

JAY USHIN LIMITED

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

CIN : L52110DL1986PLC025118

Tel. : 011-43147700, Fax No. 0124-4623403

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

Notice

NOTICE is hereby given that the 32nd Annual General Meeting of the members of Jay Ushin Limited will be held on Saturday, September 29, 2018 at 10:30 A.M. IST at the Satvik by Chhabra Farms, G-1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi- 110037 to transact the following businesses:

ORDINARY BUSINESS**Item No. 1 – Adoption of financial statements**

To receive, consider and adopt the audited financial Statements of the Company for the financial year ended 31st March, 2018 together with the reports of Directors' and Auditors' thereon.

Item No. 2 – Declaration of dividend

To declare a dividend of Rs. 3.00 per equity share for the Financial Year 2017-18.

Item No. 3 – 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 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS**Item No. 4 - Appointment of Mr. Ciby Cyriac James as an Independent Director**

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

“**RESOLVED THAT** Mr. Ciby Cyriac James (DIN: 03058406), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 26, 2018 and in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the 32nd Annual General Meeting 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 a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Ciby Cyriac James (DIN: 03058406), who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 26, 2018 up to May 25, 2023.”

Item No. 5 - Appointment of Mr. Arvind Kumar Mittal as an Independent Director

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

“**RESOLVED THAT** Mr. Arvind Kumar Mittal (DIN: 00423454), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 26, 2018 and in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the 32nd Annual General Meeting 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 a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended

from time to time, Mr. Arvind Kumar Mittal (DIN: 00423454), who meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company and not liable to retire by rotation, for a term of five years commencing from May 26, 2018 up to May 25, 2023.”

Item No. 6 - Approval for Material 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** in accordance with 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 and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent 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) including material related party transactions of 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/or its subsidiary or associate company or any other transactions of whatever nature in every financial year and to renew these transactions, from time to time, with effect from 01-04-2018 upto a maximum limit (per annum) as set out in the Explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby 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.”

Registered Office:

GI-48, GT Karnal Road,
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Delhi 110033
CIN: L52110DL1986PLC025118

By order of the Board of Directors

Jay Ushin Limited

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

Date: August 14, 2018

Place: Gurugram

Notes:

1. At the 31st Annual General Meeting (“AGM”), M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi (Firm Registration No. 000756N), were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of 36th AGM of the Company.
The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of the AGM Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF

- THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of Limited Companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No..
 4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 6 of the accompanying Notice, is annexed hereto.
 5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 20, 2018 to Saturday, September 29, 2018, both days inclusive.
 6. Dividend of Rs. 3.00 per Equity Share as recommended by the Board for the year ended March 31, 2018 is subject to the approval by the members at the ensuing Annual General Meeting.
 7. If the Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made within 30 days from the date of Declaration as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 19, 2018;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company as of the close of business hours on September 19, 2018.
 8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <http://jpmgroup.co.in/jayushin.htm>. Members holding shares in physical form may submit the same to RCMC. Members holding shares in electronic form may submit the same to their respective depository participant (DP).
 9. To prevent fraudulent transactions, Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (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., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, RCMC Share Registry Private Limited ("RCMC") in case the shares are held by them in physical form.
Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and their holdings should be verified.
 10. **Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RCMC for assistance in this regard. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. December 05, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
 11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RCMC, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

12. 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.
13. Members seeking any information with regard to the accounts are requested to write to the Company at least 7 days before the date of AGM, so as to enable the Management to keep the information ready.
14. The Company has transferred the unpaid and unclaimed dividends declared upto financial year 2009- 10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 29, 2017 on the Company's website <http://jpmgroup.co.in/jay ushin.htm>. The details have also been uploaded on the IEPF Authority website.
The Company during the financial year had transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid for seven consecutive years or more. The details of the share transferred are available on Company's website <http://jpmgroup.co.in/jay ushin.htm>.
Members may note that dividend as well as shares transferred to IEPF authority can be claimed back from IEPF.
15. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. <http://jpmgroup.co.in/jay ushin.htm>.
16. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / RCMC. Members are requested to ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
17. The route map showing directions to reach the venue of the 32nd AGM is annexed.
18. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
19. The facility for voting, either through electronic voting system or poll paper, are made available by the Company and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote by way of poll paper at the AGM.
20. The Members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
21. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

The Instructions for 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 www.evoting.nsdl.com/

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

- A. Visit the e-Voting website of NSDL. Open web browser by typing the following: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- B. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. 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 <http://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.

