

## **JAY USHIN LIMITED**

CIN: L52110DL1986PLC025118

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

Phone: 011-43147700, Fax: 0124-4623403

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

### **Notice**

**NOTICE** is hereby given that the 33rd Annual General Meeting of the members of Jay Ushin Limited will be held on Monday, September 30, 2019 at 10.30 A.M. 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:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the Auditors thereon.

##### **Item No. 2 Declaration of dividend**

To declare dividend on equity share for the financial Year ended March 31, 2019.

##### **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 To approve the re-appointment of Mr. Jaideo Prasad Minda (DIN : 00045623), as Whole- time Director designated as Executive Chairman**

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 recommendation of Nomination and Remuneration Committee and pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions and rules of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof, for the time being in force); the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Jaideo Prasad Minda (DIN : 00045623) as the Whole-time Director designated as Executive Chairman of the Company (not liable to retire by rotation) for a period of three years with effect from 1st October, 2019 as well as to continue to hold such position having attained the age of 70 years on payment of salary and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Jaideo Prasad Minda.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year or years, the aforesaid remuneration and benefits approved herein be continued to be paid as minimum remuneration, subject to the limit of Schedule V and such other applicable approvals, if any.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to vary terms and conditions of appointment and do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

**Item No. 5 Approval Of Granting Loans, Investments, Guarantee Or Security Under Section 185 Of Companies Act, 2013**

To Consider and, if thought fit, to pass the following resolution, with or without Modifications as a **Special Resolution**

“**RESOLVED THAT** pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company or to other companies or firms in which any director is deemed to be interested upto an aggregate sum of Rs. 30 Crores (Rupees Thirty Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**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 any other transactions of whatever nature from /to its subsidiary or associate or any companies in financial year 2019-2020 and renew these transactions, from time to time, for each subsequent year(s) on continuing basis at prevailing market price and on such terms and conditions 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,  
Industrial Area,  
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, 2019

Place: Gurugram

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“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.
2. Members, Proxies and Authorized 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.
3. A statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 20, 2019 to Monday, September 30, 2019, both days inclusive.
5. Dividend of Rs. 3.00 per Equity Share as recommended by the Board for the year ended March 31, 2019 is subject to the approval by the members at the ensuing Annual General Meeting.
6. The requirement to place the matter relating to appointment of auditors for ratification by Members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 29, 2017.
7. 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/jay\\_ushin.htm](http://jpmgroup.co.in/jay_ushin.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).
8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company for any change in address or demise of any Member as soon as possible. Members are also

advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested submit their PAN / bank details to the Company / Registrar & Transfer Agent. Also SEBI has informed that securities of listed companies can be transferred only in dematerialised form except in case of transmission or transposition of securities. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise equity shares held by them in physical form at the earliest.
10. 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.
11. 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.
12. The Company has transferred the unpaid and unclaimed dividends declared upto financial year 2010-11 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, 2018 on the Company's website <http://jpmgroup.co.in/jay ushin.htm>. The details have also been uploaded on the IEPF Authority website.

The details of transfer of shares to the IEPF Authority in respect of which dividend had remained unpaid for seven consecutive years or more 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.

13. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail IDs 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 IDs, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. <http://jpmgroup.co.in/jay ushin.htm>. The physical copies of the aforesaid documents will also be available at the Company's registered office.
14. 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.
15. The route map showing directions to reach the venue of the 33rd AGM is annexed.
16. 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.
17. 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.

18. 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.
19. 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/](http://www.evoting.nsdl.com/)**

**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. 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.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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***

5. 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.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
  - a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) 'Physical User Reset Password?' (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

#### **Step 2: How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. 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.
3. Select 'EVEN' of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- i) 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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to [ravi@csrsm.com](mailto:ravi@csrsm.com) and [suman@csrsm.com](mailto:suman@csrsm.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto: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 commences on September 26, 2019 (Thursday) (9:00 am) till September 29, 2019 (Sunday) (5:00 pm). During this period, Members holding shares either in physical form or in dematerialized form, as on September 19, 2019 (Thursday) 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 on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

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, 2019 (Thursday).

- 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, 2019 (Thursday).
- 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, 2019 (Thursday), may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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 Owners 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 authorized 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](http://jpmgroup.co.in/jay_ushin.htm); and on the website of NSDL [www.evoting.nsdl.com](http://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.

20. 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.
21. 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. upto the date of the AGM.
22. 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**

#### **Re-appointment of Mr. Jaideo Prasad Minda (DIN: 00045623), as Whole-time Director designated as Executive Chairman**

Mr. Jaideo Prasad Minda, aged 86 was re-appointed Whole-time director designated as Executive Chairman by the members for a period of 3 years w.e.f. October 1, 2016. Pursuant to the recommendation of Nomination and Remuneration Committee, the board of Directors of the Company on August 14, 2019 approved re-appointment of Mr. Jaideo Prasad Minda for a further period of three years with effect from 01<sup>st</sup> October 2019.

