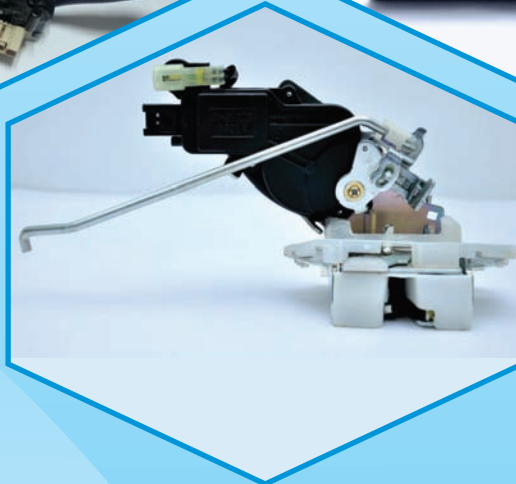


27th Annual Report 2012-2013



JAY USHIN LIMITED
(A JOINT VENTURE WITH U-SHIN LIMITED, JAPAN)

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BOARD OF DIRECTORS

| | |
|---|--|
| Chairman | Mr. J. P. Minda |
| Managing Director | Mr. Ashwani Minda |
| Director Technical | Mr. Anil Minda |
| Directors | Mr. Shiv Raj Singh Mr. Bharat Bhushan Chadha Mr. Ashok Panjwani Mr. Balraj Bhanot |
| Vice President (Finance) | Mr. S K Vijayvergia |
| Auditors | M/s S S Kothari Mehta & Co. Chartered Accountants |
| Main Bankers | ICICI Bank Limited Kotak Mahindra Bank Limited Standard Chartered Bank Yes Bank Limited |
| Registered Office | GI-48, G.T. Karnal Road, Industrial Area, Delhi -110033 |
| Factories | GP-14, HSIIDC Industrial Estate, Sector-18, Gurgaon-122001, Haryana Plot No.4, Sector-3, IMT-Manesar, Distt. Gurgaon-122050, Haryana D-1(2), SIPCOT Industrial Park, Irungulam Village, Sriperumbudur-602105 Tamil Nadu Khasra No. 39/14, 15/1, 17/1, Village & Post Mohammadpur, Jharsa, Gurgaon-122004, Haryana Plot No. 67-69 & 70 (Part), Narasapura Industrial Area, District-Kolar-563113, Karnataka |
| Listing of Equity Shares | Bombay Stock Exchange Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001 |
| Registrar and Share Transfer Agent | RCMC Share Registry Pvt. Ltd. B-106, Sector -2, Noida, Uttar Pradesh |

NOTICE

Notice is hereby given that 27th Annual General meeting of the members of Jay Ushin Limited will be held on Monday, September 30, 2013 at 2.30 P.M. at Clark Greens, G-1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061 to transact the following Business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at March 31, 2013 and Profit & Loss Account for the year ended on that date alongwith the Reports of the Auditors and Directors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Anil Minda, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Bharat Bhushan Chadha, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

6. **To consider and adopt following resolution with or without modifications as special resolution:** "RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (the Act) or any statutory modification(s) or re-enactment thereof, and other modifications as may be prescribed or imposed by any of the statutory authorities, consent of the Company be and is hereby accord the re-appointment of Mr. Jaideo Prasad Minda aged 80 years as Whole-time director and Chairman of the Company for a period of 3 years with effect from October 1, 2013 on the following terms & conditions:

Remuneration:

- a) Salary: Rs. 300,000 per month
- b) Perquisites and Allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, medical / accident insurance, leave travel concession for himself and his family, club fees and such other perquisites and allowances, in accordance with the Rules of the Company or as may be agreed to by

the Board of Directors and him. Value of such perquisites and allowances shall not exceed Rs. 6,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT wherein in any financial year during the currency of tenure of the above said appointee, the company has no profit or its profits are inadequate, the above remuneration may be paid as minimum remuneration

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/ or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof."

7. **To consider and adopt following resolution with or without modifications as special resolution:** "RESOLVED THAT pursuant to Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any of the Companies Act, 1956 (the Act) or any statutory modification(s) or re-enactment thereof, and other modifications as may be prescribed or imposed by any of the statutory authorities, consent of the Company be and is hereby accord the re-appointment of Mr. Ashwani Minda aged 54 years as Managing Director of the Company for a period of 3 years with effect from October 1, 2013 on the following terms & conditions:

Remuneration:

- a) Salary: Rs. 300,000 per month
- b) Perquisites and Allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with the reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishings, repairs, servants' salaries, society charges and property tax, medical reimbursement, medical /

accident insurance, leave travel concession for himself and his family, club fees and such other perquisites and allowances, in accordance with the Rules of the Company or as may be agreed to by the Board of Directors and him. Value of such perquisites and allowances shall not exceed Rs. 6,00,000 per annum.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT wherein in any financial year during the currency of tenure of the above said appointee, the company has no profit or its profits are inadequate, the above remuneration may be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to increase, alter and/ or vary the terms and conditions and/ or remuneration and perquisites including the monetary value thereof, subject to the limits as prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 and as may be permitted or authorised in accordance with the provisions under the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof."

8. **To consider and adopt following resolution with or without modifications as special resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (the 'Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Authorised Share Capital of the Company be and is hereby increased from Rs. 50,000,000 (Rupees Five Crore) divided into 5,000,000 (Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 150,000,000 (Rupees Fifteen Crore) divided into 15,000,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each ranking *pari passu* with the existing equity shares of the company and that the existing clause V of the Memorandum of Association of the Company be altered and substituted as follows:

V. The Authorised Share Capital of the Company is Rs. 150,000,000/- (Rupees Fifteen Crore only) divided into 15,000,000 (One crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten) each".

9. **To consider and adopt following resolution with or without modifications as special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and subject to all other applicable provisions of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Companies Act**"), subject to the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the Company's equity shares of face value of Rs.10/- each (the "**Equity Shares**") are listed and subject to any approvals, consents, permissions and sanctions, as may be necessary, from the Government of India ("**GOI**"), the Reserve Bank of India ("**RBI**"), the rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("**SEBI**"), the GOI, RBI and any other competent authorities, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**"), the provisions of the Foreign Exchange Management Act, 1999, as amended ("**FEMA**") and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and subject to the approvals, consents, permissions and sanctions of the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other ministries, departments or other authorities of the GOI, SEBI and any other competent authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall include any committee thereof), consent of the Board be and is hereby accorded to create, offer, issue and allot in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for a value of up to Rs. 750,000,000/- (Rupees Seventy Five crore only), representing such number of Equity Shares pursuant to Right issues, further Public issue, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs),

and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs) and/or Non Convertible Debentures (NCDs) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities to any person including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and / or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”) including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), private placement(s) or a combination thereof, including issuance of Securities through a qualified institutions placement under Chapter VIII of the ICDR Regulations, at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law including pursuant to Regulation 85(1) of the ICDR Regulations in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT if any issue of Securities is made by way of a qualified

institutions placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations. The Company may, in accordance with applicable law including Regulation 85(1) of the ICDR Regulations, as amended, offer a discount of not more than 5%, or such percentage as permitted under applicable law, to the price calculated in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and

Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT:

- a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders; and
- c) in the event of any merger, amalgamation, takeover or any other re-organisation, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted.

RESOLVED FURTHER THAT the Board is hereby authorized to appoint lead managers, managers, underwriters, guarantors, bankers, lawyers, depositories, custodians, registrars, transfer and exchange agents, listing agents, trustees and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents etc. with such agencies and also to seek the listing of such Securities on one or more stock exchange(s) in India and/or abroad

RESOLVED FURTHER THAT the Board is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares of the Company in all respects

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under the applicable law (now or hereafter), premium amount on issue / conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listing on one or more stock exchange(s) in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds matters and things and to settle any questions or difficulties that may arise in regard to the Issue(s).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, creation of mortgage / charge in accordance with Section 293(1)(a) of the Companies Act, 1956, in respect of any Securities as may be required either on *pari passu* basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute

discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to take all such actions and give all such directions as may be necessary or desirable and also to settle any questions, difficulties or doubts that may arise in regard to the creation, offer, issue and allotment of securities and utilization of issue proceeds as it may in its absolute discretion deem fit without being required to seek any further approval/ consent of members or otherwise and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection with the issue of Securities.

RESOLVED FURTHER THAT the Board is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or any other officer or officer of the Company to give effect to the aforesaid resolutions.”

10. To consider and adopt following resolution with or without modifications as special resolution:

“RESOLVED THAT pursuant to Section 297 of the Companies Act, 1956 and approval of the Regional Director, Ministry of Corporate Affairs no. 4/286/T-1/2013/3630 dated June 26, 2013 and other applicable provisions, to enter into a contract with M/s Modern Engineering Works for availing of job work on various auto components, sub-assemblies, semi finished products which are based on specialized designs and drawings of confidential nature for a period from 23.4.2013 to 31.03.2016 as per the terms and conditions set out in the agreement entered into with the latter and approved by the Regional Director.

RESOLVED FURTHER THAT it is hereby confirmed that:

- a) the Contract entered into with M/s Modern Engineering Works is competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the Company has not made any default under Section 297 of the Companies Act, 1956 in the past and there is no default in repayment of any of company's debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the Registrar of companies;

- b) the contract is falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 are not applicable in the proposed contract; and
- c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the proposed contract.”

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution subject to the compliance of terms of the said approval letter.”

11. To consider and adopt following resolution with or without modifications as special resolution:

“RESOLVED THAT subject to the approval of the members and pursuant to Section 297 of the Companies Act, 1956 and approval of the Regional Director, Ministry of Corporate Affairs no. 4/288/T-1/2013/D/3629 dated June 26, 2013 and other applicable provisions, to enter into a contract with M/s Jushin Enterprises to enter into contract for purchase of tools, moulds, jigs and fixtures and special purpose machines(movable machines) and also sale various auto components for a period from 23.4.2013 to 31.03.2016 as per the terms and conditions set out in the agreement entered into with the latter and approved by the Regional Director.

RESOLVED FURTHER THAT it is hereby confirmed that:

- a) the Contract entered into with M/s Jushin Enterprises is competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the Company has not made any default under Section 297 of the Companies Act, 1956 in the past and there is no default in repayment of any of company's debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the Registrar of companies;
- b) the contract is falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 are not applicable in the proposed contract; and
- c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the proposed contract.”

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution subject to the compliance of terms of the said approval letter.”

12. **To consider and adopt following resolution with or without modifications as special resolution:** RESOLVED THAT pursuant to Section 297 of the Companies Act, 1956 and approval of the Regional Director, Ministry of Corporate Affairs no. 4/287/T-1/2013/D/3631 dated June 26, 2013 and other applicable provisions, to enter into contract with M/s Jaycon Engineers to enter into contract for purchase of tools, moulds, jigs and fixtures and special purpose machines(movable machines) and also sale various auto components for a period from 23.4.2013 to 31.03.2016 as per the terms and conditions set out in the agreement entered into with the latter and approved by the Regional Director.

RESOLVED FURTHER THAT it is hereby confirmed that:

- a) the Contract entered into with M/s Jaycon Engineers is competitive, at arm's length, without conflict of interest and is not less advantageous to it as compared to similar contracts with other parties and the Company has not made any default under Section 297 of the Companies Act, 1956 in the past and there is no default in repayment of any of company's debts (including public deposits) or debenture or interest payable thereon and has filed its up to date balance sheet and annual return with the Registrar of companies;
- b) the contract is falling within the provisions of Section 297 of the Companies Act, 1956 and provisions of Section 198, 269, 309, 314 and 295 are not applicable in the proposed contract; and
- c) the Company and its Directors have complied with the provisions of Section 173, 287, 299, 300, 301 and other applicable provisions of the Companies Act, 1956 with regard to the proposed contract.”

RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to do all such acts, deeds or things as may be necessary to give effect to the above resolution subject to the compliance of terms of the said approval letter.”

Registered Office: By order of the Board of Directors
 GI-48 G.T. Karnal Road Jay Ushin Limited
 Industrial Area
 Delhi-110033

Place : Gurgaon
 Date : August 14, 2013

Ashwani Minda
 Managing Director

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**
2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business set out in the notice is annexed.
3. Secretarial Compliance Certificate obtained pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules, 2001 shall be placed at the meeting.
4. Pursuant to section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive).
5. Members are requested to notify immediately any change in their 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. upto 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 provisions of section 205A of the Act and the introduction of Section 205C of the Companies Act, 1956, the Company has transferred unclaimed dividend upto the financial year ending March 31, 2005 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, 2006 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) Members who have not encashed their dividend cheque/draft/warrant(s) for the financial year ended March 31, 2006 and onwards, are requested to claim the amount forthwith from the Company. The dividend declared for the financial year 2005-06 is in the process of transfer to IEPF.

10. 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- shares@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.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 6

Mr. Jaideo Prasad Minda was re-appointed as the whole-time director (Chairman) of the Company w.e.f October 1, 2010 for a period of 3 years. The Company was promoted by Mr. Jaideo Prasad Minda in the year 1986. Mr. Jaideo Prasad Minda is associated with the Company since incorporation as promoter Director and Chairman. During his tenure as the Chairman, the Company has made significant all round progress including planning, process, operations, turnover and profitability.

The present term of Mr. Jaideo Prasad Minda as whole-time director (Chairman) expires on September 30, 2013. The Board of Directors in its meeting held on August 14, 2013 has recommended the reappointment of Mr. Jaideo Prasad Minda as whole time director (Chairman) of the Company for a period of three years w.e.f October 01, 2013 on the terms and conditions and payment of remuneration as set out in the resolution.

Mr. Jaideo Prasad Minda also holds directorship in other companies are JNS Instruments Limited,

JPM Tools Limited, Anu Industries Limited, Jay Iron & Steels Limited, JNJ Electronics Limited, Jay Fe Cylinders Limited, Jay Nikki Industries Limited, Jay Autocomponents Limited, Jay Ace Technologies Limited, JPM Gas Limited, Lizer Cylinders Limited, JPM Power and Minerals Limited, Jay Iber Medior Limited, JPM Renewable Energy Limited, Pawar Textiles Pvt. Limited, Nalhati Foods Products Pvt. Limited, Brilliant Jewels Pvt. Limited, MAA Samleswari Industries Private Limited, JPM Farms Private Limited, Anusha Estates Pvt. Limited, JPM Tsukada Pvt. Limited. and Jay Iber Pvt. Limited.

The Company has achieved a phenomenal growth under his leadership. Your Board recommends this resolution for your approval for a further period of 3 years as whole time Director.

None of the Directors of the Company other than Mr. Jaideo Prasad Minda, Mr. Anil Minda and Mr. Ashwani Minda (related to each other) are concerned or interested in the said resolution.

The information as required in term of Companies Act, 1956 is appended herein below:-

Nature of the Industry: The Company is engaged in the manufacturing of autocomponents parts for its various customers viz., Maruti Suzuki India Limited, Hero MotoCorp Limited, Honda Cars India Limited, Hyundai Motors India Limited, Honda Motorcycle and Scooter India Pvt. Ltd. The autocomponents industry is a high technology industry with continuous advancement of technology.

Date of Commercial Production: The Company Commenced its commercial production on August 01, 1989.

Financial Performance: During the last three years, the Company's turnover has increased from Rs.45,263 Lakhs during the year 2010-11 to Rs. 51,651 Lakhs during the year 2012-13 showing the growth 14.11%.

Foreign investment or collaboration if any:

The company has entered into a Joint Venture Agreement with U-shin Limited, Japan having 26% stake in the equity shares of the Company.

II. Information about the appointee

1. **Background Details:** The appointee is B.E. (Electrical) from BITS, Pilani and has about 56 years of experience in manufacturing and marketing of automotive components.

2. **Past Remuneration:** Mr. Jaideo Prasad Minda has drawn the following monthly remuneration before proposed resolution in the remuneration from Jay Ushin Limited as Whole time director (Chairman):

Salary: Rs. 250,000 per month

Perquisites and allowances: Not to exceed Rs. 6,00,000 per annum.

3. Job profile and his suitability: The appointee will be reappointed as whole time director and Chairman and is responsible for the management of the whole of affairs of the Company. Keeping in view of his experience and knowledge, he is best suited for the position.
4. Remuneration Proposed: The detail of the remuneration proposed is mentioned in the resolution.
5. 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 Anil Minda, Director of the Company, 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.

The re-appointment of Mr. Jaideo Prasad Minda as Whole-time director and Chairman and payment of remuneration are required to be approved by Members of the Company as a Special resolution due to the following reasons:-

- (a) Mr. Jaideo Prasad Minda has attained the age of 80 years and his re-appointment is to be approved by a Special resolution passed in the general meeting as required by Part-I(c(ii)) to Schedule XIII and Part-II, section II, para (B)(iv) to Schedule XIII to the Companies Act, 1956.
- (b) As per the provisions contained in Part-III of Schedule XIII and Section 309 to the Act, the appointment and remuneration referred to in Part I & II of this schedule shall be subject to approval by a resolution of the members in general meeting.

ITEM NO. 7

Mr. Ashwani Minda was re-appointed as the Managing director of the Company w.e.f. October 1, 2010 for a period of 3 years. Mr. Ashwani Minda is associated with the Company since incorporation as a promoter Director. During his tenure as the Managing Director, he has contributed in substantial measure to this achievement.

The present term of Mr. Ashwani Minda as Managing Director expires on September 30, 2013. The Board of Directors in its meeting held on August 14, 2013 has recommended the reappointment of Mr. Ashwani Minda as Managing Director of the Company for a period of three years w.e.f. October 01, 2013 on the terms and conditions and payment of remuneration as set out in

the resolution.

Mr. Ashwani Minda also holds directorship in other Companies are JNS Instruments Limited, JPM Automobiles Limited, JPM Tools Limited, Anu Industries Limited, Jay Iron & Steels Limited, JNJ Electronics Limited, Jay Fe Cylinders Limited, Jay Nikki Industries Limited, Jay Autocomponents Limited, Jay Ace Technologies Limited, JPM Gas Limited, Lizer Cylinders Limited, JPM Power and Minerals Limited, Jay Iber Medior Limited, Pawar Textiles Pvt. Limited, Anusha Estates Pvt. Limited, Nalhati Foods Products Pvt. Limited, Brilliant Jewels Pvt. Limited, MAA Samleswari Industries Private Limited, JPM Farms Pvt. Limited, JPM Tsukada Pvt. Limited. and Jay Iber Pvt. Limited.

