

Jay Ushin Limited

CIN: L52110DL1986PLC025118

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

Tel: (011) 43147700 | Website: www.jpmgroupp.co.in | Email: julinvestors@jushinindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]]

E-VOTING STARTS ON	E-VOTING ENDS ON
Thursday, May 16, 2024 at 9.00 A.M. (IST)	Friday, June 14, 2024 at 5:00 P.M. (IST)

Dear Members,

NOTICE is hereby given that pursuant to Section 108, 110 of the Companies Act, 2013 ("the Act"), read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolutions as set out hereunder are proposed for approval of the Members of Jay Ushin Limited ("the Company" or "JUL") by way of Postal Ballot only through remote e-voting i.e. voting through electronic means ("Remote e-Voting"):

As Special Resolutions:

- 1: Appointment of Mr. Dineshchandra Narendrakumar Dave (DIN 10621205) as a Non Executive Independent Director of the Company.
- 2: Appointment of Dr. Ravinder Kumar Malhotra (DIN 02024661) as a Non Executive Independent Director of the Company.

As Ordinary Resolution:

- 3: Appointment of Mr. Anirudh Minda (DIN 03579926) as a Non Executive Director of the Company.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided Remote e-Voting facility only, to its Members to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide Remote e-Voting facility. The instructions for Remote e-Voting forms part of this Postal Ballot Notice. The Postal Ballot Notice will also be placed on the website of the Company (www.jpmgroupp.co.in) and on the website of NSDL. The Postal Ballot Notice is being sent only by electronic mode, to those Members whose email addresses are registered with the Company/ Depositories, in accordance with the aforesaid MCA and SEBI Circular. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot process. The communication of the assent or dissent of the Members would take place only through the Remote e-Voting system. Eligible Member, whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice. Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through the Remote e-Voting process not later than 5:00 p.m. (IST) on Friday, June 14, 2024. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. The Company has appointed Mr. Ravi Sharma (Membership No. FCS 4468) or failing him, Ms. Suman Pandey (Membership No. FCS 7606) Partners of M/s. RSM & Co., Practicing Company Secretaries, as Scrutinizer as authorized by the Board at its meeting held on May 8, 2024, for conducting the Postal Ballot through Remote e-Voting process in a fair and transparent manner and in accordance with the provisions of the Act and the rules made thereunder. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or any person authorized by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's

Report will be announced by the Chairman or such person as authorized, on or before Saturday, June 15, 2024. The same will be displayed on the website of the Company: www.jpimgroup.co.in and on the website of NSDL: www.evoting.nsdl.com and also shall be communicated to BSE Limited ("BSE"), where the Company's equity shares are listed and be made available on their respective websites. The Company will also display the results of the Postal Ballot at its Registered Office.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. DINESHCHANDRA NARENDRAKUMAR DAVE (DIN 10621205) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Dineshchandra Narendrakumar Dave (DIN 10621205), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from May 8 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from May 8, 2024 to May 7, 2029.

ITEM NO. 2: APPOINTMENT OF DR. RAVINDER KUMAR MALHOTRA (DIN 02024661) AS AN NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Dr. Ravinder Kumar Malhotra (DIN 02024661), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from May 8 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from May 8, 2024 to May 7, 2029.

ORDINARY BUSINESS:

ITEM NO. 3: APPOINTMENT OF MR. ANIRUDH MINDA (DIN 03579926) AS AN NON EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Anirudh Minda (DIN 03579926) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 8, 2024 in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 17 hereunder.
3. In compliance with the MCA Circulars, the Postal Ballot Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as at close of business hours on Friday, May 10, 2024 (i.e. Cut-off date), and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in

accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given in note no. 16 hereunder.

4. As per the MCA Circulars, physical copies of the Postal Ballot Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.
5. A copy of the Postal Ballot Notice is available on the website of the Company at www.jpmmgroup.co.in, website of the stock exchanges, i.e. BSE Limited at www.bseindia.com and on the website of our e-Voting agency i.e. NSDL e-Voting website at www.evoting.nsdl.com.
6. All documents referred in the Postal Ballot Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Postal Ballot Notice up to the closure of the voting period. Members seeking to inspect such documents can send an e-mail to julinvestors@jushinindia.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period May 16, 2024 to June 14, 2024.
7. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Hindi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.jpmmgroup.co.in.
8. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on close of business hours on Friday, May 10, 2024, i.e. the Cut-off date. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purpose only. A Member cannot exercise his vote by proxy on Postal Ballot.
9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Postal Ballot Notice.
10. The Remote e-Voting will commence on Thursday, May 16, 2024, at 09:00 a.m. IST and will end on Friday, June 14, 2024 at 5:00 p.m. IST. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.
11. Members are requested to cast their vote through the Remote e-Voting process not later than 5:00 p.m. IST on Friday, June 14, 2024, in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolutions are casted by the Members, the Members shall not be allowed to change these subsequently.
12. The Company has appointed Mr. Ravi Sharma (Membership No. FCS 4468) or failing him, Ms. Suman Pandey (Membership No. FCS 7606) Partners of M/s. RSM & Co., Practicing Company Secretaries, as the scrutinizer, to the Postal Ballot through Remote e-Voting process in a fair and transparent manner. They has communicated their willingness for such appointment and will be available for the same.
13. The Scrutinizer will submit his report to the Chairman, or any person authorized by the Chairman after the completion of scrutiny and the result of the voting by postal ballot through the Remote E-voting process will be announced by the Chairman, or such person as authorized, on or before Saturday, June 15, 2024. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jpmmgroup.co.in and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.
15. The Resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been passed on Friday, June 14, 2024, i.e. the last date specified for receipt of votes through the Remote e-Voting process.
16. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 1. In case shares are held in the physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to julinvestors@jushinindia.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to julinvestors@jushinindia.com. If you are an Individual shareholders

holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to Cast vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

17.The details of the process and manner for Remote e-Voting are explained herein below: Process to vote electronically using NSDL e-Voting system:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to Cast vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

For Individual Shareholders holding securities in demat mode with NSDL.

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



For Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the Evoting is in progress as per the information provided by company. On clicking the Evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting

service providers' website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

For Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 128518 then user ID is 128518001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-voting, then you can user your existing password to login and cast your vote.
 - b. If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was

communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. How to retrieve your 'initial password'?

(i) If your Email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your Email ID. Trace the Email sent to you from NSDL from your mailbox. You can open the Email and open the attachment i.e. a PDF file. The password to open the PDF file is your 8 digit client ID for NSDL account or last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The PDF file contains your 'User ID' and your 'initial password'.

(ii) If your Email ID is not registered, please follow steps mentioned below i.e. process for those Shareholders whose Email IDs are not registered.

6. If you are unable to retrieve or have not received the 'initial password' or you have forgotten your password:

(i) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

(ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

(iii) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in, by mentioning your demat account number/ folio number, your PAN, your name and your registered address.

(iv) Members can also use the OTP (one time password) based login for casting the votes on the e-voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company-128518 for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Corporate Members/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to julinvestors@jushinindia.com, ravi@csrsm.com and suman@csrsm.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [Amit Vishal AmitV@nsdl.co.in](mailto:AmitVishalAmitV@nsdl.co.in); [Pallavi Mhatre pallavid@nsdl.co.in](mailto:PallaviMhatre@nsdl.co.in); evoting@nsdl.co.in or contact Ms. Jyoti Kataria, Company Secretary email: julinvestors@jushinindia.com

**By order of the Board of Directors of
Jay Ushin Limited**

Jyoti Kataria
Company Secretary
M. No. 55376

Place : Gurugram
Date : May 8, 2024

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 1 & 2

Mr. Dineshchandra Narendrakumar Dave (DIN 10621205) and Dr. Ravinder Kumar Malhotra (DIN 02024661) were appointed as an Non Executive Additional Independent Director of the Company by the Board of Directors with effect from May 8, 2024, pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 are eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Dineshchandra Narendrakumar Dave (DIN 10621205) and Dr. Ravinder Kumar Malhotra (DIN 02024661), as a candidate for the office of a Director.

Mr. Dineshchandra Narendrakumar Dave aged 67 years, B.E.(Mech) from NIT, Surat Gold Medalist and M.Tech (Mech) from Indian Institute of Technology, Kanpur have more than 41 years' experience in R&D, Product Planning function, Production Styling studio, Cost Control, Setting of green field project, Electric mobility start up (ZEN mobility) and had worked with Maruti Suzuki India Limited.

Dr. R.K.Malhotra (DIN 02024661) aged 69 years, B.Tech. (Mechanical) from IIT BHU and Ph.D.(Energy Studies) from IIT Delhi is a distinguished Energy Professional with over 47 years of experience which included over 37 years at Indian Oil Corporation where he rose to the Board level as Chairman and Director R&D. He also served for over 6 years as Director General at the Federation of Indian Petroleum Industry. Subsequently he served for 2 years as Professor of Practice at IIT Delhi.

Presently he is the Visiting Professor at the Centre of Sustainable Energy at IIT Roorkee. He is the Chairman of Sarv Energy Solutions Private Limited and Co-founder and Director of a startup Carbon U Turn Private Limited.

He is also Professionally very active as President of the Hydrogen Association of India, Expert Member of the High powered Government committee on Green Hydrogen Mission, Chairman of the Standing Committee of CPCB for Genset Emissions and member of few more.

In the past he has been President of the Society of Automobile Engineers SAE India and member of several other bodies including Government where he was engaged in Policy making on fuel quality, alternative fuels and emissions.