Further, Mr. Jaideo Prasad Minda has attained the prescribed age and therefore in terms of Section 196(3) and Part 1 of Schedule V of the Companies Act, 2013, the continuation of his employment as Whole Time Director as Executive Chairman requires the approval of Members by way of Special Resolution.

Mr. Jaideo Prasad Minda is B.E. (Electrical) from Birla Institute of Technology and Science (BITS), Pilani has been on the Board and management of the company for more than three decades and has rich experience in various areas of operation of the Company. Under his leadership, the turnover of the Company increased from Rs. 38.04 million to Rs. 8,549 million with a presence in 5 states.

The Board of Directors after taking into consideration the above and his leadership skills, performance of business, various strategic and growth initiatives contemplated and being pursued, and other criteria, decided that his continued association with the Company will be of immense benefit to the Company and recommends the re-appointment of Mr. Jaideo Prasad Minda as Whole-time Director designated as Executive Director of the Company, for a further period of 3 years, with effect from October 1, 2019, subject to requisite approval of shareholders on the terms and conditions, inter alia, as set out as under which is in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 :

#### **Terms and conditions of the re-appointment**

##### **I. Term of Appointment**

3 (Three) years effecting from October 1, 2019.

##### **II. Salary**

Rs. 54.00 Lacs per annum subject to revision on a date to be determined by the Nomination & Remuneration Committee.

##### **III. Perquisites & Allowances**

The Executive Chairman shall be entitled to all the perquisites listed herein below and its valuation to be taken as per the provisions of the Income Tax Act, 1961, in addition to the salary mentioned above;



- i. Rent free furnished accommodation provided as per policy of the Company.
- ii. Expenditure incurred by the Company on gas, electricity, water, furnishing, repairs etc.
- iii. Reimbursement of medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization, surgical charges, and nursing charges and domiciliary charges for self and for family.
- iv. Leave Travel Assistance for self and family inclusive of one assistant once in a year incurred in accordance with the rules of the Company.
- v. Fees of clubs subject to a maximum of two clubs excluding admission and Life Membership Fees.
- vi. Personal Accident Insurance: The amount of the annual premium at actual.
- vii. Servants allowances/expenditure: At actual.
- viii. Provision of Car for use of the Company's business and telephone at residence will not be considered as perquisites.

**IV. Other terms and conditions**

**a) Minimum Remuneration**

in the event of inadequacy or absence of profits in any financial year or years, the aforesaid remuneration and benefits approved herein be continued to be paid as minimum remuneration, subject to such other applicable approvals, if any.

- b) "Family" means the spouse and dependent children's.
- c) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

The information as required in terms of the Companies Act, 2013 is given below:-

**I. GENERAL INFORMATION**

- (i) **Nature of the Industry:** The Company is a part of Indian Auto Ancillary Components Manufacturing Industry and is engaged in the business of manufacturing of Lock and Key Sets, Door Latches, HVAC and Switches for various customers viz. Maruti Suzuki, Tata Motors, Mahindra & Mahindra, Renault Nissan, Honda Motorcycle, Hero Motocorp, Toyota and Hyundai Motor etc..
- (ii) **Date of commencement of commercial production:** August, 1989.
- (iii) **Financial Performance:** The financial performance (Standalone) of the Company (audited) during last three years is as under:

(Rs. In Lakhs)

Financial parameters	Year Ended		
	March 31,2017	March 31,2018	March 31,2019
Revenue from operations (excluding excise duty)	78,763.36	86,026.09	85,493.16
Net profit before taxation	592.89	812.19	1,266.99
%age of Dividend	20%	30%	30%

- (iv) **Foreign investments or collaborations:** The Company has entered into a Joint Venture with U-shin Ltd., Japan, for the manufacture of various Automotive Components in the year 1986. U-shin Ltd, Japan holds 26 percent in the equity share capital of the Company.

