



ISO 9001 : 2015  
Reg. No. RQ91/5487



## JSL INDUSTRIES LTD.

Registered Office & Works

Village: Mogar - 388 340, Tal. & Dist.: Anand, Gujarat (India)

Phone no.: 02692 - 280224 | Email: jsl@jسلمogar.com

Website: www.jsلمogar.com | CIN No.: L31100GJ1966PLC001397

### By Electronic Mode

December 29, 2023

To,  
**BSE Limited**  
P. J. Towers,  
Dalal Street,  
Mumbai - 400 001

Scrip Code: 504080

**Subject: Intimation of Notice of Postal Ballot dated December 19, 2023 in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), we hereby enclose a copy of the Notice of Postal Ballot dated December 19, 2023, together with the explanatory statement (the “Notice”) being sent to the Members of the Company today i.e., December 29, 2023, for seeking their approval by way of a Special Resolution in accordance with the SEBI Listing Regulations and other applicable law, through remote e-voting for the following resolution:

Sr. No.	Description of Resolution
1.	Appointment of Ms. Pragnya Seth (DIN: 00074293) as an Independent Director of the Company for an initial term of five years. <b>(Special Resolution)</b>

In compliance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) vide General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, read with General Circular no. 09/2023 dated September 09, 2023 and other relevant General Circulars issued by MCA from time to time (the “MCA Circulars”), the Company is dispatching the Notice electronically to all those members, whose e-mail addresses are registered with the Company/Depositories/RTA of the Company i.e., MCS Share Transfer Agent Limited and whose names appear in the Register of Members or Register of Beneficial Owners maintained by the Depositories as on **Friday, December 22, 2023, being the cut-off date**, which will be considered for the purposes of remote e-voting. A person who is not a member of the Company as on the cut-off date should treat the Notice for information purposes only.

Members holding shares in electronic form and who have not updated their email or KYC details are requested to register/update the details in their demat account, as per the



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process advised by their respective Depository Participant. Shareholders holding shares in physical form who have not updated their email or KYC details are requested to register/update the said details in prescribed Form ISR 1, ISR 2, ISR 3 and SH 13, with the Registrar and Share Transfer Agent of our Company, MCS Share Transfer Agent Limited, 1<sup>st</sup> Floor, Neelam Apartment, 88 - Sampatrao Colony, above Chhappanbhog, Alkapuri, Vadodara - 390007 ("MCS"). The Members can access Form ISR 1 and other relevant forms on the website of the Company at <http://www.jslmogar.com/investor/index/investor-info>.

Alternatively, members may register their email addresses with MCS/the Company on a temporary basis to ensure the receipt of Postal Ballot Notice by sending an email on [mcsltdbaroda@gmail.com/cs@jslmogar.com](mailto:mcsltdbaroda@gmail.com/cs@jslmogar.com). Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to: [mcsltdbaroda@gmail.com/cs@jslmogar.com](mailto:mcsltdbaroda@gmail.com/cs@jslmogar.com).

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to all its members. The remote e-voting will **commence from Saturday, December 30, 2023 at 9:00 a.m. (IST)** and shall **end on Sunday, January 28, 2024 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by CDSL for voting after 5:00 p.m. (IST) on Sunday, January 28, 2024. The results will be announced on or before Tuesday, January 30, 2024 by the Chairman or any Director or any person authorized by the Chairman. The assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Notice has also been placed on the website of the Company at [www.jslmogar.com](http://www.jslmogar.com) and website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

We request you to kindly take the above information on record.

Thanking you,

Yours faithfully,

**For JSL Industries Limited**

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**Ravi Thanki**  
**Company Secretary**  
**M. No.: A-60338**

*Encl.: As Above*



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### NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,  
The Members of JSL Industries Limited,

Notice is hereby given that pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules 20, 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with General Circular no. 09/2023 dated September 23, 2023, other relevant Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time (the “MCA Circulars”) and all other applicable rules framed under the Act, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and Secretarial Standard on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter] the resolution as set out below is proposed to be passed by the Members of JSL Industries Limited (the “Company”) by means of Postal Ballot only by way of remote electronic voting (“remote e-voting”) process.