The Company has achieved towards a substantial growth of the Company.

Your Board recommends this resolution for your approval for a further period of 3 years as whole time Director.

None of the Directors of the Company other than Mr. Jaideo Prasad Minda, Mr. Anil Minda and Mr. Ashwani Minda (related to each other) are concerned or interested in the said resolution.

The information as required in term of Companies Act, 1956 is appended herein below:-

Nature of the Industry: The Company is engaged in the manufacturing of autocomponents parts for its various customers viz., Maruti Suzuki India Limited, Hero MotoCorp Limited, Honda Cars India Limited, Hyundai Motors India Limited, Honda Motorcycle and Scooter India Pvt. Limited etc. The Autocomponents industry is a high technology industry with continuous advancement of technology.

Date of Commercial Production: The Company Commenced its commercial production on August 01, 1989.

Financial Performance: During the last three years, the Company's turnover has increased from Rs. 45,263 Lakhs during the year 2010-11 to Rs. 51,651 Lakhs during the year 2012-13 showing the growth 14.11%.

Foreign investment or collaboration if any:

The company has entered into a Joint Venture Agreement with U-shin Ltd., Japan having 26% stake in the equity shares of the Company.

II. Information about the appointee

1. Background Details: The appointee is B.Tech from IIT, Delhi and has about 31 years of experience in the manufacturing and marketing of automotive components. He looks after finance and commercial functions of the Company
2. Past Remuneration: Mr. Ashwani Minda has drawn the following monthly remuneration before proposed resolution in the remuneration from Jay Ushin Limited as Managing Director:

Salary: Rs. 250,000 per month

Perquisites and allowances: Not to exceed Rs. 6,00,000 per annum.

3. Job profile and his suitability: The appointee will be reappointed as Managing Director of the Company and is responsible for the Management of the affairs of the Company in respect of Finance and Commercial function of the Company.
4. Remuneration Proposed: The detail of the remuneration proposed is mentioned in the resolution.
5. 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. Jaidev Prasad Minda, Whole time director (Chairman) and Anil Minda, Director of the Company, Mr. Ashwani 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.

The re-appointment of Mr. Ashwani Minda as Managing director and payment of remuneration are required to be approved by Members of the Company as a Special resolution due to the following reasons:-

- a) Re-appointment of the above said appointee is to be approved by a Special resolution passed in the general meeting as required by Part-II, Section II, para B(iv) to Schedule XIII to the Companies Act, 1956.
- b) As per the provisions contained in Part-III of Schedule XIII and Section 309 to the Act, the appointment and remuneration referred to in Part I & II of this schedule shall be subject to approval by a resolution of the members in general meeting.

ITEM NO. 8

The Company's present Authorised Share Capital of the Company is Rs. 50,000,000/- divided into 5,000,000 Equity Shares of Rs.10/- each. In order to meet the eventualities such as augmenting resources, issue of shares, etc., it is proposed to increase the Authorised Share Capital to Rs. 150,000,000/- divided into 15,000,000 Equity Shares of Rs. 10/- each.

This requires amendment of Capital Clause V of Memorandum of Association with the approval of members by way of Ordinary Resolution.

Your Board recommends this resolution for your approval.

None of the Directors of the Company is interested in the said resolution, save and except as members and to

the extent of their shareholding in the Company.

ITEM NO. 9

In order to meet the capital expenditure for the projects of the Company, the Board of Directors in its meeting held on August 14, 2013 had authorized, subject to the approval of the members raising of funds to the tune of Rs. 75 crore in Indian Rupees or equivalent in any foreign currency, in one or more tranches in international / domestic markets through Right issue/ Further Public issue/ QIP / FCCBs / ADRs / GDRs etc, as per the guidelines of Government of India/reserve Bank of India / SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.

The said resolution is an enabling resolution conferring authority on the Board to do all acts and deeds, which may be required to issue/offer Securities of appropriate nature at opportune time, including the size, structure, price and timing of the Issue(s)/ offer(s) at the appropriate time(s). The detailed terms and conditions for the international offering will be determined in consultation with the lead managers, merchant bankers, global business co-ordinators, book-runners, guarantors, consultants, advisors, underwriters and/or such other intermediaries as may be appointed for the Issue/offer will be finalized in accordance with applicable guidelines in force.

Section 81(1A) of the Companies Act and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provide, *inter alia*, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such Company in the manner laid down in Section 81(1A) of the Companies Act unless the shareholders in a General Meeting by a Special Resolution decide otherwise. Since, the resolution proposed in the business of the Notice results in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company.

Your Board recommends this resolution for your approval.

The Directors of the Company may be deemed to be concerned or interested in the passing of resolution to the extent of equity shares/allotted to the companies in

which they are Directors or members. Save as aforesaid none of the Directors of the Company is in any way interested in the said resolution.

ITEM NO. 10

Modern Engineering Works is a partnership firm who is involved in the job work on various autocomponents, assemblies, semi finished goods and has entered into contract with Jay Ushin Limited for availing of job work on various existing auto components, sub-assemblies, semi finished products which are based on specialized designs and drawings of confidential nature for a period from 23.4.2013 to 31.03.2016.

Mr. Ashwani Minda (Managing Director) and Mr. Anil Minda (Director) are partners in Modern Engineering Works (Contractee Company) and therefore the proposed contract attracts the provisions of Section 297 of the Companies Act, 1956. The Company submitted an application under Section 297 to the Central Government (power delegated to Regional Director, Ministry of Corporate Affairs, Noida) for entering into contract with Modern Engineering Works.

The Central Government in its approval dated June 26, 2013 had, inter-alia, prescribed the Company to place the proposed contract in the next Annual General Meeting of the members for their post facto approval. However, the said approval shall also be available for inspection by the members on all working days between 11.00 A.M. to 1.00 P.M. at the registered office of the Company.

Your Board recommends the resolution for your approval.

None of the Directors of the Company other than Mr. Jaideo Prasad Minda, Mr. Anil Minda and Mr. Ashwani Minda (related to each other) are concerned or interested in the said resolution.

ITEM NO. 11

Jushin Enterprises is a sole proprietorship firm who is involved in the development of new components and has entered into contract with Jay Ushin Limited for purchase of autocomponents and PCB and sale of PCB, Ignition Switch, BD body, Lock Plate, Keys, Press Components and Plastic Components for a period from 23.4.2013 to 31.03.2016. Mr. Anil Minda (Director) is the proprietor of Jushin Enterprises (Contractee Company) and therefore the proposed contract attracts the provisions of Section 297 of the Companies Act, 1956. The Company submitted an application under Section 297 to the Central Government (power delegated to Regional Director, Ministry of Corporate Affairs, Noida) for entering into contract with Jushin Enterprises.

The Central Government in its approval dated June 26, 2013 had, inter-alia, prescribed the Company to place the proposed contract in the next Annual General Meeting of the members for their post facto approval. However, the said approval shall also be available for inspection by the members on all working days between 11.00 A.M. to 1.00 P.M. at the registered office of the Company.

Your Board recommends the resolution for your approval.

None of the Directors of the Company other than Mr. Jaideo Prasad Minda, Mr. Anil Minda and Mr. Ashwani Minda (related to each other) are concerned or interested in the said resolution.

ITEM NO. 12

Jaycon Engineers is a sole proprietorship firm who is involved in the development of tools, moulds, jigs & fixtures and special purpose machines and has entered into contract with Jay Ushin Limited for purchase of tools, moulds, jigs & fixtures and special purpose machines (movable machines) and also sale various auto components for a period from 23.4.2013 to 31.03.2016. Mr. Ashwani Minda (Director) is the proprietor of Jaycon Enterprises (Contractee Company) and therefore the proposed contract attracts the provisions of Section 297 of the Companies Act, 1956. The Company submitted an application under Section 297 to the Central Government (power delegated to Regional Director, Ministry of Corporate Affairs, Noida) for entering into contract with Jaycon Engineers.

The Central Government in its approval dated June 26, 2013 had, inter-alia, prescribed the Company to place the proposed contract in the next Annual General Meeting of the members for their post facto approval. However, the said approval shall also be available for inspection by the members on all working days between 11.00 A.M. to 1.00 P.M. at the registered office of the Company.

Your Board recommends the resolution for your approval.

None of the Directors of the Company other than Mr. Jaideo Prasad Minda, Mr. Anil Minda and Mr. Ashwani Minda (related to each other) are concerned or interested in the said resolution.

Registered Office: By order of the Board of Directors
G1-48 G.T. Karnal Road Jay Ushin Limited
Industrial Area
Delhi 110033

Place: Gurgaon
Date: August 14, 2013

Ashwani Minda
Managing Director

DIRECTORS' REPORT

To
The Members,

The Directors are pleased to present Twenty Seventh Annual Report together with the audited accounts of your Company for the financial year ended March 31, 2013.

FINANCIAL HIGHLIGHTS

(Rs.in Lakh)

| | For the year ended March 31, 2013 | For the year ended March 31, 2012 |
|--|--------------------------------------|--------------------------------------|
| Turnover (Net of excise) | 51,650.72 | 45,907.31 |
| Profit before interest & depreciation | 2,271.50 | 2,147.67 |
| Finance Charges | 742.47 | 989.77 |
| Profit before depreciation | 1,529.03 | 1,157.90 |
| Depreciation | 1,042.93 | 995.01 |
| Profit before tax | 486.10 | 162.89 |
| Provision for taxation | | |
| - Income tax | 96.26 | 35.39 |
| - Tax for earlier years | - | (19.82) |
| - Deferred tax liability /(Assets) | (75.89) | (86.39) |
| Profit after tax and prior period items | 465.72 | 233.71 |
| Proposed Dividend | 77.29 | - |
| Dividend tax | 12.53 | - |
| Transfer to General Reserve | 34.92 | - |
| Profit after tax, dividend and transfer to General Reserve | 341.00 | 233.71 |
| Balance of Profit brought forward | 2,404.09 | 2,170.38 |
| Balance carried to the Balance Sheet | 2,745.06 | 2,404.09 |

OPERATIONS

The gross revenue (net of excise) of the Company for the year was Rs.516.50 Crore as against Rs. 459.07 Crore in the previous year. Earnings before depreciation, interest, tax and amortization (EBDITA) stood at Rs. 22.71 Crore against Rs. 21.48 Crore in the previous year.

During the year, the Company has invested Rs.16.75 Crore towards modernisation and expansion of its Manufacturing facilities as against Rs. 15.84 Crore in the previous year. In view of the growth opportunities provided by both the domestic and international markets, the Company has made capital investment for upgradation of facilities and increase in capacities.

In the current year the net sales in first quarter was Rs. 134.81 Crore as against Rs. 128.08 Crore in the corresponding quarter of the previous year which represent a growth of 5%.

DIVIDEND

The directors of the company are pleased to recommend

a dividend of 20% (Rs.2.00 per share) for the approval of the shareholders for the year ended March 31, 2013.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Anil Minda and Mr. Bharat Bhushan Chadha shall retire by rotation at the ensuing Annual General meeting and being eligible, offer themselves for re-appointment. Mr. Virendar Kumar Chanana shall retire by rotation and is not willing to be re-appointed.

Mr. Jun Umehara, nominee director Ushin Ltd., Japan resigned from the board on April 05, 2013. The Board acknowledged his resignation and put on record the appreciation for the services rendered by him.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that:-

- in preparation of Annual Accounts, the applicable accounting standards have been followed and that there are no material departures;

- accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of financial year and of the profit of the Company for that period ;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- the Annual Accounts have been prepared on a going concern basis.

EXPANSION

As a part of the expansion cum modernization plan, the company is now in the process of setting up the manufacturing units at Bhiwadi, Rohtak, IMT Manesar and these locations are nearby the plants of its customers. This will help the company to increase its production and achieve growth with value addition to enhance the profitability of the existing processing unit. The funds required for this programme will be arranged through raising of finance as a mix of debt and equity.

MANAGEMENT DISCUSSION & ANALYSIS

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

CORPORATE GOVERNANCE

Corporate Governance Report as well as Corporate Governance Compliance Certificate are set out as per Annexure-I to this report.

COMPLIANCE CERTIFICATE

As required under Section 383A of the Companies Act, 1956, a Compliance Certificate has been obtained from Practicing Company Secretary and is attached as per Annexure-II to this report.

COST AUDITORS

The Board has re-appointed M/s. Goyal, Goyal & Associates, Cost Accountants, New Delhi, as the Cost Auditors of the Company in accordance with Section 233B of the Companies Act, 1956 for the financial year 2013-14.

AUDITORS

M/s S S Kothari Mehta & Co., Chartered Accountants, the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

EXPLANATION TO AUDITOR'S REMARKS

The Board has taken note of the Observations made by the Auditors in their Report. The issues raised by them are being appropriately monitored by the Management regarding strengthening of physical verification process of fixed assets, internal control system for purchase and use of short term funds for long term purpose.

PARTICULARS OF EMPLOYEES

The statement of employees under section 217(2A) of the Companies Act 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended has not been appended as there were no employee during the year covered by the said rules.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

All possible measures have been undertaken successfully by your Company to achieve the desired objective of energy conservation and technology absorption. A statement giving details of conservation of energy, technology absorption and foreign exchange earning and outgo in accordance with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 is annexed as Annexure-III.

DEPOSITS

The Company has not accepted any deposits from the public during the year under review.

LISTING

The Shares of your Company are listed on Bombay Stock Exchange Limited. The Listing fee for the year 2013-14 have been paid to the Stock Exchange.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and co-operation received from U-shin Ltd., Japan and Shinchang Electrics Co. Ltd., Korea, financial institutions, banks, government authorities, customers, vendors and members and all other business associates during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the employees of the Company at all levels, for their whole-hearted co-operation and unstinted support. The Directors look forward to a bright future and further growth with confidence.

For and on behalf of the Board
Jay Ushin Limited

Place : Gurgaon
Date : August 14, 2013

J. P. Minda
Chairman

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY OUTLOOK

The Indian economy showed no signs of recovery during 2012-13. Consumer sentiment, which played a significant role in influencing decisions to buy cars, had become even more negative during the year. The year was burdened by high interest rates and high inflation. Also the rising fuel prices, caused primarily by depreciation of rupee, increased the cost of vehicle ownership for customers. During 2012-13, following the increase in diesel prices and narrowing of the gap with petrol, the demand for diesel vehicles, which was driving volumes in the last year, also started to fall. The domestic passenger vehicle industry could grow by only 2.2% in unit sales in 2012-13. On the cost side, a steep appreciation of the Yen increased the Rupee cost of direct and indirect imports and royalty. Although there are some benefit on export realizations the quantum was limited.

FUTURE OUTLOOK

Demographically and economically, India's automotive industry is well-positioned for growth, servicing both domestic demand and, increasingly, export opportunities. A predicted increase in India's working-age population is likely to help stimulate the burgeoning market for private vehicles. Rising prosperity, easier access to finance and increasing affordability is expected to see four-wheelers gaining volumes, although two wheelers will remain the primary choice for the majority of purchasers, buoyed by greater appetite from rural areas, the youth market and women. Preference of owning a personal transport has gone up over the last few years. India, a market with high potential for the automobile sector, is expected to witness a three-fold increase in demand for automobiles by 2020. The Company is looking forward to increased sales of OEMs as they are looking at opportunities for export sales in Southeast Asia, Africa & Middle East.

In the short term, volume growth is likely to remain subdued due to continued concerns on rising inflation especially fuel price, interest rate. All of our customers have planned major initiatives to boost the industry sentiments and accelerate growth in the year 2013-14 mainly through new launches, campaigns, capacity addition and network expansion and a significant step working toward their global vision. The company feels that all customers of the Company are on growth path and Company is confident to meet their increased demand.

OPPORTUNITIES AND THREATS

Indian auto component industry is robustly driven by the growth in demand for automobiles. India's growing global integration may lead to greater volatility in the macro economy; the Company is building in flexibility to mitigate the impact of short term fluctuations in market demand, currency, commodities & fuel prices. There are several advantages which are available in India to automobile industry such as low-cost, high-skill manpower with an abundance of engineering talent, well developed globally competitive Auto Ancillary Industry, Established automobile testing and R&D centers, opportunity to address the Global Auto Components market while leveraging India's large and growing domestic market. The top risks to be monitored relate to currency fluctuation, industrial relations & talent retention, cost & growing competition from global players. To take on the challenges imposed by this environment, your company has been enhancing its Research and Development skills to manufacture high quality & cost

competitive components.

SEGMENT WISE PERFORMANCE

The Company deals with only one segment. Therefore, it does not require giving segment wise performance.

RISK AND CONCERNS

The continuing uncertainty in global & domestic economy is a key concern. Due to rising competition and growth potential, the auto component industry has been exposed to many risks of varying intensity. For instance, the Indian auto components industry is vulnerable to changes in technology and availability and prices of key raw materials. Similarly, the current state of competition also increases risks due to competitive forces. However, the industry foresees low risks arising out of macroeconomic conditions, changes in government's investment policies, demand and excess capacity, dependency on export turnover and changes in infrastructure.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems, which provides accurate recording of transactions with internal checks, internal controls to ensure efficacy of operation, compliance with applicable legislation, safeguarding of assets and prompt reporting, adherence to proper accounting standards and policies and adherence to management policies, promotion of ethical conduct and ensuring compliance with various legal and regulatory provisions. It also provides reasonable assurance with regard to safeguarding the Company's assets, promoting operational productivity. Reports of the internal auditor are reviewed by the senior management and are also placed before the audit committee of the directors. Audit committee is reviewing the internal control systems and procedures periodically. The status of implementations is reviewed by the Committee on a regular basis and concerns, if any, are reported to the board.

FINANCIAL PERFORMANCE

The Company's Gross sales during the year was Rs. 593.50 Crore as against Rs. 515.61 Crore in the previous year showing a growth of 15%.

