



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

August 29, 2023

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

Scrip Code: 504080

Subject: Notice of 57th Annual General Meeting (AGM) of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith Notice of the 57th Annual General Meeting of the Members of the Company scheduled to be held on **Tuesday, September 26, 2023 at 11:00 a.m. (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM').

You are requested to take the above information on your records.

Thanking you,

Yours faithfully,

For JSL Industries Limited

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

Encl.: As Above

NOTICE

NOTICE is hereby given that the **FIFTY-SEVENTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of **JSL INDUSTRIES LIMITED** will be held on **Tuesday, September 26, 2023 at 11:00 a.m. (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company situated at Village Mogar- 388340, Tal. & Dist. Anand, Gujarat.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Preference Shares for the financial year 2022-23.
3. To appoint a Director in place of Dr. Kirit Keshavlal Thakkar (DIN: 00208849), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Continuation of Dr. Kirit Keshavlal Thakkar (DIN: 00208849) as a Non-Executive Director of the Company from 57th Annual General Meeting till such date he becomes liable to retire by rotation.**

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations, 2015”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of Nomination and Remuneration Committee and the Board and other applicable statutory provisions, the continuation of Dr. K. K. Thakkar (DIN: 00208849), aged 81 years (being higher age than prescribed), as a Non-Executive Director from 57th Annual General Meeting till the Annual General Meeting at which he becomes liable to retire by rotation in terms of Section 152(6)(c) of the Companies Act, 2013 (**“the Act”**), be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

5. **Payment of consultancy fees to Dr. K. K. Thakkar (DIN: 00208849) for providing corporate and technical advisory services.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the SEBI Listing Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on recommendation of Nomination and Remuneration Committee and the Board, approval of the Members be and is hereby accorded for payment of consultancy fees of Rs. 1,10,000 per month, plus applicable taxes, if any, to Dr. K. K. Thakkar, for providing corporate and technical advisory services to the Company, which exceeds fifty percent of total annual remuneration payable to all Non-executive Directors of the Company w.e.f. September 01, 2023, for a period of one year.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

6. Material Related Party Transaction with Jyoti Limited, a Promoter Group Company, for the financial year 2023-24.

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations, 2015”**), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws/statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Material Related Party Transaction(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise as mentioned in detail in the Explanatory Statement annexed herewith), with Jyoti Limited, a Promoter Group Company, for not exceeding Rs. 7.50 Crores (Excluding Tax), during the financial year 2023-24.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary, Chief Executive Officer and Vice President, Marketing of the Company be and are hereby severally authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the Related Party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

Place : Mogar
Date : August 08, 2023
Registered Office
Village Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

By order of the Board of Directors

Ravi Thanki
Company Secretary
(M. No.: A-60338)

NOTES

1. Pursuant to General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”) and Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 issued by SEBI dated July 11, 2023, Companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM up to September 30, 2023, without the physical presence of Members at a common venue. Hence, in compliance with the aforesaid Circulars, the Fifty-Seventh AGM of the Company will be held through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip as well as route map are not annexed to this Notice.
2. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report, and instructions for remote e-Voting/e-Voting are being sent only through e-mail to those Shareholders whose e-mail addresses are registered with the Company/RTA or the Depository Participant(s).

A copy of Annual Report along with the Notice is also available on Company’s website at <http://www.jslmogar.com/investor/index/annual-reports> and website of Stock Exchange, i.e., BSE Limited at www.bseindia.com. The Notice of AGM is also disseminated on the website of CDSL i.e., www.evotingindia.com.
3. Statement pursuant to Section 102(1) of the Act, in respect of the Special Business to be transacted at the AGM along with details pursuant to the SEBI Listing Regulations, 2015 and other applicable laws is annexed hereto and forms part of this Notice.
4. The details required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM forms part of this Notice.
5. Members holding shares in physical form, who have not registered their e-mail addresses with the Company can get the same registered with the Company/RTA by sending an e-mail to cs@jslmogar.com/mcsltdbaroda@gmail.com after following due procedure.
6. Members holding shares in dematerialized form are requested to intimate immediately any change in their addresses or bank mandates to their respective Depository Participant(s) with whom they are maintaining their Demat Account.
7. Pursuant to Section 113 of the Act, Institutional/Corporate Members are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM at cs@jslmogar.com.
8. The Register of Members and Share transfer books of the Company will remain closed from **Tuesday, September 19, 2023 to Tuesday, September 26, 2023 (both days inclusive)** for the purpose of AGM.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, will be available for inspection by the Members in electronic mode.
10. Members are requested to send in their queries in respect of financial statement of accounts of the Company for the year ended on March 31, 2023, at least one week in advance so as to enable the information ready.
11. The dividend in respect of Preference Shares recommended by Board of Directors, if declared at the AGM, will be payable to the Member(s) whose name are registered in the Register of the Member(s) of the Company on date of AGM i.e., September 26, 2023.