## II. INFORMATION ABOUT THE APPOINTEE

- (i) **Background details** : The Appointee aged 86 years is a B.E. (Electrical) from Birla Institute of Technology and Science, Pilani and was instrumental for the growth of the business of the Company
- (ii) **Experience** : He has 62 year rich and varied experience in the Industry and has been involved in the operations of the Company since incorporation of company. Since start of Commercial operations the revenue Increased from Rs.38.04 million to Rs. 8,549 million with a presence in 5 states. The applicant guided the Company through three decades of diversification and growth to emerge as a leader in the automobile industry.
- (iii) **Past Remuneration** : Rs. 59.11 Lakhs during the financial year 2018-19.
- (iv) **Recognition or award** : The Company has won numerous awards and accolades from Customers.
- (v) **Job profile and his suitability** : The appointee will be re-appointed as whole time director designated as Executive Chairman and is responsible for the operation of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
- (vi) **Remuneration Proposed** : As per details mentioned in the resolution.
- (vii) **Comparative remuneration profile with respect to industry, size, profile of the position and person** : The Appointee is a B.E. (Electrical) from Birla Institute of Technology and Science, Pilani. He has 62 year rich and varied experience in the Industry. He has proved his expertise in very effective manner and drove the Company towards the growth over a period of time. Hence remuneration proposed is justified and commensurate with other companies in the auto sector.
- (viii) **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any** : Except to the extent of his employment with the Company and being a relative of Mr. Ashwani Minda, Managing Director and Mrs. Vandana Minda, Non-Executive Director, Mr. Jaideo Prasad Minda does not have any pecuniary relationship directly or indirectly with the Company or relationship with the Management personnel except to the extent of his shareholding in the Company.
- (ix) **Other Information** : Not applicable

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Upon approval by the members, a separate agreement to give effect to the above terms will be executed by and between the Company and Mr. Jaideo Prasad Minda. A notice has been received from member signifying their intention to propose appointment of Mr. Jaideo Prasad Minda as Whole - time Director designated as Executive Chairman of the Company in terms of Section 160 and 161 of the Companies Act, 2013. The disclosure as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided at Annexure 'A' of the Notice.

Except Mr. Jaideo Prasad Minda, Mr. Ashwani Minda and Mrs. Vandana Minda or their relatives (to the extent of their shareholding interest in the Company), none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the Resolutions set out in item No. 4 of the Notice.

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

The Board commends the Special Resolution(s) set out in item No. 4 for approval by the members.

**ITEM NO.5**

As per section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security (hereinafter referred as "Loan") in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that: (a) a special resolution is passed by the company in general meeting and (b) the loans are utilized by the borrowing company for its principal business activities.

The Company to render support for the business requirements of Jay Fe Cylinders Limited (FE), Jay Ace Technologies Limited (ACE), JNS Instruments Limited (JNS) and JJF Castings Limited (JJF) (hereinafter referred collectively as "Entity(ies)", from time to time.

The approval of shareholders of the Company is sought by way of a special resolution for making of loan or give any guarantee or provide any security in connection with any loan taken/ to be taken by entities of an aggregate outstanding amount not exceeding Rs. 30 Crore (Rupees Thirty Crore Only) on the terms mentioned in the resolution.

All relevant documents considered at the meeting would be available for inspection by the members at the Registered Office of the Company during all working days between 9.30 am to 11.30 am upto the date of Annual General Meeting of the Company.

Except Mr. Jaideo Prasad Minda, Mr. Ashwani Minda and Mrs. Vandana Minda, being the common director in FE, ACE and JNS; Mr. Ashok Panjwani, being the common director in JJF and JNS are interested in the resolution as director and to the extent of shareholding if any, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

The Board commends the Special Resolution(s) set out in item No. 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:** }

<b>Name of the Related Party</b>	<b>Name of the Director/KMP who is related and their nature of relationship</b>
JNS Instruments Ltd.	Mr. Jaideo Prasad Minda, Mr. Ashwani Minda and Mrs. Vandana Minda as Director

Jay Ace Technologies Ltd.	Mr. Jaideo Prasad Minda and Mr. Ashwani Minda as Director
Brilliant Jewels Pvt. Ltd.	Mr. Jaideo Prasad Minda and Mr. Ashwani Minda as Director
Jay Fe Cylinders Limited	Mr. Jaideo Prasad 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.	1500*	-	800	-	2,300
Jay Ace Technologies Ltd.	-	-	90	-	90
Brilliant Jewels Pvt. Ltd.	-	-	-	30	30
Jay FE Cylinders Limited	-	-	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
<b>Total</b>	<b>2,500</b>	<b>1,500</b>	<b>910</b>	<b>30</b>	<b>4,940</b>

\* 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.

## JAY USHIN LIMITED

The details of such arrangement(s) are mentioned herein below:

Rs. In Lakhs

Name of related party	Particulars	Amount
<b>Lease Rent Income</b>		
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.  The Company further entered into an agreement with Jay ACE Technologies Limited for leasing of industrial premises at 446F, Sector- 8, IMT Manesar, Distt Gurgaon, Haryana.	90
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
<b>Lease Rent Expenses</b>		
Brilliant Jewels Pvt. Ltd.	A fresh Agreement for Leasing of premises situated at Gurgaon was made on June 20, 2018 for a period of 20 years 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 upto the date of Annual General Meeting of the Company.