HUMAN RESOURCES

Human resource development happens through the overall HRD framework developed with its constituents as Employee engagement, Resourcing, performance & compensation management, Competency based development, Career & succession planning and organization building. Employee friendly HR policies & processes - 360 degree evaluation, job rotation, skill level upgradation, training, appropriate reward & recognition systems and productivity improvement – provided the right impetus for greater motivation & retention. Your Company firmly believes that quality and positive attitude of the people are the keys to face the ever-growing competition. As on March 31, 2013, the company has 557 manpower on its rolls.

CAUTION STATEMENT

This report contains forward looking statements. All such statements are subject to risks of uncertainties. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the markets, changes in Government regulations, tax regimes, economic developments and other incidental factors.

Annexure-I to the Director's Report CORPORATE GOVERNANCE

(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)

1. Company philosophy on Corporate Governance

Jay Ushin Ltd. (JUL) is committed to adoption of best governance practices, their adherence in true spirit and conduct its affairs in a manner, which is transparent, clear and evident to those having dealings with or having a stake in the Company. JUL lays strong emphasis on business ethics in all its dealings. In line with JUL's vision and long-term business objectives, all major corporate decisions are taken by the Company's professional Board in conjunction with a competent management team, keeping in view the best interest of all its stakeholders.

2. Board of Directors

The present Board consists of the Executive Chairman, Managing Director, one executive director and five Non-Executive Independent Directors.

During the year, Six Board Meetings were held on April 23, 2012, May 15, 2012, August 14, 2012, September 01, 2012, December 24, 2012 and February 14, 2013. The composition of the Board of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also the number of other Directorships and Committee Membership as on March 31, 2013 is as follows:

| Name of Director | Category | No. of Board meetings attended | Attend- ed last AGM | No. of other Directorships (excluding private limited Companies and foreign companies) | No. of Membership in Committee (***) of other Companies | |
|----------------------------|---|--------------------------------|---------------------|--|---|------------|
| | | | | | Member | Chair- man |
| Mr. J. P. Minda | Executive Chairman | 2 | No | 14 | - | - |
| Mr. Anil Minda | Executive Director | 6 | Yes | 14 | - | - |
| Mr. Ashwani Minda | Managing Director | 6 | Yes | 14 | - | - |
| Mr. Shiv Raj Singh | Non - Executive Direc- tor-Independent | 6 | No | - | - | - |
| Mr. Bharat Bhushan Chadha | Non - Executive Direc- tor-Independent | 4 | Yes | 3 | 2 | - |
| Mr. Ashok Panjwani | Non - Executive Direc- tor-Independent | 5 | No | - | - | - |
| Mr. Virendra Kumar Chanana | Non - Executive Direc- tor- Independent | 1 | No | 2 | 1 | 1 |
| Mr. Balraj Bhanot | Non - Executive Direc- tor-Independent | 5 | Yes | - | - | - |
| Mr. Jun Umehara* | Nominee Director of U-shin Ltd., Japan | 3 | No | - | - | - |
| Mr. Satoru Gokuda** | Nominee Director of U-shin Ltd., Japan | - | No | - | - | - |

Note : 1. (*) Resigned on April 05, 2013

2. (**) Resigned on May 16, 2012

3. (***) Represents chairmanship/membership of Audit Committee and shareholders Grievance Committee Meeting.

4. The non-executive directors of the Company do not hold any equity shares of the Company.

Foreign Collaborator U-shin Ltd, Japan is providing technical know-how to the Company. During the year, the Company paid/credited Rs. 409.68 Lakh (previous year Rs. 385.96 Lakh) towards dividend, technical consultancy fee, Royalty, Technical assistance fee and reimbursement of Air ticket, visa, trip expenses, testing charges, freight etc. to U-shin Ltd., Japan. The Company has not sold any fixed assets, during the year as well as in the previous year to U-shin Ltd.

3. Audit Committee

The Audit Committee has been constituted as per Section 292A of the Companies Act, 1956, and the guidelines set out in the Listing Agreement in clause 49(II) with Stock Exchange. As on March 31, 2013, the entire Audit

Committee comprises of Independent Directors viz. Mr. Bharat Bhushan Chadha (Chairman), Mr. Shiv Raj Singh and Mr. Ashok Panjwani.

The role and terms of reference of the Audit Committee covers the area as mentioned In Clause 49 (II) of the Listing Agreement and the Companies Act, 1956. The Audit Committee assures to the Board the adherence of adequate internal control and financial disclosures and other acts conforming to the requirements of Listing Agreement with the Stock Exchanges

The Quarterly Financial Statements of the Company are reviewed by the Committee before submission to the Board for approval as well as Committee regularly reviews related party transactions, internal audit reports, appointment / removal/ terms of remuneration of Auditors, management letters issued by the statutory auditors, management discussion and analysis of financial condition and results of operations apart from other items of financial management and Company's business.

Meeting and Attendance

The Audit Committee met Nine times during the year on April 09, 2012, May 15, 2012, June 13, 2012, August 14, 2012, September 01, 2012, December 22, 2012, January 05, 2013, January 25, 2013 and February 13, 2013 and were attended by members as under:

| Name of members | No. of meetings held | No. of meetings attended |
|---------------------------|----------------------|--------------------------|
| Mr. Bharat Bhushan Chadha | 9 | 8 |
| Mr. Shiv Raj Singh | 9 | 8 |
| Mr. Ashok Panjwani | 9 | 6 |

4. Remuneration Committee

The remuneration committee consists of 3 independent directors viz. Mr. Ashok Panjwani (Chairman), Mr. Shiv Raj Singh and Mr. Bharat Bhushan Chadha. No meeting of the remuneration committee was required to be held during the period under review as there were no instances requiring such meetings to be held.

Remuneration Policy

The remuneration for Executive Directors and sitting fee for Non executive directors is fixed within the limits prescribed under Companies Act, 1956.

The details of remuneration paid to Executive Directors and sitting fee paid/credited to non-executive independent directors for attending the meetings of the Board and Committees thereof during the year are as under:

| Executive Directors | | | (Rs. in Lakh) |
|----------------------|--------|----------------------------|---------------|
| Name of the director | Salary | Perquisites and allowances | Total |
| Mr. J.P. Minda | 30.00 | 5.83 | 35.83 |
| Mr. Anil Minda | 25.62 | 4.82 | 30.44 |
| Mr. Ashwani Minda | 30.00 | 5.13 | 35.13 |
| Mr. Satoru Gokuda | 01.00 | 0.00 | 01.00 |

Note:

- No sitting fee has been paid to Mr. J.P. Minda, Mr. Anil Minda, Mr. Ashwani Minda, and Mr. Satoru Gokuda.

Non- Executive Directors (Independent) (Rs.in Lakh)

| Name of the director | Sitting fees* | Other/commission, if any |
|----------------------------|---------------|--------------------------|
| Mr. Shiv Raj Singh | 0.70 | Nil |
| Mr. Bharat Bhushan Chadha | 0.60 | Nil |
| Mr. Ashok Panjwani | 0.55 | Nil |
| Mr. Virendra Kumar Chanana | 0.05 | Nil |
| Mr. Balraj Bhanot | 0.25 | Nil |
| Mr. Jun Umehara | 0.15 | Nil |

(*) Inclusive for Board and Committee meetings.

5. Shareholders Committees

The Shareholders and Investors Grievance Committee consists of two independent Directors viz. Mr. Shiv Raj Singh, Chairman & Mr. Bharat Bhushan Chadha. The Committee looks into the redressal of shareholders and Investors complaints such as transfer of shares, non receipt of balance sheet, non receipt of declared dividend, etc. Ms. Deepika

Singh, Asst. Company Secretary is Compliance officer of the Company. During the year under review, the Company has received solitary complaint from the shareholders which has been duly resolved.

The Board has also constituted a Share Transfer Committee consisting of three executive directors viz. Mr. J.P. Minda, Mr. Anil Minda & Mr. Ashwani Minda and Mr. S. K. Vijayvergia, Vice President (Finance). The committee has delegated the power to the registrar who looks after transfer of equity shares including dematerialization, issue of duplicate share certificates, transmission of shares, etc.

Shareholders

Disclosure regarding appointment or re-appointment of Directors

The brief background and functional experience of the directors proposed for re-appointment are given below alongwith the details of the Companies in which they are directors and committees of which they are members.

1. Mr. Anil Minda

Mr. Anil Minda is aged 56 years. He joined the Company as a Director on March 1, 1988. He is B.Tech. (Electrical) from Institute of Technology, Banaras Hindu University and has about 36 years of experience in the manufacturing and marketing of automotive component. He is not a member/Chairman of any Committee(s) of any other Company. He holds directorship in JNS Instruments Limited, JPM Tools Ltd., Anu Industries Limited, Jay Iron & Steels Limited, JNJ Electronics Limited, Jay Fe Cylinders Limited, Jay Nikki Industries Limited, Jay Autocomponents Limited, Jay Ace Technologies Limited, JPM Gas Limited, Lizer Cylinders Limited, JPM Power and Minerals Limited, Jay Iber Medior Ltd., JPM Renewable Energy Limited, Pawar Textiles Pvt. Limited, Nalhati Foods Products Pvt. Limited, Brilliant Jewels Pvt. Limited and MAA Samleswari Industries Private Limited.

2. Mr. Bharat Bhushan Chadha

Mr. Bharat Bhushan Chadha is aged 75 years and was appointed as director on the Board of the Company on June 2, 1999. He is a Fellow Member of the Institute of Cost and Works Accountants of India and also a member of the Institute of Internal Auditors, Florida, USA. He retired as the Chairman and Managing Director of ITI Limited. He has also worked in Steel Authority of India Ltd. as General Manager (Finance). He has more than 53 years experience in finance, marketing, project implementation, human resource development, industrial relations and general management. He is visiting faculty in Management Institute and corporate training programme. He holds other directorships in Delton Cables Limited, Lloyds Metals & Energy Limited, Intex Technologies (India) Limited, Innovation HR Consultants Pvt. Limited. He is also a member of the Audit Committee and Remuneration committee in Lloyds Metals & Energy Limited and Intex Technologies (India) Limited.

6. General Body Meetings

| Year | Date | Day | Time | Location |
|------|--------------------|----------|-----------|---|
| 2010 | September 20, 2010 | Monday | 3 P.M. | Clark Greens, G1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061 |
| 2011 | September 30, 2011 | Friday | 11 A.M. | Clark Greens, G1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061 |
| 2012 | September 29, 2012 | Saturday | 2.30 P.M. | Clark Greens, G1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061 |

During the last 3 Annual General Meetings, four special resolutions were passed. Out of them three were passed in Annual General Meeting for the Financial Year 2009-10 and one for 2010-11. During the last year and current year, no resolution was passed through Postal Ballot and none of the business required to be transacted at this AGM is proposed to be passed by postal ballot.

7. Disclosures

- i. During the year under review, besides the transactions reported in the Annual Report, there were no other related party transactions with its promoters, directors and management which are in a potential conflict with the interest of the Company at large.
- ii. The company has laid down the procedure to inform Board members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.
- iii. The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India and other statutory authorities relating to the capital markets during the last three years. No penalties or strictures have been passed by them against the Company.
- iv. The Board of Directors of the Company has adopted the Code of Conduct for Directors and Senior Management and the same is posted on the website of the Company.
- v. The board has obtained certificates/disclosures from key management personnel confirming that they do

not have any material, financial and commercial interest in the transactions with the Company, that may have a potential conflict with the interest of the Company at large. This disclosure has also been made for all relations of the first degree by the management to the board.

- vi. There were no instances of non-compliances on any matter related to the capital market, during the last three years.
- vi. The financial statements have been made in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) so as to represent a true and fair view of the state of affairs of the Company. However, the Auditors have made certain general observations with regard to the functioning of the Company in their report for the financial year 2012-13 which have been suitably responded to by the board in its report.
- vii. All mandatory requirements as per clause 49 of the listing Agreement have been complied with by the Company.
- viii. In terms of Clause 49(V) of the listing Agreements, the Managing Director and the VP (Finance) made a certification to the Board of Directors in prescribed format for the year under review, which has been reviewed by the Audit Committee and taken on record by the Board.
- ix. **CEO/CFO Certification**
Mr. Ashwani Minda, Managing Director and Mr. S. K. Vijayvergia, VP (Finance) have certified to the Board that:
 - (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
 - (b) These are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
 - (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
 - (d) They have indicated to the Auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

The above certificate was placed before the board meeting on May 30, 2013.

8. Means of communication

Quarterly results were published in the newspaper i.e., The Financial Express in English and Jansatta in Hindi. The relevant information of the Company is also displayed on its website www.jpmsgroup.co.in. The Company has not made any formal presentation to the institutional investors or to the analysts during the year.

9. General Shareholder's information

- i. Date and venue of the Annual General Meeting : Monday, September 30, 2013
Clark Greens, G1, Pushpanjali Farms,
Dwarka Link Road, Bijwasan, New Delhi-110061.
- ii. **Financial Calendar (tentative and subject to change)**

| | |
|------------------------|-------------------------|
| Financial year | April 1 to March 31 |
| First Quarter Results | By end of July, 2013 |
| Second Quarter results | By end of October, 2013 |
| Third Quarter results | By end of January, 2014 |
| Fourth Quarter results | By end of May, 2014. |
- iii. **Date of Book Closure** Monday, September 23, 2013 to Monday, September 30, 2013 (both days inclusive)
- iv. **Dividend payment date** On or before October 30, 2013
- v. **Listing on Stock Exchanges**

The equity shares of the Company are listed on Bombay Stock Exchange Limited, Mumbai and the annual listing fee for the year 2013-14 has been paid. The Company's applications for listing of 196471, 533029

and 293500 equity shares of Rs. 10/- each are pending with The Stock Exchange, Mumbai since the year June, 2001. The Company has received in principal approval for listings of above shares vide BSE letter no. DCS/PREF /SM/FIP/297/2006 dt.15.12.06.

vi. **Stock Code**

Bombay Stock Exchange Ltd. (BSE) : 513252

ISIN : INE289D01015

vii. **Stock market data at BSE ***

| Month | BSE | | |
|-----------------|------------|-----------|--------|
| | High (Rs.) | Low (Rs.) | Volume |
| April, 2012 | 85.70 | 57.55 | 8,616 |
| May, 2012 | 121.45 | 88.95 | 15,082 |
| June, 2012 | 120.35 | 107.00 | 3,318 |
| July, 2012 | 113.40 | 90.30 | 1,085 |
| August, 2012 | 94.80 | 82.75 | 1,042 |
| September, 2012 | 96.00 | 77.10 | 72,201 |
| October, 2012 | 90.30 | 80.05 | 4,601 |
| November, 2012 | 89.25 | 81.25 | 4,140 |
| December, 2012 | 81.50 | 74.25 | 8,604 |
| January, 2013 | 79.80 | 63.75 | 5,208 |
| February, 2013 | 68.00 | 62.05 | 1,436 |
| March, 2013 | 68.25 | 63.80 | 514 |

* Source: www.bseindia.com

viii. **Share Transfer System**

The Company's shares are traded on Bombay Stock Exchange Limited, Mumbai in demat mode. Shares in physical mode, which are lodged for transfer either with the company or with the Share Transfer Agent, are processed and subject to exercise of option under compulsory transfer cum-demat-procedure, share certificates are either dematted or returned within time as prescribed by the authorities.

As regard transfer of dematerialized shares, the same can be effected through the demat accounts of the transferor/s and transferee/s maintained with recognized Depository participants

ix. **Shareholding pattern as on March 31, 2013**

| Category | No. of shares | % of shareholding |
|---|------------------|-------------------|
| Promoters, Directors, Directors' Relative, friends & associates | 1,645,988 | 42.59 |
| Foreign Collaborator- U-shin Ltd., Japan | 1,004,645 | 26.00 |
| NRI | 52,084 | 1.35 |
| Domestic Companies\Bank\ Mutual Funds\Trust | 712,859 | 18.45 |
| Public | 448,924 | 11.61 |
| Total | 3,864,500 | 100.00 |

x. **Distribution of Shareholding as on March 31, 2013**

| No of equity shares held | No. of shareholders | Percentage of shareholders | No. of shares | Percentage of shareholding |
|--------------------------|---------------------|----------------------------|------------------|----------------------------|
| 1-500 | 2,280 | 92.42 | 274,386 | 7.10 |
| 501-1000 | 67 | 2.72 | 54,596 | 1.41 |
| 1001-2000 | 31 | 1.26 | 47,796 | 1.24 |
| 2001-3000 | 16 | 0.65 | 39,071 | 1.01 |
| 3001-4000 | 6 | 0.24 | 20,291 | 0.53 |
| 4001-5000 | 5 | 0.20 | 23,045 | 0.60 |
| 5001-10000 | 9 | 0.36 | 66,542 | 1.72 |
| 10001 and above | 53 | 2.15 | 3,338,773 | 86.40 |
| Total | 2,467 | 100.00 | 3,864,500 | 100.00 |

xi. **Dematerialization of Shares and liquidity**

As on March 31, 2013, 25.22% of the Company's total paid-up equity share capital was held in dematerialized form and the balance was held in physical form. Shares of the Company are actively traded on Bombay Stock Exchange Limited, Mumbai and hence have good liquidity.

xii. **Outstanding GDR's / ADR's: Not issued**

xiii. MCA's Green Initiative for Paperless Communications

Ministry of Corporate Affairs ("MCA") has recently taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies. We therefore propose to send all the communications, including Annual Reports, Half-yearly communications etc. henceforth to shareholders in Electronic Form at the e-mail address provided by them and made available to us by the depositories from time to time. Kindly register your e-mail address with RCMC Share Registry Private Limited, our Share Transfer Agent. If your email address is already registered please ignore the above instruction. We wish to inform you that in addition to getting the documents through your registered e-mail, you can also have access to the documents through our company website, www.jpmggroup.co.in. We solicit your whole-hearted co-operation in helping the Company to implement the e-governance initiatives of the Government in the interest of environment.

