

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given to the shareholders of Jay Ushin Limited (hereinafter referred to as "the Company") pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modifications, clarifications, substitutions or re-enactment thereof for the time being in force), to seek their approval by way of postal ballot/ electronic voting (e-voting) in respect of resolutions contained in Special Business given hereinafter.

The explanatory statement, pursuant to Section 102(1) of the Act setting out all material facts to enable you to understand the meaning, scope and implications of the item of business and to take decision thereon, is appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company in its meeting held on May 25, 2019 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 scrutiner to conduct the Postal Ballot and voting process in a fair and transparent manner.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with the Rules, Jay Ushin Limited (the "Company") is pleased to provide electronic voting ("e-voting") facility as an alternative to its members to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Forms by post.

The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot:

SPECIAL BUSINESS:

1. Approval to alter Object clause of the Memorandum of Association 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 section 4, 13 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to necessary approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as "the Board"), is authorized to accept as it may deem fit, the consent of the members be and is hereby accorded to alter the Clause III A(1) of the Memorandum of Association, by adding the following in the third line, after the word "Combination Switch" and before the word "Door Latches":

"Lock and Key Sets, Heater Control Panel \ Heater Control Unit\, Heater Control Unit HVAC"

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

2. Approval for Adoption Of Memorandum Of Association as per the Provisions Of The Companies Act, 2013

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 Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time) and subject to necessary approval(s) of the statutory authority(ies), if any required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company :-

- I. the existing Clause III(A) "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" be substituted by the new sub-heading i.e "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE"
- II. the existing Clause III (B) "OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS" be substituted by the new sub-heading i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" with existing objects appearing under sub-clauses 1 to 59 thereof.
- III. the existing Sub-clauses 1 to 20 as appearing under the existing Clause III (C) i.e. "OTHER OBJECTS", be shifted under the new Clause III (B) i.e. "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)" vide creation of new sub-clauses no. 60 to 79. The existing Clause III(C) i.e. "OTHER OBJECTS" be deleted.
- IV. The words and expressions used according to the provisions of the "Companies Act, 1956" shall be replaced in accordance with the provisions of "Companies Act, 2013.

RESOLVED FURTHER THAT the existing Clause II The Registered Office of the Company will be situated at "Union Territory of Delhi shall be replaced as "National Capital Territory of DELHI".

RESOLVED FURTHER THAT Clause IV of the Memorandum of Association of the Company, be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

"The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

3. **Approval For Adoption Of New Sets Of Article Of Association 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 Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force) and rules made thereunder and subject to the necessary approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulation contained in the existing Article of Association by incorporating the new regulations in line with the applicable provisions of the Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Article of Association.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution. “

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

**Amit Kithania
Sr. Manager Finance & Company Secretary
Membership No. ACS 42447**

Place : Gurugram

Date : May 25, 2019

Notes:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts thereto is annexed hereto. Notice shall also be available on the website of the Company at www.jpimgroup.co.in and on the website of National Securities Depository Ltd. at <https://www.evoting.nsdl.com/>.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to all the members of the Company whose name appears in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on June 17, 2019 (“cut-off date”). Each Member’s voting rights shall be reckoned in proportion to his/her share of the paid-up equity share capital of the Company as on cut-off date, which will only be considered to avail the facility of Remote E-voting / Postal Ballot. A person who is not a Member as on cut-off date shall treat this notice for information purpose only.
3. Pursuant to the provisions of the Companies (Management and Administration) Rules, 2014, Notice of the Postal Ballot may be served on the members through electronic transmission. Members who have registered their e-mail IDs with Depositories or with the Company are being sent, Notice of Postal Ballot through e-mail and members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through courier/speed post along with a postage-prepaid self-addressed Business Reply Envelop (“BRE”). Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Ballot Form may download the Postal Ballot Form from the ‘Investors’ section on the Company’s website <http://www.jpimgroup.co.in>.
4. Kindly note that the members can opt for only one mode of voting i.e. either by way of Postal Ballot or Remote E-voting. In case members cast their vote through both modes, then voting through Remote E-voting shall prevail and voting done through Postal Ballot Form shall be treated as invalid.
5. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the form invalid.
6. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. The period for voting through Postal Ballot and Remote E-voting starts from Wednesday, June 26, 2019 (9:00 am onwards) till Thursday, July 25, 2019 (upto 5:00 pm).
8. Members are requested to return the Form duly completed in the attached BRE so as to reach the Scrutinizer not later than 5:00 pm on Thursday, July 25, 2019. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholder will also be accepted. If any postal ballot form is received after 5:00 pm IST on July 25, 2019, it will be considered that no reply from the Member has been received. E-voting shall be disabled by NSDL for voting beyond the said date & time.
9. There will be only one Postal Ballot Form for every folio irrespective of the number of Joint Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed by the first named member or his duly authorized attorney registered with the Company and in his absence, by the next named member.
10. In case of shares held by Companies, Trusts, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority Letter.
11. A shareholder need not use all the votes or cast all the votes in the same way.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer’s decision on the validity of a Postal Ballot will be final and binding.
13. Resolution passed by the members through Postal Ballot/Remote E-voting is deemed to have been passed as if the same has been passed at a General Meeting of the Company.
14. **Voting through Electronic means:**
In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all of its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to all its Members.

