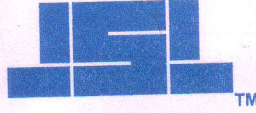




ISO 9001 : 2008
Reg. No. RQ91/5487



JSL INDUSTRIES LTD.

Registered Office & Works

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

Phones : 02692 - 280224, 280254, Fax : 02692 - 280227

E-Mail : jsl@jسلمogar.com • Website : www.jسلمogar.com

CIN NO. L31100GJ1966PLC001397

BY: ELECTRONIC MODE

August 28, 2019

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

Security Code: 504080

Subject: Notice of 53rd Annual General Meeting (AGM) of the Company

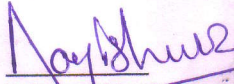
Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 53rd Annual General Meeting of the Members of the Company scheduled to be held on Thursday, September 26, 2019 at 10.30 a.m. at Village Mogar - 388 340, Tal. & Dist. Anand, Gujarat.

We request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For JSL Industries Limited


Ishwar Nayi
Company Secretary



Encl: As Above

NOTICE

NOTICE is hereby given that the **FIFTY THIRD ANNUAL GENERAL MEETING (AGM)** of the Members of **JSL INDUSTRIES LIMITED** will be held on **Thursday, the 26th September, 2019 at 10.30 a.m.** at the Registered Office of the Company at Village Mogar - 388 340, Tal. & Dist. - Anand, Gujarat, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019 and the Reports of the Board of Directors and the Auditors' thereon.
2. To declare dividend on Preference Shares for the financial year 2018-19.
3. To appoint a Director in place of Dr. K. K. Thakkar (DIN: 00208849) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. **Re-appointment of Mr. Sudhir V. Chemburkar (DIN: 00638666) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sudhir V. Chemburkar (DIN: 00638666), who was appointed as an Independent Director with effect from February 10, 2015 and who holds office up to February 09, 2020, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 upto February 09, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, the continuation of Mr. Sudhir V. Chemburkar (DIN: 00638666), as a Non Executive Independent Director of the Company who shall be attaining the age of 75 years on September 17, 2024 to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 upto February 09, 2025, be and is hereby approved.

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.”

5. **Re-appointment of Mr. Jaydev N. Paneri (DIN: 07016979) as an Independent Director**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jaydev N. Paneri (DIN: 07016979), who was appointed as an Independent Director with effect from February 10, 2015 and who holds office up to February 09, 2020, and who is eligible for re-appointment and meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and in respect of whom the Company has received a recommendation from the Nomination and Remuneration Committee and notice in writing under Section 160 of the Act from a member proposing his candidature for office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 upto February 09, 2025.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable statutory provisions, the continuation of Mr. Jaydev N. Paneri (DIN: 07016979), as a Non Executive Independent Director of the Company who shall be attaining the age of 75 years on August 25, 2021, to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 upto February 09, 2025, be and is hereby approved.

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. Continuation of Dr. K. K. Thakkar (DIN: 00208849) as Non-Executive Director of the Company from 53rd 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable statutory provisions, the continuation of Dr. K. K. Thakkar (DIN: 00208849), aged 77 years, as a Non-Executive Director from 53rd 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, be and is hereby approved.

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.”

Place : Mogar
Date : July 30, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

(Rahul N. Amin)
Chairman
(DIN : 00167987)

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE HOLDER OF PROXY SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING.

2. A statement giving additional details of the Directors seeking appointment/re-appointment as set out at Item Nos. 3 to 6 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
3. A Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Relevant documents referred to in the Notice and the Statement under Section 102 of the Companies Act, 2013, will be available at the Registered Office of the Company for inspection by the Members on all working days between 10.00 a.m. and 12.00 noon.
5. Members are requested to send in their queries in respect of Financial Statement of Accounts of the Company for the year ended on 31st March, 2019, at least one week in advance so as to enable the Management to keep the information / relevant documents readily available at the time of the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2019 to 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.
8. 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. 26th September, 2019.
9. As the Company has adopted the practice of Green Initiatives, Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
10. The Company has appointed M/s. MCS Share Transfer Agent Limited, as its Registrar and Share Transfer Agent for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents related to transfers, demat requests, change of address intimations 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 : mcsLtdbaroda@gmail.com

Fax No. : 0265 - 2341639,

Website : www.mcsregistrars.com

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / MCS Share Transfer Agent Limited.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / MCS Share Transfer Agent Ltd.
13. Corporate members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting..
14. Members, Proxies and Authorised representatives are requested to bring to the Meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
15. In case of joint holders attending the Meeting, the joint holder higher in the order of names will be entitled to vote at the Meeting.
16. Members holding shares in single name and physical form are advised to make nomination by filling up Form No. 2B in respect of their shareholding in the Company. The duly filled up nomination form should be sent to MCS Share Transfer Agent Ltd. for further process.
17. 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.
18. A route map showing directions to reach the venue of the Annual General Meeting is given at the end of this report as per the requirement of the Secretarial Standard -2 on "General Meeting".
19. Non-Resident Indian Members are requested to inform MCS Share Transfer Agent Limited 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.
20. SEBI, vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after December 5, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended by SEBI to March 31, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