As a step towards implementation of above Green initiative, the members who have already registered their email addresses with the registrar and share transfer agent are being sent a copy of the Annual report through email only. However, if any such member so desires, may request for a physical copy.

xiv. Factory Locations:

1. GP-14, HSIIDC Industrial Estate, Sector -18, Gurgaon -122001, Haryana
2. Plot No.4, Sector 3, IMT-Manesar, Distt. Gurgaon-122050, Haryana
3. D-1(2), Sipcot Industrial Park, Irungulam Village, Sriperumbudur -602105, Tamilnadu
4. Khasra No.39/14, 15/1, 17/1, Village & Post Mohammadpur, Jharsa, Gurgaon-122004, Haryana
5. Plot No.67-69 & 70 (part), Narasapura Industrial area, District-Kolar-563113, Karnataka

xv. Registrar and Share Transfer Agents/Address for correspondence

RCMC Share Registry Pvt. Ltd.
B-106, Sector -2, Noida, Uttar Pradesh
Phone: (0120)-4015880 Fax No. : (0120)-4015839
E-mail: shares@rcmcdelhi.com

Members may write for any queries/information to Ms. Deepika Singh, Asstt. Company Secretary, Jay Ushin Limited, GP-14, HSIIDC Industrial Estate, Sector-18, Gurgaon, Haryana -122001 or any query can be sent by e-mail to deepika@jushinindia.com or julinvestors@jushinindia.com.

Non-Mandatory Requirement of Clause 49

The Company has not adopted the non mandatory requirements as mentioned under Clause 49 of the Listing Agreement to the extent applicable.

DECLARATION

As per Clause 49 of Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2013.

Place: Gurgaon
Date: August 14, 2013

Jay Ushin Limited
Ashwani Minda
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of Jay Ushin Limited

We have examined the compliance of conditions of Corporate Governance by Jay Ushin Limited (the 'Company') for the year ended on March 31, 2013, as stipulated in clause 49 of the listing agreement of the Company with the Bombay Stock Exchange Limited, Mumbai.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the directors and the management of the Company, we certify that the Company has substantially complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S S KOTHARI MEHTA & CO.
Chartered Accountants
Firm Registration No. 000756N

Place: Gurgaon
Date: August 14, 2013

K K Tulshan
Partner
Membership No. 85033

Annexure-II to the Director's Report
COMPLIANCE CERTIFICATE
(Under section 383A of the Companies Act, 1956)

To,
The Members,
M/s Jay Ushin Limited
GI-48, G.T.Karnal Road,
Industrial Area
Delhi-110033

Registration No.: **L52110DL1986PLC025118**

I have examined the registers, records, books and papers of **M/s Jay Ushin Limited** having its Regd. office at **GI- 48, G.T. Karnal Road, Industrial Area, Delhi-110033** as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the memorandum and Articles of Association of the Company for the financial year ended on March 31, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director and Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 6 times on April 23, 2012, May 15, 2012, August 14, 2012, September 01, 2012, December 24, 2012 and February 14, 2013 and the notices for meetings in respect of which were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. There was no resolution passed by Circulation during the year.
5. The Company closed its Register of Members for the period from Saturday, September 22, 2012 to Saturday, September 29, 2012 (both days inclusive) during the financial year.
6. The annual general meeting for the financial year ended on March 31, 2012 was held on September 29, 2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extraordinary meeting(s) were held during the financial year.
8. The Company has not advanced any loan to its directors and/or persons or firms or Companies referred in the Section 295 of the Act.
9. The Company has obtained Central Government approval for contracts or transactions falling under section 297 of the Companies Act, 1956 and has recorded in the register maintained for this purpose under section 301 of the Act. All these transactions are made within the limits as approved by the Central Government.
10. The Company has made necessary entries in the register maintained under section 301 of the Act wherever applicable.
11. No payments have been made during the year falling within the purview of Section 314 of the Act.
12. The Company has issued duplicate, consolidated and share certificates after split following the due procedure under the Act during the year.
13. The Company has:
 - (i) Not made any allotment of securities and has delivered all the certificates on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;

- (ii) Not declared dividend for the financial year 2011-12.
 - (iii) The Company has deposited Rs.83,874 on December 10, 2012 towards unpaid dividend pertaining to financial year 2004-05 to the Investor Education and Protection Fund under the Act during the year under review.
 - (iv) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. The Company has not appointed managing director, whole-time directors, additional directors, alternate director or director to fill any casual vacancy during the financial year. However, there was cessation of two non executive independent directors and one non executive director nominated by foreign collaborator during the financial year.
 15. The Company has not appointed any sole-selling agent during the financial year.
 16. The Company has obtained Central Government approval for contracts or transactions falling under section 297 of the Companies Act, 1956 for the financial years 2010-11, 2011-12 & 2012-13 vide letter No. 4/76/T-1/2010/D/2011, 4/78/T-1/2010/D/2012, 4/77/T-1/2010/D/2013 dated 30.06.2010 and 4/76/T-1/2011/D/128 dated 07.04.2011 respectively.
 17. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
 18. The Company has not issued any debentures/other securities during the financial year.
 19. The Company has not bought back any shares during the financial year ending March 31, 2013.
 20. The Company has not issued any preference shares/debentures during the financial year.
 21. The Company wherever required, has kept in abeyance any rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
 22. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act during the Financial Year.
 23. The amount borrowed by the Company is within limit prescribed under section 293(1)(d) of the Act during the financial year ended on March 31, 2013.
 24. During the year, the company has not made any investments.
 25. The Company has not made any loans or given guarantees or provided securities to other bodies corporate during the financial year.
 26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the financial year.
 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.
 28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year.
 29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year.
 30. The Company has not altered its Articles of Association during the financial year.
 31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
 32. The Company has not received any security from its employees during the financial year.
 33. Section 418 of the Companies Act, 1956 is not applicable.

Arvind Kohli

Place : Gurgaon
Date : August 14, 2013

Company Secretary
CP.No.2818

Annexure “A”
Registers as maintained by the Company

| S.No. | Particulars | Section Reference |
|--------------|---|--------------------------|
| 1. | Members', Directors' & Committees' Minutes Book | 193 |
| 2. | Register of Directors, Managing Directors, Managers & Secretary | 303 |
| 3. | Register of Members | 150/151 |
| 4. | Register of Particulars of Contracts | 301 |
| 5. | Register of Particulars of loans & investment | 372A |

Annexure “B”
List of forms & documents filed with The Registrar of Companies, NCT of Delhi & Haryana during the financial year ending March 31, 2013.

| S. No. | Form No. | U/Section | Particulars | Due on | Filed on |
|---------------|----------------------|------------------|--|---------------|-----------------|
| 1. | 23AC & 23ACA XBRL | 220 | Filing of Balance Sheet and other documents for the Financial Year ending March 31, 2011 | 31/12/2011 | 06/04/2012 |
| 2. | 8 | 135 | Modification of charge in favour of Standard Chartered Bank | 18/05/2012 | 21/05/2012 |
| 3. | 32 | 303(2) | Cessation of Directors | 14/06/2012 | 21/05/2012 |
| 4. | 8 | 125 | Creation of charge in favour of ICICI Bank | 03/07/2012 | 21/06/2012 |
| 5. | 32 | 303(2) | Cessation of Director | 15/06/2012 | 05/10/2012 |
| 6. | 23 | 192 | Registration of resolution(s) and agreements | 28/10/2012 | 30/10/2012 |
| 7. | 66 | 383A | Compliance Certificate | 28/10/2013 | 08/01/2013 |
| 8. | 17 | 138 | Satisfaction of charge in favour of Maruti Suzuki India Limited | 02/02/2013 | 08/01/2013 |
| 9. | 1INV | 205C | Unpaid-dividend credited to Investor education and protection fund | 09/01/2013 | 09/01/2013 |

Arvind Kohli

Place : Gurgaon
Date : August 14, 2013

Company Secretary
CP.No.2818

ANNEXURE-III TO THE DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

Company is saving energy through various activities & adaptation of new technology. The Company is taking uninterrupted gas based power from Maruti Suzuki India Limited. It has resulted in the better quality production and lower breakdowns of machines & equipment. The company has taken adequate steps in effective utilization of power with projects for cost reduction in Injection Moulding Section.

B. TECHNOLOGY ABSORPTION

1. RESEARCH AND DEVELOPMENT (R & D)

a. Specific Area in which R & D carried out by the company :

The company has been carrying out in-house Research & Development activities in the area of product development, process development, production process development, and cost reduction. During the year, the R&D of the company got recognition from Department of Science and Technology.

b. Benefits Derived :

Based on the achievements of In-house R&D efforts, during the year under review, several new products were designed by the Company's R & D like latches, switches and key sets for its customers like Maruti Suzuki, Hyundai, M&M etc.

Also Key Set & switches of several models of two wheelers were designed in house for Honda, Hero MotoCorp, Suzuki and Yamaha.

c. Future Plan of Action

- i) Development of new products
- ii) Reduction of product cost
- iii) Undertake the R&D innovation in other diverse segments.

d. Expenditure on Research & Development

The Company has separate in-house R & D Centre at Gurgaon. Ministry of Science & Technology (Department of Scientific and Industrial Research) has accorded its recognition to this in-house R & D Centre vide its letter No. TU-IV/RD/3558/2012 dated December 31, 2012.

Total expenditure incurred towards in-house R&D activities during the year 2012-13 are as under

| | Rs. lacs |
|--|----------|
| a) Capital expenditure | 17.34 |
| b) Revenue Expenditure | 386.41 |
| (Including salary to R&D staff & other related expenses) | _____ |
| | 403.75 |

2. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

a. Efforts, in brief, made towards Technology Absorption, Adaptation and Innovation

The technology to the extent received has been /is being absorbed and indigenised.

b. Benefits derived as a result of the above efforts e.g. product improvement, cost reduction, product development, import substitution, etc.

The technology received is being utilised for production of new products.

The Company is continuously doing indigenisation of various components as an import substitution in order to fulfill the demand of the customers for price reduction.

Technology imported during the last 5 years:-

| S. No. | Item | Collaboration | Year | Is the technology fully absorbed |
|--------|--|-----------------------|------------------------|----------------------------------|
| 1. | Key Sets, Head Lamp Leveling Switch, Back Door Opener Switch & Heater Control Assembly and various switches of Maruti Suzuki India Limited for A-Star, Ritz and SX4. Heater Control Panel of Honda Cars India Ltd. for City and Jazz. | U-shin Ltd., Japan | 2008-09 2008-09 | Yes |
| 2 | Key Sets, Door Latches, Head Lamp Leveling Switch, Back Door Opener Switch & Heater Control Assembly and various switches of Maruti Suzuki India Limited for car models New Swift and New WagonR. | U-shin Ltd., Japan | 2010-11 | Yes |
| 3 | Key Sets, Door Latches & Heater Control Assembly and various switches of Maruti Suzuki India Limited for car models Ertiga. Key Sets & Heater Control Panel of Honda Cars India Ltd. for Brio, City and Jazz and their variants (like Amaze) and upgrades. | U-shin Ltd., Japan | 2011-12 | Yes |
| 4 | Key Sets, Door Latches, Heater Control Panels and various switches for Maruti Suzuki India Limited for car model New Alto and new upcoming models YL7, YL1 etc. | U-shin Ltd., Japan | 2012-13 | Yes |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

a. Activity relating to exports, initiatives taken to increase exports, development of new export markets for product and services and export plans.

The Company is exporting certain components & switches to U-shin Ltd./its joint venture wherever they find our prices are competitive.

b. Total Foreign Exchange used and earned

Particulars with regard to Foreign exchange earnings and outgo are set out in Additional information in note 44 of 46 of the financial statements.

For and on behalf of the Board of Directors of
Jay Ushin Limited

Place: Gurgaon
Date : August 14, 2013

J.P. Minda
Chairman

INDEPENDENT AUDITORS' REPORT To The Members of Jay Ushin Limited

Report On the Financial Statements

We have audited the accompanying Financial Statements of Jay Ushin Limited ("the Company") which comprises the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and Notes to the Financial Statements comprising of a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation, and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to error or fraud. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013;
- ii) In the case of Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order') issued by the Central Government of India in terms of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order;
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in

agreement with the books of account;

- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

For **S S KOTHARI MEHTA & CO.**
Chartered Accountants
Firm Registration No. 000756N

K K Tulshan
Partner

Membership No. 85033

Place: Gurgaon

Date: May 30, 2013

Annexure

Re: Jay Ushin Limited

Referred to in clause 1 of paragraph on 'Report on Other Legal & Regulatory Requirements' of our report of even date

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets **except for certain items of fixed assets for which records are being updated with regard to specific location and particulars of assets.**
- (b) The fixed assets are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and no material discrepancies were noticed on such verification. **The procedures for physical verification are being strengthened.**
- (c) In our opinion and according to the information and explanations given to us, no substantial part of fixed assets has been disposed off by the Company during the year that impacts the going concern status of the Company.
- (ii) (a) The inventory excluding stocks with third parties and material in transit has been physically verified by the management during the year. In respect of inventories lying with third parties, these have been substantially confirmed by them. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable, adequate and **being strengthened** in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories. As explained to us, the discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of account.
- (iii) As informed to us, the Company has neither granted nor taken any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly clause (iii) (a) to (iii) (g) of paragraph 4 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets, purchase and sale of goods. The internal control for **inventories are being strengthened.** According to the information and explanations given to us, we have neither come across

JAY USHIN LIMITED

nor have been informed of any instance of a continuing failure to correct major weaknesses in the aforesaid internal control system. As informed to us, there are no transactions with regard to sale of services.

- (v) (a) According to the information and explanations given to us, we are of the opinion that all the particulars of contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) We are unable to comment if the transactions made in pursuance of such contracts or arrangements entered into the register in pursuance to section 301 of the Companies Act, 1956 and exceeding the value of Rs.5 lacs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices available at the relevant time as there are no market prices comparable to those transactions with similar terms and they are considered to be proprietary in nature by the management of the Company.
- (vi) The Company has not accepted any deposits from the public within the meaning of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder.
- (vii) The Company has appointed a firm of chartered accountants for internal audit, the scope and reports whereof are being monitored as per applicable guidelines commensurate with the size and nature of business of the Company.
- (viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the rules made by the Central Government of India for the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- (ix) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of provident fund, investor education and protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, customs duty, excise duty, cess and other material statutory dues as applicable with the appropriate authorities. Further, there were no undisputed amounts outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, sales tax, custom duty, wealth tax, excise duty, service tax and cess, which have not been deposited on account of any dispute, are as follows:

| S. No | Name of the Statute | Nature of Dues | Amount (Rs.) | Period to which the amount relates | Forum where the dispute is pending | Amount Deposited | Net Amount (Rs.) |
|-------|--------------------------|----------------|--------------|------------------------------------|------------------------------------|------------------|------------------|
| 1 | Central Excise Act, 1944 | Excise Duty | 3,170,208 | 1998 - 99 | CESTAT | 1,000,000 | 2,170,208 |
| 2 | Central Excise Act, 1944 | Penalty | 3,170,208 | 1998 - 99 | CESTAT | - | 3,170,208 |
| 3 | Central Excise Act, 1944 | Interest | 3,291,110 | 1998 - 99 | CESTAT | - | 3,291,110 |
| 4 | Central Excise Act, 1944 | Excise Duty | 1,578,448 | 2008 - 09 | CESTAT | - | 1,578,848 |
| 5 | Central Excise Act, 1944 | Penalty | 1,578,448 | 2008 - 09 | CESTAT | - | 1,578,848 |
| 6 | Central Excise Act, 1944 | Interest | 695,296 | 2008 - 09 | CESTAT | - | 695,296 |
| 7 | Central Excise Act, 1944 | Excise Duty | 124,000 | 2010 - 11 | CESTAT | - | 124,000 |
| 8 | Central Excise Act, 1944 | Penalty | 2,000 | 2010 - 11 | CESTAT | - | 2,000 |
| 9 | Central Excise Act, 1944 | Interest | 183 | 2010 - 11 | CESTAT | - | 183 |
| 10 | Income-tax Act, 1961 | Income-tax | 825,770 | 2009 - 10 | CIT (A) | - | 825.770 |

- (x) The Company does not have any accumulated losses as at the close of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company has not defaulted in repayment of its dues to banks. The Company has not taken any loans from financial institutions or debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund, nidhi, mutual benefit fund or a society.
- (xiv) The Company has maintained proper records of transactions and contracts for purchase and sale of units / securities during the year under review and timely entries were made therein. All shares, securities and other investments have been held by the Company in its own name.
- (xv) As per the information and explanations given to us and on the basis of our examination of the records, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) As per the information and explanations given to us and on the basis of our examination of the records, in our opinion, the term loans taken by the Company have been applied for the purpose for which they were obtained.
- (xvii) According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, in our opinion, we report that the funds raised by the Company on short-term basis have been used for long-term investment to the extent of Rs. 520,686,087.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

For **S S KOTHARI MEHTA & CO.**
Chartered Accountants
Firm Registration No. 000756N

Place: Gurgaon
Date: May 30, 2013

K K Tulshan
Partner
Membership No. 85033

JAY USHIN LIMITED

BALANCE SHEET AS AT MARCH 31, 2013

| | Note | March 31, 2013 | (Amount in ₹) March 31, 2012 |
|------------------------------------|------|----------------------|---------------------------------|
| I. EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share capital | 3 | 38,645,000 | 38,645,000 |
| (b) Reserves and surplus | 4 | 331,308,548 | 293,718,917 |
| | | 369,953,548 | 332,363,917 |
| Non-current liabilities | | | |
| (a) Long-term borrowings | 5 | 235,359,249 | 266,797,671 |
| (b) Deferred tax liabilities (net) | 39 | 22,157,693 | 29,746,732 |
| (c) Other long-term liabilities | 6 | 26,399,040 | 28,360,040 |
| (d) Long-term provisions | 7 | 30,376,527 | 16,310,895 |
| | | 314,292,509 | 341,215,338 |
| Current liabilities | | | |
| (a) Short-term borrowings | 8 | 469,408,719 | 536,270,687 |
| (b) Trade payables | 9 | 958,722,359 | 791,744,337 |
| (c) Other current liabilities | 10 | 345,707,913 | 276,177,799 |
| (d) Short-term provisions | 11 | 27,725,312 | 8,010,204 |
| | | 1,801,564,303 | 1,612,203,027 |
| TOTAL | | 2,485,810,360 | 2,285,782,282 |
| II. ASSETS | | | |
| Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 12 | 909,575,074 | 794,431,828 |
| (ii) Intangible assets | 13 | 3,569,652 | 1,903,115 |
| (iii) Capital work-in-progress | 31 | 203,501,394 | 168,848,838 |
| (b) Non-current investments | 14 | 600,000 | 600,000 |
| (c) Long-term loans and advances | 15 | 183,882,538 | 174,554,495 |
| (d) Other non current assets | 16 | 26,967,225 | 17,142,260 |
| | | 1,328,095,883 | 1,157,480,536 |
| Current assets | | | |
| (a) Inventories | 17 | 536,913,509 | 525,356,512 |
| (b) Trade receivables | 18 | 379,718,758 | 410,040,544 |
| (c) Cash and bank balances | 19 | 59,772,095 | 49,733,919 |
| (d) Short-term loans and advances | 20 | 181,310,117 | 143,137,559 |
| (e) Other current assets | 21 | - | 33,212 |
| | | 1,157,714,477 | 1,128,301,746 |
| TOTAL | | 2,485,810,360 | 2,285,782,282 |

Summary of significant accounting policies

2

The accompanying notes are integral part of the financial statements.

