

JAY USHIN LIMITED

CIN: L52110DL1986PLC025118

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

Phone : 011-43147700

Email: julinvestors@jushinindia.com Website: www.jpimgroup.co.in

NOTICE

Notice is hereby given that 29th Annual General Meeting of the members of Jay Ushin Limited will be held on Wednesday, September 30, 2015 at 12.15 P.M. at SATVIK by Chhabra Farms, G-1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110037 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt financial statements of the Company for the financial year ended March 31, 2015, 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. J. P. Minda (DIN: 00045623) 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 pursuant to the provisions of section 139, 142 and Audit and Auditors Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s S.S.Kothari Mehta & Co., Chartered Accountants, New Delhi (Registration No. 000756N) who have offered themselves for re appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and relevant rule, be and are hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Audit committee/ Board of Directors of the Company and reimbursement of out of pocket expenses incurred in connection with the audit.”

SPECIAL BUSINESS

5. **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 relevant provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchange (including any amendment, modification or re-enactment thereof), the consent of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to enter into related party transaction(s) w.e.f. April 1, 2015 up to maximum per annum amount as detailed in the explanatory statement to the Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.”

6. **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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into contract or arrangement with M/s. Nalhathi Food Products Private Limited (related party) with respect to sale or otherwise dispose off of property of any kind.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

By Order of the Board of Directors of

Jay Ushin Limited

Ashwani Minda

Managing Director

DIN: 00049966

Place : Gurgaon

Date : August 12, 2015

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 COMMENCEMENT OF AGM.**
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this notice.
4. Pursuant to section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive).
5. 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.
6. 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.
7. **Members are requested to convert their shares lying in Physical Form to Electronic Form for easy transferability of shares.**
8. 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.
9.
 - a) Pursuant to the relevant provisions of the Companies Act, the Company has transferred unclaimed dividend up to the financial year ending March 31, 2007 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, 2008 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) The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which applicable to the Company. The objective of the IEPF Rules is to help ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial year 2007-08 onwards, as on date of the 29th Annual General Meeting held on September 30, 2015 on the website of the IEPF viz www.iepf.gov.in and under 'Investor Section' on the website of the Company viz www.jpmgrouppco.in
 - c) Members who have not encashed their dividend cheque/draft/warrant(s) for the financial year ended March 31, 2008 and onwards are requested to claim the amount forthwith from the Company. The dividend declared for the financial year 2007-08 is in the process of transfer to Investors Education and Protection Fund.
10. **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 remote e-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 29th Annual General Meeting (AGM) through e-Voting Services provided by National Securities Depository Limited (NSDL).
 - II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Wednesday, September 23, 2015 (the "Cut-off Date") only shall be entitled to vote through remote e-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-off date.
 - III. At the venue of AGM, voting shall be done through ballot papers and the members attending AGM who have not casted their vote by remote e-voting shall be entitled to cast their vote through Ballot Papers.

The instructions for e-voting are as under:

- (i) The Notice of the 29th AGM of the Company *inter alia* indicating the process and manner of e-Voting process is being dispatched to all members. Initial password is provided at the Annexure-II of 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" (102485) 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.
- IV. 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.
 - V. 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)
 - VI. The e-voting period commences on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 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 September 23, 2015, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter.
 - VII. 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 September 23, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 - VIII. 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.
 - IX. The Results shall be declared on or after the 29th Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jpimgroup.co.in and on the website of NSDL within two(2) days of passing of the resolutions at the 29th Annual General Meeting of the Company on September 30, 2015 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

The transactions with the related parties as per resolution No. 5 are at arm's length and in its ordinary course of business. However revised Clause 49(VII) of listing agreement effective from 1st October, 2014 has prescribed that all related party transactions shall require prior approval of the Audit Committee and all Material transactions with related party shall require approval of the Shareholders of the Company through special resolution and the related parties shall abstain from voting on such resolutions.

"Material Transaction" means any transaction with a related party entered either individually or taken together with previous transactions during a financial year, exceeds 10% ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The Audit Committee has approved all related party transactions keeping in view of the business requirement which were placed before it in its meeting held on May 28, 2015 and the same will be in ordinary course of business and at arm's length, therefore it is proposed for the approval of the members by way of special resolution as under :

(Rs. In Lacs)

S.No.	Name of the Related Party	Maximum Value of Contract/ Transaction (Per Annum) w.e.f. 01.04.2015	Reimbursement for any kind of transaction
1	JPM Automobiles Ltd.	16,745 .00	On actual basis
2	Jay Autocomponents Ltd.	13,065 .00	On actual basis
3	Any other person/ entity which is a related party	15,000.00	On actual basis

Except Mr. J. P. Minda, Mr. Ashwani Minda and Mrs. Vandana Minda, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Your Directors commend the special resolution for your approval.