21. The Notice of the AGM along with the Annual Report 2018 – 19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
22. Relevancy of questions and the order of speakers at the Meeting will be decided by the Chairman.
23. **Process and manner for Voting through electronic means**

In Compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facilities to the Members to cast their votes electronically in respect of the business to be transacted at the Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner for availing e-voting facility is as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **23rd September, 2019 at 09.00 a.m.** and ends on **25th September, 2019 at 5.00 p.m.** 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) which is **19th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. - 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 as mentioned in instruction (iv).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN** for the **JSL INDUSTRIES LIMITED** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 vote.
 - 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.



(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Please note that:

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 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.

Place : Mogar
Date : July 30, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

(Rahul N. Amin)
Chairman
(DIN : 00167987)

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

Item No. 4

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, Mr. Sudhir V. Chemburkar (DIN: 00638666) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company up to February 09, 2020. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Sudhir V. Chemburkar as an Independent Director for a second term of 5 (five) consecutive years i.e. from February 10, 2020 to February 09, 2025.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Sudhir V. Chemburkar, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 to February 09, 2025.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 1st April, 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mr. Sudhir V. Chemburkar, Non Executive Independent Director of the Company, shall attain the age of 75 years on September 17, 2024. Special Resolution at Resolution No. 4 is proposed for approval by the Shareholders of the Company. The special resolution, once passed, shall also be deemed as your approval under the aforesaid regulation, for continuation of Mr. Sudhir V. Chemburkar as Non Executive Independent Director beyond the age of 75 years.

The Company has received requisite disclosures and declarations from Mr. Sudhir V. Chemburkar required under the Act and the SEBI Listing Regulations. Mr. Sudhir V. Chemburkar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Sudhir V. Chemburkar for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Sudhir V. Chemburkar fulfils the conditions specified in the Act and the Rules thereunder and is Independent of the Management. Further, Mr. Sudhir V. Chemburkar is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

Copy of draft letter of appointment of Mr. Sudhir V. Chemburkar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The details of Mr. Sudhir V. Chemburkar as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions are provided in Annexure to this Notice.

The Board recommends the resolution set out at Item No. 4 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Sudhir V. Chemburkar, is concerned or interested, financially or otherwise, in this resolution.

Item No. 5

Pursuant to the relevant provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended, Mr. Jaydev N. Paneri (DIN: 07016979) was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years and who hold office as an Independent Director of the Company up to February 09, 2020. As per Section 149(10) of the Act an Independent Director shall hold office for a term up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company.

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Jaydev N. Paneri as an Independent Director for a second term of 5 (five) consecutive years i.e. from February 10, 2020 to February 09, 2025.

The Board of Directors, based on the recommendation of the Nomination & Remuneration Committee and the report of performance evaluation, considered that his professional expertise coupled with valuable contributions made by him during his present tenure, it would be in the beneficial interest of the Company to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Jaydev N. Paneri, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. from February 10, 2020 to February 09, 2025.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 1st April, 2019 consent of the shareholders by way of Special Resolutions shall be required for continuation of directorship of Non Executive Directors of the company who have attained the age of 75 years.

Mr. Jaydev N. Paneri, Non Executive Independent Director of the Company, shall attain the age of 75 years on August 25, 2021. Special Resolution at Resolution No. 5 is proposed for approval by the Shareholders of the Company. The special resolution, once passed, shall also be deemed as your approval under the aforesaid regulation, for continuation of Mr. Jaydev N. Paneri as Non Executive Independent Director beyond the age of 75 years.

The Company has received requisite disclosures and declarations from Mr. Jaydev N. Paneri required under the Act and the SEBI Listing Regulations. Mr. Jaydev N. Paneri is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has also received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Jaydev N. Paneri for the office of Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Jaydev N. Paneri fulfils the conditions specified in the Act and the Rules thereunder and is Independent of the Management. Further, Mr. Jaydev N. Paneri is not debarred or disqualified from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other such Authority.

Copy of draft letter of appointment of Mr. Jaydev N. Paneri setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The details of Mr. Jaydev N. Paneri as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions are provided in Annexure to this Notice.

The Board recommends the resolution set out at Item No. 5 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Jaydev N. Paneri, is concerned or interested, financially or otherwise, in this resolution.

Item No. 6

Dr. K. K. Thakkar (DIN: 00208849), aged 77 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 26th September, 2017, 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 Companies Act, 2013 he holds such office till the date of the annual general meeting at which he becomes liable to retire by rotation.