Pursuant to Section 102(1) of the Act, an Explanatory Statement pertaining to the proposed resolution setting out the material facts and the reasons thereof forms part of this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only by remote e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Further, the instructions for remote e-voting are appended to the Notice of Postal Ballot which is being sent through electronic mode only to those Members whose email addresses are registered with the Company / Depository Participants / Registrar and Share Transfer Agent of our Company, MCS Share Transfer Agent Ltd.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facility to the Members of the Company through their platform.

The Board of Directors of the Company has appointed Mr. J. J. Gandhi (Membership No. FCS: 3519; CP No.: 2515), Proprietor of M/s. J. J. Gandhi & Co., Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of Postal Ballot in a fair and transparent manner and the result of the Postal Ballot will be announced on or before Tuesday, January 30, 2024. The result of the Postal Ballot will be posted on the Company's website at [www.jslmogar.com](http://www.jslmogar.com), the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).



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### SPECIAL BUSINESS:

#### Item No. 1:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

#### **APPOINTMENT OF MS. PRAGNYA SETH (DIN: 00074293) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR AN INITIAL TERM OF FIVE YEARS**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161, read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules mentioned thereunder, Regulation 16, 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulation”), if any [including any statutory modification, amendment, or re-enactment thereof for the time being in force] and the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and approval the Board of Directors, Ms. Pragnya Seth (DIN: 00074293) who was appointed as an Additional Director in the capacity of an Non-Executive Independent Director, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for an initial term of five years w.e.f., December 19, 2023 to December 18, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors or the Key Managerial Personnels (KMPs), be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to sign and execute all such documents and papers (including appointment letter etc.) as may be required for this purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto.”

Place: Mogar

Date: December 19, 2023

Registered Office

Village Mogar - 388 340

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CIN NO: L31100GJ1966PLC001397

By order of the Board of Directors

Sd/-

Ravi Thanki

Company Secretary

(M No.: A60338)



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### NOTES: -

1. The explanatory statement pursuant to Section 102 of the Act and other applicable legal provisions, setting out material facts and reasons in relation to the special business set out in the Notice above is annexed hereto.
2. In accordance with the MCA Circulars, the Company is sending the Notice of Postal Ballot only through electronic mode to all those members whose e-mail addresses are registered with the Company or Depositories/Depository participants or Company's Registrar and Transfer Agent i.e., MCS Share Transfer Agent Limited. The hard copy of the Notice of Postal Ballot along with Postal Ballot forms and pre-paid Business Reply Envelopes is not being sent to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
3. Those members who have not registered their e-mail addresses in respect of their holdings shall follow the process as mentioned below in order to register their e-mail addresses and receive this Notice and cast their vote electronically:
  - a. Members holding shares in electronic form and who have not updated their email or KYC details are requested to register/update the details in their demat account, as per the process advised by their respective Depository Participant. Members holding shares in physical form who have not updated their email or KYC details are requested to register/update the said details in prescribed Form ISR 1, ISR 2, ISR 3 and SH 13 with the Registrar and Share Transfer Agent of our Company, MCS Share Transfer Agent Limited, 1<sup>st</sup> Floor, Neelam Apartment, 88, Sampatrao Colony, above Chhappanbhog, Alkapuri, Vadodara - 390007 ("MCS"). The shareholders can access Form ISR 1 and other relevant forms on the website of the Company at <http://www.jسلمogar.com/investor/index/investor-info>.
  - b. Alternatively, you may register your email address with MCS / the Company on a temporary basis to ensure the receipt of Postal Ballot Notice by sending an email on [mcsltdbaroda@gmail.com](mailto:mcsltdbaroda@gmail.com) / [cs@jسلمogar.com](mailto:cs@jسلمogar.com). Post successful registration of the email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to: [mcsltdbaroda@gmail.com](mailto:mcsltdbaroda@gmail.com) / [cs@jسلمogar.com](mailto:cs@jسلمogar.com).
  - c. Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / MCS Share Transfer Agent Limited to enable servicing of notices and documents electronically to their e-mail address.
4. The Notice is being sent to those members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on Friday, December 22, 2023 ("Cut-off Date"), which will be considered for the purposes of remote e-voting. A person who is not a member as on the aforesaid date should treat this Notice for information purposes only.