ITEM NO. 6

Members of the Company are further requested to note that Section-188 (1) of the Companies Act, 2013 read with relevant rules made thereunder requires any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind where the amount involved exceeds ten percent (10%) of net worth of the Company or rupees hundred crore (Rs. 100 Crore), whichever is lower to be approved by the members of the Company by way of a special resolution.

The third proviso to Section 188(1) of the Companies Act, 2013, states that section 188 (1) shall not apply to any transaction entered into by the Company in its Ordinary Course of Business and on arm's length basis.

Accordingly, even though the proposed transaction of the sale and transfer of Land to Nalhati Food Products Private Limited being a related party of the company on an Arm's length basis. Since this transaction may be construed as being outside the ordinary course of business, the approval of the members of the Company under section 188 of the Companies Act, 2013 is being sought by way of a Special Resolution for the said transaction.

S. No.	Nature of transaction as per Section 188 of the Companies Act, 2013	Name of the Director/ KMP who is related and nature of relationship	Name of the Related Party	Amount
1.	Sale of Land	Mr. Jaideo Prasad Minda Mr. Ashwani Minda As Common Director	M/s. Nalhati Food Products Private Limited	As per valuation of Registered valuer

Except Mr. J.P. Minda, Mr. Ashwani Minda and Mrs. Vandana Minda, none of the Directors, Key Managerial personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

Your Directors commend the special resolution for your approval.

By Order of the Board of Directors of
Jay Ushin Limited

Place : Gurgaon
Date : August 12, 2015

Ashwani Minda
Managing Director
DIN-00049966

JAY USHIN LIMITED

CIN- L52110DL1986PLC025118

Registered Office: GI-48 G T Karnal Road, Industrial Area, Delhi 110033 Tel : 011-43147700

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

ATTENDANCE SLIP

Folio /DP ID & Client ID No. Name & address of First named Member	Name of Proxy :
Name of Joint Member(s), if any	Members are requested to provide their E Mail Id:

I/We hereby record my/our presence at the 29th Annual General Meeting of the Company on Wednesday, September 30, 2015 at 12:15 P.M at SATVIK by Chhabra Farms, G-1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110037.

Signature of First holder/ Proxy

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note (s):

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the meeting.

ELECTRONIC VOTING PARTICULARS

Event Number	User ID	Password

For voting through electronic means please read Note No. 10 of the Notice of AGM.

Electronic Voting shall commence from 9.00 a.m. on 27.09.2015 and continue upto 5.00 p.m. on 29.09.2015.

PROXY FORM

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

JAY USHIN LIMITED

CIN- L52110DL1986PLC025118

Registered Office: GI-48 G T Karnal Road, Industrial Area, Delhi 110033 Tel : 011-43147700

Email: julinvestors@jushinindia.com Website : www.jpmgroup.co.in

Name of the member (s)	Folio No/DP ID Client ID
Registered address	E-mail Id

I/We, being the member (s) of Jay Ushin Limited, hold shares hereby appoint :

1. Name: _____ Address: _____
_____ E-mail Id: _____ or failing him
2. Name: _____ Address: _____
_____ E-mail Id: _____ or failing him
3. Name: _____ Address: _____
_____ E-mail Id: _____ or failing him

And whose signature() are appended in this form, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the Company to be held on Wednesday, September 30, 2015 at 12.15 P.M. at SATVIK by Chhabra Farms, G-1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below :

S. No.	Resolution	Optional	
		For	Against
1	Adoption of Financial Statements for FY ended March 31, 2015, Directors' Report and Auditors Report		
2	Declaration of Dividend for the Financial Year 2014-15		
3	Re-appointment of Mr. J. P.Minda as Director, who retire by rotation		
4	Appointment of Auditors		
5	Approval of Material Related Party Transactions		
6	Approval of Related Party Transaction		

Signed this _____ day of _____ 2015 Signature of shareholder

Signature of the 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 29th 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.