of Rs. 250 Crores (Rupees Two hundred and fifty crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

11. **To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:** "RESOLVED that in supersession of the Ordinary Resolution adopted at the 26th Annual General Meeting held on September 29, 2012 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 1956, if applicable or required under any statute(s)/rules(s)/ regulations(s) any law for the time being in force or required from any other concerned authorities and in supersession of all earlier resolutions passed in this regard under the Companies Act (Earlier in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to create charge by way of hypothecation, mortgage or in any other manner on the Assets of the Company, whether Fixed or Current, as the Board of Directors may deem necessary to secure money(ies) borrowed by the Company, from time to time, whether in the ordinary course of business from company's bankers or otherwise from Banks, Financial Institutions or other Lenders."

By Order of the Board of Directors of
Jay Ushin Limited

Ashwani Minda
Managing Director
DIN: 00049966

Place : Gurgaon

Date : August 05, 2014

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING MEETING.**
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
4. Secretarial Compliance Certificate obtained pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 shall be placed at the meeting.
5. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday September 05, 2014 to Wednesday, September 10, 2014 (both days inclusive).
6. Members are requested to notify immediately any change in their e-mail Id, address and/or the bank mandate details to the Company's Registrar and Share Transfer Agent for shares held in physical form and to their respective Depository Participants for shares held in electronic form.
7. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting and shall also be available during the meeting.
8. Members are requested to convert their shares lying in Physical Form to Electronic Form for easy transferability of shares.
9. Members holding the shares in Physical Form and desirous of making nominations are requested to write to the Registrar & Share Transfer Agent to that effect.
10. a) Pursuant to the relevant provisions of the Companies Act, the Company has transferred unclaimed dividend up to the financial year ending March 31, 2006 to Investors Education and Protection Fund set up by Govt. of India. The amount of dividend for the subsequent years i.e from the financial year ended March 31, 2007 and onwards, remaining unclaimed for a period of seven years from the date of transfer to Unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund set up by the Government of India and no payments shall be made in respect of any such claims.
b) Members who have not encashed their dividend cheque/draft/warrant(s) for the financial year ended March 31, 2007 and onwards are requested to claim the amount forthwith from the Company. The dividend declared for the financial year 2006-07 is in the process of transfer to Investors Education and Protection Fund.
11. **Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the

28th Annual General Meeting (AGM) by electronic means and any or all of the businesses specified in the accompanied notice may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- (i) The Notice of the 28th AGM of the Company inter alia indicating the process and manner of e-Voting process is being dispatched to all the Members. Initial password is provided at the annexure to AGM notice.
 - (ii) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided.
 - (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - (iv) Click on "Shareholder – Login"
 - (v) Put user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - (viii) Select "EVEN" of Jay Ushin Limited
 - (ix) Now you are ready for e-Voting as Cast Vote page opens
 - (x) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (xi) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xiii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail alok_mittal@vsnl.com with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Company's e-mail ID : julinvestors@jushinindia.com.
- II. 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 Downloads section of www.evoting.nsd.com.
 - III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)
 - IV. The e-voting period commences on September 3, 2014 (9:00 am) and ends on September 5, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter.
 - V. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 8, 2014.
 - VI. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 8, 2014 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - VII. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - VIII. The Results shall be declared on or after the 28th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jpmsgroup.co.in and on the website of NSDL within two(2) days of passing of the resolutions at the 28th Annual General Meeting of the Company on September 10, 2014 and communicated to the Bombay Stock Exchange Limited.
12. **The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. In view of the MCA's Green Initiative for paperless Communications the members are requested to kindly register their email addresses with our Share Transfer Agents, RCMC Share Registry Private Limited. E-mail id: sectshares@rcmcdelhi.com to receive any future correspondences from the Company. Members are requested to support this green initiative by registering/updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Share Transfer Agent.**

Statement pursuant to Section 102(1) of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:-

ITEM NO. 5

As per provision of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement with Stock Exchange, the Company should have at least One Woman Director.

Keeping in view of the above, the Board of Directors appointed Mrs. Vandana Minda as an Additional Director of the Company who shall hold office upto the date of this Annual General Meeting, pursuant to the provisions of Section 161 of the Companies Act, 2013. The Company has received a notice in writing along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Vandana Minda for the office of director of the Company.