As per our report of even date
For S S Kothari Mehta & Co.
(Chartered Accountants)
Firm Registration No.: 000756N

For and on behalf of the Board of
Directors of Jay Ushin Limited

K K Tulshan
Partner
Membership No.: 85033
Place : Gurgaon
Dated : May 30, 2013

J P Minda
Chairman

Ashwani Minda
Managing Director

S K Vijayvergia
VP (Finance)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2013

(Amount in ₹)

| | Note | March 31, 2013 | March 31, 2012 |
|---|------|----------------------|----------------------|
| INCOME | | | |
| Revenue from operations (gross) | 22 | 5,935,030,024 | 5,156,126,602 |
| Less: Excise duty | | 769,957,416 | 565,395,909 |
| Revenue from operations (net) | | 5,165,072,608 | 4,590,730,693 |
| Other income | 23 | 106,933,218 | 85,019,384 |
| Total revenue | | 5,272,005,826 | 4,675,750,077 |
| EXPENSES | | | |
| Cost of raw materials and components consumed | 24 | 4,175,432,392 | 3,672,907,423 |
| Changes in inventories of finished goods | 25 | -4,260,509 | 1,538,495 |
| Employee benefits expenses | 26 | 386,209,921 | 331,114,104 |
| Finance cost | 27 | 74,247,006 | 98,976,634 |
| Depreciation and amortisation | 28 | 104,293,343 | 99,500,710 |
| Other expenses | 29 | 487,473,273 | 455,423,345 |
| Total expenses | | 5,223,395,426 | 4,659,460,711 |
| Profit before tax | | 48,610,400 | 16,289,366 |
| Tax expense: | | | |
| - Current tax | | 9,626,970 | 3,539,544 |
| - Tax for earlier years | | - | -1,982,398 |
| - Deferred tax | 39 | -7,589,039 | -8,638,811 |
| Profit after tax | | 46,572,469 | 23,371,031 |
| Basic and diluted earnings per share of ₹10 each (in ₹) | 34 | 12.05 | 6.05 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are integral part of the financial statements.

As per our report of even date
For S S Kothari Mehta & Co.
(Chartered Accountants)
Firm Registration No.: 000756N

For and on behalf of the Board of
Directors of Jay Ushin Limited

K K Tulshan
Partner
Membership No.: 85033
Place : Gurgaon
Dated : May 30, 2013

J P Minda
Chairman

Ashwani Minda
Managing Director

S K Vijayvergia
VP (Finance)

JAY USHIN LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

| | March 31, 2013 | (Amount in ₹) March 31, 2012 |
|---|---------------------|---------------------------------|
| A. Cash flows from operating activities: | | |
| Net profit before prior period expenses and tax | 46,572,469 | 16,289,366 |
| Adjustments for: | | |
| Depreciation and amortization | 104,293,343 | 99,500,710 |
| Prior period expenses | - | - |
| Finance cost | 74,247,006 | 98,976,634 |
| Interest income | -2,169,086 | -4,576,818 |
| Dividend income | -120,000 | -120,000 |
| Net loss/(gain) on sale of fixed assets | -5,747,182 | 1,170,126 |
| Rent received | -87,804,808 | -72,086,518 |
| Warranty | 30,624,299 | 30,463,243 |
| Bad trade receivables written off | 1,405,780 | 1,363,432 |
| Foreign exchange loss/(gain), net | -2,599,839 | 6,650,474 |
| Operating profit before working capital changes | 158,701,981 | 177,630,649 |
| Adjustments for changes in working capital: | | |
| Increase in trade payables | 166,978,022 | 30,874,909 |
| (Decrease)/increase in short term provisions | 763,558 | -1,600,280 |
| Decrease/(increase) in short term loans and advances | -38,259,811 | 161,559,686 |
| Increase in long term provisions | 4,096,918 | 4,315,467 |
| Increase in other current liabilities | 72,129,954 | 28,237,138 |
| Increase in trade receivables | 28,916,008 | -124,803,357 |
| Increase in Inventories | -11,556,997 | -72,533,966 |
| (Increase) /decrease in long term loans and advances | -9,328,043 | -109,551,555 |
| Increase in other long term liabilities | -1,961,000 | 4,386,845 |
| Warranty paid | -10,686,868 | -19,940,527 |
| Cash generated from /(used in) operating activities | 359,793,722 | 78,575,009 |
| Direct taxes paid | -7,589,039 | -2,719,671 |
| Net cash generated from /(used in) operating activities | 352,204,682 | 75,855,339 |
| B. Cash flows from investing activities: | | |
| Purchase of tangible assets | -233,741,656 | -145,154,797 |
| Purchase of intangible assets | -2,378,560 | -1,734,944 |
| Proceeds from sale of fixed assets | 20,764,267 | 24,008,167 |
| Movement in capital work in progress | -34,652,556 | -90,021,965 |
| Rental income received | 87,804,808 | 72,086,518 |
| Interest received | 2,169,086 | 4,474,453 |
| Dividend received | 120,000 | 120,000 |
| Increase in fixed deposits having maturity more than 12 months from balance sheet date | -9,704,500 | 1,681,822 |
| Increase in fixed deposits having original maturity of more than 3 months | - | -3,191,188 |
| Net cash used in investing activities | -169,619,111 | -137,731,934 |
| C. Cash flows from financing activities: | | |
| Proceeds from short term borrowings, net | -66,861,968 | 123,285,869 |
| Acceptance of long term borrowings | - | 104,073,408 |
| Repayment of long term borrowings | -31,438,422 | -79,841,168 |
| Interest paid | -74,247,006 | -104,345,753 |
| Dividend paid | - | -11,593,500 |
| Corporate dividend tax paid | - | -1,880,756 |
| Net Cash generated from financing activities | -172,547,396 | 29,698,100 |
| Net (decrease)/increase in cash and cash equivalents (A+B+C) | 10,038,174 | -32,178,494 |
| Cash and cash equivalents (refer note 19) | | |
| - At the beginning of the year | 49,733,919 | 78,721,225 |
| - At end of the year | 59,772,095 | 46,542,731 |
| Deposits with maturity for more than three months but realisable within twelve months from balance sheet date | 0 | 3,191,188 |
| Cash and bank balances as per balance sheet | 59,772,095 | 49,733,919 |

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statements issued by The Institute of Chartered Accountants of India and notified under section 211 (3) (c) of the Companies Act, 1956
- Cash and cash equivalents includes ₹ 957,263 (previous year ₹ 957,263) on account of unpaid dividend

The accompanying notes are integral part of the financial statements.

As per our report of even date

For S S Kothari Mehta & Co.

(Chartered Accountants)

Firm Registration No.: 000756N

For and on behalf of the Board of

Directors of Jay Ushin Limited

K K Tulshan

Partner

Membership No.: 85033

Place : Gurgaon

Dated : May 30, 2013

J P Minda

Chairman

Ashwani Minda

Managing Director

S K Vijayvergia

VP (Finance)

NOTES TO THE FINANCIAL STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

1. BACKGROUND

Jay Ushin Limited was established in 1986. The Company started commercial production in 1989 in Joint Venture and technical collaboration with U-shin Limited, Japan. The Company is primarily in the business of manufacturing and sale of automotive components of Automobiles for two wheeler and four wheeler. The Company is listed on Bombay stock exchange.

The financial statements reflect the results of the activities undertaken by the Company during the year April 1, 2012 to March 31, 2013.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) *Basis of preparation*

The Financial Statements have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and relevant provision of the Companies Act, 1956.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year except the change in policy relating to foreign currency transactions as mentioned in para (k).

(b) *Use of estimates*

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based upon management's best knowledge of current events and actions the company may undertake in future, actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in the current and future periods.

(c) *Tangible fixed assets*

Tangible assets are stated at their cost of acquisition less accumulated depreciation and accumulated impairment losses thereon, if any. Cost includes all cost incurred to bring the assets to its present location and condition.

(d) *Intangible fixed assets*

Intangible assets are stated at their cost of acquisition, less accumulated amortization and accumulated impairment losses thereon, if any. Cost includes all cost incurred to bring the assets to its present location and condition. An intangible asset is recognized where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured.

(e) *Depreciation / Amortisation*

Depreciation/amortisation is provided on straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. Depreciation/amortisation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation and amortisation on sale/discard of fixed assets is provided for upto the date of sale, deduction or discard of fixed assets as the case may be.

All assets costing Rs. 5,000 or less individually are depreciated at the rate of 100% on pro-rata basis.

The Company capitalises the technical know-how fee paid to the foreign collaborators at cost which is written off to revenue over the period of agreement or seven years whichever is shorter.

Costs relating to Software, which are acquired, are capitalised and amortised on a straight line basis over the useful life of the assets at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

(f) *Impairment of assets*

The carrying amounts of assets are reviewed at each reporting date if there is any indication of impairment. If any indication exists, the asset's recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount and is recognised in the Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortization), if no impairment loss had been recognised.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

(g) *Investments*

Accounting treatment

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Classification in the financial statements

Investments that are realisable within the period of twelve months from the balance sheet date are classified as current investment. All other investments are classified as non-current investments.

(h) *Revenue recognition*

- a. Revenue from sale of goods (including scrap sales) is recognised on delivery of the merchandise to the customer, when the significant risk and rewards of the ownership of goods have been transferred to the buyer. Sales are net off discounts, sales return and sales tax/ value added tax.
- b. Revenue in respect of insurance claims and excise & custom duty refund claim are recognised as and when the same are received
- c. Dividend income is recognised, when the right to receive the same is established.
- d. Interest on fixed deposits is recognised using the time proportion method, based on interest rates implicit in the transaction.
- e. Export benefits with respect to duty exemption pass book licenses purchased is recognised as revenue on a proportionate basis based on utilization of such Licenses.
- f. Lease income is recognized in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Statement of Profit and Loss.

(i) *Inventories*

Raw material, packing material, stores and spares are valued at lower of cost and net realisable value. However, raw materials and other items held for use in the production of inventories are not written down below cost, if the finished products in which they will be incorporated are expected to be sold at or above cost.

Finished goods and work in progress are valued at lower of cost and net realizable value. Cost of finished goods includes excise duty. Excise duty payable on finished goods is accounted for upon manufacture and transfer of finished goods to the stores. Payment of excise duty is deferred till the clearance of goods from the factory premises.

Cost of inventories comprises all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and condition.

Cost is determined on first in first out basis.

(j) *Borrowing Costs*

Borrowing costs are determined in accordance with the provisions of Accounting Standard - 16. Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(k) *Foreign currency transactions*

Transactions denominated in foreign currency are recorded at the exchange rate prevailing at the date of the transaction. Monetary items denominated in foreign currencies as at the year end are translated at the

rates prevailing as on the date of balance sheet. Non-monetary items denominated in foreign currencies are carried at cost. Any income or expense arising on account of exchange differences either on settlement or on translation of transaction is recognized in the Statement of Profit and Loss.

Consequent to the notification issued by the Ministry of Corporate Affairs on December 29, 2011, the Company adopted the option given in paragraph 46A of the Accounting Standard-11 "The Effects of Changes in Foreign Exchange Rates" with effect from April 1, 2011. Accordingly, the exchange difference on foreign currency denominated long term borrowings relating to acquisition of depreciable capital assets are adjusted in the carrying cost of such assets and the exchange difference on other long term foreign currency monetary items is amortised w.e.f. April 1, 2011 over its tenor till maturity.

(l) *Employee benefits*

Short term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and bonus etc. are recognized in the Statement of Profit and Loss in the period in which the employee renders the related service.

Long term employee benefits

i) *Defined contribution plan:*

Provident fund and employees' state insurance schemes:

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary (subject to a maximum basic salary of Rs. 6,500 per month per employee, as per the provisions of The Employees Provident Fund & Miscellaneous Provisions Act, 1952). These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance scheme, which is also a defined contribution scheme recognized and administered by the Government of India.

The Company's contributions to both these schemes are expensed off in the Statement of Profit and Loss. The Company has no further obligations under these plans beyond its monthly contributions.

ii) *Defined benefit plan:*

Gratuity:

The Company provides for retirement benefits in the form of Gratuity. Benefits payable to eligible employees of the company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date. In accordance with the Payment of Gratuity Act, 1972, the plan provides for lump sum payments to vested employees on retirement, death while in service or on termination of employment in an amount equivalent to 15 days basic salary for each completed year of service. Vesting occurs upon completion of five years of service. The present value of such obligation is determined by the projected unit credit method and adjusted for past service cost and fair value of plan assets as at the balance sheet date through which the obligations are to be settled. The resultant actuarial gain or loss on change in present value of the defined benefit obligation or change in return of the plan assets is recognised as an income or expense in the statement of profit and loss. The expected return on plan assets is based on the assumed rate of return of such assets.

iii) *Other long term employee benefits:*

Leave Encashment:

Benefits under the Company's leave encashment scheme constitute other employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the end of the year using the Projected Unit Credit Method. Actuarial gain and losses are recognized immediately in the Statement of Profit and Loss.

(m) *Leases*

a. Operating Lease: Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases.

Where the Company is the Lessor:-

Lease income is recognized in the Statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Statement of Profit and Loss.

Where the Company is the Lessee:-

Expenses payable under operating leases are charged to the Statement of Profit and Loss on a straight line basis over the lease term.

- b. Finance Lease:** Finance leases, which effectively transfer to the company substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized as finance costs in the Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalized.

(n) Tax Expense

Tax expenses comprises of Current Tax and Deferred Tax. Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred Income Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred Tax is measured based on the tax rates and the tax law enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that sufficient future taxable income will be available against which these assets can be realized in future where as in cases of existence of carry forward of losses or unabsorbed depreciation, deferred tax assets are recognized only if there is virtual certainty of realization backed by convincing evidence. Deferred tax assets are reviewed at each balance sheet date.

Minimum Alternative Tax (MAT) payable in a year is charged to Statement of Profit and Loss as current tax. MAT is recognized as an asset in the year in which credit become eligible but only to the extent there is convincing evidence that the company will pay normal income tax during the specified period in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India. The said asset is created by way of a credit to the Statement of Profit and Loss and is shown as MAT Credit Entitlement. MAT assets are reviewed at each balance sheet date.

(o) Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognized when the Company has a present obligation as a result of past events and it is more likely that an outflow of resources will be required to settle the obligations and the amount has been reliably estimated. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management's current estimates.

Contingent liabilities

A disclosure for a contingent liability is made where it is more likely than not that a present obligation or possible obligation may result in or involve an outflow of resources. When no present or possible obligation exists and the possibility of an outflow of resources is remote, no disclosure is made.

Contingent assets

Contingent assets are neither recorded nor disclosed in the financial statements.

(p) Cash and cash equivalents

Cash and cash equivalents comprise cash balances in hand, cash balances with bank and margin money deposited with bank.

(q) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue, share split or consolidation of shares.

For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date.

(r) Product warranty expenses

A provision is made for future warranty cost based on management's estimates of such future costs in respect of sales where the warranty period has not expired.

(s) Material Events

Material events occurring after balance sheet date and till the date of signing of financials are taken into cognizance.

3 Share capital

| | March 31, 2013 | | (Amount in ₹) March 31, 2012 | |
|--|------------------|-------------------|---------------------------------|-------------------|
| | Number | Amount | Numbers | Amount |
| Authorised | | | | |
| Equity shares of ₹ 10 each (previous year ₹ 10 each) | 5,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| Issued, subscribed and fully Paid up | | | | |
| Equity shares of ₹ 10 each (previous year ₹ 10 each) | 3,864,500 | 38,645,000 | 3,864,500 | 38,645,000 |
| Total paid-up share capital | 3,864,500 | 38,645,000 | 3,864,500 | 38,645,000 |

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year:

| Equity shares | March 31, 2013 | | (Amount in ₹) March 31, 2012 | |
|------------------------------------|------------------|-------------------|---------------------------------|-------------------|
| | Number | Amount | Number | Amount |
| At the beginning of the year | 3,864,500 | 38,645,000 | 3,864,500 | 38,645,000 |
| Outstanding at the end of the year | 3,864,500 | 38,645,000 | 3,864,500 | 38,645,000 |

(b) Terms/ rights attached to equity shares:

- The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting except in the case where interim dividend is distributed.
- During the year ended March 31, 2013, the amount of per share dividend recognised for distributions to equity shareholders is ₹ 2/- (previous year ₹ Nil)
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by each shareholder holding more than 5% shares in the Company:

| Equity shares of ₹ 10/- each fully paid-up | March 31, 2013 | | March 31, 2012 | |
|--|----------------|--------------|----------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| U-shin Ltd, Japan | 1,004,645 | 26.00 | 1,004,645 | 26.00 |
| Ashwani Minda * | 249,092 | 6.45 | 249,092 | 6.45 |
| J. P. Minda * | 214,026 | 5.54 | 214,026 | 5.54 |
| Anil Minda * | 213,046 | 5.51 | 213,046 | 5.51 |

* 450,446 shares (11.66%) out of an aggregate of 6,76,164 shares (17.50%) have been transferred/sold to JPM Farms Private Limited (3.30%), Consortium Vyapaar Ltd. (5.50%), Rajesh Kumar Seth (1.94%) and Ishwar Lal Agarwal (0.92%) by these shareholders but share transfer deed in relation to the same has not been yet registered and accordingly the register of shareholders has not been updated by the Company yet. Further, these does not include the shares held by relatives or other companies in which these shareholders have substantial interest as individually these are less than 5 %.

