



JAY USHIN LIMITED

(A Joint Venture With USHIN LTD. JAPAN)

G.P. 14, HSIIDC INDL. ESTATE,
SECTOR-18, GURGAON - 122 001
HARYANA (INDIA)

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Website : www.jpimgroup.co.in

CIN : L52110DL1986PLC025118

July 31, 2020

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400001

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sir,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial compliance report for the year ended March 31, 2020.

This is for your information and record.

Thanking You

**Yours Faithfully
For Jay Ushin Limited**


**Amit Kithania
Senior Manager Finance &
Company Secretary
M.No. 42447**



To,

The Board of Directors
JAY USHIN LIMITED
CIN L52110DL1986PLC025118
G.1-48G T KARNAL ROAD INDUSTRIAL AREA DELHI -110033

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2019-20

We have been engaged by JAY USHIN LIMITED (herein after referred to as "the Company") bearing CIN L52110DL1986PLC025118 whose equity shares are listed on the BSE Limited (Security Code **513252**) to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI's circular No CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliance by the company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examination and verification as considered necessary and adequate for the said purpose.

Due to pandemic situation and entire lockdown in the country, we have verified the documents virtually and no physical verification was done by us.

Annual Secretarial Compliance Report is enclosed.

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN F004468B000532391



Date : 30th July 2020
Place : Delhi

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF JAY USHIN LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2020**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

To,

The Board of Directors
JAY USHIN LIMITED
G.1-48G T KARNAL ROAD INDUSTRIAL AREA DELHI -110033

We M/s RSM & Co. Company Secretaries have examined:-

- (a) All the documents and records made available to me and explanation provided by JAY USHIN LIMITED ("the listed entity")
- (b) The filings/submissions made by the listed entity to the BSE Limited ("BSE").
- (c) Website of the listed entity jpmgroup.co.in
- (d) Any other documents/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:-

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the extent applicable;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (**Not applicable to the Company during the Review Period**);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the Review Period**);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Review Period**);



- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 (**Not applicable to the Company during the Review Period**);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable;
- (i) The Depositories Act 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, to the extent applicable;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client to the extent to securities issued;
- (k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulation, 2009 to the extent applicable.

Circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:-

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1.	The entire Promoter / Promoters Group shareholding to be in the dematerialized form pursuant to Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Part of the Promoter / Promoters Group shareholding is yet to be dematerialized.	One of the promoter's holding shares 2,758 equity shares of Rs. 10/- each fully paid-up in the Share Capital of the Company is yet to be dematerialized.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

Sr. No	Action taken by	Details violation of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practising Company Secretary, if any.
NONE				



(d) listed entity has taken the following actions to comply with the observations made in previous reports:-

Sr. No	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1.	<p>The Foreign promoter of the Company, is holding 10, 04, 645 Equity Shares of Rs.10/- each fully paid – up in the Share Capital of the Company are yet to be dematerialized.</p> <p>And one of the promoter's holding shares 2,758 equity shares of Rs. 10/- each fully paid-up in the Share Capital of the Company is yet to be dematerialized.</p>	Part of the Promoter / Promoters Group shareholding is yet to be dematerialized	The Company has approached the promoter for Dematerialisation of shares.	Still one of the promoter's holding shares 2,758 equity shares of Rs. 10/- each fully paid-up in the Share Capital of the Company is yet to be dematerialized.
2.	The Company has adopted the Revised (Code of Practices and Procedures and Code of Conduct to Regulate, Monitor and Report Trading in Securities and Fair Disclosure of Unpublished Price Sensitive Information' (Revised Code) in Compliance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 w.e.f. 01st April, 2019 in the board meeting dated 25 th May, 2019.	Non adoption on time (Compliance as per SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.)	The Company has adopted the revised code and complied with the provision of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.)	The Company has adopted the revised code.

(e) The Listed Entity has communicated modification in the terms of appointment to the Statutory Auditors in compliance of Para 6 (A) and 6 (B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019

For RSM & Co.
Company Secretaries



CS RAVI SHARMA
Partner
FCS: 4468 | COP No.: 3666
UDIN F004468B000532391



Date : July 30, 2020
Place : Delhi