The instructions for Members for Remote E-voting are as under:

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 <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

3. Anew 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.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 DPID followed by 8 Digit Client ID For example if your DPID 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 EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, 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'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/Password?" (If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your Demat account number/folio number, your PAN, your name and your registered address.
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.

Details on Step 2 is given below:

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

- 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.
- After click 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.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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 ravi@csrms.com with a copy marked to evoting@nsdl.co.in.
 - 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.nsd.com to reset the password.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.:1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Kithania, Sr Manager Finance and Company Secretary email: julinvestors@jushinindia.com.
15. The Scrutinizer shall after the conclusion of voting unblock the votes cast in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty-Eight hours of the conclusion of voting on July 25, 2019, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The result of the Postal Ballot (including Remote E-voting) would be announced by the Chairman or a person authorized by him on July 26, 2019 on or before 5:00 pm at the Corporate Office of the Company at Jay Ushin Limited, GP-14, HSIIDC Industrial Estate, Sector-18, Gurgaon-122001 or at the Registered Office of the Company GI-48, G T Karnal Road, Industrial Area, Delhi-110033. The Resolution(s), if approved by the requisite majority, shall be deemed to have been passed on July 25, 2019, being the last date specified for receipt of duly completed Postal Ballot Forms/E-voting.
17. The said results along with the Scrutinizer's report would be displayed at the Notice Board of the Company at its Registered Office/Corporate Office, hosted at website of the company i.e. www.jpimgroup.co.in and on the website of NSDL i.e. www.nsd.com. The results will be intimated to the Stock Exchanges within the prescribed time where the Company's shares are listed.

ANNEXURE TO NOTICE

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

Item No. 1

The Company is presently engaged in the business of manufacturing automotive components, the main products of the Company are Lock and Key Sets, Switches, Heater Control Panel, Door Latches and same are not specifically categorize in the main object clause of Memorandum of Association ("MOA") of the Company.

Accordingly the Board of Directors has decided to amend in Clause III A(1) of the Main Object Clause of the MOA of the Company, by way of inserting "Lock and Key Sets, Heater Control Panel \ Heater Control Unit\, Heater Control Unit HVAC" in the third line, after the word "Combination Switch" and before the word "Door Latches" in the same line.

A copy of the existing and proposed Memorandum of Associations of the company and other allied documents, if any, being referred in this resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working days between 11.00 a.m. to 1.00 p.m. excluding Saturday.

The approval of shareholders of the Company is required by way of a special resolution for the above proposed amendment in the Main Object Clause of the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the proposed resolution set out at Item No. 1 of the Notice. for approval of the members as a Special Resolution.

Item No. 2

As per the relevant provisions of the Companies Act, 2013 the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. Accordingly, the Board of Directors has decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013

Under the proposed amendment(s), it is inter-alia proposed to rename the Clause III(A) from "Main Objects to be pursued by the Company on its incorporation" to "The objects to be pursued by the Company on its incorporation are" and Clause III (B) from "the objects incidental or ancillary to the attainment of the main objects", to "matters which are necessary for furtherance of the objects specified in Clause III(A)", and shift the objects as appearing under the existing Clause 'other objects' to the said new Clause 'matters which are necessary for furtherance of the main objects'. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956 and re-numbering of other clauses of Memorandum of Association is a consequential act due to alteration of object clauses of the company.

Also Clause IV of the Memorandum of Association be amended as "The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them." in place of "The Liability of the member(s) is limited" and in Clause II the words "Union Territory of Delhi" shall be replaced as "National Capital Territory of Delhi".

A copy of the existing and proposed Memorandum of Associations of the company and other allied documents, if any, being referred in this resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working days between 11.00 a.m. to 1.00 p.m. excluding Saturday.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Clause II, III and IV of the Memorandum of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the proposed resolution set out at Item No. 2 of the Notice. for approval of the members as a Special Resolution.

Item No. 3

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013.

With the applicability of the most of the sections of the Companies Act, 2013 pursuant to the notifications of Ministry of Corporate Affairs several regulations of the existing Articles of Association of the Company requires alteration / deletion of several Articles. Hence it is considered expedient to amend/ replace the existing Articles of Association by new set of Articles with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

A copy of the existing and proposed Articles of Associations of the company and other allied documents, if any, being referred in this resolution would be available for inspection by the members at the Registered Office of the Company during normal business hours on any working days between 11.00 a.m. to 1.00 p.m. excluding Saturday. The proposed new draft Articles of Association is being uploaded on the Company's website i.e. www.jpimgroup.co.in, for perusal by the shareholders.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Articles of Association of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the proposed resolution set out at Item No. 3 of the Notice. for approval of the members as a Special Resolution.

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

Amit Kithania

**Sr. Manager Finance & Company Secretary
Membership No. ACS 42447**

**Place : Gurugram
Date : May 25, 2019**