(d) No shares have been allotted as fully paid up pursuant to any contract(s) without payment being received in cash, allotted as fully paid up by way of bonus shares or bought back.

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4 Reserves and surplus

| | (Amount in ₹) | |
|---|-----------------------|-----------------------|
| | March 31, 2013 | March 31, 2012 |
| a. Securities premium account | 28,596,367 | 28,596,367 |
| | 28,596,367 | 28,596,367 |
| b. General reserve | | |
| Balance as at the beginning of the year | 24,712,857 | 24,712,857 |
| Add: Transferred from surplus in Statement of Profit and Loss | 3,492,935 | - |
| Closing balance | 28,205,792 | 24,712,857 |
| c. Surplus in Statement of Profit and Loss | | |
| Balance as at the beginning of the year | 240,409,693 | 217,038,662 |
| Add: Profit for the year | 46,572,469 | 23,371,031 |
| Less: Appropriations | | |
| Proposed equity dividend | -7,729,000 | - |
| Tax on proposed equity dividend | -1,253,837 | - |
| Transfer to General Reserves | -3,492,935 | - |
| Closing Balance | 274,506,389 | 240,409,693 |
| | 331,308,548 | 293,718,917 |

5 Long-term borrowings*

| | (Amount in ₹) | | | |
|--|---------------------------------------|-----------------------------------|---------------------------------------|-----------------------------------|
| | Non Current portion March 31, 2013 | Current portion March 31, 2013 | Non Current portion March 31, 2012 | Current portion March 31, 2012 |
| Term loans, secured | | | | |
| - From banks (rupee loan) | 154,814,656 | 57,608,152 | 120,100,012 | 53,338,737 |
| - External commercial borrowings from a bank | 79,901,065 | 54,915,000 | 144,421,250 | 52,595,089 |
| Vehicle loans, secured | | | | |
| - From banks | 643,528 | 1,634,921 | 2,236,301 | 2,298,055 |
| - From others | - | 22,825 | 40,108 | 192,667.00 |
| Amount disclosed under the head "other current liabilities" (refer note 10) | - | -114,180,898 | - | -108,424,548 |
| Total | 235,359,249 | - | 266,797,671 | - |

*No amount of default as on the balance sheet date in repayment of loans and interest

a) Term Loan from ICICI Bank was taken on December 16, 2011 and carries interest linked to Bank base rate +3.25%. The loan is repayable in 18 equal quarterly instalments with a moratorium of 2 quarters. The loan is secured by first pari-passu charge on all existing and future movable fixed assets of the Company. Second pari-passu charge on all existing and future current assets of the company in sharing with other lenders. Exclusive charge on property located at Plot No. 4, Sector -3 Manesar, Gurgaon, Haryana.

Term loan from Kotak Mahindra Bank Ltd. (KMBL) was taken during the financial year 2007-08 and is repayable in 60 monthly instalments with a moratorium of 6 months. The loan carries interest based on 12 months Benchmark Prime Lending Rate (PLR) of KMBL less 4.75% p.a.. The loan is secured by way of First pari passu charge on all existing & future movable fixed assets & second pari passu charge on all existing and future current assets of the Company. Equitable mortgage by way of second pari passu charge over following properties owned by the company sharing with Standard Chartered Bank (SCB) and Yes Bank Limited (YBL) a) Property at GP -14, Industrial Estate, Sector -18, Gurgaon, Haryana b) Plot no. D-1/2, in the SIPCOT's Industrial Park at Sriperumbudur.

Term loan from Standard Chartered Bank carries interest rate 13.00% p.a.. The loan is repayable in 18 quarterly instalment starting from August, 2009 with a moratorium of 6 month. Secured by way of First pari passu charge on all existing & future movable fixed assets & second pari passu charge on all existing and future current assets of the Company. Equitable mortgage by way of second pari passu charge over following properties owned by the company sharing with KMBL and YBL a) Property at GP -14, Industrial Estate, Sector -18, Gurgaon, Haryana b) Plot no. D-1/2, in the SIPCOT's Industrial Park at Sriperumbudur.

(All above loans are secured by way of personal guarantee of directors Viz. Mr. J. P. Minda, Mr. Anil Minda & Mr. Ashwani Minda)

Term Loan from Tata Capital Financial services Limited carries interest rate 13.00% p.a..The loan is repayable in 54 quarterly installments with a moratorium of 6 months.The laon is secured by way of exclusive charge over

entire immovable and movable property situated at Plot nos. 67,68,69 & 70(part) Narasapura Industrial area, Kolar District- 563133 and personal guarantee of Mr. J.P. Minda, Mr. Ashwani Minda and Mrs. Vanadana Minda.

b) "External Commercial Borrowings (ECB) taken from a bank carries fixed rate of interest 6 months Libor + 300 bps p.a. The Loan is repayable half yearly in 8 equivalent instalments with a moratorium of 18 months from the first draw down date i.e. August 31, 2010 and October 13, 2010. The loan is secured by way of first charge over movable & immovable fixed assets and second pari passu charge over current assets and further additionally secured by equitable mortgage over company immovable property at Plot No. 150, Urban Estate, Sector-44, Gurgaon, Haryana. The above loans are secured by way of personal guarantee of directors Viz. Mr. J. P. Minda, Mr. Anil Minda & Mr. Ashwani Minda)"

c) Vehicle loans are secured by hypothecation of vehicles financed.

6 Other long-term liabilities

| | March 31, 2013 | (Amount in ₹) March 31, 2012 |
|--|-------------------|---------------------------------|
| Advance from customers* | 26,399,040 | 28,360,040 |
| * includes advance received from related party (refer note 37) | | |
| | 26,399,040 | 28,360,040 |

7 Long-term provisions

(a) Provision for employee benefits (refer note 34)

| | | |
|---------------------------------|-------------------|-------------------|
| Provision for gratuity (funded) | 3,723,197 | 2,999,732 |
| Provision for leave encashment | 11,423,257 | 8,049,805 |
| | 15,146,454 | 11,049,537 |

(b) Provision - Others

| | | |
|--|-------------------|-------------------|
| Provision for warranty (refer note 49) | 15,230,073 | 5,261,358 |
| | 15,230,073 | 5,261,358 |
| | 30,376,527 | 16,310,895 |

8 Short-term borrowings*

Secured

Loans from banks

| | | |
|-----------------------------------|--------------------|--------------------|
| - Foreign currency buyers credits | 197,051,556 | 137,894,008 |
| - Working capital loan | 7,500,000 | 42,500,000 |
| - Purchase orders discounted | 244,857,163 | 288,799,419 |
| - Cash credit/overdraft | - | 27,077,260 |
| | 449,408,719 | 496,270,687 |

Unsecured

Loans from others

| | | |
|--|--------------------|--------------------|
| | 20,000,000 | 40,000,000 |
| | 20,000,000 | 40,000,000 |
| | 469,408,719 | 536,270,687 |

*No amount of default as on the balance sheet date in repayment of loans and interest

| Bank | Security |
|-------------------------|---|
| ICICI Bank | First pari-passu charge on the current assets of the Company. Second pari-passu charge over all present and future moveable assets of the company sharing with other bankers and further secured by second pari-passu charge over the property at Plot No.4, Sector -3, IMT-Manesar. |
| Kotak Mahindra Bank | First pari-passu charge on the current assets of the Company. Second pari-passu charge over all present and future moveable assets of the company sharing with other bankers and further secured by second pari-passu equitable mortgage charge on immoveable properties being land and building situated at GP-14, Industrial Estate, Sector-18, Gurgaon, Haryana and Plot No.D-1/2 in the Sipcot's Industrial Park at Sriperumbudur |
| Standard Chartered Bank | First pari-passu charge on the current assets of the Company. Second pari-passu charge over all present and future moveable assets including land and building at Gurgaon, Manesar and Chennai. |
| Yes Bank | First pari-passu charge on the current assets of the Company. Second pari-passu charge over all present and future moveable assets (exclusively charged to other bankers of the company sharing with other bankers. |

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9 Trade payables

(Amount in ₹)

Trade payables (refer note 40 for details of dues to micro, small & medium enterprises)*

| March 31, 2013 | March 31, 2012 |
|--------------------|--------------------|
| 958,722,359 | 791,744,337 |
| 958,722,359 | 791,744,337 |

* Includes payable to related parties (refer note 37)

10 Other current liabilities

Current maturities of long-term debt (refer note 5)

Interest accrued but not due on borrowings

Book overdraft

Statutory dues

Employee related payables

Unpaid dividends*

Royalty payable

Payables towards capital goods (refer note 40)

Payables for expenses (refer note 40)

Total

| | |
|--------------------|--------------------|
| 114,180,898 | 108,424,548 |
| 9,149,031 | 5,651,833 |
| 2,545,214 | 16,098,471 |
| 23,700,554 | 23,896,495 |
| 31,597,098 | 21,389,131 |
| 1,283,403 | 957,263 |
| 39,813,031 | 30,822,569 |
| 12,199,719 | 16,363,440 |
| 111,238,965 | 52,574,049 |
| 345,707,913 | 276,177,799 |

* Not due to be transferred to Investor Education and Protection Fund

11 Short-term provisions

Provision for employee benefits (refer note 33)

Provision for gratuity (funded)

Provision for leave encashment

Provision for warranty (refer note 48)

Provision for proposed equity dividend

Provision for tax on proposed dividends

| | |
|-------------------|------------------|
| 2,155,586 | 1,684,525 |
| 1,356,816 | 1,064,321 |
| 15,230,073 | 5,261,358 |
| 7,729,000 | - |
| 1,253,837 | - |
| 27,725,312 | 8,010,204 |

12. Tangible Assets

| | Gross Block (at cost) | | | | Depreciation | | | | Net Block | |
|-----------------------------------|-----------------------|--------------------|------------------------|----------------------|---------------------|---------------------------|------------------------|----------------------|----------------------|----------------------|
| | As at April 1, 2012 | Additions | Deletions/ Adjustments | As at March 31, 2013 | As at April 1, 2012 | Depreciation for the year | Deletions/ Adjustments | As at March 31, 2013 | As at March 31, 2013 | As at March 31, 2012 |
| A. Owned Assets | | | | | | 51 | | | | |
| Freehold Land | 57,309,599 | 1,304,870 | - | 58,614,469 | - | - | - | - | 58,614,469 | 57,309,599 |
| Building # | 170,198,129 | 55,514,241 | - | 225,712,370 | 41,176,045 | 5,741,275 | - | 46,917,320 | 178,795,050 | 129,022,084 |
| Leasehold Improvement | 78,435,817 | 7,124,311 | - | 85,560,128 | 10,209,320 | 2,847,778 | - | 13,057,098 | 72,503,030 | 68,226,499 |
| Plant & Machinery | 463,681,764 | 59,418,178 | 5,466,704 | 517,633,238 | 219,559,724 | 42,936,263 | 2,307,886 | 260,188,101 | 257,445,137 | 244,122,040 |
| Dies | 472,465,408 | 42,743,433 | 13,062,315 | 502,146,526 | 223,564,023 | 45,567,828 | 1,205,363 | 267,926,488 | 234,220,038 | 248,901,384 |
| Furniture & Fixture | 15,366,484 | 1,412,784 | - | 16,779,268 | 6,904,250 | 855,136 | - | 7,759,386 | 9,019,882 | 8,462,233 |
| Office Equipments | 13,122,697 | 1,363,562 | - | 14,486,259 | 6,052,577 | 700,551 | - | 6,753,128 | 7,733,131 | 7,070,120 |
| Vehicles | 33,573,920 | 51,731 | - | 33,625,651 | 14,913,913 | 2,787,538 | - | 17,701,451 | 15,924,200 | 18,660,007 |
| Temporary Structure | 4,104,762 | 46,840 | - | 4,151,602 | 3,819,971 | 304,297 | - | 4,124,268 | 27,334 | 284,791 |
| Computer | 11,827,243 | 1,648,025 | 1,315 | 13,473,953 | 6,088,079 | 1,768,936 | - | 7,857,015 | 5,616,938 | 5,739,164 |
| Total | 1,320,085,823 | 170,627,975 | 18,530,334 | 1,472,183,464 | 532,287,902 | 103,509,602 | 3,513,249 | 632,284,255 | 839,899,209 | 787,797,920 |
| B. Assets Under Lease | | | | | | | | | | |
| Leasehold Land * | 7,100,075 | 63,113,675 | - | 70,213,750 | 466,167 | 71,718 | - | 537,885 | 69,675,865 | 6,633,908 |
| Total | 7,100,075 | 63,113,675 | - | 70,213,750 | 466,167 | 71,718 | - | 537,885 | 69,675,865 | 6,633,908 |
| Total (12) Tangible Assets | 1,327,185,898 | 233,741,650 | 18,530,334 | 1,542,397,214 | 532,754,069 | 103,581,320 | 3,513,249 | 632,822,140 | 909,575,074 | 794,431,828 |
| Previous year | 1,187,936,639 | 166,436,245 | 27,186,986 | 1,327,185,898 | 435,646,921 | 99,115,841 | 2,008,693 | 532,754,069 | 794,431,828 | |

Tangible assets, are subject to first pari passu charge to secure the company's long term borrowings referred in note 5 as secured term loans from bank.

* Land measuring 6.68 acres has been acquired by the company under a lease agreement with State Industries Promotion Corporation of Tamil Nadu Limited, Chennai for a lease period of 99 years commencing from October 10, 2005. The premium paid and other expenses incidental to the acquisition are amortise over the period of the lease.

Includes following assets which have been leased out under an operating lease agreement.

| | | | | | | | | | | |
|-------------------|--------------------|----------|----------|--------------------|-------------------|------------------|----------|-------------------|-------------------|-------------------|
| Building | 116,027,695 | - | - | 116,027,695 | 20,489,633 | 3,875,722 | - | 26,825,127 | 91,662,340 | 95,538,062 |
| Plant & Machinery | 16,178,640 | - | - | 16,178,640 | 11,618,545 | - | - | 11,618,545 | 4,560,095 | 4,560,095 |
| | 132,206,335 | - | - | 132,206,335 | 32,108,178 | 3,875,722 | - | 38,443,672 | 96,222,435 | 100,098,157 |

13. Intangible Assets

| | | | | | | | | | | |
|-------------------|-------------------|------------------|----------|-------------------|-------------------|----------------|----------|-------------------|------------------|------------------|
| Computer Software | 3,533,904 | 2,378,560 | - | 5,912,464 | 1,630,789 | 712,024 | - | 2,342,812 | 3,569,652 | 1,903,115 |
| Technical Fees | 16,209,492 | - | - | 16,209,491 | 16,209,491 | - | - | 16,209,491 | - | - |
| Total (13) | 19,743,396 | 2,378,560 | - | 22,121,955 | 17,840,280 | 712,024 | - | 18,552,303 | 3,569,652 | 1,903,115 |
| Previous year | 18,008,452 | 1,734,944 | - | 19,743,396 | 17,455,412 | 384,869 | - | 17,840,281 | 1,903,115 | |

| | (Amount in ₹) | |
|---|-----------------------|-----------------------|
| | <u>March 31, 2013</u> | <u>March 31, 2012</u> |
| 14 Non-current investments | | |
| (Non trade, valued at cost) | | |
| 60,000 (previous year 60,000) equity shares of ₹10 each in Inapax Private Limited | 600,000 | 600,000 |
| | <u>600,000</u> | <u>600,000</u> |
| 15 Long-term loans and advances | | |
| (Unsecured, considered good) | | |
| Security deposit | 7,506,622 | 6,590,548 |
| Tooling advance given | 7,583,897 | 10,608,597 |
| Capital advances | 140,659,380 | 136,561,888 |
| Advance income tax (net of provision of ₹ 42,448,453 (previous year ₹ 95,046,327)) | 28,132,639 | 20,793,462 |
| | <u>183,882,538</u> | <u>174,554,495</u> |
| 16 Other non current assets | | |
| Non-current bank balances (refer note 19) | 26,638,814 | 16,934,314 |
| Interest accrued but not due on fixed deposits | 328,411 | 207,947 |
| | <u>26,967,225</u> | <u>17,142,260</u> |
| 17 Inventories (At lower of cost and net realisable value) | | |
| Raw Materials | | |
| At factory | 383,766,534 | 389,973,456 |
| With job workers | 36,639,799 | 24,665,049 |
| In transit | 78,062,000 | 75,387,490 |
| Finished Goods * | | |
| At factory | 37,987,488 | 31,362,802 |
| In transit | - | 1,635,437 |
| Stores and spares | 457,688 | 2,332,278 |
| | <u>536,913,509</u> | <u>525,356,512</u> |
| * includes excise duty provision amounting to ₹41,78,759 (previous year ₹34,50,019) | | |
| 18 Trade receivables * | | |
| (Unsecured and considered good) | | |
| Trade receivables outstanding for a period exceeding six months from the date they were due for payment | 4,639,723 | 8,124,420 |
| Other receivables | 375,079,035 | 401,916,124 |
| | <u>379,718,758</u> | <u>410,040,544</u> |

* Includes amount due from related parties (refer note 37)

19 Cash and bank balances

| | Current | Non Current | Current | Non Current |
|-------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | <u>March 31, 2013</u> | <u>March 31, 2013</u> | <u>March 31, 2012</u> | <u>March 31, 2012</u> |
| Cash and cash equivalents | | | | |
| Balances with banks: | | | | |
| - in current accounts | 58,214,139 | - | 44,885,339 | - |
| - in cash credit accounts | - | - | 204,563 | - |
| - in unpaid dividend accounts | 1,283,403 | - | 957,263 | - |
| Cash on hand | 274,553 | - | 495,566 | - |
| | <u>59,772,095</u> | <u>-</u> | <u>46,542,731</u> | <u>-</u> |

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Other bank balances :

| | | | | |
|--|-------------------|-------------------|-------------------|-------------------|
| Deposits with original maturity of more than three months but realisable after twelve months from balance sheet date * | - | - | - | 38,126 |
| Deposits with maturity for more than three months but realisable within twelve months from balance sheet date* | - | - | 3,191,188 | - |
| Margin money deposit | - | 26,638,814 | - | 16,896,188 |
| | - | 26,638,814 | 3,191,188 | 16,934,314 |
| Amount disclosed under Other non-current assets (Refer note 16) | - | -26,638,814 | - | -16,934,314 |
| | 59,772,095 | - | 49,733,919 | - |

* These deposits are pledged with bank for issue of bank guarantees, purchase orders discounting, LC and security for loans and these are not available for use by the Company.

