



ISO 9001 : 2015  
Reg. No. RQ91/5487



## JSL INDUSTRIES LTD.

Registered Office & Works

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

Phones : 02692 - 280224

E-Mail : [jsl@jسلمogar.com](mailto:jsl@jسلمogar.com) • Website : [www.jسلمogar.com](http://www.jسلمogar.com)

CIN NO. L31100GJ1966PLC001397

**By Electronic Mode**

August 30, 2022

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

**Scrip Code: 504080**

**Subject: Notice of 56<sup>th</sup> 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 56<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on **Tuesday, September 27, 2022 at 11:00 a.m. (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

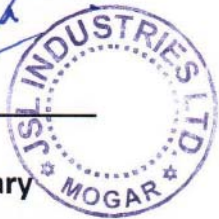
You are requested to take the above information on your records.

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 SIXTH ANNUAL GENERAL MEETING (“AGM”)** of the Members of **JSL INDUSTRIES LIMITED** will be held on **Tuesday, September 27, 2022 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 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, 2022 and the Reports of the Board of Directors and the Auditors’ thereon.
2. To declare dividend on Preference Shares for the Financial Year 2021-22.
3. To appoint a Director in place of Mr. Rahul Nanubhai Amin (DIN: 00167987), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
4. **Appointment of the Statutory Auditors and fixing their remuneration:**

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

“**RESOLVED THAT** pursuant to provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Talati & Talati LLP, Chartered Accountants (Firm Registration No. 110758W/W100377), who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of the Act, be and are hereby appointed as the Statutory Auditors of the Company, in place of retiring Statutory Auditor M/s V.H. Gandhi & Co., Chartered Accountants (Firm Registration No. 103047W), for a term of 5 (five) consecutive years, from the conclusion of 56<sup>th</sup> Annual General Meeting till the conclusion of the 61<sup>st</sup> Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration, taxes and out of pocket expenses, as recommended by the Audit Committee and decided by the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any Director or the Key Managerial Personnel (KMPs) be and are hereby authorized to file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Act and to do all acts, deeds and things as may be deemed necessary to give effect to the above resolution.”

### SPECIAL BUSINESS

5. **Material Related Party Transaction with Jyoti Limited, a Promoter Group Company, for the Financial Year 2022-23**

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 (**‘the SEBI Listing Regulations’**), as amended from time to time, Section 2(76) and other applicable provisions of 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 an aggregate value not exceeding ₹ 12 Crores during the Financial Year 2022-23.

**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.”

**6. Re-appointment of Mrs. Tejal R. Amin (DIN: 00169860) as a Wholetime Director of the Company**

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

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, Schedule V and other applicable provisions, if any, of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force], applicable provisions of the SEBI Listing Regulations, as amended and on recommendation of Nomination and Remuneration Committee and Board of Directors of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for the terms of Reappointment and Remuneration of Mrs. Tejal R. Amin as a Wholetime Director of the Company with the condition that the remuneration shall not exceed the ceilings prescribed by Section II of Part II of Schedule V of the Act, for a period of 3 (three) years with effect from July 01, 2023 and as set out in the Explanatory Statement annexed to this notice which are hereby specifically approved and sanctioned.

**FURTHER RESOLVED THAT**, the Board be and is hereby authorized to alter and vary the terms and conditions of the said appointment and / or remuneration and perquisites so as not to exceed the limits of remuneration as specified in Schedule V of the Act and as may be agreed to between the Board of Directors and Mrs. Tejal R. Amin.”

**Place : Vadodara**  
**Date : August 12, 2022**  
**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 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, followed by Circular No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued by SEBI dated May 13, 2022, Companies are allowed to hold Annual General Meeting (AGM) through VC/OAVM up to December 31, 2022, without the physical presence of Members at a common venue. Hence, in compliance with the aforesaid Circulars, the **Fifty Sixth AGM** of the Company is being held through VC. 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, Annual Report along with the Notice of the AGM, 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 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](http://www.bseindia.com).
3. Members holding share in physical form, who have not registered their email addresses with the Company can get the same registered with the Company / RTA by sending an email to [cs@jslmogar.com](mailto:cs@jslmogar.com) / [mcsltbaroda@gmail.com](mailto:mcsltbaroda@gmail.com) after following due procedure.
4. Members holding shares in dematerialized form are requested to intimate immediately any change in their addresses or bank mandates to their respective Depository Participant with whom they are maintaining their Demat Account.
5. 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, pursuant to Section 113 of the Act, at [cs@jslmogar.com](mailto:cs@jslmogar.com).
6. 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 Regulations issued by SEBI and other applicable laws are annexed hereto.
7. In terms of Section 152 of the Act, Mr. Rahul Nanubhai Amin (DIN: 00167987), Director retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. The details of Director seeking appointment/re-appointment as required by Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India and notified by the Central Government is annexed hereto.
8. The Register of Members and Share transfer books of the Company will remain closed from Tuesday, September 20, 2022 to Tuesday, September 27, 2022 (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, 2022, 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 meeting 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 27, 2022.