D. 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 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 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***

E. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) 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.
 - iii) How to retrieve your 'initial password'?
 - a) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail 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'.
 - b) If your e-mail ID is not registered, your' initial password' is communicated to you on your postal address.
- F. 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.
- G. After entering your password, tick on 'Agree to' Terms and Conditions' by selecting on the checkbox.
- H. Now, you will have to click on 'Login' button.
- I. 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?

- A. 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.
- B. 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.
- C. Select 'EVEN' of company for which you wish to cast your vote.
- D. Now you are ready for e-Voting as the Voting page opens.

- E. 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.
- F. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- G. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- H. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- i Institutional Members (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 authorised signatory) who are authorised to vote, to the scrutinizer by e-mail to ravi@csrsm.com and suman@csrsm.com with a copy marked to evoting@nsdl.co.in.
- ii 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 to reset the password.
- iii 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.
- iv 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).
- v The e-voting period commence on September 26, 2018 (Wednesday) (9:00 am) till September 28, 2018 (Friday) (5:00 pm). During this period, Member holding share either in physical form or in dematerialized form, as on September 19, 2018 (Wednesday) i.e. cut -off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote a resolution is cast by the Member, he / she shall not be allowed to change subsequently or cast vote again.
- vi. The voting rights of Members shall be in proportion to their shares of the paid-up Equity share capital of the Company as on the cut-off date of September 19, 2018 (Wednesday).
- vii. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. September 19, 2018 (Wednesday), may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/RCMC.
- viii. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting.
- ix. The board of directors 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 Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- x. The Chairman shall, at the AGM, allow voting with the assistance of Scrutinizer, to all those Members who are present at the AGM but have not cast their votes by availing the remote e-Voting facility.
- xi. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xii. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <http://jpmgroup.co.in/jay ushin.htm> and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the

Company are listed. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the company, provided that not less than three days of notice in writing is given to the company.

22. The register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act' 2013 ('the Act'), and the register of the contracts or arrangements in which the directors are interested, maintained under section 189 of the Act, will be available for inspection by the members at the AGM.
23. All documents referred to in the Notice will be available for inspection at the company Registered Office on all working days from 9.30 a.m. to 11.30 a.m. up to the date of the AGM.
24. The information or details about the director(s) proposed to be appointed / re-appointed to be provided pursuant to the requirements of regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.

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

ITEM NO.4 and 5

The Board of Directors at their meeting held on May 26, 2018 had appointed Mr. Ciby Cyriac James and Mr. Arvind Kumar Mittal. Pursuant to the provisions of Section 161 of the Companies Act, 2013, read with rules framed thereunder and they hold office only upto the date of this Annual General Meeting of the Company and are eligible for appointment.

A notice in writing has been received from a Member of the Company along with the requisite deposit under section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Ciby Cyriac James and Mr. Arvind Kumar Mittal as Independent Non-Executive Director.

Mr. Ciby Cyriac James aged 59, is B. Tech from IIT, Delhi and also PGDM (MBA) from IIM, Bangalore. He has over 35 years of experience in Quality, Business Excellence, Marketing, customer services, strategy and policy formation etc. He started his career in the year 1983 in Corporate Planning /Marketing with Maruti Suzuki India Limited formerly known as Maruti Udyog Limited and presently he is the Director of American Society for Quality India Private Limited.

Mr. Arvind Kumar Mittal aged 55 is graduate from Jiwaji University, Gwalior and Post Graduate Diploma in Computers from Maharaja Surajmal Institute of Technology, has about 38 years' experience and has keen understanding of doing and promoting business in different market conditions. Presently he is proprietor of Shri Ganpati Enterprises.

The above proposed appointees are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Director.

Keeping in view their vast experience, expertise and knowledge, it will be in the interest of the Company that Mr. Ciby Cyriac James and Mr. Arvind Kumar Mittal be appointed as Independent Directors of the company under the Companies Act, 2013.

None of the Director, Key Managerial Personnel and their respective relatives Except Mr. Ciby Cyriac James and Mr. Arvind Kumar Mittal is, in any way, concerned or interested, financial or otherwise, in the Resolutions set out in item Nos. 4 and 5 of the Notice.

The Board commends the Ordinary Resolution(s) set out in item Nos. 4 and 5 for approval by the members.