20 Short-term loans and advances

(Unsecured and considered good)

| | (Amount in ₹) | |
|---|-----------------------|-----------------------|
| | March 31, 2013 | March 31, 2012 |
| Loans and advances to employees | 461,272 | 1,113,233 |
| Prepaid expenses | 3,178,754 | 1,990,280 |
| Security deposit | 781,110 | 694,110 |
| Balance with excise and customs authorities | 99,069,715 | 87,007,328 |
| Advance to suppliers | 72,632,012 | 48,435,071 |
| Other loans and advances | | |
| - Import licenses recoverable | 5,187,254 | 3,897,537 |
| | 181,310,117 | 143,137,559 |

21 Other current assets

| | (Amount in ₹) | | | |
|---|-----------------------|-----------------------|-----------------------|-----------------------|
| | Current | Non Current | Current | Non Current |
| | March 31, 2013 | March 31, 2013 | March 31, 2012 | March 31, 2012 |
| Interest accrued but not due on fixed deposits | | 328,411 | 33,212 | 207,947 |
| Amount disclosed under Other non-current assets (refer note 16) | | -328,411 | | -207,947 |
| | - | - | 33,212 | - |

22 Revenue from operations

| | (Amount in ₹) | |
|--|-----------------------|-----------------------|
| | Year ended | Year ended |
| | March 31, 2013 | March 31, 2012 |
| Revenue from operations | | |
| Sale of products * | 5,925,576,968 | 5,148,882,356 |
| Less: Excise duty | 768,930,794 | 564,733,775 |
| | 5,156,646,174 | 4,584,148,581 |
| Other operating revenues | | |
| Scrap sales | 9,453,056 | 7,244,246 |
| Less: Excise duty | 1,026,622 | 662,134 |
| | 8,426,434 | 6,582,112 |
| Revenue from operations (net) | 5,165,072,608 | 4,590,730,693 |
| * Finished goods sold | | |
| Lock sets and components (4 wheelers and 2 wheelers) | 2,494,929,069 | 2,169,432,827 |
| Door latches and components | 1,458,948,733 | 1,299,147,182 |
| Combination Switch | 20,372,345 | 36,928,249 |
| Switches (4 wheelers and 2 wheelers) | 630,560,416 | 496,596,027 |
| Heater control panel and component | 322,443,708 | 344,566,638 |
| Others | 229,391,903 | 237,477,658 |
| | 5,156,646,174 | 4,584,148,581 |

| | (Amount in ₹) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| 23 Other income | | |
| Interest income on: | | |
| - fixed deposits | 2,169,086 | 1,446,862 |
| - Income tax refunds | - | 3,129,956 |
| - Others | - | - |
| Dividend income | 120,000 | 120,000 |
| Insurance claim | 49,693 | 2,991 |
| Net gain on sale of fixed assets | 5,747,182 | - |
| Rent received from leased buiding (refer note 36)* | 86,186,944 | 70,468,654 |
| Rent received from leased plant and machiney (refer note 36) | 1,617,864 | 1,617,864 |
| Income from import licenses | 8,442,610 | 7,989,057 |
| Other income | 2,599,839 | 244,000 |
| | 106,933,218 | 85,019,384 |
| * Includes rent received from related party (refer note 37) | | |
| 24 Cost of raw materials and components consumed | | |
| Inventory at the beginning of the year | 492,358,273 | 418,285,813 |
| Add: Purchases | 4,106,612,649 | 3,746,979,883 |
| | 4,598,970,922 | 4,165,265,696 |
| Less: Inventory at the end of the year | 423,538,531 | 492,358,273 |
| Cost of raw materials and components consumed | 4,175,432,392 | 3,672,907,423 |
| 25 Changes in inventories of finished goods | | |
| Stock at the beginning of the year | 29,548,220 | 31,311,636 |
| Stock at the end of the year | 33,079,989 | 29,548,220 |
| | -3,531,769 | 1,763,416 |
| Increase excise duty on closing stock | -728,740 | -224,921 |
| | -4,260,509 | 1,538,495 |
| Finished goods # | | |
| Lock sets and components (4 wheelers and 2 wheelers) | 15,753,977 | 13,583,889 |
| Door latches and components | 15,734,850 | 10,627,459 |
| Combination switch | 849,575 | 450,183 |
| Switches (4 wheelers and 2 wheelers) * | 4,187,150 | 6,636,973 |
| Heater control panel and component | 1,284,932 | 1,490,906 |
| Others | 177,004 | 208,829 |
| | 37,987,488 | 32,998,239 |
| # includes excise duty of ₹41,78,759 (previous year ₹3,450,019) | | |
| 26 Employee benefits expenses | | |
| Salaries, wages, bonus and allowances (refer note 33) | 345,321,648 | 297,335,029 |
| Contributions to provident and other funds (refer note 33) | 10,940,625 | 9,007,093 |
| Workmen and staff welfare expenses | 29,947,648 | 24,771,982 |
| | 386,209,921 | 331,114,104 |

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| | (Amount in ₹) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| 27 Finance cost | | |
| Interest on external commercial borrowings | 6,500,223 | 7,475,651 |
| Interest on term loans | 4,025,831 | 6,565,273 |
| Interest on buyer's credit | 4,118,545 | 1,774,217 |
| Interest on unsecured loan | 5,530,959 | 2,690,978 |
| Interest on vehicle loan | 335,555 | 472,610 |
| Interest on working capital loan and purchase orders discounting | 35,517,026 | 44,469,156 |
| Bank charges | 827,499 | 1,513,565 |
| Cash discount | 25,225,813 | 23,720,241 |
| Other interest costs | 818,464 | 4,846,146 |
| Foreign exchange fluctuation loss on borrowings (net) (net of foreign exchange fluctuation (net) of ₹ Nil (previous year ₹ 27,258,191) which has been | -8,652,909 | 5,448,797 |
| | 74,247,006 | 98,976,634 |
| 28 Depreciation and amortisation | | |
| Depreciation (refer note 12) | 103,581,320 | 99,115,841 |
| Amortisation (refer note 13) | 712,024 | 384,869 |
| | 104,293,343 | 99,500,710 |
| 29 Other expenses | | |
| Power and fuel | 49,225,912 | 35,869,504 |
| Job work charges | 183,928,110 | 171,022,789 |
| Rent including lease rentals (refer note 36) | 30,001,033 | 10,966,284 |
| Repairs and maintenance: | | |
| - Buildings | 10,169,204 | 6,206,317 |
| - Plant and machinery | 16,532,065 | 16,402,251 |
| - Others | 8,508,264 | 8,965,283 |
| Insurance | 1,499,316 | 1,495,645 |
| Net loss on sale of fixed assets | - | 1,170,126 |
| Communication | 3,068,351 | 2,403,360 |
| Travelling and conveyance | 60,266,565 | 60,625,243 |
| Printing and stationery | 3,558,397 | 3,594,908 |
| Freight and forwarding | 19,430,721 | 19,075,243 |
| Foreign exchange fluctuation loss on other than borrowings (net) | 709,124 | 28,382,705 |
| Royalty | 29,589,311 | 20,598,858 |
| Business promotion | 2,628,775 | 2,688,582 |
| Legal and professional | 8,988,857 | 6,433,201 |
| Auditor's remuneration (refer note 38) | 983,131 | 980,382 |
| Bad trade receivables written off | 1,435,832 | 1,363,432 |
| Warranty (refer note 48) | 30,624,299 | 30,463,243 |
| Security charges | 6,433,756 | 5,026,655 |
| Miscellaneous expenses | 19,892,250 | 21,689,334 |
| | 487,473,273 | 455,423,345 |

30. Commitments and contingent liabilities

| Particulars | (Amount in ₹) | |
|---|----------------|----------------|
| | March 31, 2013 | March 31, 2012 |
| i. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances) | 104,242,546 | 83,707,190 |
| ii. Contingent liabilities | | |
| a. Claim against the Company not acknowledged as debts* | 16,410,682 | 19,913,199 |
| b. Guarantees issues on behalf of the Company outstanding at the end of the year | 48,66,000 | 20,000 |

*Represents Central Excise/Service tax demands pending in appeal/show cause notice. The Company has deposited Rs.1,000,000 under protest against such demands/show cause notices. Based on the interpretations of the provisions of Excise Act and provisions of Service Tax Act with regard to demand raised, the management is of the opinion that the ultimate outcome of these proceeding will not have a material adverse effect on the company's financial position and results of operations.

There are no other material commitments.

31. Capital work in progress:

| | (Amount in ₹) | |
|--|--------------------|--------------------|
| | March 31, 2013 | March 31, 2012 |
| a. Assets Cost | 172,658,265 | 144,343,047 |
| | 172,658,265 | 144,343,047 |
| b. Project related expenses | | |
| Opening Balance | 24,505,791 | 6,566,304 |
| Additions during the year | | |
| Interest expenses (refer note 32) | 15,853,656 | 11,962,744 |
| Foreign exchange fluctuation (refer note 47) | (6,026,466) | 5,976,743 |
| Less: capitalisation during the year | 3,489,852 | - |
| Balance at the year end | 30,843,129 | 24,505,791 |
| Total (a) + (b) | 203,501,394 | 168,848,838 |

32. Borrowing cost capitalized during the year

As per Accounting Standard 16 – Accounting, “Borrowing Cost”, the Company has capitalized Rs. 15,853,656 (Previous year Rs.11,962,744) to various fixed assets including capital work in progress in the year ended March 31, 2013.

33. Employee benefit obligations

The Company has in accordance with Accounting Standard-15 “Employee Benefits” calculated the various benefits provided to employees as under:

A. Defined contribution plans:

- i. Provident Fund
- ii. Employee state insurance plan

The provident fund and the employees' state insurance defined contribution plan are operated by the Regional Provident Fund Commissioner and Regional Director of ESIC respectively.

The Company has recognized the following amounts in the Statement of profit and loss for the year:

| Particulars | (Amount in ₹) | |
|---|------------------------------|------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| i. Contribution to Provident Fund † | 5,098,000 | 4,627,693 |
| ii. Contribution to Employee State Insurance Scheme # | 1,747,888 | 1,613,946 |

* Included in Contribution to Provident and other funds under Employee benefit expenses (note 26)

Included in Salaries, wages, bonus and allowances under Employee benefit expenses (note 26)

B. Defined benefits plans

Gratuity

Employees are entitled to gratuity computed as fifteen days salary for every completed year of service or part thereof in excess of six months and is payable on retirement/termination. The benefit vests after five years of continuous service. The Company has taken a Group Gratuity Policy from LIC of India and makes contribution to LIC of India to fund its plan.

C. Other long term employee benefits

Leave Encashment

Leave Encashment is payable to eligible employees who have earned leaves during the employment and/or on separation as per the Company's policy. Liability has been accounted for on the basis of Actuarial valuation certificate for the balance of earned leaves at the credit of employees at the end of the year.

The following table sets out the funded status of the defined benefit schemes and the amount recognized in the financial statements:

I. Change in present value of obligation (Amount in ₹)

| Particulars | Gratuity (funded) | | Leave Encashment | |
|--|-------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| Present value of obligation at the beginning of the year | 18,927,671 | 14,827,429 | 9,114,126 | 7,219,670 |
| Current service cost | 3,510,944 | 2,750,880 | 2,958,516 | 1,527,840 |
| Interest cost | 1,557,255 | 1,297,400 | 749,855 | 631,721 |
| Curtailement cost / (credit) | - | - | - | - |
| Settlement cost / (credit) | - | - | - | - |
| Plan amendments | - | - | - | - |
| Acquisitions | - | - | - | - |
| Actuarial (gains) / losses | 2,147,526 | 1,398,731 | 655,905 | 237,595 |
| Past service cost | - | - | - | - |
| Benefits paid | (1,187,303) | (1,346,769) | (698,329) | (502,700) |
| Present value of obligation at the end of the year | 24,956,093 | 18,927,671 | 12,780,073 | 9,114,126 |

II. Change in fair value of plan assets: (Amount in ₹)

| Particulars | Gratuity (funded) | | Leave Encashment | |
|--------------------------------------|-------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| Plan assets at beginning of the year | 14,243,414 | 10,963,903 | - | - |
| Acquisition adjustment | - | - | - | - |
| Expected return on plan assets | 1,373,100 | 1,067,530 | - | - |
| Actual company contributions | 4,153,902 | 3,558,669 | - | - |
| Actuarial gain / (loss) | - | 81 | - | - |
| Benefits paid | (1,187,303) | (1,346,769) | - | - |
| Plan assets at the end of the year | 1,8583,113 | 14,243,414 | - | - |
| Actual return on plan assets | 1,373,100 | 1,067,611 | - | - |

III. Expenses recognised in the Statement of Profit and Loss for the year

(Amount in ₹)

| Particulars | Gratuity (funded) | | Leave Encashment | |
|--|-------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| Current service cost | 3,510,944 | 2,750,880 | 2,958,516 | 1,527,840 |
| Interest cost | 1,557,255 | 1,297,400 | 749,855 | 631,721 |
| Expected return on plan assets | (1,373,100) | (1,067,530) | - | - |
| Curtailement cost / (credit) | - | - | - | - |
| Settlement cost / (credit) | - | - | - | - |
| Past service cost | - | - | - | - |
| Actuarial losses/(gains) | 2,147,526 | 1,398,650 | 655,905 | 237,595 |
| Expense recognized in the statement of profit & loss | 5,842,625 | 4,379,400 | 4,364,276 | 2,397,156 |
| Actual contribution and benefit payments for year | | | - | - |
| Actual benefit payments | 1,187,303 | 1,346,769 | 698,329 | 502,700 |
| Actual contributions | 4,153,902 | 3,558,669 | - | - |

IV. Amount recognised in the Balance Sheet

(Amount in ₹)

| Particulars | Gratuity (funded) | | Leave Encashment | |
|---|-------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| Present value of obligation at the end of the year | 24,461,896 | 18,927,671 | 12,780,073 | 9,114,126 |
| Fair value of plan assets at the end of the year | 18,583,113 | 14,243,414 | - | - |
| Funded status [Surplus / (Deficit)] | (5,878,783) | (4,684,257) | (12,780,073) | (9,114,126) |
| Unrecognized past service costs | - | - | - | - |
| Net asset / (liability) recognized in the Balance Sheet | (5,878,783) | (4,684,257) | (12,780,073) | (9,114,126) |
| Amount classified as: | | | | |
| Long term provision (note 7) | (3,723,197) | (2,999,732) | (11,423,257) | (8,049,805) |
| Short term provision (note 11) | (2,155,586) | (1,684,525) | (1,356,816) | (1,064,321) |

V. Actuarial Assumptions

| Particulars | Gratuity (funded) | | Leave Encashment | |
|---------------------------------------|--------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| a) Economic Assumptions: | | | | |
| Discount rate (p.a.) | 8.75% | 8.75% | 8.25% | 8.75% |
| Rate of escalation in salary (p.a.) | 6.00% | 6.00% | 6.00% | 6.00% |
| Expected return on plan assets (p.a.) | 9.25% | 9.25% | - | - |
| b) Demographic Assumptions: | | | | |
| Normal Retirement age | 58 years | 58 years | 58 years | 58 years |
| Mortality | LIC 94-96 ultimate | | | |
| Withdrawal rates (p.a.) | | | | |
| 18 to 30 years | 18.00% | 18.00% | - | - |
| 31 to 44 years | 10.00% | 10.00% | - | - |
| 44 to 58 years | 2.00% | 2.00% | - | - |

VI. Experience Adjustments

(Amount in ₹)

| Particulars | Gratuity (funded) | | Leave Encashment | |
|---|-------------------|----------------|------------------|----------------|
| | March 31, 2013 | March 31, 2012 | March 31, 2013 | March 31, 2012 |
| Present value of obligation | 24,461,896 | 18,927,671 | 12,880,073 | 9,114,126 |
| Fair value of plan assets | 18,583,113 | 14,243,414 | - | - |
| Surplus / (Deficit) | (5,878,783) | (4,684,257) | (12,880,073) | (9,114,126) |
| Experience adjustments on plan liabilities- loss / (gain) | 1,199,952 | 2,143,446 | 218,218 | 591,360 |
| Experience adjustments on plan assets- loss / (gain) | (17,103) | 40,251 | - | - |

35. Earnings per share

The calculation of Earnings per share has been made in accordance with Accounting Standard (AS) - 20. Statement on calculation of Basic and Diluted EPS is as under:

(Amount in ₹)

| Earnings per share (before extraordinary item) | Reference | Units | March 31, 2013 | March 31, 2012 |
|--|-----------|-------|----------------|----------------|
| Profit after tax | A | Rs. | 46,572,469 | 23,371,031 |
| Weighted average no. of equity shares | B | Nos. | 3,864,500 | 3,864,500 |
| Add: Dilutive potential equity shares | C | Nos. | - | - |
| Number of equity shares (of Rs. 10/- each) for dilutive earnings per share | D=B+C | Nos. | 3,864,500 | 3,864,500 |
| Basic and diluted earnings per share (A/B) | | | 12.05 | 6.05 |

35. Segment reporting

The Company has identified one reportable business segment as primary segment, namely manufacturing and sale of automobile components. The segment has been identified and reported taking into account the nature of products, the deferring risks and returns, the organisation structure and the internal financial reporting systems.