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5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e., Friday, December 22, 2023.
6. The resolution passed by the members through Postal Ballot is deemed to have been passed on the last date specified for remote e-voting i.e., Sunday, January 28, 2024 and the same has been deemed to be passed at a General Meeting of the members.
7. Relevant documents referred to in the Postal Ballot Notice and the Statement are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 05:00 p.m. on all working days (Monday - Saturday) from the date of dispatch of the Notice i.e., Friday, December 29, 2023 till the last date for e-voting i.e., Sunday, January 28, 2024. Members are requested to write to the Company Secretary on [cs@jslmogar.com](mailto:cs@jslmogar.com) for inspection of said documents.
8. The Notice has also been placed on the website of the Company at [www.jslmogar.com](http://www.jslmogar.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com).
9. A member cannot exercise his vote by proxy on Postal Ballot. All members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

### 10. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended remote e-voting facility to enable the members to cast their votes electronically through the remote e-voting services provided by CDSL.

The remote e-voting facility will be available during the following period:

<b>Remote e-voting commences on</b>	Saturday, December 30, 2023 at 9:00 A.M. (IST)
<b>Remote e-voting ends on</b>	Sunday, January 28, 2024 at 5:00 P.M. (IST)

The remote e-voting module shall be disabled by CDSL for voting at 5:00 P.M. (IST) on Sunday, January 28, 2024. Once the vote on the resolution is cast by a member, he or she will not be allowed to change it subsequently.

### THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period commences on **Saturday, December 30, 2023 at 09:00 A.M. (IST)** and ends on **Sunday, January 28, 2024 at 05:00 P.M. (IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on **Cut-off Date i.e., Friday, December 22, 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (ii) Pursuant to SEBI Master Circular No. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023**, under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of **SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 dated July 11, 2023** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select "My Easi New (Token)".</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> </ol>



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	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select “My Easi New (Token)” and click on “Register for Easi”.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS eServices, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

**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., CDSL and NSDL**





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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free nos.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of Shareholders holding shares in physical mode and Non-individual Shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Shareholders other than individual shareholders holding in Demat form & Physical Shareholders.**

- a) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b) Click on “Shareholders” module.
- c) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than individual Shareholders holding shares in Demat Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- g) After entering these details appropriately, click on “SUBMIT” tab.



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- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN of the Company **231219005** to vote.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) **Additional facility for Non - Individual Shareholders and Custodians - Remote Voting only**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



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## JSL INDUSTRIES LTD.

Registered Office & Works

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Phone no.: 02692 - 280224 | Email: [jsl@jسلمogar.com](mailto:jsl@jسلمogar.com)

Website: [www.jsلمogar.com](http://www.jsلمogar.com) | CIN No.: L31100GJ1966PLC001397

- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to mandatorily send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@jسلمogar.com](mailto:cs@jسلمogar.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders - please provide necessary details like 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 [mcsitdbaroda@gmail.com](mailto:mcsitdbaroda@gmail.com) / [cs@jسلمogar.com](mailto:cs@jسلمogar.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the Postal Ballot on or before Tuesday, January 30, 2024.

The results along with the Scrutinizer's report will also be posted on Company's website at [www.jsلمogar.com](http://www.jsلمogar.com), the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

Subject to, and in compliance with, the directions/notifications/circulars issued by the Central/ State Government(s)/relevant authorities, the Company will also display the results at its Registered Office.



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### **THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1:**

The Board of Directors in their meeting held on December 19, 2023, on recommendation of Nomination and Remuneration Committee, approved appointment of Ms. Pragnya Seth (DIN: 00074293) as an Additional Director in the capacity of Non-Executive Independent Director of the Company w.e.f., December 19, 2023, in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, the SEBI Listing Regulations [including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company to hold office for a period of five years up to December 18, 2028, not liable to retire by rotation, subject to the approval of the shareholders through Special Resolution.

Brief profile of Ms. Pragnya Seth is set-out below:

Ms. Pragnya Seth has done her graduation in MSc. Tech - Science Technology and Development from Birla Institute of Technology and Science, Pilani. She has over 30+ years of cumulative experience as a professional in Software Development, Corporate Learning, Organizational Development, Performance Consulting, Facilitation, Executive Coaching, Human Resources, and Leadership Development services. She is also proficient in handling international assignments across a variety of multinational organizations. She has deep insights into leadership development, cross-cultural teams, and organizational development.