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**

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

Tel. No. : 0265 - 2314757, 2350490

E-mail : mcsltdbaroda@gmail.com

Website : www.mcsregistrars.com

13. SEBI vide its Circular dated November 03, 2021, 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 and 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 April 01, 2023, shall be frozen by the RTA. SEBI has introduced Form ISR - 1 along with other relevant forms to lodge any request for registering PAN, KYC details or any change/ updation thereof.

In terms of the aforesaid SEBI Circular, effective from January 01, 2022, 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 dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing 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 and SEBI Circular, 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 a 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 in this regard are available on the website of the Company at <http://www.jslmogar.com/investor/index/investor-info> 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 Regulations, effective from 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, 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.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date i.e. Tuesday, September 20, 2022**, may cast their vote electronically. The e-voting period will commence from Saturday, September 24, 2022 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Monday, September 26, 2022. The e-voting module will be disabled on Monday, September 26, 2022 at 05:00 p.m. (IST). The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 20, 2022.

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 had permitted to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).
2. MCA by Circular No. 2/2022 dated May 05, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022, has extended the above exemptions till December 31, 2022. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. 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 the SEBI Listing Regulations and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and May 05, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business 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's 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.
4. 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.

5. 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.
6. 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.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.jslmogar.com](http://www.jslmogar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

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

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

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

- (i) The voting period begins on **Saturday, September 24, 2022 at 09:00 a.m. (IST) and ends on Monday, September 26, 2022 at 05:00 p.m. (IST)** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, September 20, 2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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 Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, 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 circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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 <b>CDSL Depository</b>	<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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</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> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsd.com">https://eservices.nsd.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</li> </ol>



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



**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 <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 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](http://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](http://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:

<b>For Physical Shareholders and other than individual Shareholders holding shares in Demat Form</b>	
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 <b>OR</b> 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>

(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 for the relevant <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](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 will be mapped automatically & can be delink in case of wrong mapping.
- 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.

**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@jسلمogar.com](mailto:cs@jسلمogar.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@jسلمogar.com](mailto:cs@jسلمogar.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), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
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](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 1800225533.

**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. FCS 3519), 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.jslmogar.com](http://www.jslmogar.com) and on the website of CDSL [www.cdslindia.com](http://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**

**Item No. 4**

**Appointment of Statutory Auditors and fixing their remuneration**

M/s. V.H. Gandhi & Co., Chartered Accountants (Firm Registration No. 103047W) were appointed as Statutory Auditors of the Company at the 51<sup>st</sup> AGM of the Company for a period of 5 (five) consecutive years. Pursuant to the provisions of Section 139(2) of the Act, read with applicable Rules framed thereunder, the term of M/s. V.H. Gandhi & Co., Chartered Accountants, expires at the conclusion of the 56<sup>th</sup> AGM.

Accordingly, the Board of Directors based on the recommendations of the Audit Committee proposed the appointment of M/s. Talati & Talati LLP, Chartered Accountants (Firm Registration No. 110758W/W100377) as Statutory Auditors of the Company in place of M/s. V.H. Gandhi & Co., Chartered Accountants. M/s. Talati & Talati LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, shall be in compliance with the provisions of Sections 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014.

Details as required under Regulation 36(5) of the SEBI Listing Regulations are as under:

**Proposed Statutory Audit Fees payable to the auditors:**

Up to ₹ 2,00,000 (Rupees Two Lacs) as Statutory Audit Fees for the year ending March 31, 2023.

**Terms of Appointment:**

5 (five) consecutive years from the conclusion of 56<sup>th</sup> AGM till the conclusion of the 61<sup>st</sup> AGM, to be held in the year 2027.

**Material change in fee payable:**

There is no material change in proposed fees payable to the auditors.



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**Basis of recommendation and auditors credentials:**

The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013.

M/s. Talati and Talati LLP, Chartered Accountants, is a GAC empanelled category - I firm. It is also a peer reviewed firm by the Institute of Chartered Accountants of India. The firm was established in 1976 and is having standing of 46 years. Total number of team members of the firm, including 20 partners, is 450+ across India. The firm has offices at Ahmedabad, Vadodara, Anand, Surat, Mumbai, Delhi, Noida and Kochi. The diversified service portfolio of the firm includes Audit & Assurance, Taxation, Advisory, Due Diligence, Forensic Audit, etc.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for approval of the Members.