12. The Company has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Share Transfer Agent (“RTA”) for rendering the entire range of services to the shareholders of the Company. Accordingly, all investor service requests and other communications in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly at their following address quoting folio no., full name and name of the Company as:

Unit: JSL INDUSTRIES LIMITED.

MCS Share Transfer Agent Limited

1st Floor, Neelam Apartment, 88, Sampatrao Colony,
Above Chappanbhog, Alkapuri, Vadodara - 390007.

Tel. No. : 0265 - 2314757, 2350490

E-mail : mcslttdbaroda@gmail.com

Website : www.mcsregistrars.com

13. SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as KYC to the RTA of the Company in respect of all concerned Folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, shall be frozen by the RTA.

In terms of the aforesaid SEBI Circular, effective from October 01, 2023, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details/documents are provided to RTA.

Members may also note that SEBI vide its Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated listed companies to issue securities in dematerialized form only while processing the following service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, members are advised to dematerialise the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4.

As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If any Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be.

Relevant details and forms prescribed by SEBI are available on the website of the Company at <http://www.jslmogar.com/investor/index/investor-info> and website of RTA at <https://www.mcsregistrars.com/downloads.php> for information and use by the Shareholders. You are requested to kindly take note of the same and update your particulars timely.

Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Ltd., for consolidation into a single folio.

14. As per the provision of Regulation 40(1) of the SEBI Listing Regulation, 2015, w.e.f. April 1, 2019, transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to able to freely transfer them and participate in various corporate actions, if any.

15. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Ltd., immediately of:
 - (a) Change in their residential status on return to India for permanent settlement;
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
16. As the Company has adopted the practice of Green Initiative, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
18. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI Listing Regulations, 2015, members are provided with the facility to cast their votes electronically, through the e-voting services provided by Central Depository Services (India) Limited [CDSL], on all the resolutions set forth in this notice.

CDSL e-voting system - For Remote e-voting and e-voting during AGM

1. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations, 2015 (as amended), and MCA General Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 Members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The Members whose names appear in the Register of Members/Beneficial Owners as on the **cut-off date i.e., Tuesday, September 19, 2023**, may cast their vote electronically. The **e-voting period will commence from Saturday, September 23, 2023 at 09:00 a.m. (IST) and will end on Monday, September 25, 2023 at 05:00 p.m. (IST)**. The e-voting module will be disabled on Monday, September 25, 2023 at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Tuesday, September 19, 2023.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, under Regulation 44 of 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.

- (iv) In terms of SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 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 (CDSL/NSDL)** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>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 https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select "My Easi New (Token)".</p> <p>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</p>

	<p>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 & 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.</p> <ol style="list-style-type: none"> 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or visit www.cdslindia.com and click on Login icon and select "My Easi New (Token)" and click on "Register for Easi". 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 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>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS eServices, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	<p>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 or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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 websites.

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

Login type	Helpdesk details
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 toll free no.: 1800 22 55 33.
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

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

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.

- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- 6) 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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of the Company **<JSL Industries Limited>** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any, uploaded, which will be made available to scrutinizer for verification.

(xvii) 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 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.
- 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 and on approval of the accounts they would be able to cast their votes.
- 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number

at cs@jismogar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@jismogar.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@jismogar.com/mcsltdbaroda@gmail.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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

Other instructions:

1. The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity.
2. Mr. J. J. Gandhi, Practising Company Secretary (Membership No. FCS3519), having his office at, M/s. J. J. Gandhi & Co., Practicing Company Secretaries, F-46, India Bulls Mega Mall, Besides Dinesh Mill, Near Jetalpur Under Bridge, Jetalpur, Vadodara - 390007, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. The Scrutinizer shall submit his report to the Chairman. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jismogar.com and on the website of CDSL www.cdslindia.com immediately after declaration of result by the Chairman or a person authorised by him in this behalf. The Results also be uploaded on the BSE Listing Portal.

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

Explanatory Statement Item 4 & 5

Dr. K. K. Thakkar (DIN: 00208849), aged 81 years, has been a Director of the Company since 2003, and has contributed significantly to the growth of the Company. Also, he has vast experience in technical as well as management side and hence Company would like to continue to utilise his expertise in coming years.