Ms. Pragnya Seth is an ICF certified coach under C4E (Coach for Excellence) and uses the possible framework in her practice. She is a trained Executive Coach for Senior Leaders and business teams, a seasoned facilitator for leadership/team development programs, and a certified facilitator on the portable ropes course - 'Mobile Team Challenge' & Appreciative Enquiry. She has also handled Capability Management, developing High Potentials and re-designed Competency Framework and directory of roles along with the job descriptions and its automation for a roll out across the organization.

In past she has been associated with various professional associations such as: International Leadership Association (2009) as a Chairperson and American Society for Training & Development (2007-2010), Indian Society for Training & Development & Hyderabad Professional Coach Association (affiliated to ICF), as a member.

The Company has received following documents/confirmations from Ms. Pragnya Seth:

- a. consent to act as a Director of the Company;
- b. declaration confirming that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations;
- c. confirmation that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- d. declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.



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Further, Ms. Pragnya Seth has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Seth has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Ms. Pragnya Seth fulfils the conditions of independence specified in the Act, the SEBI Listing Regulations and is independent of the management.

As an Additional Director, Ms. Pragnya Seth holds office up to the date of the next general meeting of the Company or for a period of three months from the date of appointment by the Board of Directors, whichever is earlier and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. The Company has received a notice in writing from a member under Section 160(1) of the Act proposing the candidature of Ms. Pragnya Seth for the office of Director of the Company.

Accordingly, it is proposed to seek approval of shareholders of the Company by way of a Special Resolution through Postal Ballot for appointment of Ms. Pragnya Seth as an Independent Director on the Board of Directors of the Company to hold office for an initial term of five years w.e.f., December 19, 2023 to December 18, 2028 (both days inclusive), not liable to retire by rotation. The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot Notice for the approval of the members.

Other relevant information as required under the Act, SEBI Listing Regulations and SS-2 is provided in the 'Annexure' to this Postal Ballot Notice.

A copy of draft letter of appointment of Ms. Pragnya Seth setting out the terms and conditions of appointment has been uploaded on the website of the Company [www.jslmogar.com](http://www.jslmogar.com). Other than Ms. Pragnya Seth and her relatives, to whom the resolution relates, none of the Directors, Key Managerial Personnel, or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the proposed Special Resolution as set out in this Postal Ballot Notice.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

**Place: Mogar**  
**Date: December 19, 2023**

**By order of the Board of Directors**

**Registered Office**  
**Village Mogar - 388 340**  
**Tal. & Dist. Anand, Gujarat.**  
**CIN NO: L31100GJ1966PLC001397**

**Sd/-**  
**Ravi Thanki**  
**Company Secretary**  
**(M No.: A60338)**



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### ANNEXURE TO NOTICE

Particulars of the Directors seeking appointment/re-appointment pursuant to the requirement of Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard:

<b>Name of Director and DIN</b>	<b>Ms. Pragnya Seth (00074293)</b>
<b>Date of Birth</b>	17/09/1960
<b>Age</b>	63 years
<b>Nationality</b>	Indian
<b>Qualification</b>	MSc. Tech - Science Technology and Development
<b>Designation</b>	Independent Director
<b>Expertise in Specific Functional Areas</b>	Software Development, Corporate Learning, Organizational Development, Performance Consulting, Human Resources, and Leadership Development Services
<b>Date of Appointment</b>	December 19, 2023 (appointed as an additional director)
<b>Relationship with other Directors and Key Managerial Personnel of the Company</b>	There is no inter-se relationship between Ms. Pragnya Seth and other members of the Board and Key Managerial Personnel of the Company.
<b>Name of other Companies in which she holds Directorship</b>	-
<b>Chairman/Member of the Committee(s) of Board of Directors of other Companies in which she is a Director</b>	-
<b>Chairman/Member of the Committees of the Board of other Company(ies)</b>	-
<b>Number of Shares held in JSL Industries Limited</b>	-
<b>Terms of appointment along with details of remuneration sought to be paid and the drawn by such person, if applicable</b>	Ms. Pragnya Seth will be appointed as an Independent Director for an initial term of five years w.e.f., December 19, 2023 to December 18, 2028 (both days inclusive) and she will be entitled to sitting fees for attending Board Meetings or Committee Meetings, as the case may be.
<b>Number of Board Meetings attended</b>	-