The Company has identified its geographical segments as secondary segments. As the Company sells its products outside India, the secondary segment is based on location of its customers. Information on geographic segments is as follows:

| Location | (Amount in ₹) | |
|----------------|----------------|----------------|
| | March 31, 2013 | March 31, 2012 |
| Domestic Sales | 5,100,755,059 | 4,543,678,908 |
| Rest of Asia | 61,741,608 | 38,055,635 |
| America | 2,575,941 | 8,996,150 |
| Total | 5,165,072,608 | 4,590,730,693 |

Information on assets has not been provided by location of customers as such information is not realistically allocable and identifiable.

36. Leases

A. As lessee:

The Company has entered into cancellable operating lease arrangements which can be terminated by either party after giving due notice for office space and residential accommodations for company directors. The lease rent expense recognised during the year amounts to Rs.29,888,275(previous year Rs. 10,966,284).

B. As Lessor:

The Company has given office space and plant and machinery on cancellable lease terms. Other income includes income from operating lease Rs.87,804,808(previous year Rs. 72,086,518).

37. Related party disclosure

The disclosures as required by the Accounting Standard-18 (Related Party Disclosure) are given below:-

a. Names of related parties

| Relationship | Name of related party |
|---|--|
| (i) Joint Venturer Company | U-shin Limited, Japan |
| (ii) Key Management Personnel ('KMP') and their relatives | Mr. Jaideo Prasad Minda Mr. Anil Minda Mr. Ashwani Minda Mr. Satoru Gokuda |
| (iii) Enterprise over which Key Managerial Personnel and their relatives are able to exercise significant influence | Jay FE Cylinders Limited JNS Instruments Limited Modern Engineering Works Jushin Enterprises Jaycon Engineers Kaashvi Industries Jay Autocomponents Limited Lizer Cylinders Limited |

b. Included in the financial statements are the following amounts relating to transactions with related parties:
(Amount in ₹)

| Transactions with related parties | Year ended March 31, 2013 | Year ended March 31, 2012 |
|--|---------------------------|---------------------------|
| a) Revenue from operations | | |
| Joint Venturer Company | | |
| Sale of finished goods | 13,608,523 | 8,163,288 |
| Job Work Income | - | 35,000 |
| Enterprises over which key managerial personnel and their relatives are able to exercise significant influence | | |
| Sale of finished goods | | |
| - JNS Instruments Limited | 27,218,949 | 929,938 |
| - Jushin Enterprises | 2,673,517 | 3,719,096 |
| - Jay Autocomponents Limited | 80,565,362 | 110,857,378 |
| - Lizer Cylinders Limited | 14,741,904 | - |
| Sale of scrap | | |
| - Jay Autocomponents Limited | - | 63,352 |
| Sale of fixed assets | | |
| - Jay Autocomponents Limited | 1,315 | 6,071,643 |
| - Others | | - |
| Rent received from leased building | | |
| - JNS Instruments Limited | 82,764,553 | 67,395,558 |
| - Others | 2,680,791 | 2,437,096 |
| Reimbursements received | | |
| - JNS Instruments Limited | 378,954 | 279,493 |
| - Jay FE Cylinders Limited | 22,019 | 89,225 |
| - Others | 44,454 | - |
| b) Purchases | | |
| Joint Venture Company | | |
| Purchase of components | 495,651 | 1,785,741 |
| Purchase of consumables | - | - |
| Enterprises over which key managerial personnel and their relatives are able to exercise significant influence | | |
| Purchase of raw materials | | |
| - Jay Autocomponents Limited | 30,969,411 | 38,148,372 |
| Purchase of components | | |

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| | | |
|--|-------------|-------------|
| - Jushin Enterprises | 2,891,775 | 2,671,118 |
| - Jay Autocomponents Limited | 709,331,942 | 562,639,267 |
| - Others | - | - |
| Purchase of consumables | | 465 |
| Purchase of fixed assets | | |
| - JayCon Engineers | 1,406,283 | 2,563,155 |
| - Others | - | 256,160 |
| c) Expenditure | | |
| Joint Venture Company | | |
| Royalty | 29,589,311 | 20,598,858 |
| Job work charges | - | - |
| Payment of technical assistance fees & other fees (included in other expenses) | 5,085,876 | 5,886,616 |
| Legal and professional charges | - | 59,422 |
| Testing Charges (included in other expenses) | 3,881,402 | 8,025,744 |
| Reimbursement of expense incurred on behalf of the Company | 2,412,168 | 1,011,038 |
| Key managerial personnel | | |
| Directors' Remuneration* | | |
| - Mr. J.P. Minda | 3,583,026 | 3,528,207 |
| - Mr. Anil Minda | 3,044,326 | 3,636,399 |
| - Mr. Ashwani Minda | 3,513,312 | 3,553,407 |
| - Mr. Satoru Gokuda | 100,000 | 1,200,000 |
| Enterprises over which key managerial personnel and their relatives are able to exercise significant influence | | |
| Job work charges | | |
| - Modern Engineering Works | 414,967,76 | 40,994,190 |
| - Jay Autocomponents Limited | 243,199,06 | 20,700,058 |
| Reimbursement of expense incurred on behalf of the Company | | |
| - JNS Instruments Limited | 6,414,722 | 5,340,891 |
| - Others | 67,788 | 105,880 |
| Maintenance Expenses | 217,300 | 11,691 |
| Balance Outstanding as at year end | | |
| a) Payables | | |
| Joint Venture Company | 15,129,154 | 26,633,544 |
| Key managerial personnel | - | 32,669 |
| Enterprises over which key managerial personnel and their relatives are able to exercise significant influence | | |
| - Modern Engineering Works | 10,771,248 | 10,305,793 |
| - Jay Autocomponents Limited | 125,403,144 | 36,406,902 |
| - Others | 773,295 | 331,730 |
| b) Advances received from customer | | |
| Joint Venturer Company | 6,600,000 | 6,600,000 |
| c) Receivables | | |
| Enterprises over which key managerial personnel and their relatives are able to exercise significant influence | | |
| - JNS Instruments Limited | 60,939,317 | 27,024,578 |
| - Lizer Cylinders Limited | 4,813,109 | - |
| - Others | 636,308 | 2,739,273 |

38. Auditor's remuneration (excluding service tax)

(Amount in ₹)

| Particulars | Year ended March 31, 2013 | Year ended March 31, 2012 |
|---------------------------|------------------------------|------------------------------|
| Statutory audit | 450,000 | 450,000 |
| Tax audit | 168,750 | 100,000 |
| Limited reviews | 300,000 | 250,000 |
| Reimbursement of expenses | 64,381 | 180,382 |
| Total | 983,131 | 980,382 |

39. In accordance with Accounting Standard 22 "Accounting for Taxes on Income" the net decrease in deferred tax liability of Rs.7,589,039 (Previous year Rs. 8,638,811) has been recognized as benefit in the Statement of Profit and Loss. The effect of significant timing difference as at March 31, 2013 that reverse in one or more subsequent years give rise to the following net deferred tax liability:

| Particulars | (Amount in ₹) | | |
|---|---------------------|-----------------------------------|---------------------|
| | March 31, 2013 | (Benefit)/ charge for the year | March 31, 2012 |
| Deferred tax liabilities | | | |
| On account of written down value of fixed assets as per Income Tax Act, 1961 and total of net block of tangible and intangible assets as per financial statements | (49,212,846) | 860,582 | (48,352,264) |
| Total (A) | (49,212,846) | 860,582 | (48,352,264) |
| Deferred tax assets | | | |
| - Provision for gratuity | 2,080,759 | (560,952) | 1,519,807 |
| - Provision for leave encashment | 4,170,727 | (1,213,649) | 2,957,078 |
| - Royalty | 10,000,385 | - | 10,000,385 |
| - Provision for bonus | 766,471 | (52,305) | 714,166 |
| - Provision for warranty | 10,036,811 | (6,622,715) | 3,414,096 |
| Total (B) | 27,055,153 | (8,449,621) | 18,605,532 |
| Deferred tax liability (net) (A+B) | (22,157,693) | (7,589,039) | (29,746,732) |

40. In terms of notification no. G.S.R. 719(E) dated November 16, 2007 issued by the Central Government of India, the disclosure of payments due to any supplier as at March 31, 2013 are as follows:

(Amount in ₹)

| Particulars | March 31, 2013 | March 31, 2012 |
|--|----------------------|--------------------|
| Balance of Sundry Creditors | | |
| - Principal amount due to Micro, Small and Medium Enterprises | - | - |
| - Principal amount due to Others | | |
| Trade payables | 958,722,359 | 791,744,337 |
| Payable for expenses | 111,238,965 | 52,574,049 |
| Payable for capital expenditure | 12,199,719 | 16,363,440 |
| Total | 1,082,161,043 | 860,681,826 |
| Interest accrued and due at the end of the year | | |
| -Interest on payments due to Micro, Small and Medium Enterprises | - | - |

JAY USHIN LIMITED

| Particulars | March 31, 2013 | March 31, 2012 |
|--|----------------|----------------|
| -Interest on payments due to others | - | - |
| -Interest due and payable on amounts paid during the year to Micro, Small and Medium Enterprises beyond the appointed date | - | - |
| Total | - | - |
| Paid during the year | - | - |
| Principal amount (including interest) paid to Micro, Small and Medium Enterprises beyond the appointed date | - | - |
| - Principal amount | - | - |
| - Interest thereon | - | - |
| Principal amount (excluding interest) paid to Micro, Small and Medium Enterprises beyond the appointed date | - | - |
| Others | | |
| - Interest accrued in the prior year and paid during the year | - | - |
| - Interest accrued during the year and paid during the year | - | - |

41. The Company's foreign currency exposures as at the year end that has not been hedged by any derivative instrument or otherwise are as follows:

| Particulars | Year ended March 31, 2013 | Year ended March 31, 2012 | Type | Year ended March 31, 2013 | Year ended March 31, 2012 |
|---------------------------------------|------------------------------|------------------------------|------|---------------------------------|------------------------------|
| | (Rs.) | (Rs.) | | (FC) | (FC) |
| Receivable in foreign currency | | | | | |
| Trade receivables | 9,320,585 | 15,182,898 | AED | - | 952,944 |
| | | | JPY | 565,730 | 84,362 |
| | | | EUR | - | 23,833 |
| | | | USD | 167,172 | 11,110 |
| Payable in foreign currency | | | | | |
| Trade payables | 53,714,090 | 133,263,536 | JPY | 79,639,322 | 137,611,624 |
| | | | EUR | 127 | 184 |
| | | | USD | 123,701 | 901,906 |
| External Commercial Borrowings | 134,816,064 | 197,016,339 | JPY | 228,967,500 | 312,352,500 |
| Buyer's Credit | 197,051,555 | 137,894,008 | USD | 1,360,413 | 1,333,489 |
| | | | JPY | 207,687,110 | 105,510,195 |
| | | | EUR | - | 38,640 |

42. Value of imported and indigenous raw material, Components and stores and spares consumed:

(Amount in ₹)

| Particulars | March 31, 2013 | | March 31, 2012 | |
|----------------------|--------------------|------------------|--------------------|------------------|
| | Value | % of Total value | Value | % of Total value |
| Raw materials | | | | |
| Imported | 189,404,576 | 35.74 | 168,539,987 | 38.46 |
| Indigenous | 340,501,871 | 64.26 | 269,673,344 | 61.54 |
| Total | 529,906,447 | 100.00 | 438,213,331 | 100.00 |

| Components | | | | |
|--------------------|----------------------|---------------|----------------------|---------------|
| Imported | 447,966,059 | 12.58 | 611,224,241 | 19.10 |
| Indigenous | 3,111,245,638 | 87.42 | 2,588,182,165 | 80.90 |
| Total | 3,559,211,697 | 100.00 | 3,199,406,406 | 100.00 |
| Spare parts | | | | |
| Indigenous | 86,314,248 | 100.00 | 35,287,686 | 100.00 |
| Total | 86,314,248 | 100.00 | 35,287,686 | 100.00 |
| Grand Total | 4,175,432,392 | | 3,672,907,423 | |

43. C.I.F. value of imports (excluding material in transit) (Amount in ₹)

| Particulars | Year ended March 31, 2013 | Year ended March 31, 2012 |
|--------------------|--------------------------------------|--------------------------------------|
| i) Raw material | 234,015,098 | 173,025,777 |
| ii) Components | 521,405,675 | 565,450,878 |
| iii) Capital goods | 17,870,312 | 25,088,943 |
| Total | 773,291,085 | 763,565,598 |

44. Net dividend remitted in foreign currency (Amount in ₹)

| Year of remittance (ending on) | March 31, 2013 | March 31, 2012 |
|--|-----------------------|-----------------------|
| Period to which it relates | 2011-12 | 2010-11 |
| Number of non resident shareholder | - | 1 |
| Number of equity shares held on which dividend was due | - | 1,004,645 |
| Amount remitted (Rs.) | - | 3,013,935.00 |

45. Expenditure in foreign currency

| Particulars | (Amount in ₹) | |
|--|--------------------------------------|--------------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| i) Travelling | 9,143,352 | 13,370,745 |
| ii) Technical assistance fees and other fees | 9,409,059 | 13,980,383 |
| iii) Royalty | 29,589,311 | 20,598,858 |
| iv) Interest Expenses including repayment of principal | 63,645,939 | 13,877,456 |
| v) Others | 1,995,945 | 2,002,272 |
| Total | 113,783,606 | 63,829,714 |

46. Earnings in foreign currency

| Particulars | (Amount in ₹) | |
|---------------------------------|--------------------------------------|--------------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| i) Export of goods on FOB basis | 64,317,549 | 54,880,890 |
| ii) Export of Job Work | - | 35,000 |
| Total | 64,317,549 | 54,915,890 |

47. Consequent to the notification issued by the Ministry of Corporate Affairs on December 29, 2011, the Company adopted the option given in paragraph 46A of the Accounting Standard-11 "The Effects of Changes in Foreign Exchange Rates" with effect from April 1, 2011. Accordingly, the exchange difference on foreign currency denominated long term borrowings relating to acquisition of depreciable capital assets are adjusted in the carrying cost of such assets and the exchange difference on other long term foreign currency monetary items is amortised w.e.f. April 1, 2011 over its tenor till maturity.

Consequent to the adoption of the policy, the company has transferred foreign exchange fluctuation loss (net) of Rs. Nil (previous year Rs. 21,281,448) during the year ended March 31, 2013 to depreciable capital assets and foreign exchange fluctuation loss (net) of Rs. Nil (Previous year Rs. 5,976,743 to capital work in progress.

JAY USHIN LIMITED

48. The company has recognized provision for expected warranty claims on products sold during the last two years as per warranty period on respective models, based on past experience of level of repairs and returns. Assumption used to calculate the provision for warranties are based on current sales level and current information available about returns based on the warranty period for all products sold.

| Particulars | (Amount in ₹) | |
|-------------------------------------|------------------------------|------------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| Opening balance | 10,522,715 | - |
| Add: Provision made during the year | 30,624,299 | 30,463,243 |
| Less: Paid during the year | 10,686,868 | 19,940,527 |
| Closing balance | 30,460,146 | 10,522,716 |
| Amount classified as: | | |
| Short term provisions | 15,230,073 | 5,261,358 |
| Long term provisions | 15,230,073 | 5,261,358 |

49. The expenditure incurred by in-house R&D center located at Plot No- 282, Phase-6, Sector-37, Gurgaon and approved by Ministry of Science & Technology (Department of Scientific and Industrial Research) vide letter No. TU-IV/RD/3558/2012 dated December 31, 2012 are as under:

| Particulars | (Amount in ₹) | |
|--|---------------------------|---------------------------|
| | Year ended March 31, 2013 | Year ended March 31, 2012 |
| Capital expenditure | 1,734,059 | Nil |
| Revenue Expenditure (Including salary to R&D staff & other related expenses) | 38,641,363 | Nil |

50. Previous year figures have been recast/regrouped wherever necessary.

As per our report of even date
For S S Kothari Mehta & Co.
(Chartered Accountants)
Firm Registration No.: 000756N

For and on behalf of the Board of
Directors of Jay Ushin Limited

K K Tulshan
Partner
Membership No.: 85033
Place : Gurgaon
Dated : May 30, 2013

J P Minda
Chairman

Ashwani Minda
Managing Director

S K Vijayvergia
VP (Finance)

JAY USHIN LIMITED

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

ATTENDANCE SLIP – ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the 27th Annual General Meeting of the Company at Clark Greens, G1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061 on Monday, September 30, 2013 at 2.30 P.M.

Name of the shareholder _____

Folio /Client ID No. _____

DP ID No. _____

Name of Proxy/Representative, if any _____

Signature of Shareholder/Proxy/Representative _____

Note: Shareholders/Proxy holders are requested to bring their Attendance Slips with them and hand them over at the gate of the Meeting Hall after their Signatures.

JAY USHIN LIMITED

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

PROXY FORM – ANNUAL GENERAL MEETING

I/We.....of.....in the district of
.....being a Member/Members of the above named Company hereby
appoint.....of.....in the district of
.....or failing him.....of
..... in the district of as my/our Proxy to attend on my/our behalf the
27th Annual General Meeting of the Company to be held on Monday, September 30, 2013 at 2.30 P.M at Clark
Greens, G1, Pushpanjali Farms, Dwarka Link Road, Bijwasan, New Delhi-110061.

Folio /Client ID No. _____

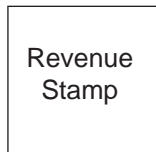
DP ID No. _____

Signature _____

Address _____

Note : _____

1. The Proxy need not be a member.
2. The Proxy form duly signed and stamped should reach the Company's Registered Office at least 48 hours before the time of Meeting



BOOK-POST

If undelivered, please return to:

JAY USHIN LIMITED
GI-48, G.T. Karnal Road,
Industrial Area, Delhi-110033