In this regards, At the Extra-Ordinary General Meeting of the Company held on 28th March, 2019, Shareholders of the Company have 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.

As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, Notified on 9th May, 2018, with effect from 1st April, 2019 consent of the shareholders by way of Special Resolutions shall be required to Dr. K. K. Thakkar for continuation of his directorship as a Non Executive Directors of the company, since he has already attained the age of 75 years.

After due consideration of his valuable contribution, the Nomination and Remuneration Committee has recommended such continuation of his appointment. The Board of Directors, after considering the said recommendation, approved the proposal.

The details of Dr. K. K. Thakkar as required under the provisions of Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions are provided in Annexure to this Notice.

The Board recommends the resolution set out at Item No. 6 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. K. K. Thakkar, is concerned or interested, financially or otherwise, in this resolution.

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions are as under:

Name of Directors	Dr. K. K. Thakkar	Mr. Sudhir V. Chemburkar	Mr. Jaydev N. Paneri
DIN	00208849	00638666	07016979
Date of Birth	01/01/1942	17/09/1949	25/08/1946
Nationality	Indian	Indian	Indian
Qualification	M.E. (Electrical Engineering) and Ph. D (Electrical)	Electrical Engineering Graduate (B.E. Electrical)	Diploma in Mechanical and Electrical Engineering (DME & DEE)
Expertise in Specific Functional Areas	Having more than 52 years of rich experience in Engineering, Corporate administration and Strategic business planning.	Having rich experience of 4 decades in Commercial and in the field of Manufacturing of electrical equipments and appliances.	Having more than 36 years of rich experience in the field of Mechanical and electrical engineering, Corporate planning, expansion and development.
Date of Appointment	28/07/2003	10/02/2015	10/02/2015
Relationship between Directors inter-se	There is no inter-se relationship between the Dr. K. K. Thakkar and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between the Mr. Sudhir V. Chemburkar and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between the Mr. Jaydev N. Paneri and other members of the Board and Key Managerial Personnel of the Company.
Name of other Companies in which he holds Directorship	-	I) Sahil Switchgears Pvt. Ltd. II) REO-GPD Inductive Components Private Limited III) Gujarat Plug-In Devices Pvt. Ltd.	-
Chairman/Member of the Committee(s) of Board of Directors of the Companies in which he is a Director	JSL Industries Limited Audit Committee (Member) Nomination and Remuneration Committee (Member) Stakeholders Relationship Committee (Member)	JSL Industries Limited Audit Committee (Member) Nomination and Remuneration Committee (Chairman)	JSL Industries Limited Audit Committee (Chairman) Stakeholders Relationship Committee (Member)

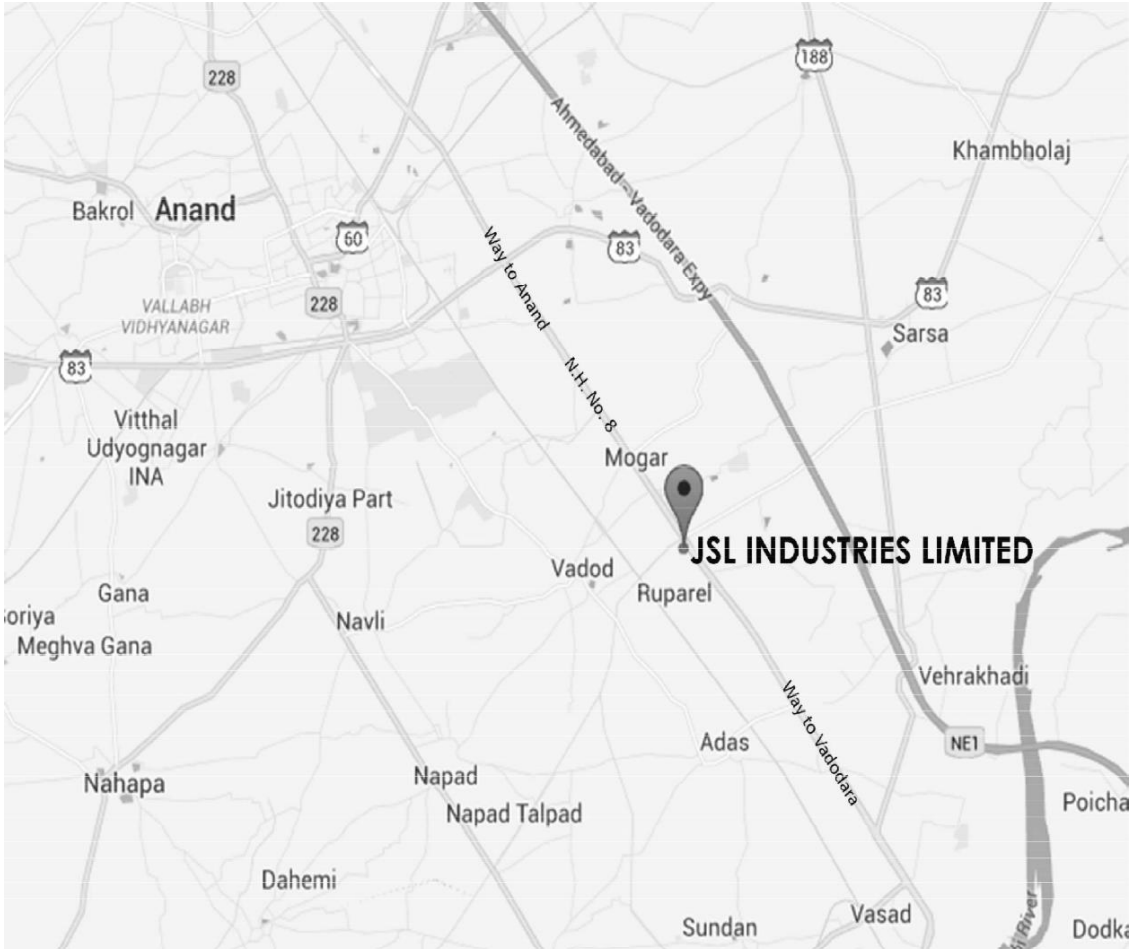
Number of Shares held in JSL Industries Limited	50 Shares	-	-
Terms of appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Non-Executive Directors are entitled to sitting fees for attending meetings of the Board.	5(Five) years i.e. from February 10, 2020 to February 09, 2025. Independent Directors are entitled to sitting fees for attending meetings of the Board.	5(Five) years i.e. from February 10, 2020 to February 09, 2025. Independent Directors are entitled to sitting fees for attending meetings of the Board.
Number of Board Meetings attended	4 in Financial Year 2018-19	5 in Financial Year 2018-19	4 in Financial Year 2018-19