**Item No. 5****Details and benefits of transaction:**

For the Financial year 2022-23, the Board of Directors of the Company in their meeting held on March 22, 2022, 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, 2022. Hence in accordance with Regulation 23(4) of the SEBI Listing Regulations, prior approval of Shareholders is required through an Ordinary Resolution.

Jyoti Limited 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/outdoor), 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 transaction 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 Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, 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)	12 Crores
B)	<b>Nature, duration and particulars of contract or arrangement</b>	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 <b>for the Financial Year 2022-23</b> . 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)	<b>Material terms of contract or arrangement including the value</b>	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)	<b>Any Advance paid or received for the contract or arrangement</b>	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)	<b>Manner of determining pricing and other commercial terms</b>	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)	<b>Justification for why the proposed transaction is in the interest of the listed entity</b>	As mentioned in the details and benefit of transaction above.		
G)	<b>Percentage of the annual turnover of the Company for FY 2021-22, that is represented by the value of the proposed transaction</b>	21.84 %		
H)	<b>Other factors</b>	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, KMPs and/or their respective relatives is in any way, concerned or interested, in the Resolution mentioned at Item No. 5 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 5 of the Notice for approval by the Members.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set forth at Item No. 5 of the Notice, whether the entity is a Related Party to the particular transaction or not.



## Item No. 6

### Re-appointment of Mrs. Tejal R. Amin, as Wholetime Director of the Company

In accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other approvals as may be necessary, the Board of Directors of the Company at its meeting held on August 12, 2022, passed a resolution for the re-appointment of Mrs. Tejal R. Amin, as a Wholetime Director of the Company for a period of 3 (three) years with effect from July 01, 2023. The said re-appointment is subject to the approval of the Shareholders of the Company. The re-appointment of Mrs. Tejal R. Amin as Wholetime Director of the Company was approved by the Nomination and Remuneration Committee and recommended to the Board at its meeting held on August 12, 2022.

Pursuant to the requirement of Section 149(1) of the Companies Act, 2013 the re-appointment of Mrs. Tejal R. Amin, is also considered as compliance of appointment of Woman Director on the Board of a Listed Company.

Mrs. Tejal R. Amin, 61, is a graduate in Commerce and having more than 39 years of experience in Finance, corporate administration and strategic business planning. Mrs. Tejal R. Amin, is also actively associated with various professional bodies, educational and charitable trusts.

The draft Agreement to be entered by the Company with Mrs. Tejal R. Amin, contain inter-alia, the following principal terms and conditions:

#### TERMS OF APPOINTMENT

- 1. Period of Appointment:** Three years with effect from July 01, 2023.
- 2. Remuneration & Other Perquisites:** Mrs. Tejal R. Amin, as a Wholetime Director of the Company shall be entitled to remuneration as mentioned hereunder:

**Salary:** ₹ 4,28,055/- (Rupees Four Lacs Twenty-Eight Thousand Fifty-Five only) per month.

Provision of car with driver for use of the Company's business and telephone facility at the residence of Wholetime Director and reimbursement of expenses including entertainment expenses will not be considered as remuneration.

The following other perquisites shall not be included for the purposes of computation for the Wholetime Directors' remuneration as aforesaid:

- The Company's contribution to Provident Fund to the extent not taxable under the Income Tax Act.
- Gratuity payable to the Wholetime Director at the rate of half months' salary for each completed year of service.
- Encashment of leave at the end of the Wholetime Directors' tenure.

**Minimum Remuneration:** The Wholetime Director shall be paid remuneration by way of salary notwithstanding that in any Financial Year during the currency of tenure of the Wholetime Director, the Company has no profits or its profits are inadequate.

**Compensation:** If before the expiry of the Agreement, the tenure of her office as Wholetime Director is terminated, she shall be entitled to compensation for the loss of office subject to the provisions of Section 202 of the Companies Act, 2013.

Mrs. Tejal R. Amin, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as Director under section 164 of the Companies Act., 2013.

The Whole Time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013, with regard to duties of Directors.

The particulars set out above, may be considered as an abstract of the terms of contract for the remuneration / re-appointment of Mrs. Tejal R. Amin as Wholetime Director of the Company, which is required to be given to every member under the provisions of the Companies Act.



4. Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

I.	General Information:																																									
	1. Nature of Industry	Engineering																																								
	2. Date or expected date of commencement of commercial production	The Company is in operation since the year 1966																																								
	3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																																								
	4. Financial performance based on given indicators	<p>As per the Audited Financial Results for the year ended 31.03.2022</p> <table border="1" data-bbox="783 831 1362 1675"> <thead> <tr> <th data-bbox="783 831 1225 875">Particulars</th> <th data-bbox="1225 831 1362 931">Amount (₹ In Lacs) 2021-22</th> </tr> </thead> <tbody> <tr> <td data-bbox="783 931 1225 965">Revenue from Operations</td> <td data-bbox="1225 931 1362 965">5,524.51</td> </tr> <tr> <td data-bbox="783 965 1225 999">Other income</td> <td data-bbox="1225 965 1362 999">103.12</td> </tr> <tr> <td data-bbox="783 999 1225 1032"><b>Total income</b></td> <td data-bbox="1225 999 1362 1032"><b>5,627.63</b></td> </tr> <tr> <td data-bbox="783 1032 1225 1066">Material Cost</td> <td data-bbox="1225 1032 1362 1066">3,556.11</td> </tr> <tr> <td data-bbox="783 1066 1225 1099">Staff Cost</td> <td data-bbox="1225 1066 1362 1099">792.96</td> </tr> <tr> <td data-bbox="783 1099 1225 1133">Manufacturing &amp; Other Expenses</td> <td data-bbox="1225 1099 1362 1133">745.73</td> </tr> <tr> <td data-bbox="783 1133 1225 1167"><b>Total Expenditure</b></td> <td data-bbox="1225 1133 1362 1167"><b>5,094.80</b></td> </tr> <tr> <td data-bbox="783 1167 1225 1223">Profit before Depreciation Interest and Tax</td> <td data-bbox="1225 1167 1362 1223">532.83</td> </tr> <tr> <td data-bbox="783 1223 1225 1256">Depreciation</td> <td data-bbox="1225 1223 1362 1256">100.04</td> </tr> <tr> <td data-bbox="783 1256 1225 1290">Profit before Interest and Tax</td> <td data-bbox="1225 1256 1362 1290">432.79</td> </tr> <tr> <td data-bbox="783 1290 1225 1323">Less : Interest</td> <td data-bbox="1225 1290 1362 1323">58.78</td> </tr> <tr> <td data-bbox="783 1323 1225 1357">Profit before Tax</td> <td data-bbox="1225 1323 1362 1357">374.01</td> </tr> <tr> <td data-bbox="783 1357 1225 1391">Exceptional items, if any</td> <td data-bbox="1225 1357 1362 1391">-</td> </tr> <tr> <td data-bbox="783 1391 1225 1424">Profits before Taxation:</td> <td data-bbox="1225 1391 1362 1424">374.01</td> </tr> <tr> <td data-bbox="783 1424 1225 1458">Provision for Taxation</td> <td data-bbox="1225 1424 1362 1458"></td> </tr> <tr> <td data-bbox="783 1458 1225 1491">- Current Tax</td> <td data-bbox="1225 1458 1362 1491">101.63</td> </tr> <tr> <td data-bbox="783 1491 1225 1525">- Deferred Tax</td> <td data-bbox="1225 1491 1362 1525">7.26</td> </tr> <tr> <td data-bbox="783 1525 1225 1592">- Short / (Excess) provision of tax for earlier years</td> <td data-bbox="1225 1525 1362 1592">(10.77)</td> </tr> <tr> <td data-bbox="783 1592 1225 1626"><b>Net Profit after Tax for the year</b></td> <td data-bbox="1225 1592 1362 1626"><b>275.89</b></td> </tr> </tbody> </table>	Particulars	Amount (₹ In Lacs) 2021-22	Revenue from Operations	5,524.51	Other income	103.12	<b>Total income</b>	<b>5,627.63</b>	Material Cost	3,556.11	Staff Cost	792.96	Manufacturing & Other Expenses	745.73	<b>Total Expenditure</b>	<b>5,094.80</b>	Profit before Depreciation Interest and Tax	532.83	Depreciation	100.04	Profit before Interest and Tax	432.79	Less : Interest	58.78	Profit before Tax	374.01	Exceptional items, if any	-	Profits before Taxation:	374.01	Provision for Taxation		- Current Tax	101.63	- Deferred Tax	7.26	- Short / (Excess) provision of tax for earlier years	(10.77)	<b>Net Profit after Tax for the year</b>	<b>275.89</b>
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	5. Foreign investments or collaborations, if any	Not Applicable																																								