At the Annual General Meeting held on September 28, 2021, Dr. K. K. Thakkar was re-appointed as a Director of the Company, liable to retire by rotation. Accordingly, in terms of Section 152(6)(c) of the Act, he holds such office till the date of the Annual General Meeting at which he becomes liable to retire by rotation.

In the aforesaid Annual General Meeting, shareholders of the Company have also approved continuation of Dr. K. K. Thakkar as a Non-Executive Director of the Company till the Annual General Meeting at which he becomes liable to retire by rotation, in terms of Regulation 17 (1A) of SEBI Listing Regulations, 2015.

After due consideration of his valuable contribution and on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company have approved the payment of consultancy fees to him for providing Corporate and Technical Advisory services to the Company at a fee of Rs. 1,10,000/- per month, plus applicable taxes, if any, subject to approval of Members at the Annual General Meeting.

Further, In accordance with Regulation 17(6)(ca) of the SEBI Listing Regulation, 2015, consent of shareholders by way of Special Resolution shall be required to Dr. K. K. Thakkar, if payment of annual remuneration to him exceeds fifty percent of total annual remuneration payable to all Non-executive Directors.

Brief resume and other details of Dr. K.K. Thakkar are provided in annexure to this Notice pursuant to the provision of SEBI Listing Regulation, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the resolution set out at Item No. 4 & 5 of the Notice for your approval.

Except Dr. K. K. Thakkar, Director, none of the other Directors, KMP and/or their respective relatives are in any way, concerned or interested, in the Resolution mentioned at Item No. 4 & 5 of the Notice.

Item No. 6

Details and benefits of transaction:

For the financial year 2023-24, the Board of Directors of the Company in their meeting held on March 16, 2023, approved the limit of ₹ 4.50 Crores (Excluding Tax) for Jyoti Limited, a Promoter Group Entity for carrying out Related Party Transactions as approved by the Audit Committee.

The transactions to be entered into by the Company, together with transactions already entered into by the Company with Jyoti Limited, a Related Party, during the current financial year, even though are in the ordinary course of business and on an arm's length basis, are estimated to exceed 10% of the annual turnover of the Company as per the Audited Financial Statements of the Company for the year ended March 31, 2023. Hence in accordance with Regulation 23(4) of the SEBI Listing Regulations, prior approval of shareholders is required through an Ordinary Resolution.

Jyoti Ltd manufactures full range of Motors in Vertical and Horizontal range suitable for Pump application i.e. Totally Enclosed Type and Drip Proof Type. The Motors are manufactured as per National/International Standards in a state of art facility. It also manufactures full range of vertical and horizontal pumps for which we can supply our motors.

Jyoti Limited also manufactures Vacuum Circuit Breakers (Indoor) Vacuum Circuit Breakers (outdoor), Vacuum Contactor (Indoor), Rotating Electrical Machines, Switchgear, Electronic and Control System i.e. Voltage operated Auxiliary Relay, Mini Auxiliary Relay Type, Pluggable Interface Miniature Auxiliary Relay and General Purpose Miniature Auxiliary Relay.

JSL Industries Limited can supply Current Transformers, Potential Transformers, Starters, Motors and Pumps, LT Switchboards, Control Panel, Circuit Breakers etc.

JSL Industries Limited is Approved Vendor to engineering consultants, Utilities, public sector organization and various Government / Semi-Government and Private Industries for JSL Motors, Starters, Instrument transformers etc. The Motors and other products are supplied at competitive prices compared to the market.

Both Jyoti Limited and JSL Industries Limited are dealing in engineering products, hence, these transactions not only help smoothen the operations for both the Companies, but also ensures consistent flow of desired quality and quantity of material and services without interruptions and generation of revenue and business for both the Companies to cater their business requirement.

Due to close physical location, it is easy to communicate, coordinate, follow up, arrange for inspection etc., Jyoti ltd and JSL Industries Ltd have Full Load Testing facility for Horizontal as well as Vertical Type Motors.