ITEM NO.6

JNS Instruments Limited, Jay ACE Technologies Limited, Jay FE Cylinders Limited, Brilliant Jewels Private Limited, U-shin Ltd., Japan and U-shin Thailand Co. Ltd. and other 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 the provisions of Section 188 of the Companies Act, 2013 and the LODR, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services with related parties as mentioned are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company.

The transaction with related parties in accordance with the Regulation 23 and other applicable regulations of the LODR, the material Contracts/Arrangements/Transactions require the approval of the Members of the Company by way of an ordinary resolution.

The particulars of the material related party contracts/ agreements/ transaction are as under:

1. Name of the Related Party and relationship:
2. Name of the Directors/ Key Managerial Personnel who is related, if any as provided in table below: }

Name of the Related Party	Name of the Director/KMP who is related and their nature of relationship
JNS Instruments Ltd.	Mr. J. P. Minda, Mr. Ashwani Minda and Mrs. Vandana Minda as Director
Jay Ace Technologies Ltd.	Mr. J. P. Minda and Mr. Ashwani Minda as Director
Brilliant Jewels Pvt. Ltd.	Mr. J. P. Minda and Mr. Ashwani Minda as Director
Jay Fe Cylinders Limited	Mr. J. P. Minda and Mr. Ashwani Minda as Director
U-shin Ltd.	Joint Venture Company
U-shin Thailand Co. Ltd. and other subsidiaries, associate companies of U-shin Ltd.	Subsidiaries/Associates companies of Joint Venture Company

3. Monetary Value: The value of Transactions is likely upto a maximum limit Per Annum as per point no, 4 below.
4. Nature, material terms, Monetary Value and particulars of the contract or arrangement: The details of sale, purchase, transfer or receipts of products, goods, materials, assets or services are on arm's length basis are as mentioned below: Rs. in Lakhs

Name of related party	Purchases and sales of Materials, Component, Tools, Dies & Moulds	Fee for Technical Know-how/ Sale Support Services/ Consultancy Charges/Design/Freight/ Reimbursement of Expenses /Royalty and Others**	Lease Rent***		Total
			Income	Expenses	
JNS Instruments Ltd.	900*	-	800	-	1700
Jay Ace Technologies Ltd.	-	-	20	-	20
Brilliant Jewels Pvt. Ltd.	-	-	-	30	30
Jay FE Cylinders Ltd.	-	-	20	-	20
U-shin Ltd.	600	1,500	-	-	2,100
U-shin Thailand Co. Ltd. and other subsidiaries, Associate companies of U-shin Ltd.	400	-	-	-	400
Total	1,900	1,500	840	30	4,270

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

** Fee for Technical Know-how/ Sale Support Services/ Consultancy Charges/ Design/ Freight/ Reimbursement of Expenses /Royalty and Others
The Company receives Technical and sales Support services from its Joint Venture partner U-shin Ltd. as per License and Technical Assistance agreement(s) dated February 17, 2014. The amount being charged for the said services is fixed after considering all the relevant factors.

*** 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.

The details of such arrangement) are mentioned herein below:

Rs. in Lakhs

Name of related party	Particulars	Amount
Lease Rent Income		
JNS Instruments Limited	A fresh Agreement for Leasing of premises situated at IMT Manesar, Dist-Gurgaon was executed on May 26, 2018 for a period of 20 years considering all the relevant factors.	800
Jay Ace Technologies Ltd.	The Existing Agreements for Leasing of premises situated at Sipcot, Sriperumbudur (Tamil Nadu) and Narasapura, Dist Kolar (Karnataka) was made on 16-05-2015 and 15-06-2015 respectively for a period of 5 years and both last modified on 01-04-2016 considering all the relevant factors.	20
Jay Fe Cylinders limited	The Existing Agreements for Leasing of premises situated at Sipcot, Sriperumbudur (Tamil Nadu) was made on November 27, 2017 respectively for a period of 15 years considering all the relevant factors.	20
Lease Rent Expenses		
Brilliant Jewels Pvt. Ltd.	The Existing Agreements for Leasing of premises situated at Gurgaon was made on 01-10-2012 for a period of 10 years and last modified on 01-10-2013 considering all the relevant factors.	30

The Copies of the above mentioned existing agreements shall be available for inspection by the members at the Registered Office of the Company during all working days from 9.30 am to 11.30 am up to the date of Annual General Meeting of the Company.

All entities falling under definition of related party shall abstain from voting.