A brief resume of Mrs. Vandana Minda is given hereunder-

Mrs. Vandana Minda, 50 years and is a post graduate in Arts and having a rich experience of more than 22 year in administration and general management. Mrs. Minda is also director in JPM Renewable Energy Limited, JPM Tools Ltd, JPM Automobiles Ltd and Jay Smelter Limited.

Mrs. Vandana Minda is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She holds 1,05,800 equity shares in the Company.

Mrs. Vandana Minda may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of her appointment as a Director. Mr. J P Minda, Mr. Anil Minda and Mr. Ashwani Minda who are her relatives and the Directors of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mrs. Vandana Minda.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the shareholders.

Item Nos. 6 to 9

Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years commencing from 28th Annual General Meeting of the Company. The above Directors 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 also received declarations from the above Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, the above Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement.

Brief resume of Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges. Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot are interested in the resolutions set out respectively at Item Nos. 6 to 9 of the Notice with regard to their respective appointments.

The relatives of Mr. Bharat Bhushan Chadha, Mr. Shiv Raj Singh, Mr. Ashok Panjwani and Mr. Balraj Bhanot may be deemed to be interested in the resolutions set out respectively at Item Nos. 6 to 9 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 6 to 9 of the Notice for approval by the shareholders.

Item Nos. 10 to 11

In Annual general Meeting of the Company held on September 29, 2012 the Shareholders authorized Board of Directors

- To Borrow monies under Section 293 (1) (d) of the Companies Act, 1956 as well as
- To secure the same by suitable mortgage / charge on all moveable and immovable properties of the Company regarded as disposal of the Company's undertaking under section 293(1) (a) of the Companies Act, 1956.

Further, the provision of the Companies Act, 1956 required consent of the Shareholders as an Ordinary resolution for both borrowing and creation of security, however the provision of the 2013 Act stipulate consent of members by way of Special Resolution

Hence in order to remain compliant with the relevant provisions on borrowings and creation of security under the 2013 act beyond September 12, 2014 consent of members is required.

The Board recommends the Special Resolutions set out at Item Nos. 10 to 11 of the Notice for approval by the shareholders.

By Order of the Board of Directors of
Jay Ushin Limited

Ashwani Minda
Managing Director
DIN: 00049966

Place:Gurgaon
Date: August 05, 2014

JAY USHIN LIMITED

CIN- L52110DL1986PLC025118

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ATTENDANCE SLIP – ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company at Mapple Emerald, Rajokri, National Highway-8, New Delhi-110038 on Wednesday, September 10, 2014 at 10:30 A.M.

Name of the shareholder _____

Folio /Client ID No. _____

DP ID No. _____

Name of Proxy/Representative, if any _____

Signature of Shareholder/Proxy/Representative _____

Note: Shareholders/Proxy holders are requested to bring their Attendance Slips with them and hand them over at the gate of the Meeting Hall after their Signatures.

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JAY USHIN LIMITED

CIN- L52110DL1986PLC025118

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : _____

Registered address : _____

E-mail Id : _____

Folio No/Clint ID : _____

DP ID : _____

I/We, _____ being the member of the Co. holding _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ or failing him

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ as

my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual general meeting of the company, to be held on 10th day of September, 2014 at 10:30 a.m. at Mapple Emerald, Rajokri, National Highway-8, New Delhi-110038 and at any adjournment thereof in respect of such resolutions as are

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Financial statements, Directors' Report and Auditors Report		
2	Declaration of Dividend for the Financial Year 2013-2014		
3	Re-appointment of rotationally Retiring Director – Mr. Anil Minda		
4	Appointment of Auditors		
5	Re-appointment of Additional Director- Mrs. Vandana Minda		
6	Appointment of Independent Director – Mr. Bharat Bhushan Chadha		
7	Appointment of Independent Director – Mr. Shiv Raj Singhgh		
8	Appointment of Independent Director – Mr. Ashok Panjwani		
9	Appointment of Independent Director – Mr. Balraj Bhanot		
10	Creating mortgage/charge on the assets of the Company U/s 180 (1) (c) of the Companies Act, 2013		
11	Creating mortgage/charge on the assets of the Company U/s 180 (1) (a) of the Companies Act, 2013		

Signed this _____ day of _____ 2014 Signature of shareholder _____

Signature of Proxy holder's _____

Affix revenue

Stamp of Rs.
1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 28th Annual General Meeting.
3. It is optional to put an "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details of member(s) in above box before submission.