<b>II. Information about the Wholetime Director:</b>			
1. Background Details	Mrs. Tejal R. Amin, 61 is a Graduate in Commerce and has considerable experience in the areas of Finance, Corporate Administration and Strategic Business Planning. Mrs. Tejal R. Amin, has already served Jyoti Limited as Wholetime Director for almost 4 years and was responsible for bringing about substantial improvement in the performance of Jyoti Ltd. She holds Trusteeship of Navrachana Education Society, which runs a number of reputed Schools in Vadodara.		
2. Past Remuneration	Salary Rs. 51,36,660/- Others Rs. 8,63,472/- Total Rs. 60,00,132/- per annum paid as remuneration during the year ended on March 31, 2022.		
3. Job profile and suitability	Mrs. Tejal R. Amin, renders services as Wholetime Director of the Company.		
4. Remuneration proposed	Salary Rs. 51,36,660/- Other perquisites Rs. 8,63,472/- Total Rs. 60,00,132/- per annum more particularly described in the explanatory statement above.		
5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Looking to the size of the Company, the profile of the appointee, the responsibilities shouldered by her, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies.		
6. Pecuniary relationship directly or indirectly or relationship with the managerial personnel, if any	Besides the remuneration proposed, the Wholetime Director does not have any other pecuniary relationship with the Company. Mr. Rahul N. Amin, Director of the Company is a relative of Mrs. Tejal R. Amin.		
<b>III. Other information:</b>			
1. Reasons for loss or inadequacy of profit	The Company is making profits.		
2. Steps taken or proposed to be taken for improvement	The Company has strengthened its Balance Sheet by improving working capital management. With the overall improved business scenario and healthy order book position, the Company would grow in the coming years.		
3. Expected increase in productivity and profits in measurable terms	Particulars	Current FY2022-23 (₹ In Lakhs)	Previous FY2021-22 (₹ In Lakhs)
	Sales	4,000.00	5,524.51
	Other Income	50.00	103.12
	Net Profit	<b>100.00</b>	<b>275.89</b>



The draft of the Agreement referred to above is available for inspection by members through electronic mode.

The Board, therefore, recommends the Special Resolution at Item No. 6 of this Notice for your approval.

None of the Directors (except Mrs. Tejal R. Amin and Mr. Rahul N. Amin), Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly / indirectly interested in this resolution.

**Place : Vadodara**

**Date : August 12, 2022**

**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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard:

Name of Directors	Mr. Rahul N. Amin	Mrs. Tejal R. Amin
DIN	00167987	00169860
Date of Birth	25/12/1952	29/08/1960
Age	69 years	61 years
Nationality	Indian	Indian
Qualification	B.E. (Elect.) from M. S. University of Vadodara and Master of Engineering from Cornell (U.S.A.)	B.Com.
Expertise in Specific Functional Areas	Having more than 42 years of rich experience in Engineering, Business Management and Strategic Business Planning.	Having more than 39 years of experience in Financial, Corporate administration and Strategic Business Planning.
Date of Appointment	23/08/1980	16/16/2003
Relationship with other Directors and Key Managerial Personnel of the Company	Mrs. Tejal R. Amin is his wife other than this there is no inter-se relationship between the Mr. Rahul N. Amin and other members of the Board and Key Management Personnel of the Company.	Mr. Rahul N. Amin is her husband other than this there is no inter-se relationship between the Mrs. Tejal R. Amin and other members of the Board and Key Management Personnel of the Company.
Name of other Companies in which he/she holds Directorship	1. Jyoti Limited 2. Insutech Industries Limited	1. Jyoti Limited 2. Insutech Industries Limited 3. Vadodara Marathon
Chairman/Member of the Committee(s) of Board of Directors of other Companies in which he/she is a Director	<b>Jyoti Limited</b> 1. Chairman of Board of Directors	<b>Jyoti Limited</b> 1. Stakeholders Relationship Committee (Member) 2. Nomination & Remuneration Committee (Member) 3. Audit Committee (Member) <b>Vadodara Marathon</b> 1. Chairperson Vadodara Marathon
Number of Shares held in JSL Industries Limited	30,359 Shares	8,162 Shares



<b>Terms of appointment along with details of remuneration sought to be paid and the drawn by such person, if applicable</b>	Non-Executive Directors are entitled to sitting fees for attending meeting of the Board.	Refer item no. 6 of the explanatory statement.
<b>Number of Board Meetings attended</b>	5 in Financial Year 2021-22	5 in Financial Year 2021-22

**Place : Vadodara**  
**Date : August 12, 2022**  
**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)**