Except Promoters, Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the Resolutions set out in item No. 6 of the Notice.

The Board commends the Ordinary Resolution(s) set out in item No. 6 for approval by the members.

Registered Office:

GI-48, GT Karnal Road,
Industrial Area,
Delhi 110033
CIN: L52110DL1986PLC025118

By order of the Board of Directors

Jay Ushin Limited

Date: August 14, 2018
Place: Gurugram

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

Details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of Director Seeking Appointment / Re-Appointment at the Annual General Meeting

Name of Director	Mrs. Vandana Minda	Mr. Arvind Kumar Mittal	Mr. Ciby Cyriac James
Date of Birth	06th June 1964	01st April 1963	13th February 1959
Date of Appointment	05th August 2014	26th May 2018	26th May 2018
Number of shares held in the Company	100	-	-
Qualification	Master of Arts	Graduate From Jiwaji University, Gwalior and Post Graduate Diploma in Computers from Maharaja Surajmal Institute of Technology	B. Tech from IIT, Delhi and also PGDM (MBA) from IIM, Bangalore.
Experience(including expertise in specific functional area) /Brief Resume	Has over 26 year experience in the administration activities	Has over 38 year experience	3 5 years of experience in Quality, Business Excellence, Marketing, customer services, strategy and policy formation etc.
Relationship with other Director(s)/Key Managerial Personnel	Wife of Mr. Ashwani Minda, Chief Executive Officer & Managing Director of the company and daughter in law of Mr. J.P. Minda, Chairman of the company	-	-
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	JJF Castings Ltd. JNS Instruments Ltd.	-	-
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-	-	-
Number of Meetings of the Board of Directors attended during the FY 2017-18	2	-	-

Jay Ushin Limited
 Registered Office: GI-48 G T Karnal Road, Industrial Area, Delhi 110033
 CIN.: L52110DL1986PLC025118
 Tel: 011-43147700, Fax No.0124-4623403
 Email: julinvestors@jushinindia.com, Website: www.jpmsgroup.co.in

ATTENDANCE SLIP

Folio /DP ID & Client ID No. Name & address of First named Member Name of Joint Member(s), if any	Name of Proxy : Members are requested to provide their E Mail Id:
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I/We hereby record my/our presence at the **32nd Annual General Meeting** of the Company held on **Saturday, September 29, 2018** at 10.30 A.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):

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

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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): _____

E-mail ID: _____

Registered address: _____

Regd. Folio No./Client ID DP ID: _____

No of Shares held : _____

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

1. Name: _____	Address: _____
E-mail Id: _____	Signature: _____ or failing him/her
2. Name: _____	Address: _____
E-mail Id: _____	Signature: _____ or failing him/her
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 32nd Annual General Meeting of the Company, to be held on **Saturday, September 29, 2018 at 10.30 A.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:

Particulars		For**	Against**
Ordinary Business			
1.	Adoption of financial statements.		
2.	Declaration of dividend		
3.	Reappointment of Mrs. Vandana Minda as a director liable to retire by rotation.		
Special Business			
4.	Appointment of Mr. Ciby Cyriac James as an Independent Director of the Company		
5.	Appointment of Mr. Arvind Kumar Mittal as an Independent Director of the Company		
6.	Approval for Material Related Party Transactions		

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holders

Affix Revenue Stamp of Rs.1/-
--

Note:

1. This form of proxy in order to be effective should be duly stamped, completed and signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. ** Please put a "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.
3. A Proxy need not be a member of the Company.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the Meeting.
5. The Proxy- holder should prove his identity at the time of attending the meeting.

Format for updation of E-mail/Phone No. /PAN/Bank Particulars in case shares in Physical Form

Date

The Company Secretary
Jay Ushin Limited
GI-48, GT Karnal Road,
Industrial Area, Delhi 110033
Dear Sir,

Subject : Updation of E-mail/ Phone No. /PAN/Bank Particulars

Please register the following for the purpose of sending Annual Report and other notices/ documents/ dividend in electronic mode:

Name :
Email :
Phone/Mobile No. :
Folio No/DP ID :
Client ID :
Address with pin code :

[Please attach a self- attested copy of anyone address proof viz. Passport /UID (Aadhaar, Voter Identity Card/ of Bank passbook/ statement showing the name of account holder duly attested by the bank not more than one month old]

Details of Bank Account of the Sole/ First Shareholder and PAN:

Name of the Bank :
Name of the Branch :
Branch Code :
[9 Digits Code Number appearing on the MICR band of the cheque supplied by the Bank]
Account Type : Savings/ Current / Cash Credit
Account Number :
PAN of Sole/ First Holder :
PAN of Joint Holder(s) :

[Please attach 1) a copy of original cancelled cheque leaf of the bank account bearing the name of sole/ first holder or failing which copy of Bank passbook/ statement showing the name of account holder duly attested by the bank not more than one month old; and 2) self-attested copy of PAN card of the registered shareholder(s), i.e., including joint holders, if any.]