Place : Mogar
Date : July 30, 2019
Registered Office
Mogar – 388 340
Dist. Anand, Gujarat.
CIN NO: L31100GJ1966PLC001397

On behalf of the Board of Directors
For JSL Industries Limited

(Rahul N. Amin)
Chairman
(DIN : 00167987)

ROUTE MAP OF VENUE OF AGM



ATTENDANCE SLIP

CIN : L31100GJ1966PLC001397

NAME OF THE COMPANY: JSL INDUSTRIES LIMITED

REGISTERED OFFICE : Village Mogar- 388 340, Tal. & Dist.- Anand, Gujarat.

Please complete this Attendance Slip and hand over at the Entrance of the Company.

I/We hereby record my/our presence at the Annual General Meeting held at JSL Industries Limited, Village Mogar – 388 340, Tal. & Dist.- Anand, Gujarat on Thursday, 26th September, 2019 at 10.30 a.m.

DP ID No.*:	L.F. No. :
Client ID No.*:	No. of Shares held:
Name and Address of the Shareholder (s):	
If Shareholder (s), Please Sign here	If Proxy, Please Sign here

* Applicable for members holding shares in electronic form.

1. Only Member/Proxy holder can attend the Meeting.

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Form No. MGT-11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN : L31100GJ1966PLC001397

NAME OF THE COMPANY: JSL INDUSTRIES LIMITED

REGISTERED OFFICE : Village Mogar- 388 340, Tal. & Dist.- Anand, Gujarat.

Name of Member (s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of _____, Shares of the above named Company, hereby appoint:

- 1) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____, or failing him

- 2) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____, or failing him

- 3) Name: _____
 Address: _____

 E-mail Id:
 Signature: _____,

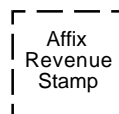
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 53rd (Fifty Third) Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2019 at 10.30 a.m. at JSL INDUSTRIES LIMITED, Village Mogar – 388 340, Tal. & Dist.- Anand, Gujarat, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of Resolution	For	Against
1	Adoption of Audited Financial Statements and Reports thereof for the financial year ended March 31, 2019.	Ordinary		
2	To Declare Dividend on Preference Shares of the Company.	Ordinary		
3	To appoint a Director in place of Dr. K. K. Thakkar (DIN: 00208849) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
4	Re-appointment of Mr. Sudhir V. Chemburkar (DIN: 00638666), as an Independent Director of the Company.	Special		
5	Re-appointment of Mr. Jaydev N. Paneri (DIN: 07016979), as an Independent Director of the Company.	Special		
6	Continuation of Dr. K. K. Thakkar (DIN: 00208849), as Non-Executive Director of the Company.	Special		

Sign this _____ day of _____ 2019

Signature of Shareholder: _____

Signature of proxy holder (s): _____



Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.**