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

Except the interest of Promoters, Directors and their relatives, to the extent of their shareholding, if any shown in the explanatory statement above, none of the other Directors or the Key Managerial Personnel or their relatives are in any way interested or concerned, financially or otherwise in this Resolution.

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

GI-48, GT Karnal Road,  
Industrial Area,  
Delhi 110033  
CIN: L52110DL1986PLC025118  
Date: August 14, 2019  
Place: Gurugram

By order of the Board of Directors  
**Jay Ushin Limited**  
**Amit Kithania**  
Sr. Manager Finance and Company Secretary  
Membership No. A42447

**ANNEXURE-A**

**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 and the Secretarial Standard -2.**

Name of Director	Mrs. Vandana Minda	Mr. Jaideo Prasad Minda
DIN	03582322	00045623
Date of Birth (Aged)	June15, 1964 (55)	September 8, 1932 (86)
Qualification	Master of Arts	B.E. (Electrical) from Birla Institute of Technology and Science, Pilani
Experience (including expertise in specific functional area) /Brief Resume	Has over 27 year experience in the administration.	Has over 62 year rich and varied experience in the Industry and has been involved in the operations of the Company
Terms & Conditions of appointment / Re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	She is proposed to be re-appointed as non-executive director and liable to retire by rotation	The terms and conditions and details of remuneration sought to be paid is given in the resolution / explanatory statement annexed to this Notice. Remuneration last drawn is Rs.59.11 lakhs in FY 2018-19
Date of first appointment on the board	August 5, 2014	August 14, 1986
Shareholding in the Company	-	3,26,185
Relationship with other Director(s)/Key Managerial Personnel	Wife of Mr. Ashwani Minda, Managing Director & Chief Executive Officer and daughter in law of Mr. Jaideo Prasad Minda, Executive Chairman	Father of Mr. Ashwani Minda, Managing Director & Chief Executive Officer and father in law of Mrs. Vandana Minda, Director -
Number of Meetings of the Board of Directors attended during the FY 2018-19	2 of 4	3 of 4
Other directorship	<b>Directorship :</b> <b>Public Companies :</b> i) JNS Instruments Ltd.	<b>Directorship :</b> <b>Public Companies :</b> i) Jay Ace Technologies Limited ii) Jay Fe Cylinders Limited iii) Jay Iron and Steels Limited iv) Jay Nikki Industries limited v) JNS Instruments Limited  <b>Private Companies :</b> i) Brilliant Jewels Private Limited ii) Jay Iber Private Limited iii) JPM Farms Private Limited iv) JPM Tsukada Private Limited v) Maa Samleswari Industries Private Limited vi) Nalhati Food Products Private Limited
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-	-

## JAY USHIN LIMITED

### JAY USHIN LIMITED

CIN: L52110DL1986PLC025118

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

Phone: 011-43147700, Fax: 0124-4623403

Email: [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com), Website: [www.jpmpgroup.co.in](http://www.jpmpgroup.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:

I/We hereby record my/our presence at the 33rd Annual General Meeting of the Company held on Monday, September 30, 2019 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.





**JAY USHIN LIMITED**

CIN: L52110DL1986PLC025118

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

Phone: 011-43147700, Fax: 0124-4623403

Email: [julinvestors@jushinindia.com](mailto:julinvestors@jushinindia.com), Website: [www.jpimgroup.co.in](http://www.jpimgroup.co.in)

**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 33rd Annual General Meeting of the Company, to be held on Monday, September 30, 2019 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**
<b>Ordinary Business</b>			
1.	Adoption of financial statements of the Company for the year ended March 31, 2019		
2.	To declare dividend on equity share for the financial Year ended March 31, 2019		
3.	Re-appointment of Mrs. Vandana Minda as a director liable to retire by rotation		
<b>Special Business</b>			
4.	To approve the re-appointment of Mr. Jaideo Prasad Minda (DIN : 00045623), as Whole- time Director designated as Executive Chairman		

5.	Approval Of Granting Loans, Investments, Guarantee Or Security Under Section 185 Of Companies Act, 2013		
6.	Approval for Material Related Party Transactions		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix Revenue Stamp of Rs.1/-
--

\_\_\_\_\_  
 Signature of shareholder      Signature of Proxy holder's

**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.

**ROUTE MAP OF THE VENUE OF 33rd ANNUAL GENERAL MEETING OF JAY USHIN LIMITED**

Satvik by Chhabra Farm  
G-1, Pushpanjali Farm,  
Dwarka Link Road, Bijwasan,  
New Delhi- 110061  
Phone: 011-25064275/76/77, Fax:011-25064278