.....
Signature of First named Shareholder

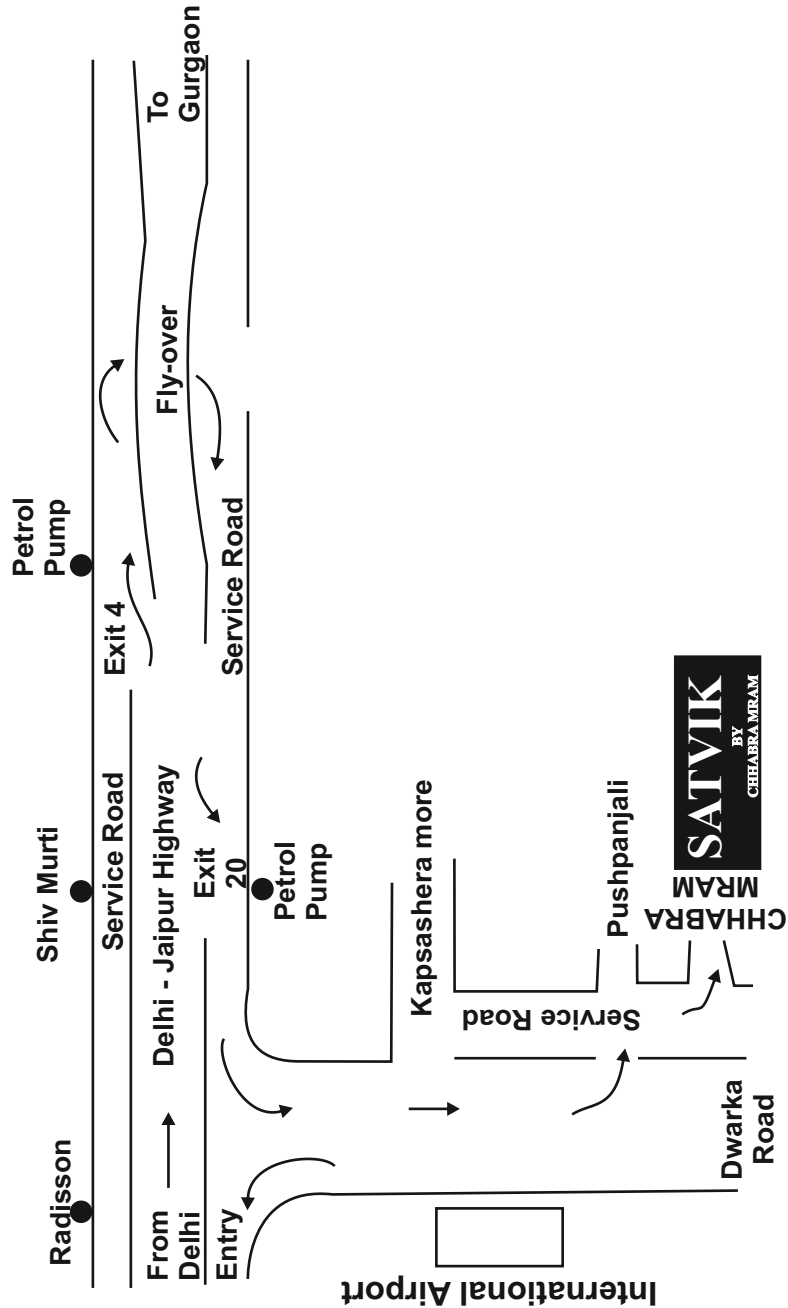
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**ROUTE MAP OF THE VENUE OF 32ND
ANNUAL GENERAL MEETING OF JAY USHIN LIMITED**

Satvik by Chhabra Farm

G-1, Pushpanjali Farm, Dwarka Link Road, Bijwasan New Delhi 110037

Phone: 011- 25064275/76/77, Fax: 011 - 25064278



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