The Nomination and Remuneration Committee of the Board of Directors have recommended the re-appointment of Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra as Independent Directors for the period of 5 (five) consecutive years. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience is proposed to appoint Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra as Independent Directors of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years i.e. upto May 7, 2029 on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for appointment on passing a Special Resolution by the company and disclosure of such appointment in its Board's Report.

Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra for the office of Independent Directors of the Company.

The Company has also received declarations from Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 1 and 2, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Copies of draft letters of appointment of Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Dineshchandra Narendrakumar Dave and Dr. Ravinder Kumar Malhotra, to whom the resolutions relate, are concerned or interested in the Resolution mentioned at Item Nos. 1 & 2 of the Notice.

The Board recommends the special resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members.

ITEM NO. 3

The Company received a notice from Members under Section 160 of the Companies Act, 2013, for proposing the candidature of Mr. Anirudh Minda for the office of Director of the Company.

Mr. Anirudh Minda, aged 35 is a Bachelor of Science Electrical Engineering from University of Michigan, Ann Arbor, USA and MBA, Barcelona, Spain and have 13 years' experience. Presently he is the director in other Companies viz JPM Power Limited, Jayc4v Limited, Jay FE Cylinders Limited, Jay FE Cylinder and Technologies Private Limited, JNS Instruments Limited and Sharda Tech Private Limited.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives except Mr. Anirudh Minda being relative to each other, is in any way concerned or interested in the resolution as set out in the accompanied of the Notice.

Mr. Anirudh Minda may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of his appointment as a Director. Mr. Ashwani Minda, and Mrs. Vandana Minda who are his relatives and the Directors of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mr. Anirudh Minda.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the shareholders.

**By order of the Board of Directors of
Jay Ushin Limited**

Jyoti Kataria
Company Secretary
M. No. 55376

Place : Gurugram
Date : May 8, 2024

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment/re-appointment pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

ITEM No. 1

Name of the Director	Mr. Dineshchandra Narendrakumar Dave
DIN	10621205
Date of Birth	31-12-1959 (Aged 67 Years)
Nationality	Indian
Shareholding in the Company	-
Qualifications and Experience (including expertise in specific functional area/Brief Resume)	B.E.(Mech) from NIT, Surat Gold Medalist and M.Tech (Mech) from Indian Institute of Technology, Kanpur
Relationship with other Director(s)/Key Managerial Personnel	NA
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA
Number of Meetings of the Board of Directors attended	-
Terms and conditions of appointment /Re-appointment	As per the resolution at Item No. 1 of the Postal Ballot Notice dated May 8, 2024, read with explanatory statement thereto
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	-
Date of first appointment on the Board	May 8, 2024

ITEM No. 2

Name of the Director	Dr. Ravinder Kumar Malhotra
DIN	02024661
Date of Birth	June 25, 1954 (69 years)
Nationality	Indian
Shareholding in the Company	-
Qualifications and Experience (including expertise in specific functional area/Brief Resume)	B. Tech (Mechanical) from IIT, BHU and Ph.D. (Energy Studies) from IIT, Delhi and have over 45 years of experience which included long tenure of 37 years at Indian oil Corporation, the largest commercial enterprise of India where he rose to the board level as Chairman & Director R&D. He also served for nearly 6 years as Director General of the Federation of Indian Petroleum Industry. He is presently Professor of Practice (adjunct) in the Department of Energy Science & Engineering at Indian Institute of Technology, Delhi.
Relationship with other Director(s)/Key Managerial Personnel	NA
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NA
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NA

Number of Meetings of the Board of Directors attended	-
Terms and conditions of appointment /Re-appointment	As per the resolution at Item No. 2 of the Postal Ballot Notice dated May 8, 2024 read with explanatory statement thereto
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	-
Date of first appointment on the Board	May 8, 2024

ITEM No. 3

Name of the Director	Mr. Anirudh Minda
DIN	03579926
Date of Birth	February 12, 1989 (35)
Nationality	Indian
Shareholding in the Company	0.16%
Qualifications and Experience (including expertise in specific functional area/Brief Resume	Bachelor of Science Electrical Engineering from University of Michigan, Ann Arbor, USA and MBA, Barcelona, Spain and have 13 year experience in automotive and Iron Industries
Relationship with other Director(s)/Key Managerial Personnel	Son of Mr. Ashwani Minda, Managing Director and Mrs. Vandana Minda, Director
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	JPM Power Limited, Jayc4v Limited, Jay FE Cylinders Limited, and JNS Instruments Limited
Memberships/Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	-
Number of Meetings of the Board of Directors attended	-
Terms and conditions of appointment /Re-appointment	As per the resolution at Item No. 3 of the Postal Ballot Notice dated May 8, 2024 read with explanatory statement thereto
Remuneration (sitting fee including committees) and the remuneration last drawn by such person, if applicable	-
Date of first appointment on the Board	May 8, 2024