Information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, is as follows:

A)	Name of the related party	Name of the Director or Key Managerial Personnel who is related, if any	Nature of relationship	Aggregate Amount (₹)
1.	Jyoti Limited, a Promoter Group Company	Mr. Rahul N. Amin / Mrs. Tejal R. Amin	Director(s)	7.50 Crores (Excluding Tax)
B)	Nature, duration and particulars of contract or arrangement	The contract will be for sale/purchase/supply of goods and materials such as starters, motors, instrument transformers, control panels, spares, etc. and availing and rendering of related services thereof for the financial year 2023-24 . Particulars of contract will be decided on case-to-case basis as the sale, purchase or supply of goods and materials and availing and rendering of services are tailor-made.		
C)	Material terms of contract or arrangement including the value	The sale, purchase or supply of goods and materials and availing and rendering of services will be made as and when required on the basis of merits and on the terms which are not less favourable to the Company. The price will be considered on case-to-case basis but will be at arm's-length.		
D)	Any Advance paid or received for the contract or arrangement	Any advance amount for any sale, purchase or supply of goods and materials and availing and rendering of services will be decided on case to case basis.		
E)	Manner of determining pricing and other commercial terms	The manner of determining pricing and other commercial terms and conditions will be on case-to-case basis at the time of finalisation of the contract.		
F)	Justification for why the proposed transaction is in the interest of the listed entity	As mentioned in the details and benefit of transaction above.		

G)	Percentage of the annual turnover of the Company for FY 2022-23, that is represented by the value of the proposed transaction	15.34%
H)	Other factors	The sale, purchase or supply of goods and materials and availing and rendering of services will meet the requirements with respect to the quality, specification, delivery schedule etc.

Except Mr. Rahul N. Amin, Chairman and Mrs. Tejal R. Amin, Whole-time Director, none of the other Directors, KMP and/or their respective relatives are in any way, concerned or interested, in the Resolution mentioned at Item No. 6 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.6 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, 2015, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Place : Mogar

Date : August 08, 2023

Registered Office

Village Mogar – 388 340

Dist. Anand, Gujarat.

CIN NO: L31100GJ1966PLC001397

By order of Board of Directors

Ravi Thanki
Company Secretary
(M. No.: A-60338)

ANNEXURE TO NOTICE

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

Name of Director and DIN	Dr. K. K. Thakkar (00208849)
Date of Birth	01/01/1942
Age	81 years
Nationality	Indian
Qualification	Master's degree in Power Systems Engineering from Indian Institute of Science, Bangalore and Ph.D. (Electrical Engineering) from M.S. University, Baroda.
Designation	Non-Executive Director
Expertise in Specific Functional Areas	Having more than 5 decades of rich experience in Engineering, Corporate administration and Strategic business planning.
Brief Resume of Director	Dr. K. K. Thakkar has worked in JSL industries Limited for more than 20 years. He started his career in JSL Industries Limited as a General Manager Marketing and rose to Group General Manager at the time of his retirement. Before joining JSL Industries Limited, he was associated with prominent organisations such as Jyoti Limited, Baroda, Khatau Junker Ltd., Ankleshwar and Voltamp Transformers Ltd., Baroda. Dr. K. K. Thakkar also worked as a member on Relay sectional committee of Bureau of Indian Standards formulating various National standards on Protective Relays. He has received training at Indian Institute of Management, Ahmedabad for General Management (MEP 1980-81) and also acted as President of Electrical Research and Development Association (E.R.D.A.) during 2004 to 2006. He also worked as a Managing trustee of Navrachana Education Society, Baroda and also as a member on the Board of Governors and Board of Management Navrachana University. He was felicitated as an Eminent Engineer and Professional by Pandit Deendayal Petroleum University, Gandhinagar in September 2014. He has more than 5 decades of rich experience in Engineering, Corporate administration and Strategic business planning.
Date of Appointment	28/07/2003
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Dr. K. K. Thakkar and other members of the Board and Key Managerial Personnel of the Company.
Name of other Companies in which he/she holds Directorship	-

Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	JSL Industries Limited 1. Audit Committee (Member) 2. Nomination and Remuneration Committee (Member) 3. Stakeholders Relationship Committee (Member)
Chairman/Member of the Committees of the Board of other Company(ies)	-
Number of Shares held in JSL Industries Limited	50 Shares
Terms of appointment along with details of remuneration sought to be paid and the drawn by such person, if applicable	Non-Executive Directors are entitled to sitting fees for attending meeting of the Board. Further, he will be paid Consultancy fees of Rs. 1,10,000/- per month, plus applicable taxes, if any, with effect from September 01, 2023, for a period of one year for providing Corporate and Technical advisory services to the Company, subject to approval of the Members at the AGM.
Number of Board Meetings attended	6 in financial year 2022-23.
Names of the Companies along with Listed Entities in which person has resigned in the past three years	-

Place : Mogar
Date : August 08, 2023
Registered Office
Village Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

By order of Board of Directors

Ravi Thanki
Company Secretary
(M. No.: A-60338)